

# **GFWC/CFWC San Bernardino District Bylaws**

## **ARTICLE I**

### **NAME**

The official name of this organization shall be GFWC/CFWC San Bernardino District.

## **ARTICLE II**

### **OBJECT**

The specific and primary purposes for which this corporation is formed are to carry out exclusively charitable, educational and service programs within the meaning of section 501(c)(3) of the Internal Revenue Code. Corporation number 36920240. EIN 47-14058984.

## **ARTICLE III**

### **MEMBERSHIP**

**Section 1.** Eligibility Women's clubs and other organizations whose work is germane to the objectives of the General Federation of Women's Clubs and the California Federation of Women's Clubs are eligible for membership in the GFWC/CFWC San Bernardino District.

### **Section 2.** Membership Application

A. A club must have ten (10) members to apply.

B. A club desiring membership in GFWC shall send an application form, signed by the club president and recording secretary to the District Second Vice President who serves as the District Membership Chairman. The application shall be accompanied by a check payable to GFWC/CFWC San Bernardino District for per capita GFWC, CFWC, District dues and a roster of names, addresses, telephone numbers and email addresses of all members, contact information for the Club President, Recording Secretary and Treasurer and include a copy of the Bylaws.

C. The District Second Vice President after reviewing all application documents shall:

1. Send an application packet and documents (listed in A above) to the District President with a notation that the Application form and dues check were sent to the District Treasurer.
2. Forward a copy of the application form and Club Bylaws, which have been approved by the District Parliamentarian, to the CFWC Parliamentarian for approval.
3. Present a check from the District Treasurer, payable to CFWC, for per capita GFWC and CFWC dues and a copy of new club documents to the District Executive Committee. A majority of members present and a vote at a regular District meeting shall accept the Club into membership.

D. The name of a new club shall include GFWC at the beginning of its name.

**Section 3.** A club desiring to resign from Federation shall follow procedures as outlined in the GFWC California Federation of Women's Clubs Bylaws Article III Membership Section 3.6, Delinquency, Withdrawal and Reinstatement.

**Section 4.** Clubs desiring to withdraw from Federation shall:

A. Send written notice to all members at least sixty (60) days prior to a vote being taken. A copy of the notice shall be sent to the CFWC President, Second Vice President, Area D Vice President, District President and Second Vice President at least sixty (60) days prior to vote.

B. Follow IRS regulations and procedures for clubs having 501 c (3) or (4) status. Clubs under CFWC group exemptions shall follow procedures outlined in CFWC Bylaws Article VIII Section 8.2.

**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 to be suggested not mandatory.

**Section 6.** No Officer, member, or family member shall profit financially from the activities of this organization.

## **ARTICLE IV OFFICERS AND DUTIES**

**Section 1.** The officers of the District Federation shall be: President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, Financial Secretary, Treasurer, Financial Reviewer and Parliamentarian.

**Section 2.** The officers shall be elected by ballot with the exception of the Corresponding Secretary, and the Parliamentarian who shall be appointed by the President. If there is but one candidate per office; then by general consent, the assembly may dispense with the ballot and elect by *Viva Voce* vote. The term of office shall be for two (2) years or until their successors are elected or appointed. No elected officer shall be eligible for the same office for more than two (2) consecutive terms.

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

### **Section 4. Duties**

#### **A. The President shall:**

1. preside at all meetings of the District Executive Board and District Executive Committee;
2. appoint a Corresponding Secretary and a Parliamentarian;
3. appoint all Chairmen of Programs, subject to ratification by the Board;
4. be an ex-officio member of all committees except the Nominating Committee;

5. have general supervision of the work of the Federated Clubs of the District;
6. represent the District at CFWC Bard meetings and CFWC Annual Convention.

