

Bylaws  
for  
**The Woman's Thursday Club of Fair Oaks, Incorporated**

Article I

Name

The name of this club shall be The Woman's Thursday Club of Fair Oaks, Incorporated.

Article II

Purpose

The purpose of the Woman's Thursday Club of Fair Oaks, Inc., shall be to initiate and participate in charitable and philanthropic activities, promote education, preserve natural resources, grant youth scholarships, work for the betterment of our community and develop friendships.

Article III

Membership

Section A. There shall be two classes of membership: Active and Honorary Life

1. Active Member: can be accepted during open enrollment upon filling an application with payment of dues.
2. Honorary Life Member: may be conferred upon a member, after she has had outstanding service and at least 15 years of membership, by approval of the Board of Directors. Her dues are exempt for her lifetime and she is included in the list of active members, having such rights and privileges.

Section B. Membership Privileges

1. Voting on Club business.
2. Attending and bringing guests to the Club and section meetings.

3. Receiving a copy of the directory and the newsletter distributed periodically throughout the year.
4. Renting our clubhouse at a reduced rate, according to the Standing Rules.

#### Section C. Dues

1. The dues shall be \$65 annually.
2. The annual dues for current members may be paid starting June 1, and are due no later than August 31. Increases in dues shall be reviewed by the Board yearly with respect to the Club's operating costs and shall be adjusted to meet expenses. Should a member not pay her dues by August 1, the Second Vice President shall contact the member, and notify her of pending cancellation of her membership. Membership will be cancelled if dues are not received by August 31.
3. Dues for new members must be paid no later than September 30. Should dues not be paid by this date, the membership invitation will be rescinded.
4. The fiscal year of the Club shall be June 1 through May 31.

### Article IV

#### Officers

##### Section A.

1. The officers of the Club shall be President, First Vice President, Second Vice President, Board Secretary, Recording Secretary, Corresponding Secretary, Treasurer and five Directors. All officers have executive voting powers, except the President, who may only vote to break a tie, or by ballot or to affect the outcome of the vote. Should two members share any of the same aforementioned duties, they will share one vote.

##### Section B. Qualifications of voting officers

1. President: To be eligible for the office of President, a candidate shall have been an active member for at least three years and served as Chair of a Standing Committee or a member of the Board of Directors for at least one year.
2. First and Second Vice President: To be eligible for either office, a candidate shall have been an active member for at least two years.
3. All officers shall possess basic computer skills and the ability to carry out the requirements, duties and responsibilities of their office.

## Section C. Term of Office

1. The term of office for the President, First Vice President and Second Vice President, Recording Secretary, Board Secretary, Corresponding Secretary, Treasurer and Parliamentarian shall be for one year and not to exceed two consecutive terms or until a successor is elected.
2. The term of office for Directors shall be for three years, elected on a rotating basis.
3. A Director can serve two consecutive terms only if the Director has served as Director with a term of only one year. After a Director has served at least one year, the Director can be elected as an officer. The Board of Directors shall then elect a new Director for the remainder of that term.

## Section D. Duties of voting officers

1. The President shall:
  - a) Preside at all meetings of the Club.
  - b) Have general supervision of Committees and over the affairs of the Club.
  - c) Appoint all Chairs of Standing and Special Committees as necessary, with the exception of Budget, Bylaws and Nominating Committees.
  - d) Appoint a Parliamentarian.
  - e) Be an ex officio member of all committees, except the nominating committee.
  - f) Be an honorary member of each section.
  - g) Solicit suggestions for non-profits for the Club to support (for Board approval) and announce these at the September general meeting.
2. The First Vice President shall:
  - a) Assist the President in discharging her duties.
  - b) Preside in the absence of the President.
  - c) Be in charge of programs for the months of October, November, January, February, March and April, unless there is other Club or section business during any of those months.
3. The Second Vice President shall:
  - a) Preside in the absence of the President and First Vice President.
  - b) Be in charge of membership.
  - c) Coordinate the Membership Luncheon in September.
  - d) Prepare an honorary life membership nomination list.
4. The Board Secretary shall:
  - a) Keep minutes of the Board and general meeting minutes.

- b) Preserve in her files a copy of these Bylaws and the Standing Rules.
- c) Fill in for the Recording Secretary in her absence.

