

## **THE WOMAN'S CLUB OF VISTA GFWC**

### **BYLAWS**

#### **ARTICLE I – NAME**

- A. The corporate name of this Club shall be The Woman's Club of Vista GFWC, hereinafter in these Bylaws referred to as "WCV." This club is a member of Palomar District, California Federation and General Federation of Women's Clubs. This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.
- B. All property owned by this corporation is and shall be irrevocably dedicated to the purpose for which the corporation was formed. Upon liquidation, dissolution or abandonment of the corporation, such assets and property remaining after payment of or provision for payment of all liabilities shall be distributed to non-profit organizations organized and operating exclusively for charitable purposes and which qualify as non-profit organizations within the meaning of section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE II – OBJECT**

The club shall be dedicated to charitable, educational, and service programs within the meaning of section 501(c)(3) of the Internal Revenue Code. In carrying out said programs WCV may acquire, own and convey real and personal property but not for profit. The non-profit status of this club is in accordance with the provisions of California Franchise Tax Laws and section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE III - ACTIVE MEMBERSHIP**

- A. Any person residing in Vista or vicinity may become an Active Member of WCV. They may attend regular club meetings as a visitor or a guest of a member after which they may submit a membership application. This application shall be presented to the Membership Chair accompanied by the required dues. Applicants joining after January 1 shall pay full dues which will be applied to the following year. Members who have moved out of the area may remain Active upon payment of dues.
- B. This organization requires no sectarian or political test for membership. It is not a secret society; it does not tolerate, either by practice or teaching, any violation of State or National laws, and its bylaws do not conflict with the bylaws of the General or California Federation.

- C. Any 25-year Member of WCV will not be required to pay Club dues but will retain voting rights. GFWC, CFWC, and District dues will be paid by the Club.
- D. A member who has dropped membership shall be re-admitted upon payment of the current year's dues.

#### **ARTICLE IV – EXECUTIVE BOARD**

**The Executive Board includes:** President, First Vice-President (Dean), Second Vice-President (Membership), Third Vice-President (Programs), Fourth Vice-President (Ways and Means), Recording Secretary, Corresponding Secretary, Treasurer, Finance Committee Chair, two (2) elected Directors, as well as an appointed Parliamentarian. The immediate Past President is an Ex-Officio member of the Board in a non-voting advisory role. The legal powers of this corporation are vested in the Executive Board, who shall transact Club business, consider and control all permanent matters, i.e. financial investment and disbursements of the corporation. The Executive Board shall make recommendations, and final decisions will require approval by a majority vote of WCV.

#### **ARTICLE V – ELECTED AND APPOINTED OFFICERS AND DUTIES**

- A. All officers shall be elected for a term of two (2) years.
- B. No member shall be elected President unless that member has served at least one (1) term on the Executive Board.
- C. Resignations on the Executive Board shall be filled by that body for the unexpired term. Resignations and vacancies on the Executive Board shall be filled by that body for the unexpired term.
- D. Three unexcused absences from Executive Board meetings shall be considered a resignation from the position.
- E. No member shall serve more than two (2) consecutive terms in the same elected position, with the exception of Treasurer.

#### **Section 1. The President:**

- A. Shall preside at all regular and special meetings and have general supervision of the Club.
- B. Shall be an ex-officio member of all committees except the Nominating Committee.
- C. Shall review monthly statements of all transactions with the Treasurer, shall prepare an Annual Budget with the Finance Committee, and shall be an authorized check signer.
- D. Shall name any special appointee or committee deemed necessary to assist in carrying on the work of the Club.

- E. Shall keep a Leadership record of activities and duties performed for the calendar year (January-December) which becomes a written report due to the Dean by December 10th.
- F. Shall work with the Club Treasurer and Dean to compile the annual statistical report for the Club. Shall support the Dean in compiling hours and narratives.

### **Section 2. The First Vice-President/Dean of Chairs:**

- A. Shall provide members with materials received from GFWC, CFWC, and the District.
- B. Shall instruct Committee Chairs to keep records of their activities, hours, and project narratives during the calendar year (January-December) and submit to the Dean by January 1.
- C. Shall coordinate narrative reports and submit to the District Dean by the due date.
- D. Shall report proceedings of District meetings and activities at the next General meeting of WCV.
- E. Shall secure a Past-President's pin and be responsible for retiring courtesies.
- F. In the absence of the President, the First Vice-President shall assume the duties of that office.
- G. Shall keep a record of Leadership activities and duties performed for the calendar year (January-December) which becomes a written report due to the Dean by December 10th.