**B. The First Vice President shall:**

1. perform the duties of the President in the President's absence;
2. assist the President in devising and executing plans of work;
3. succeed to the office of President for the unexpired term in the advent of the death, resignation or permanent disability of the President;
4. serve as Dean of Chairmen;
5. assist the District Program Chairmen in executing their duties;
6. keep a permanent record of all District and Club Community Service reports;
7. provide recognition for outstanding club reports at the annual convention;
8. serve as a member of the Disaster Relief Committee;
9. represent the District at CFWC Board meetings and CFWC Convention.
10. On January 1 of the election year, in addition to the duties as First Vice President, in preparation for the presidency:
  - a. be responsible for securing and signing contracts for San Bernardino District Board meetings and conventions for the following administration;
  - b. appoint officers and chairmen to serve in the term of office after the Winter Board meeting of the election year.

**C. The Second Vice President shall:**

1. serve as Membership Chairman;
2. receive all applications for new clubs;
3. maintain a record of District membership;
4. recognize first-time attendees at District meetings;
5. complete the annual District membership report;
6. attend the CFWC Membership Board meeting;
7. assist clubs with recruitment and retention of members;
8. present membership awards at District Convention.

**D. The Third Vice President shall:**

1. serve as the District Fundraising Chairman;
2. be responsible for implementing District Fundraisers;
3. select and work with the District Fundraising Committee, providing guidance and assistance;
4. oversee the purchase of supplies for fundraising opportunities;
5. prepare the annual District Fundraising Report;
6. present Fundraising Awards at the Annual District Convention;
7. assist clubs with inquiries about fundraisers;
8. serve on the District Convention Committee.

**E. The Recording Secretary shall:**

1. keep the minutes of all meetings of the Executive Committee and the Executive Board;
2. keep a correct and official list of all clubs belonging the District;
3. keep the official list of Community Service, Special Projects, Standing and Special Committees Chairmen;
4. serve as a member of the District Disaster Relief Committee.

**F. The Corresponding Secretary shall:**

1. conduct the correspondence of the District;
2. prepare the District Yearbook for publication and send a complimentary copy to the CFWC Parliamentarian and to such other CFWC officers as the President deems necessary;
3. prepare and distribute the District CALL to Conferences and Convention;
4. perform such other duties as may be required by the President.

**G. The Financial Secretary shall:**

1. receive and receipt all monies;
2. deposit all money in a bank approved by the Executive Committee;
3. keep a detailed record of all financial transactions and serve as a member of the Budget Committee;
4. submit a monthly report and an annual report with copies for each member of the Executive Committee;
5. serve as Chairman of the District Disaster Relief Committee and distribute application forms to clubs requesting them following a disaster;
6. prepare all financial forms authorized by the Executive Committee for the required signatures.

**H. The Treasurer shall:**

1. pay all bills;
2. serve as chairman of the Budget Committee;
3. forward CFWC and GFWC funds by the 15<sup>th</sup> day of each month to the CFWC Financial Secretary;
4. record all money received and disbursed in a cash ledger and monthly record the totals in a general ledger;
5. make a monthly report and an annual report with copies for each member of the Executive Committee;
6. file the annual registration renewal report to the Attorney General of California by the 15<sup>th</sup> of September;
7. complete and file all tax returns required by the Internal Revenue Service and Franchise Tax board by the 15<sup>th</sup> of October.

8. file the biannual Statement of Information form with the Secretary of State by October 15<sup>th</sup> of the even year;
9. serve as a member of the Disaster Relief Committee;
10. keep accurate records to compare all bills with the budget before payment.

**I. The Financial Reviewer shall:**

1. review the accounts of the Treasurer and the Financial Secretary twice a year: from June 1 to November 30 and from December 1 to May 31.
2. present a written report at the District Board/Summer Conference and at the District Board/Winter Conference.
3. arrange for an immediate review should a vacancy occur in the office of the Treasurer or Financial Secretary.
4. serve as a member of the District Disaster Relief Committee.

**J. The Parliamentarian shall:**

1. assist the President in matters of procedure and protocol;
2. serve as Chairman of the Bylaws Committee;
3. approve the Bylaws of clubs applying for membership;
4. be a non-voting member of the Resolution Committee;
5. call the first meeting of the Nominating Committee at the District Board/Summer Conference of the election year for instructions and to elect a chairman. The pre-election year begins June 1 following the election;
6. serve as a member of the District Disaster Relief Committee.

