

PROPOSED COMPLETE BYLAW REVISION

(TO BE EFFECTIVE JUNE 1, 2012 IF ACCEPTED)

SAN BERNARDINO DISTRICT GFWC CALIFORNIA FEDERATION OF WOMEN'S CLUBS

BYLAW

Article I

Name

This Corporation shall be called the San Bernardino District, GFWC California Federation of Women's Clubs.

Article II

Object

The object shall be to cooperate with the General Federation of Women's Clubs and California Federation of Women's Clubs and to unite the influence and enterprise of the clubs of San Bernardino District.

Article III

Membership

Section 1. To become a member of the San Bernardino District a club must:

- (A) Hold membership in CFWC and GFWC.
- (B) Have a membership of at least ten (10) members.
- (C) Show by its Bylaws that the organization requires no sectarian or political test for membership; that it is not a secret society and that it does not conflict with Bylaws of the District, CFWC or GFWC.
- (D) Clubs of men and women are eligible under the same rules.

Section 2. A club desiring membership in GFWC shall send an application for membership to the District Membership Chairman (Second Vice President). An application form signed by the President and Recording Secretary of the club desiring membership must be accompanied by membership dues of the District, CFWC and GFWC; the name and address of the President, Recording Secretary and Treasurer of the club and a copy of the club's bylaws. The District Membership Chairman (Second Vice President) shall present the application to the District Executive Board for approval. Upon approval, the District Membership Chairman (Second Vice President) shall send the application, bylaws and CFWC and GFWC dues to the CFWC Second Vice President and Area "D" Vice President.

Section 3. A club desiring to resign from Federation shall do so before January 1 or be responsible for the current year's dues. Such request must be by two

thirds (2/3) vote at a regular business meeting of the club, provided written notice of the proposed resignation has been sent to each member at least ten (10) days before the vote is taken.

Section 4. No club or society designed for a special purpose shall bring its discussion or its subjects into any meeting of the District Federation except by unanimous vote.

Section 5. Each club may adopt its own policy and is in no way committed to work for measures voted at GFWC, CFWC or District meetings, such measures are suggested, not mandatory.

ARTICLE IV

Officers and Duties

Section 1. The officers of the District Federation shall be President, First Vice President/Pres.-Elect, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, Financial Secretary, Treasurer, Budget Director, Auditor, and Parliamentarian.

Section 2. These officers shall be elected by ballot with the exception of the Corresponding Secretary and the Parliamentarian who shall be appointed by the President. The term of office shall be two (2) years or until their successors are elected or appointed. No elected officers shall be eligible to the same office for more than two (2) consecutive years.

Section 3. There shall be no salaried officers. The budget shall provide for the required expenses of certain individuals on business for the District.

Section 4. Duties

(A) The **President** shall preside at all meetings of the District Federation Executive Board and District Executive Committee. She shall appoint a Corresponding Secretary and a Parliamentarian. She shall also appoint all Chairmen of Programs subject to ratification by the Board. She shall be an ex-officio member of all committees except the Nominating Committee, and shall have general supervision of the work of the Federated clubs of the District. She shall represent the District at CFWC Board meetings and the CFWC annual Convention

(B) The **First Vice President/President-elect**'s duty in the absence of the President, shall be to perform the duties of the President. She shall assist the President in devising and executing plans of work. In case of death, resignation, or permanent disability of the President, the President elect shall succeed to the office of President for the unexpired term. She shall serve as Dean of Chairmen, assisting the District Chairmen in planning Federation activities and projects. She shall serve as a member of the District Disaster Relief Committee.

She shall assume the duties of President elect on January 1st of the election year and continue her duties as Dean of Chairman.