5. The Recording Secretary shall:

- a) Keep minutes of the general Club meetings.
- b) Fill in for the Board Secretary in her absence.

6. The Corresponding Secretary shall:

- a) Be responsible for correspondence for the Club.
- b) In the absence of both the Recording Secretary and Board Secretary perform the duties of those offices.

7. The Treasurer shall:

- a) Receive and deposit all monies of the Club, including sections.
- b) Pay bills as directed by the Board of Directors or the general membership, except for emergency bills as specified in the Standing Rules.
- c) Report monthly to the Board of Directors and at the general meetings.
- d) Give an annual financial report at the June Board of Directors meeting and the October general meeting.
- e) Serve as Chair of the Budget Committee.
- f) Comply with all financial requirements of the State of California and the IRS.

Section E. Duties of nonvoting officers

1. The Parliamentarian shall:

- a) Give parliamentary advice, when necessary or when called upon.
- b) Be responsible for having a copy of the latest edition of Robert's Rules of Order, Newly Revised at each Board of Directors and general meeting.
- c) Serve as Chair of the Bylaws Committee and appoint two members.
- d) Review nomination and election procedures with the Nominating Committee.
- e) Have no voting privileges.

2. Immediate Past President shall serve in an advisory capacity with no Executive Board voting privilege.

Section F. Duties of Directors:

1. Directors shall provide assistance, when requested, at meetings, on special projects, ad hoc committees and events, and have Executive Board voting privilege.

## Section G. Nominations and Elections:

1. The President will seek volunteers for the Nominating Committee, and at the February general meeting announce the committee members.
2. The Nominating Committee shall present a slate of officers at the March general meeting containing the names of the candidates who have consented to run for all offices and open directorships. This slate shall be printed in the April newsletter.
3. Floor nominations may be made on the day of the April general meeting prior to election.
4. Officers and Directors shall be elected at the April general meeting. If there is only one candidate for any office, that election may be by voice vote. If there is more than one nominee for any office, the vote shall be by ballot. A majority vote shall constitute an election.
5. The installation of newly-elected officers shall take place at the May Recognition Luncheon. Their official duties commence on June 1.

## Article V

### Meetings

Section A. General meetings of the Club should be held on the second Thursday of each month, beginning in September and ending in May.

Section B. No business shall be transacted at a meeting without a quorum. Twenty-one members shall constitute a quorum for the general meetings.

Section C. A special meeting of the Club may be called at any time by the President or upon the written request of three members. No business shall be transacted at such meeting except that specified in the call, which call shall be at least two days in advance.

## Article VI

### Board of Directors

Section A. There shall be 15 members that comprise the Board of Directors. The seven elected officers of the club, the five elected Directors, the Parliamentarian, the Chair of the Clubhouse Management Committee, and the Immediate Past President.

- Section B. The corporate powers, business and property of the Club shall be administered by the Board of Directors. The Board oversees the operations of the organization and ensures that all practices are ethical and that legal requirements are met. The Board is responsible for assuring the financial integrity and solvency of the organization and establishing procedures to safeguard the organization from fraud and risk.
- Section C. All business and official correspondence shall first be presented to the Board of Directors.
- Section D. The Board should meet monthly, year round, preferably on the last Thursday of each month. The Board may conduct emergency business when necessary. Any decisions made by phone, video or conference call shall be ratified at the next regularly scheduled Board meeting.
- Section E. A special meeting of the Board may be called at any time by the President or upon the written request of three Board members. No business may be transacted at such meeting except that specified in the call, which call shall be at least two days in advance.
- Section F. No expenditures for unbudgeted projects in excess of \$1,000 shall be authorized by the Board without the consent of the Club membership. In case of emergency, \$2,000 may be authorized by the Board. The expenditure shall be ratified by the membership at the next general meeting.
- Section G. Non-attendance of a member of the Board of Directors for three Consecutive Board or general meetings, without an adequate excuse, shall, by vote of the Board, constitute a vacancy in that office.
- Section H. The President shall fill Board vacancies by appointment, and they will be ratified by the Board for the remainder of the term.
- Section I. Eight Board members shall constitute a quorum for Board meetings.