## **ARTICLE V**

### **EXECUTIVE COMMITTEE AND DUTIES**

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

**Section 2. Duties – The Executive Committee shall:**

1. meet immediately following the close of the Election Year Convention to ratify the District President's appointments of Chairmen of Programs within the Departments, Special Committees and Special Appointments;
2. consider matters of policy for the Administration before presenting them to the Executive Board;
3. have the power to transact business in emergencies not covered by the Bylaws or Standing Rules. They may transact emergency business by telephone or electronic communication vote when necessary. The roll call vote and action taken shall be ratified at the next meeting of the Executive Committee and included in the minutes;
4. decide the time and place of the Annual Convention;

5. authorize the purchase of bonds for the President, Financial Secretary and Treasurer in the amount adequate to cover the year's budget;
6. authorize the signature of the President, Financial Secretary and Treasurer and any two (2) of these bonded signatures may be used in signing District checks;
7. declare a vacancy, by two-thirds (2/3) vote if a member of the Executive Committee resigns or fails to perform the duties of the office.

**ARTICLE VI**  
**EXECUTIVE BOARD AND DUTIES**

**Section 1.** The Executive Board shall consist of the Officers, Chairmen of Programs within the departments, Standing Committees, Special Committees, Special Appointments, CFWC Officers and CFWC Chairmen residing in the District, the Presidents of Federated clubs in San Bernardino District and 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:

1. fill all vacancies in the District elective office for the unexpired term except the office President. In case there is but one candidate, the vote may be by voice.
2. approve the annual budget at the first meeting of the fiscal year.
3. elect an Election Committee of five (5) members at the pre-Convention Board meeting.
4. constitute and exercise all powers of the Board of Directors of the Corporation.

**Section 4.** Meetings

The Executive Board shall hold three (3) meetings (conferences) during the year, preferably following the CFWC Board meetings. The Annual Convention is not included as one of these three (3) meetings.

- A. Additional meetings shall be held at the Call of the President, Executive committee or at the written request of five (5) clubs stating the place and purpose of the meeting.
- B. The Corresponding Secretary shall mail written or printed notices of meetings to each member of the Executive Board at least four (4) weeks before the meeting.
- C. Quorum: Fifteen (15) members, three (3) of whom shall be officers, shall constitute a quorum.
- D. No club or society designed for a special purpose shall bring its discussion or its subject into any meeting of the District except by invitation of the Executive Committee.

**ARTICLE VII**  
DUES AND FINANCE

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

**Section 2.** The annual dues shall be payable to the District Financial Secretary by May 1 and shall be delinquent after May 15. If not paid by June 15 the club shall be dropped from membership. The Club Information Form, a roster including names, addresses, telephone numbers and email addresses of every member must accompany a club check payable to GFWC/CFWC San Bernardino District.

**Section 3.** The District Treasurer shall forward dues received for new and late paying members to the CFWC Financial Secretary by the 15<sup>th</sup> of the each month through November 30.

**Section 4.** New 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 dues are forwarded to CFWC on or before the 15<sup>th</sup> 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 fiscal year. Members of clubs admitted after February 1<sup>st</sup> may be granted all membership rights in the clubs and may be present at the following annual District and CFWC/GFWC conventions. They may take part in the discussion but may not propose motions or vote.

**ARTICLE VIII**  
STANDING COMMITTEES

There shall be the following Standing Committees.

**Bylaws**-The Parliamentarian shall serve as chairman. Three members elected by the Executive Board and one officer elected by the Executive Committee shall serve.

**Budget**-The Treasurer shall serve as chairman. The President, First Vice President and Financial Secretary shall serve. They shall prepare the annual budget and a copy shall accompany the CALL to the first District Board meeting of the fiscal year.

**Disaster Relief**-The Financial Secretary shall serve as chairman. The First Vice President, Recording Secretary, Treasurer, Financial Reviewer and Parliamentarian shall serve.