### **Section 3. The Second Vice-President/Membership:**

- A. Shall endeavor to get new members, contact all prospective members, and coordinate orientation to Federation.
- B. Shall introduce new members, order nametags and pins, and attend Executive Board meetings.
- C. Shall receive dues, give a receipt, and forward all membership dues to the Treasurer.
- D. Shall keep an up-to-date roster/database of current membership while maintaining a roster/database of past membership. Shall give notice to all members in March that dues are payable in April.
- E. Shall keep a record of Membership activities and duties performed for the calendar year which becomes a written report due to the Dean by December 10th.

### **Section 4. The Third Vice-President/Programs:**

- A. In August, shall present proposed General Meeting programs for consideration and approval by the Executive Board.

- B. Shall plan and supervise the Club programs for the year.
- C. Shall request resources from the Executive Board when needed.
- D. Shall run and organize the program at the monthly WCV General Meeting.
- E. Shall keep a record of Programs activities and duties performed for the calendar year which becomes a report due to the Dean by December 10th.

#### **Section 5. The Fourth Vice-President Ways and Means/Fundraising:**

- A. Shall have at least one major Club fundraising project each year.
- B. Shall provide a written budget for all projects for Board approval if funds are not already an approved line item in the Annual Budget.
- C. Shall keep a record of Fundraising activities and duties performed for the calendar year which becomes a report due to the Dean by December 10th.

#### **Section 6. The Recording Secretary:**

- A. Shall keep accurate minutes of all General Club and Executive Board meetings. The minutes shall be submitted for review prior to the next meeting.
- B. Shall keep a record of activities and duties performed for the calendar year.

#### **Section 7. The Corresponding Secretary:**

- A. Shall be responsible for reviewing and reporting on Club correspondence to Board and members.
- B. Shall be responsible for necessary written correspondence.
- C. Shall assist the Recording Secretary when necessary.

#### **Section 8. The Treasurer:**

- A. Shall be bonded by WCV.
- B. Shall receive all monies of the Club.
- C. Shall disburse funds as directed by the Executive Board and maintain a monthly log of all receipts and disbursements.
- D. All checks shall be signed by the President and Treasurer. The Recording Secretary shall be the alternate signer.
- E. Shall produce reports for the Executive Board and the Membership at General meetings. Shall file all government and tax-related documentation, non-profit registrations, and permits.
- F. Shall forward WCV's District, State and General Federation dues to the CFWC Palomar District Treasurer.
- G. Shall be a member of the Finance Committee.

- H. The Annual Budget shall be submitted to the Executive Board for approval in July. The budget shall be presented to the Membership-for approval at the September General Meeting. It shall include a comparison with the previous year's actual income and expenses.
- I. Shall be responsible for coordinating officer and delegate reservations for District meetings and conventions.
- J. Shall be responsible for all withdrawals from the WCV accounts. All withdrawals must be approved by the Executive Board.
- K. Shall deliver to successor within two (2) weeks of the end of term all books, papers, and records of the Club in custody.

### **Section 9. The Finance Chair:**

- A. Shall be appointed by the President
- B. Shall focus on preservation of WCV capital by monitoring WCV finances and supporting fundraising and donation efforts.
- C. Shall prepare an Annual Budget with the Finance Committee and President.
- D. Shall work with the Treasurer to prepare an annual Financial Review/Audit.
- E. Shall review the yearly tax document(s) before they are filed.
- F. Shall make finance recommendations to the Executive Board.

### **Section 10. The Two (2) Directors:**

Shall be available to the Executive Board to chair special committees as deemed necessary.

### **Section 11. The Parliamentarian:**

- A. Shall be appointed by the President.
- B. Shall sit to the left of the President to act in an advisory role as needed.
- C. Shall have a vote on matters before the Executive Board.
- D. Shall give advice to any officer or member on parliamentary questions concerning WCV.
- E. Shall be Chair of the Bylaws Committee.
- F. Shall conduct the election of the WCV Nominating Committee in November.
  - (1.) Shall call the first meeting of the Nominating Committee to order and preside until a chairman is elected.
  - (2.) Shall inform the members of their duties.
  - (3.) Shall not be a member of the Nominating Committee.
- G. Shall ensure that WCV meetings abide by Robert's Rules of Order, current edition.

## **ARTICLE VI – STANDING COMMITTEES AND APPOINTED CHAIRS**

- A. The Standing Committees for WCV shall be Finance, Donations, Scholarships, and Bylaws.
- B. Each chair of a Standing Committee shall be responsible for forming a committee from interested WCV members.