1. She shall be responsible for securing and signing contracts for San Bernardino District Board meetings and conventions for the following Administration.
 2. Appointment of officers and chairmen shall be made after the February Board meeting of the election year.
- (C) The **Second Vice President** shall serve as membership chairman, new club recruitment chairman and itinerary chairman
- (D) The **Third Vice President** shall serve as Program Chairman, Program Resource Chairman and assist the President whenever called upon.
- (E) The **Recording Secretary** shall keep the minutes of all meetings of the Executive Committee and the Executive Board. She shall keep a correct and official list of all clubs belonging to the District, of the Chairmen of Programs, Standing and Special Committees. She shall serve as a member of the District Disaster Relief Committee.
- (F) The **Corresponding Secretary** shall conduct the correspondence of District, prepare and distribute the District Yearbook and such other duties as may be required of her by the President.
- (G) The **Financial Secretary** shall:
1. Receive all monies such as dues and other project funds.
 2. Deposit all monies in a bank approved by the Executive Committee.
 3. Immediately send a duplicate bank deposit slip of these deposits accounts to the District President, District Treasurer and District Budget Director.
 4. Keep a detailed record of all financial transactions as required by the District and CFWC Federation.
 5. Be a member of the Budget Committee
 6. Submit a monthly report and an annual report with copies for each member of the Executive Committee.
 7. Serve as Chairman of the District Disaster Relief Committee and distribute application forms to clubs requesting them following a disaster.
 8. Act as the Convention Treasurer and as such deposit all convention funds into the general checking account designated to be used only to pay for convention expenses, and record such transactions in a ledger.
 9. Submit a convention report at the May Executive Committee meeting.
 10. Prepare all financial forms for the required signatures as authorized by the Executive Committee.
- (H) The **Treasurer** shall:
1. Pay all bills that have been properly approved and for which warrants have been drawn and signed by the Budget Director.
 2. Be a member of the Budget Committee.

3. Forward CFWC and GFWC funds by the 15th day of each month to the CFWC Financial Secretary
4. Record in a ledger monies deposited in the checking account and for written checks.
5. Make a monthly report and an annual report with copies for each member of the Executive Committee.
6. Complete and file all forms required by the California and Federal Governments.
7. Serve as a member of the District Disaster Relief Committee.

(I) The **Budget Director** shall:

1. Serve as Chairman of the Budget Committee. (See Article VII, Section 6)
2. Keep accurate records to compare all bills with the budget before payment by the Treasurer.
3. Write and sign all warrants and forward them promptly to the Treasurer.
4. Compile a monthly report of warrants written with a copy for each member of the Executive Committee.

(J) The **Auditor** shall:

1. Audit the accounts of the Treasurer, Financial Secretary and Budget Director twice a year, from June 1 through December 31, and from January through May 31.
2. Present a written report in July at the District Board/Summer Conference and in February at the District Winter meeting with a copy for each member of the Executive Board
3. Give her final report at the July District Board/Summer Conference following her term of office.
4. Arrange for an immediate audit should a vacancy occur in the office of Treasurer or Financial Secretary.
5. Serve as a member of the District Disaster Relief Committee.

(K) The **Parliamentarian** shall:

1. Perform the duties pertaining to her office.
2. Serve as Chairman of the By-laws Committee.
3. Approve the By-laws of clubs applying for membership in the Federation.
4. Be a non-voting member of the Resolutions Committee.
5. Call the first meeting of the Nominating Committee at the District Board/Summer Conference of the pre-election year for instruction and to elect a chairman. The pre-election year begins June 1 following the election. The election year begins June 1 following the next convention.
6. Serve as a member of the District Disaster Relief Committee.

ARTICLE V

Executive Board and Duties

Section 1. The Executive Board shall consist of the Officers, Chairman of Programs, the Standing Committees, Special Appointees. CFWC Officers and CFWC Chairmen residing in the District, the Presidents of Federated Clubs in San Bernardino District, Past District Presidents.

Section 2. Each member of the Executive Board shall hold membership in a Federated Club of the District with the exception of Past District Presidents.