**Convention**-The Convention Chairman shall serve as chairman. The Third Vice President, Financial Secretary and Treasurer shall serve. Others appointed by the President will serve also.

**Resolutions**-The Parliamentarian shall serve as a non-voting member. Three members elected by the Executive Board and two Officers elected by the Executive Committee shall serve.

**Fundraising-**The Fundraising Chairman shall serve as chairman. Three members be elected by the Executive Board and one officer by the Executive Committee shall serve.

Other Standing Committees may be established for each administration as are deemed necessary to carry out the work of the District and upon recommendation of the President and the ratification by the Executive Committee.

## **ARTICLE IX CONVENTION**

**Section 1.** There shall be an Annual Convention 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 the election year the CALL shall include a copy of the report of the Nominating Committee listing the proposed slate of officers.

### **Section 2.** Representation-Voting Body

The voting body shall consist of the District Officers, Presidents of Clubs or an alternate, 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 (20) shall be entitled one (1) delegate for each additional ten (10) members or a 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 be permitted.

**Section 4.** Members of the Clubs belonging to the District Federation other than delegates may be present at the Convention and may take part in the discussions but shall not propose motions or vote.

**Section 5.** There shall be a registration fee at the Convention for all members attending any part of the convention, which will be used for necessary expenses by the Convention Committee. Non-member visitors at meals pay no registration fee.

**Section 6.** The President shall appoint the Convention Chairman. The President, in cooperation with the Convention Chairman, shall appoint all necessary committees to make suitable arrangements for the Convention.



**ARTICLE X**  
**NOMINATIONS AND ELECTIONS**

**Section 1.** All officers of the District, except the Parliamentarian and the 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.
- B. To be eligible for the office of District President, a member shall have served as District First Vice President. There shall be no election to fill the office of President.
- C. 2C. The First Vice President shall have served four (4) years of combined service as a member of the District Executive Committee, as a District Report Writing Chairman, or attended the CFWC Leadership Education and Development Seminar (LEADS) training, or as a Club Dean of Programs. In addition, the First Vice President shall have served as a Federated Club President and shall be endorsed by two (2) clubs in one of which membership is held.
- 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 endorsement.

**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 qualifications for office should reach each member of the Nominating Committee no later than January 1 of the election year.
- C. The Nominating Committee shall hold its first meeting no later than November 30th prior to 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 discussion.
- D. The Nominating Committee shall select those candidates best qualified for each elective office, considering equal distribution geographically, if possible. Prior to March the Chairman shall certify the report of the Nominating Committee, signed by all committee members, listing the proposed slate of officers and their qualifications for publication in the CALL for the Annual Convention. Prior to March 1 the Chairman shall send 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 report to the Convention the first morning of the Convention.

F. Nominations from delegates may be sent to the Recording Secretary the first morning break of the Convention, provided such nominations have received 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 the Chairman.

B. The Chairman of the Election Committee shall have supervision of the arrangement for voting, preparing a ballot 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 business at the first session upon the completion of the count.

C. A plurality vote shall constitute an election.

**Section 5. Assuming Duties**

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 names of women qualified for CFWC appointments.

C. The names, so recommended, shall be voted on by the Executive Board and shall be submitted to the President-elect of the CFWD with a detailed list of qualifications of each woman.

D. At the Annual Convention in an election year the Executive Board shall have elected members qualified to serve on the CFWC Bylaws and Resolutions Committees and on non-election years shall have elected members to serve on the CFWC Nominating and Election Committees. Nominees for CFWC Nominating Committee must have served on the CFWC Board.

**ARTICLE XI  
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 unanimously vote to suppress any resolution.

**Section 2.** All resolutions offered for consideration to 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 on the first day of the Convention, and must have the same endorsements as other resolutions. The Resolution Committee, by 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 an emergency resolution, 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 XII** PARLIAMENTARY AUTHORITY

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

## **ARTICLE XIII** AMENDMENTS

The Bylaws may be amended at the 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.

## **ARTICLE XIV** DISOLUTION

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

Amended October 20, 2017  
Amended February 21, 2020