### **Section 1. Finance**

- A. Shall monitor Club finances and support fund raising and donation efforts while preserving capital.
- B. Shall provide an annual Budget for the WCV and make recommendations to the Executive Board.
- C. Members include Finance Chair, Treasurer, and Ways & Means/Fundraising, Donations, and Scholarships Committee Chairs.

### **Section 2. Donations to Non-Profit Organizations**

- A. Shall present proposed Donations Guidelines to the Executive Board for approval at the Board's January meeting. Total donations shall be based upon five percent (5%) of the WCV Net Worth at the end of the previous Club year (May 31), less the Scholarships total and any donations made by WCV in the current Club year.
- B. By the end of February, each member may nominate one non-profit organization in North County San Diego to receive a donation.
- C. At the March Executive Board meeting, the proposed donations and amounts shall be approved.
- D. At the March General Meeting, the proposed donations and amounts shall be approved by the General Membership prior to implementation.
- E. Notification letters shall be mailed to recipient organizations by the end of March.

### **Section 3. Scholarships**

- A. The Scholarships Committee shall present proposed Scholarship Guidelines to the Executive Board for approval at the October meeting.
- B. At the November Executive Board meeting, the proposed scholarships, names of the Vista high schools, amounts, and criteria for each scholarship shall be presented for approval.
- C. At the November General Meeting, the proposed scholarship schools and amounts shall be presented for approval.
- D. Information from the approved scholarships list shall be shared with the counseling department of each named Vista high school by the end of February to aid in their selection of scholarship recipients.
- E. Return of names of scholarship recipients will be requested for April 15th.
- F. Notification letters shall be mailed to counseling departments and recipients by the end of April.

## **Section 4. Bylaws**

- A. The Bylaws Committee shall be chaired by the Parliamentarian.
- B. Bylaws and Standing Rules shall be reviewed annually in February and revised when deemed necessary.
- C. Revisions and amendments shall be presented to the General Membership at two meetings, once for discussion and again for adoption.
- D. Bylaws shall be in effect immediately after approval by the Membership.

## **ARTICLE VII – DELEGATES AND CONVENTIONS**

- A. The allowed number of delegates and alternates to District, State and Convention meetings shall be elected prior to each of those meetings: one (1) delegate for every twenty (20) members, or as determined by CFWC.
- B. If there are more nominees than the quota for either District or State delegates, voting shall be by ballot. If a vacancy occurs in the Club delegation, the President shall appoint a member to fill the vacancy.
- C. CFWC and GFWC Convention expenses of the WCV President and the incoming WCV President or their alternates shall be allowed as provided in the annual budget. Alternates shall be approved by a vote of members.

## **ARTICLE VIII – MEETINGS**

- A. The General meetings of WCV shall be held on the second Wednesday of each month, excepting July and August.
- B. Special meetings may be called by the President and must be called upon written request of ten percent (10%) of its members. Notice of such meetings shall be sent to each member 48 hours prior to the meeting.
- C. Regular meetings of the Executive Board shall be held prior to the General Club meetings, including the months of July and August.
- D. The General Club meeting in May shall be the Annual Meeting when officers shall be installed. The term of office will be from June 1 to May 31 two years later.

## **ARTICLE IX – ELECTRONIC MEETINGS**

Per Roberts Rules of Order, current edition:

- A. An electronic meeting that is properly authorized in the Bylaws is treated as though it were a meeting at which all members who are participating are actually present. (Such) meeting(s) must be conducted by a technology that allows all participating members to see each other, as well as to hear each other, at the same time.

- B. The Bylaws of the Woman's Club of Vista GFWC shall allow for such meetings, if necessary.
- C. Motions may be made by email and must be approved by a quorum of Board members or General members.
- D. Results of email voting shall be announced at a subsequent membership meeting.

### **ARTICLE X – QUORUM**

- A. One-third (1/3) of the members shall constitute a quorum at any General Meeting.
- B. A majority of the Executive Board shall constitute a quorum for the transaction of business.
- C. A majority vote of members present at a meeting shall be necessary to carry motions. Amendments to the Bylaws, and as specified in the current edition of Robert's Rules of Order, require a two-thirds (2/3) vote of members present at a meeting, provided that the proposed amendments were read and discussed at the previous General Meeting.

