

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 filing 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 all such rights and privileges.

Section B. Membership Privileges:

1. voting on club business
2. 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 annual dues shall be \$50 and are due starting June 1.  
Proviso—effective June 1, 2020.
2. Dues paid after May 1 to be carried over to the next membership year.
3. The fiscal year of the Club shall be June 1 through May 31.

Article IV

**Officers**

Section A. The officers of the Club shall be the president, first vice president, second vice president, recording secretary, corresponding secretary, treasurer, parliamentarian (appointed by the president), and immediate past president and five directors. All officers have executive voting powers except the president (unless a tie), past president and parliamentarian.

## Section B. Qualifications of 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 a Chairman of a Standing Committee or a member of the Board of Directors for at least one of those years.
2. First and Second Vice President: to be eligible for the office of first or second vice president, a candidate shall have been an active member for at least two years.

## Section C. Term of Office

1. The term of office of the president, first vice president, second vice president, recording 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 she has served as director with a term of only one year. After a director has served at least one year, she 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 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 Chairmen of Standing and Special Committees as necessary, with the exception of the budget, bylaws, and nominating committees
  - d) be an ex officio member of all committees, except the nominating committee
  - e) be an honorary member of each Section
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
3. The Second Vice President shall:
  - a) preside in the absence of the president and the first vice president
  - b) be in charge of membership
  - c) coordinate the membership luncheon in September
  - d) prepares a honorary life member nomination list
4. The Recording Secretary shall:
  - a) keep minutes of the Club and Board of Directors meetings
  - b) preserve in her files a copy of these Bylaws and Standing Rules.
5. The Corresponding Secretary shall:
  - a) take charge of all correspondence with the Club
  - b) in the absence of the Recording Secretary, perform the duties of that office
6. 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 chairman of the Budget Committee

7. 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 meeting
- c) serve as chairman of the Bylaws Committee and appoint two members
- d) review nomination and election procedures with the nominating committee
- e) have no voting privileges

8. Immediate Past President shall serve in an advisory capacity with no executive board voting power.

Section E. Duties of Directors: provide assistance, when requested, at meetings and events and have executive board voting power.

Section F. Nominations and Elections

- 1. A nominating committee consisting of three members shall be elected by the Club at the February meeting. The Chairman of the committee shall be chosen by the three members. A member of the Nominating Committee can be a nominee for office.
- 2. The Nominating Committee shall present a slate at the March 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 meeting prior to election.
- 4. Officers and directors shall be elected at the April meeting. If there is only one candidate for any office, that election may be by viva voce vote. If there is more than one nominee for any office, the vote shall be by ballot. A plurality vote shall constitute an election.
- 5. The installation of newly-elected officers shall take place at the May meeting. 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 Club.

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 shall be at least two days in advance.

## Article VI

### **Board of Directors**

Section A. There shall be 14 members that comprise the Board of Directors. The six elected officers of the Club, the five elected directors, the parliamentarian, the Chairman or her designee of the Clubhouse Management Committee, and the immediate past president.

- Section B. The corporate powers, business, and property of the Club shall be administrated by the Board of Directors.
- Section C. All business should 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 by telephone call or email when necessary. Any decisions made shall be ratified at the next regularly-scheduled board meeting.
- Section E. Special meetings of the board may be held at the call of the president or three board members. No business may be conducted except for that in the call of the meeting, which 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. 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. Vacancies in the board shall be filled by the board until the next annual election.
- Section I. Eight members shall constitute a quorum for the Board of Directors.

## Article VII

### **Committees**

- Section A. The Standing Committees shall be Amenities, Budget, Clubhouse Management, Editor, Hospitality, and Scholarship Awards.
- Section B. The president may also appoint the following committees: Clubhouse Grounds, Scholarship Luncheon, Historian, Sunshine, Communications, and any other standing or special committees deemed necessary.
- Section C. The chairman of each committee shall be appointed by the president with the exception of the Budget, Bylaws, and Nominating Committees. Committee members shall be appointed by the chairman with the exception of the Budget and Nominating Committees.
- Section D. The Budget Committee should be the Treasurer as Chairman, the President, First Vice President, Immediate Past President, Clubhouse Management Chairman, and Clubhouse Grounds Chairman. The budget shall be presented for adoption at the May general meeting.

## Article VIII

### **Special Appointments**

- Section A. Special appointments include: Auditor, Chamber of Commerce Representative, Conservation (Penny Pines), Directory, Elementary School Liaison, Thought for the Day, 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 subjects (in line with the Club's purposes) and upon the approval of the Board of Directors.
- Section B. The sections may include: Book, Bridge, Fiber Arts and Crafts, Game Day, Garden, Lunch Bunch 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 a year.

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

Section E. Leaders may bring in 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.

#### Article X

### **Parliamentary Authority**

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

### **Amendments**

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 XII

### **Dissolution**

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 (Chairman), Bette Benedetti, Janet McWilliams, and June Melvin

Adopted October 10, 2013; Bylaws Committee: Bev Purdue (Chairman), Vicki Walter, Janet McWilliams

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

Amended; October 10, 2019; Bylaws Committee: Vicki Walter (Chairman), Bev Purdue, Pat Neufeld

Amended March 30, 2023: Bylaws Committee: Bev Purdue (Chair), Linda Poya, Carol Roper, Terrie O'Donnell