Section 3. Duties:

- A. Fill all vacancies in the District elective offices for the unexpired term except the office of President. In case there is but one candidate the vote may be by voice.
- B. Approve the annual budget at the first meeting of the fiscal year.
- C. Elect an Election Board of seven (7) members at the pre-Convention Board Meeting. This Election Board shall select its own chairman. The President may, if necessary, appoint additional members.
- D. Constitute and exercise all powers of the Board of Directors of the Corporation.

Section 4. Meetings

- A. The Executive Board shall hold three (3) meetings during the year, preferably following the CFWC Board meetings. The Annual Convention is not included as one of the three meetings. After June 1 of each year, there shall be a combined Summer Conference and Board Meeting. Additional meetings shall be held at the call of the President, Executive Committee, or at the written request of five (5) clubs stating the time, place and purpose of the meeting.
- B. Written or printed notices of meetings shall be mailed to each member of the Executive Board by the Corresponding Secretary at least four (4) weeks before the meeting.
- C. Quorum: Fifteen (15) members, three (3) of whom shall be officers, shall constitute a quorum.

ARTICLE VI

Executive Committees and Duties

Section 1. The Executive Committee shall be composed of the officers and shall meet at the call of the President, or at the request of three (3) members. Five (5) shall constitute a quorum.

Section 2. Duties: The Executive Committee shall:

- A. Meet immediately following the close of the Election Convention to ratify the President's appointments of Chairman of Programs, Special Committees and Special Appointments.
- B. Consider matters of policy for the Administration before presenting them to the Executive Board for approval.
- C. Have the power to transact business in emergencies not covered by the Bylaws or Standing Rules. They may transact emergency business by telephone vote when necessary. The roll call vote and action taken shall be ratified at the next meeting of the Executive Committee and be included in the minutes.
- D. Decide the time and place of the Annual Convention.
- E. Authorize the purchase of bonds for the President, Financial Secretary and Budget Director in the amount adequate to cover the year's budget.
- F. Authorize the signature of the President, Financial Secretary, Treasurer and Budget Director and in any two (2) of these bonded signatures may be used in signing District checks.
- G. Equalize and determine the membership categories for judging for District Awards and announce same at Summer Conference.
- H. Declare a vacancy, by two-thirds (2/3) vote, if an appointed member or an elected officer of the Executive Board fails to perform her duties.

ARTICLE VII
Duties and Finances

Section 1. The fiscal year shall be from June 1 through May 31.

Section 2. The annual district dues shall be two dollars (\$2.00) per capita, payable to the District Financial Secretary by May 1 and they shall be delinquent September 15. If not paid by September 15, the club shall be dropped from membership. The amount of dues paid by a given club shall be based on the membership reported on the Data Blank. The delegates of clubs failing to pay their annual dues shall not be seated at the Annual Convention.

Section 3. The District Treasurer shall forward CFWC and GFWC funds to the CFWC Financial Secretary by the 15th of each month.

Section 4. Clubs joining the Federation prior to February 1 shall pay full dues for the current year (June 1 through May 31). Such clubs shall be eligible to exercise full membership rights, provided the dues are forwarded to CFWC on or before the 15th of February preceding the next annual convention.

Section 5. Dues of clubs admitted after the first day of February shall be credited to the following year, and no dues shall be charged for the remainder of the current year. Members of clubs admitted after February may be granted all membership rights in the clubs, and may be present at the following annual District and GFWC/CFWC conventions. They may take part in the discussion, but may not propose motions or vote. (See GFWC/CFWC Bylaws, Article IX, Dues and Finance, Sections 9.3D and E).

Section 6. There shall be a Budget Committee of five (5) members: the President, First Vice President, the Budget Director, Treasurer, and the Financial Secretary. They shall prepare the annual budget and a copy shall accompany the CALL to the first District Board Meeting of the fiscal year.