### **ARTICLE XI – SECTIONS**

- A. All members of sections must be members of WCV.
- B. Any five (5) members wishing to form a new section shall present a request to the Executive Board and obtain approval.
- C. Each section shall be governed by Bylaws and Meeting Rules of WCV and Robert's Rules of Order, current edition.
- D. Each section shall elect a Chair to preside. The Chair shall plan a calendar for the year.
- E. General Club business shall be discussed briefly at every section meeting as it pertains to the section.
- F. All projects undertaken by sections shall have prior approval from the Executive Board.
- G. A monthly summary of section activities and calendar shall be included in the Club newsletter.
- H. Each section shall have access to funds from WCV as provided in the annual budget. All section funds raised shall be deposited to the Club account and reported in the monthly Treasurer's Report.
- I. Each section shall determine where funds raised shall be donated. The Club Treasurer shall be responsible for writing checks for designated donations.
- J. All remaining funds shall revert to the Club at the end of the Club year (May 31).

## **ARTICLE XII – NOMINATIONS AND ELECTIONS**

- A. The Nominating Committee shall be composed of five (5) members elected by the membership at the General Club meeting in November in the calendar year preceding the election.
- B. The report of the Nominating Committee shall be presented at the March General meeting in the election year.
- C. The election of officers and directors shall be held at the General Club meeting in April in odd-numbered years.
- D. Nominations may be made from the floor, providing the President has received the nominee's written consent to serve before the election meeting opens.

## **ARTICLE XIII – AMENDMENTS**

- A. These Bylaws may be amended by a two-thirds (2/3) vote of the members present at a General Meeting, provided that the proposed amendments were read and discussed at the previous General Meeting.
- B. Bylaws shall be in effect immediately after a vote of approval by the Membership.

## **STANDING RULES**

- 1. The WCV yearbook is to be used by and for WCV purposes only.
- 2. The Standing Rules shall be published in the yearbook.
- 3. These Standing Rules may be amended at any General Meeting by a majority vote of members present.
- 4. Reservations for all events and meeting luncheons not cancelled by the designated deadline must be paid to WCV. **AMENDED November 2024: Guests must pay the registration fee in advance of a meeting to confirm their attendance.**
- 5. Any member collecting monies shall not hold said funds for longer than two weeks. All requests for reimbursement with receipts shall be turned in to the Treasurer within sixty days. A written report of the club event, including what worked and what did not, shall be turned in to the First Vice-President - Dean within sixty days. If expenditures are more than the budgeted amount, request for reimbursement must be submitted and approved at an Executive Board meeting.
- 6. Annual dues shall be \$50.
- 7. Members are encouraged to bring guests. Guests may attend two (2) meetings and then shall apply for membership.
- 8. The Charter shall be stored in the WCV rental storage unit along with financial reports, minutes and historical information. The President and the Treasurer shall both have keys to the storage unit. The President shall maintain an updated inventory list of the unit's contents. Paperwork and archives in boxes may be listed on the box labels.

9. Written announcements may be presented at General Meetings and placed in a designated location. The President shall share this information.
10. In April and November, members may sell their handmade or boutique items, donating ten percent (10%) of proceeds to the Club. These items must have prior Executive Board approval.
11. **AMENDED October 2024: A registration fee of \$25 is required to attend a General Meeting of WCV. The fee covers the meeting, meal, program, and networking.**
12. If an active member passes, the Club shall send a card and donate \$100 to a charity of the member's family's choice.
13. At term end, officers leaving their positions shall meet with their successor and the Club President. Within two weeks of leaving office, officers shall provide a record of activities and recommended changes to procedures to the Club President.
14. Fundraising groups shall function under the supervision of the Executive Board and shall comply with the WCV Bylaws.
15. All General Meetings shall be run according to General Meeting Rules as presented in September.
16. Every new member shall receive a complimentary lunch or meal (\$25 value) with paid dues.
17. WCV shall pay half of the required costs for its members to attend District or Area meetings, as provided in the annual budget.
18. All members are expected to serve on at least one committee or activity each year.
19. CFWC Executive Board meeting expenses of the WCV President shall be allowed as provided in the annual budget.
20. CFWC Fall Executive Board meeting expenses of the WCV Second Vice-President Membership shall be allowed as provided in the annual budget.

Bylaws and Standing Rules amended April 2015

Bylaws and Standing Rules amended February,  
March, April, June 2017

Bylaws amended October 2017

Standing Rules amended January 2020

Bylaws and Standing Rules amended October 2020

Bylaws and Standing Rules amended November 2021

Bylaws and Standing Rules amended October 2023

Bylaws and Standing Rules amended August 2024

**Standing Rules amended October, November 2024**