## Article VII

### Committees

- Section A. The Standing Committees shall be Amenities, Budget, Clubhouse Management, Communications, Hospitality and Scholarship.
- Section B. The President may also appoint the following committees: Clubhouse Grounds, Historian, Sunshine, Scholarship Event Committee and any other standing or special committees deemed necessary.

Section C. The Chair of each committee shall be appointed by the President, apart from the Budget, Bylaws and Nominating Committee. Committee members shall be appointed by the Chair with the exception of the Budget and Nominating Committees.

Section D. The Budget Committee consists of the Treasurer as Chair, the President, First Vice President, Immediate Past President and Clubhouse Manager. The budget shall be presented for adoption at the April general meeting.

## Article VIII

### Special Appointments

Section A. Special appointments may include: Auditor, Conservation, Directory, Elementary School Liaison, Facebook Administrator, Rental Manager and others at the discretion of the Board of Directors.

## Article IX

### Sections

Section A. Sections of the Club may be formed for the study, participation in and appreciation of special subject (in line with the Club's purposes) and upon the approval by the Board of Directors.

Section B. The sections may include: Book Section, Bridge Section, Crafty Crafters, Game Day, Good Earth Garden Section, Lunch Bunch, Conversation Circle and others proposed by the membership.

Section C. A member of any section must be a member of the Club. Each section member shall have the privilege of bringing guests to a section meeting. Each guest of a section may attend not more than two meetings of that section per year.

Section D. Each section may elect a leader and any other section officers deemed necessary to conduct its affairs.

Section E. Section leaders may bring instructor(s) desired by the section. Any expense incurred shall be the responsibility of said section members.

Section F. All section monies derived from all activities of the section and designated as donations or prizes shall be distributed in the name of the Club. If a section ceases

to exist, any remaining monies will be given back to the Club's operating budget. All donations by a section shall be made in alignment with the stated purpose of the Woman's Thursday Club.

## Article X

### Parliamentary Authority

Section A. The current edition of Robert's Rules of Order Newly Revised shall be the guide in all matters not in conflict with federal and state laws, and the Articles of Incorporation and these Bylaws.

## Article XI

### Donations

Section A. The Club shall make every effort to use donations earmarked for the specific function for which they are donated.

Section B. In accordance with state and federal laws and regulations, the Treasurer shall keep track of all contributions over the amounts specified for non-profit organizations.

## Article XII

### Conflict of Interest

Section A. Scholarships: Any member who is in a familial relationship with a student seeking a scholarship from the Club shall disclose this relationship to the Scholarship Committee and recuse herself from the Scholarship Committee, and shall refrain from attempting to exert any influence on the Scholarship Committee's decisions.

Section B. Business Matters: Any member who is in a familial relationship with an individual business owner or who has a relative who is employed by a business seeking to contract with the Club must disclose this relationship and recuse herself from discussions of said business, and shall not seek to have any influence over the contractual process.

No Woman's Thursday Club member shall use or give the appearance of using their position within the Club for personal gain or for the benefit of their own business.



## Article XIII

### Discrimination

Section A. The Club's values align with California laws protecting people from discrimination.

## Article XIV

### Amendments

Section A. These Bylaws may be amended at any general meeting by a two-thirds vote of the members present and voting, provided all members were notified of the proposed amendment(s) in writing, stating the existing bylaw and the proposed amendment(s) at least three weeks prior to their consideration. Members shall be given ample notice and opportunity to attend and vote at any general meeting, despite any limitations on possible attendance.

## Article XV

### Dissolution

Section A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up the corporation, its assets remaining after payment or provision of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation, approved by the Board of Directors and the membership, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Amended March 11, 2010; Bylaws Committee: Marguerite Smart (Chair), Bette Benedetti, Janet McWilliams and June Melvin.

Amended October 10, 2013; Bylaws Committee: Bev Purdue (Chair), Vicki Walter, Janet McWilliams.

Amended October 13, 2016; Bylaws Committee: Vicki Walter (Chair), Bev Purdue, Carol Chesbrough, Belinda Colville.

Amended October 10, 2019; Bylaws Committee: Bev Purdue (Chair), Linda Poya, Carol Roper, Terrie O'Donnell

Amended March 31, 2025, effective June 1, 2025; Bylaws Committee: Kathryn Beebe, (Chair), Lynn Steen, Wendy Weir and Sandra Navarro.