Article VIII Convention

Section 1. There shall be an Annual Convention, preferably in April, held at the time and place determined by the Executive Committee. A special convention may be called by the Executive Committee or they may have the power to cancel a convention. The CALL to Convention, signed by the President, shall be mailed at least thirty (30) days prior to the Convention. In an election year the CALL shall include a copy of the report of the Nominating Committee listing the proposed slate of officers.

Section 2. The Voting Body shall consist of District Officers, Presidents of clubs or their alternates, Past District Presidents, Chairmen of Programs, Chairmen and members of Standing Committees, Special Appointees, CFWC Officers and CFWC Chairmen residing in the District, and Delegates. Each club in good standing is entitled to representation at the Convention by its President or her alternate and one (1) delegate. Clubs having membership over twenty-five (25) shall be entitled to one (1) delegate for each additional twenty-five (25) members or major fraction thereof.

Section 3. No delegate shall be allowed to represent more than one club nor have more than one (1) vote regardless of the number of positions held. Voting by proxy, either verbal or in writing shall not be permitted.

Section 4. The Recording Secretary of each club shall certify to the Credentials Committee, at least one (1) week before the Annual Convention, the names of delegates and alternates from her club.

Section 5. Members of the clubs belonging to the District Federation other than delegates may be present at the Annual Convention and may take part in discussions but shall not propose motions or vote.

Section 6. There shall be a registration fee at the Convention for all members attending any part of the convention, which may be used for necessary expenses by the Convention Committee. Non-member visitors at meals pay no registration fee.

Section 7. The Convention chairman shall be appointed by the President. The President, in cooperation with the Convention Chairman, shall appoint all necessary committees to make suitable arrangements for the Convention.

Section 8. The District Financial Secretary in her capacity as Convention Treasurer shall deposit all Convention monies into a restricted fund checking account in a financial institution approved by the Executive Committee. She shall receive and disburse all convention funds. Checks shall be signed by two (2) bonded officers (the President, the Financial Secretary, the Treasurer or the Budget Director). In the event the Financial Secretary is not able to be present, the checks must be signed by the Treasurer and President or Budget Director. At the close of convention the District Auditor shall audit the restricted fund account. All unused monies shall remain in the Convention Fund.

Section 9. Twenty-five (25) delegates representing at least one-third (1/3) of the clubs shall constitute a quorum.

Article IX

Nominations and Elections

Section 1. All officers of the District, except the Parliamentarian and Corresponding Secretary who are appointed by the President, shall be elected by ballot for a term of two (2) years.

Section 2. Eligibility

- (A) All officers shall be members of a Federated Club in the District.
- (B) The President: To be eligible for the office of President, a member shall have served as First Vice President/President-elect. There shall be no election to fill the office of President.
- (C) The First Vice President/President-elect must have served two (2) years on the Executive Committee, two (2) years in a District report writing

chairmanship in addition to her duties as an elected officer, and shall have served as a Club President. She shall be endorsed by two (2) clubs in one of which she holds membership.

- (D) All other elected officers shall be eligible by endorsement of one club in which she holds membership. If endorsements are not received for all offices, the Nominating Committee may present candidates of their selection without club endorsements.

Section 3. Nominations

- (A) A Nominating Committee composed of five (5) members shall be elected at the Annual Convention in the pre-election year.
- (B) Endorsements and the qualifications for office should reach each member of the Nominating Committee not later than January 1 of the election year.
- (C) The Nominating Committee shall hold its first meeting not later than January 15 of the election year. The full committee shall be involved when nominees are contacted. The members of the Nominating Committee shall respect the confidentiality of the committee discussions.
- (D) The Nominating Committee shall select those candidates best qualified for each elective office, considering equal distribution geographically, if possible. Prior to March 1, the Chairman shall certify the report of the Nominating Committee, signed by all committee members, listing the proposed slate of officers with their qualifications for publication in the CALL for the Annual Convention. Prior to March 1, the Chairman shall send a written notice to each nominee upon completion of the slate which discharges the committee's responsibilities until the committee reports at the election year Annual Convention.
- (E) The Nominating Committee shall present no more than three (3) names for each office and shall make its report to the Convention the first morning of the Convention.
- (F) Nominations from delegates may be sent to the Recording Secretary up to 12:00 noon the first day of Convention, provided such nominations have received the signatures of twenty (20) voting members of the Convention.

