

**Bylaws of the GFWC Woman's Club of Cypress
California Federation of Women's Clubs**

Revised: April 2022

ARTICLE I – NAME

The name of this club shall be: GFWC WOMAN'S CLUB OF CYPRESS. Federal I.D. #23-7016828; State Corporation #C0667323; Internal Revenue Code 501(c)(3); California Charities Trust Registry #028654.

ARTICLE II – OBJECT

The object of this club shall be to unite people who are interested in cultural, educational, civic and social welfare activities. The policy shall be non-partisan, non-sectarian and non-profit.

ARTICLE III – MEMBERSHIP

Section 1. Any person interested in the objects set forth shall be eligible for membership after attending two GFWC Woman's Club of Cypress meetings or Club-sponsored activities. Upon eligibility and submission of the membership information form, the annual dues plus the actual cost of the CFWC club pin are payable to the Club by way of the Membership Chairman.

Section 2. Any Member who has paid dues in this club for 50 years shall be considered an Honorary Member of the GFWC Woman's Club of Cypress. The member will not be required to pay subsequent annual dues and will have all the same rights as other members.

Section 3. Dues shall be \$55 annually and payable on February 1st. Dues shall include District, State, and General Federation dues.

Section 4. The Club's fiscal year shall be from June 1st to May 31st.

ARTICLE IV – OFFICERS

Section 1. The elected officers shall be: President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Financial Secretary, and Communications Secretary. The officers appointed by the incoming President shall be: Parliamentarian, Publicity Chairman, and Program Chairman. Together the elected and appointed officers shall be called the Executive Board. A member shall hold no more than one position at a time on the Executive Board.

Section 2. The President shall preside at all meetings of the Club and Executive Board. The President shall have general supervision of all business, co-sign checks with the Treasurer or Recording Secretary, and appoint the chairmen of all Standing Committees. The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 3. The First Vice President shall be Dean of Chairmen. The First Vice President shall assist the President whenever called upon and shall preside in the absence of the President. The First Vice President shall, after consultation with the President, appoint all Federation Chairmen. The First Vice President shall supervise the writing of Federated reports and may assist the President in the preparation of community reports. In case of a vacancy in the office of President, the First Vice President shall immediately assume the duties of President.

Section 4. The Second Vice President shall be the Membership Chairman. The Second Vice President shall preside in the absence of both the President and the First Vice President and shall be responsible for the recruitment and orientation of new members. The Second Vice President shall receive membership information forms and collect all members' dues. The Second Vice President shall submit to the Treasurer and Yearbook Committee a list of names and addresses of all paid members by July 1st. The Second Vice President shall encourage the participation of new members in at least one (1) Club-sponsored activity.

Section 5. The Recording Secretary shall keep a record of all meetings of the Club and Executive Board. Executive Board Meeting and General Meeting minutes shall be signed by both the President and Recording Secretary. General Meeting minutes shall also be reviewed and signed by three members-at-large. Electronic signatures are permissible. Board Meeting and General Meeting minutes shall be bound in permanent form, as needed, and saved on a USB flash drive, or on a secure data cloud storage service agreed to by the General Membership.

Section 6. The Treasurer shall pay all budgeted bills and bills approved by the Executive Board or General Membership when presented with a warrant and a receipt. The Treasurer shall present an itemized report of income and expenditures at the monthly Executive Board and General Membership Meetings. It is the duty of the Treasurer to ascertain that all Federal, State, and banking institutions' financial forms and taxes required of a 501(c)(3) nonprofit organization are filed when due. Before the close of their term, the Treasurer and Financial Reviewer shall develop drafts of proposed operating and philanthropic budgets for the upcoming term for review by the Budget Committee. The Treasurer shall deliver the books to the Financial Reviewer for review prior to the June and December General Meetings. Within two weeks after the end of their term, the outgoing Treasurer shall deliver all books and records pertaining to Club finances to the incoming Treasurer.

Section 7. The Financial Secretary shall receive all monies from dues, donations, and all approved projects and shall promptly forward all monies received for deposit to the bank designated by the Executive Board. After each deposit, the Financial Secretary shall send to the Treasurer a detailed report of the source of these deposits and the accounts to be credited. Two weeks prior to the end of the fiscal year, May 31, the Financial Secretary shall close the books and make a final report to the Treasurer. Within two weeks from the end of their term, the outgoing Financial Secretary shall deliver to the incoming Financial Secretary all papers and records pertaining to the office.

Section 8. The Communications Secretary shall conduct the correspondence of the Club by writing, reading and answering all letters as directed by the President. All correspondence shall be approved and signed by the President.

Section 9. The Parliamentarian shall give any necessary information on Parliamentary procedure. The Parliamentarian shall be Chairman of the Bylaws Revision Committee, which shall be appointed by the President. It shall consist of five (5) members: Three (3) from the Executive Board, including the Parliamentarian, and two (2) from the General Membership.