Section 4. Elections

- (A) An Election Committee composed of five (5) members shall be elected at the pre-convention Executive Board Meeting.
The Committee shall select their own Chairman.
- (B) The election shall be held the first day of the Election Year Convention between the hours of 1:45 p.m. and 4:00 p.m., shall be conducted by the Election Committee, and balloting shall take place in a separate room from that in which the session is held.

- (C) The Chairman of the Election Committee shall have supervision of the arrangements for voting, preparing of ballots, and the count. After the count she shall report the results of the election count to the President. The President shall report the results of the election as the first order of business at the first session upon the completion of the count.
- (D) A plurality vote shall constitute an election.

Section 5.

- (A) Newly elected officers shall enter into their duties June 1 following the election.
- (B) At the Fall Executive Board meeting of the election year, the Executive Committee shall recommend the name of women qualified for CFWC appointments. The names, so recommended, shall be voted on by the Executive Board and shall be submitted to the President-Elect of CFWC with a detailed list of qualifications of each woman.
- (C) At the Annual Convention in the election year the Executive Board shall have elected members qualified to serve on the CFWC Bylaws and Resolutions Committees and on the non-election years shall have elected members to serve on the CFWC Nominating and Elections Committees. Nominees for the CFWC Nominating Committee must have served on the CFWC Board.

Article X Resolutions

Section 1. The Resolutions Committee shall consist of five (5) members. The District Parliamentarian shall be a non-voting member of the Committee. The Committee shall have the power by unanimous vote to suppress any resolution.

Section 2. All resolutions offered for consideration of the District Federation Convention, except emergency resolutions and those of courtesy, shall be presented typewritten, with a copy for each member of the Committee, thirty (30) days prior to the Convention, with the endorsement of at least one (1) club or the District Executive Committee.

Section 3. Emergency resolutions not to exceed four (4) in number may be presented to the Convention through the Resolutions Committee before noon of the first day of the Convention, and must have the same endorsement as other resolutions. The Resolutions Committee, by a two-thirds (2/3) vote, shall decide what resolutions shall be presented to the Convention as Emergency Resolutions.

Section 4. Convention rules regarding resolutions shall apply to regular Executive Board Meetings except in the case of Emergency Resolutions which shall be presented to the Resolutions Committee before the close of the morning session. The Executive Committee, by unanimous consent may present a resolution to the Executive Board.

Article XI

Parliamentary Authority

Robert's Rules of Order, Newly Revised shall be the authority at all meetings wherein they are applicable and not in conflict with these Bylaws.

Article XII

Amendments

These Bylaws may be amended at any Annual District Convention by a two-thirds (2/3) vote provided such amendments appear in the CALL to the Convention, or at a regular District Executive Board Meeting under the same provision. The last date of amendment of these Bylaws was April —

Article XIII

Dissolution

All property owned by the Corporation is and shall be irrevocably dedicated to the purpose for which the Corporation was formed and is existing. Upon liquidation, dissolution or abandonment of the Corporation, such property and assets shall be distributed to a non-profit organization(s) organized and operating exclusively for charitable purposes and which qualified as a non-profit organization under provisions of Section 501(c)3 of the Internal Revenue Code of 1969 (revised).

Bylaws revised —

PROPOSED STANDING RULE CHANGE

11. Delete as printed in Yearbook

Insert :

11. A GFWC California Federation of Women's Clubs Data Blank must be completed and signed by the incoming and outgoing presidents of each club by May 1 of each year. The Data Blank accompanied by the required GFWC, CFWC and District dues and a club roster must be mailed to the District Financial Secretary no later than May 1.