Section 10. The Publicity Chairman shall be responsible for sending news releases to the media. The Publicity Chairman shall consult with the President before releasing any articles.

Section 11. The Program Chairman shall be responsible for the programs at the General Meetings. The Program Chairman shall get prior approval for the programs from the President.

ARTICLE V – NOMINATIONS AND ELECTIONS

Section 1. Nominations shall be made by a Nominating Committee composed of five (5) members, two (2) of whom shall be elected at the January Executive Board meeting from the Executive Board. The other three (3) members and (2) alternates, shall be elected at the February General meeting from the General Membership. No member shall serve on the Nominating Committee for two consecutive years. The Parliamentarian shall meet with the Nominating Committee and instruct them in the procedure, then retire. The voting shall take place at the April General Meeting. At that time, the ballot shall be read and further nominations may be made from the floor, provided the nominee has consented to serve if elected. If more than one candidate is nominated for an office, a written vote shall be cast. Installation shall take place in May.

Section 2. All officers shall be elected for one (1) year or until successors are elected. The term shall run from June 1st to May 31st.

Section 3. In case of a national emergency, state emergency, or any type of event (man-made or natural) that could potentially put members in danger, the President, with the consent of the Executive Board, may order elections be held by U.S. Postal Service (USPS) and/or electronically. Each member will be sent a ballot by USPS and/or electronically. The voted ballots will be returned by USPS and/or electronically by the designated deadline. A Tellers Committee shall be appointed by the President to receive and count the ballots, confirm a quorum, and tally the votes.

ARTICLE VI – MEETINGS

Section 1. The General Membership shall meet once a month, except during July and August. Twenty-five (25%) percent of the Membership shall constitute a quorum.

Section 2. The Executive Board shall meet monthly, except in June and July, at the discretion of the President. The date and place of the meeting shall be determined by the Executive Board. Fifty-one (51%) percent of the Executive Board shall constitute a quorum.

Section 3. Special meetings of the Executive Board shall be called upon the request of the President, or one-third (1/3) of the Executive Board. Notices of special meetings shall be sent out by the Recording Secretary to each Executive Board member. A quorum shall be determined by Article VI – Meetings - Section 2.

Section 4. In the case of a national emergency, state emergency, or any type of event (man-made or natural) that could potentially put members in danger, the President, with the consent of the Executive Board, may authorize an electronic meeting to be held as a substitute for a General Membership Meeting or an Executive Board Meeting. Meetings may be held via computers or telephone but all members wishing to attend must be able to access the meeting and must be able to hear the proceedings as well as be heard when they wish to address the membership. Email or other printed communication may not be used for an electronic meeting. A quorum must be met at the beginning of the meeting and each time a vote is taken. A quorum for a General Membership Meeting shall be determined by Article VI – Meetings – Section 1. A quorum for an Executive Board Meeting shall be determined by Article VI – Meetings - Section 2.

ARTICLE VII – EXECUTIVE BOARD

Section 1. The duties of the Executive Board shall consist of arranging and controlling current affairs of the Club; approving all Club projects and financial transactions prior to their submission to the General Membership; and making expenditures not in excess of \$100 on any unbudgeted amount.

Section 2. The Executive Board shall fill vacancies of elected offices for the unexpired term, except the office of President.

Section 3. An Executive Board member shall have been a member for at least six (6) months. A Presidential candidate shall have served on the Executive Board for at least one (1) year.

Section 4. If an officer has two (2) or more absences from Executive Board Meetings without acceptable excuses, the officer may be replaced by the Executive Board.

ARTICLE VIII—STANDING COMMITTEES

Section 1. The Hospitality Committee shall act as hostess for all Club functions. An Amenities Chairman, appointed by the President, shall be in charge of protocol and assist the President at the President's discretion.

Section 2. The Financial Reviewer shall examine the books and reports of the Treasurer and the Financial Secretary and shall report upon the same at the June and December General Meetings where a vote shall

be taken to accept the report.

Section 3. The Budget Committee shall consist of the outgoing Financial Reviewer as Chairman, the incoming President, the outgoing Treasurer, the incoming Treasurer, and two (2) persons from the General Membership. The Budget Committee shall review and revise the drafts of proposed operating and philanthropic budgets for the upcoming year. The Budget Committee shall present its proposed budgets for the next club year at the June General Meeting.

Section 4. The Historian Chairman shall compile a Historian Book to be presented to the President at the end of the term.

Section 5. The Inspiration Chairman shall present a short message of inspiration at each General Meeting and chair the annual Inspirational Breakfast.

Section 6. The Sunshine and Remembrance Chairman shall be in charge of all remembrances and hospital calls to ill members. The Sunshine and Remembrance Chairman shall inform the General Membership of these illnesses.

Section 7. The Trustee shall be in charge of all Club properties, including awards and Historian records. The Trustee shall keep an accounting of current properties on hand which are to be signed out when used.

Section 8. The Yearbook Chairman shall be responsible for the Yearbook. After consultation with the President, the Yearbook Chairman shall select a committee to include the President, 1st Vice President, 2nd Vice President, and three (3) members-at-large.

Section 9. A Liaison to serve organizations outside the Club shall be appointed by the President of the Executive Board. This Liaison will be responsible to make oral reports on meetings attended.

ARTICLE IX – SECTIONS

Section 1. Sections may be formed and attended by members of the Club.

Section 2. Each Section shall select a chairman and other officers as necessary.

Section 3. Meeting time, place and fees (if any) shall be determined by Section members.

Section 4. Section Chairmen shall submit project proposals to the Executive Board for approval.

Section 5. Projects shall not conflict with Ways and Means activities of the Club.

Section 6. All Section monies shall pass through the regular financial channels of the Club.

ARTICLE X – DISSOLUTION

Being a non-profit organization, and in order to comply with the Internal Revenue Code law, in the event this organization is dissolved, all net profits will be turned over to charitable organizations agreed upon by a majority vote of the Membership at the time of dissolution. Such assets shall be those remaining after all debts and obligations are paid.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the Current Edition of Robert Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order that the Club may adopt.

ARTICLE XII—AMENDMENTS

The Bylaws may be amended (1) at any General Meeting by a two-thirds (2/3) vote of the members present and voting, or (2) by a plurality vote of the members of the Club responding to a mailed or electronic ballot provided that each proposed amendment has been (a) presented and read at the preceding meeting; or (b) made available in writing to the membership at least 30 days before the vote is taken. A Tellers Committee shall be appointed to tally the ballots received by mail or electronically and count the votes.

STANDING RULES

1. The General Meeting of the Club shall be held on the first Wednesday of each month at 10:00 a.m., unless otherwise specified by the Executive Board, excluding the months of July and August.
2. All resignations shall be submitted in writing to the President.
3. Sunshine/Remembrance shall be limited to a member's immediate family (mother, father, spouse, or children). Cards may be sent to a member's immediate family. Upon death of an immediate family member, a plant and card, not to exceed \$50, may be sent.
4. Club members shall receive gifts not to exceed \$50 for illness. Gifts and/or donations to charities not to exceed \$100 upon death.
5. The GFWC Woman's Club of Cypress yearbook shall be released for the use of the Club membership only. It is not to be loaned, given, or sold to any other individual, organization, institute or business concern, unless approved by the Executive Board.
6. All appointed delegates attending the Orange District convention shall have registration fees paid by the Club.
7. Signatures of both the President and Treasurer or Recording Secretary are required on any contract. If the President is not available, the Secretary and the Treasurer shall be authorized to sign.
8. The signers on the Club bank accounts are the President, Treasurer, and Recording Secretary. Signatures from any two of these officers are required on checks or bank transactions. In case of a national emergency, state emergency, or any type of event (man-made or natural) that could potentially put members in danger, the requirement of two signatures on a check or bank transaction may be waived for a period of time as directed by a two-thirds (2/3) vote of the Executive Board.
9. Motions from the floor that are approved will be printed in the next Newsletter.
10. At Installation, the President-Elect shall receive a gavel pin to attach to the President's pin. The Past President shall receive a Past President's pin upon leaving office.
11. The Club shall have a current liability insurance policy which will be revised yearly.
12. The Club shall have a current Director's and Officer's Insurance Policy which shall be reviewed yearly.
13. Due to liability reasons, the GFWC Woman's Club of Cypress name cannot be used for any purpose or event unless prior approval by the General Membership is obtained.
14. Budgeted amounts for State and District Conventions will be used for room and meals for designated representatives.
15. Federation Chairmen shall have terms from January to December coinciding with reporting periods.

16. In the event two people are elected to serve as co-chairmen for one office, only one vote shall be counted for motions brought before the Executive Board.
17. The Executive Board shall adopt and periodically review a conflict-of-interest policy to protect the Club's interest when it is contemplating any transaction or arrangement which may benefit any officer, chairperson, or member with Board-delegated powers.
18. The GFWC Woman's Club of Cypress shall record 85% of major fundraising net profit as Philanthropic Funds for each fiscal year and the other 15% will be allocated to operating expenses, unless otherwise designated and approved by the Executive Board.
19. The Epsilon Sigma Omicron (ESO) reading group shall be a section of the GFWC Woman's Club of Cypress and members may participate on a voluntary basis.
20. Club members who are self-vendors may donate a percentage from sales of personal business to any existing Club account, but no member is allowed to advertise a product at Club events unless approved by the Executive Board.
21. Electronic communications such as email may be used to send members information such as flyers, newsletters, financial statements, and election material as long as alternate means of communications are used for those members who do not have access or are not comfortable using electronics.