

By-Laws
The Western Welcome Newcomers, Inc.
Of Josephine County, State of Oregon
Section 30-2
February 18, 2025 Rev 15

ARTICLE I – ELECTIONS

Section 1. Nominations. The President shall appoint a nominating committee of five persons, which may include the Parliamentarian as Chairperson. This committee is to serve until the election. The nominating committee shall select at least one nominee for each office. The names are to be submitted to the members of the Board of Directors, at which time additional nominations shall be accepted from any member of the Board.

Section 2. Elections and Voting. Election of officers shall be held at the April Board of Directors meeting and the officers elected shall serve from June 1 to May 31 of the following year. If more than one candidate is nominated to any office, voting shall be by ballot. Each officer shall be elected separately, and the candidate for each office who receives a majority of the votes shall be deemed elected to the office. Installation of the new slate of officers will be held at the May Board meeting and presented at the Annual General Meeting in May.

ARTICLE II - MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the club shall be held on the last Tuesday in May.

Section 2. Regular Meetings. Regular meetings of the club shall be held on the last Tuesday of the month, except in the month of December, when no meeting will be held. The November meeting may be rescheduled according to holidays.

Section 3. Special Meetings. Special meetings of the club may be held at any time on the call of the Board of Directors or the President. Notice will be given to the members at least three days in advance of the special meeting.

Section 4. Quorum. Seven of the members of the Board of Directors shall constitute a quorum, and a quorum shall be necessary for the transaction of business at any meeting. A General Meeting quorum shall be 25.

Section 5. Board of Directors Meetings. Meetings of the Board of Directors shall be held regularly once each month, on the Tuesday before the General Meeting, except in December, when there will be no meeting. Special meetings may be held with at least three days notice to all members of the Board.

ARTICLE III - DUTIES OF OFFICERS

Section 1. President. The duties of the President shall be as follows:

- a. to appoint Auditor.
- b. to appoint Parliamentarian if past president is unavailable to serve.
- c. to be a custodian of the Policies and Procedures Manual.

By-Laws
The Western Welcome Newcomers, Inc.
Of Josephine County, State of Oregon
Section 30-2
February 18, 2025 Rev 15

- d. to create agendas for and preside at all meetings of the club and of the Board of Directors.
- e. to appoint all Standing and Special Committees.
- f. to review all bills to be paid.
- g. to be an unofficial host or hostess at all meetings and special gatherings.
- h. to appoint a nominating committee for the selection of officer candidates.
- i. to appoint a committee to review, propose and document updates to the Constitution and By-Laws when needed.
- j. to be an ex-officio member of each committee except the nominating committee.

Section 2. Vice President. The duties of the Vice President shall be as follows:

- a. in the absence of the President, to preside at all meetings of the club and of the Board of Directors.
- b. to assist the President in the performance of the duties of that office.
- c. to be Program Chairperson at regular meetings.
- d. to be an ex-officio member of each committee except the nominating committee.

Section 3. Secretary. The duties of the Secretary shall be as follows:

- a. to keep the minutes of all meetings of the club, at which business is conducted, which shall be an accurate and official record of all business transacted. As used in this section "business" and "business transacted" mean a motion (or motions) duly made, seconded and voted on by those in attendance. General discussion, correction of or an addition to minutes, committee reports, auditor's reports and treasurer's reports do not constitute "business" or "business transacted".
- b. to be the custodian of all club records unless a special officer is appointed for that purpose.
- c. to conduct all correspondence of the club, as directed by the President.
- d. to maintain copies of all passed motions pertaining to the Constitution and/or By-Laws.
- e. In the event changes are made to the Constitution and/or By-Laws by the Board of Directors in lieu of a committee action and have been made according to the Amendment rules as stated in each, the secretary shall provide necessary copies of those documents and a list of recorded updates to the Policies and Procedures Chairperson for updating.

Section 4. Treasurer. The duties of the Treasurer shall be as follows:

- a. to perform all duties pertaining to the collection and disbursement of funds, including dues.
- b. to make a brief written report to the club at its regular and Board meetings of all receipts, expenditures, and current balances.
- c. to maintain a copy of the Corporate Records Book.
- d. to file the state annual report on time and pay the renewal fee by the due date.
- e. to file the current federal form by the due date of the current year.

By-Laws
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Section 30-2
February 18, 2025 Rev 15

Section 5. Auditor. The duties of the Auditor shall be as follow:

- a. to do a quarterly examination of the records of the Treasurer and certify their correctness to the Board of Directors.
- b. to give a report to the general membership at the end of each fiscal year.
- c. to verify in a timely manner that all required tax forms have been filed.

Section 6. Parliamentarian. The Parliamentarian may be the immediate past president. If the immediate past president is unavailable to serve, then the President shall appoint as Parliamentarian a member who is familiar with the past actions of the club, policies and procedures, and some parliamentary law as in *Robert's Rules of Order*. The duties of the parliamentarian shall be as follows:

- a. to be the Chairperson of the nominating committee, if appointed by the President.
- b. to keep the Parliamentarian Notebook which shall include a copy of Robert's Rules of Order.
- c. to keep copies of all versions of the Constitution and By-Laws, current and historical, to be used as reference for questions of procedure or amendment at board meetings.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors as set forth in the Constitution. It shall be the duty of the Board of Directors to guide the club in its activities so as to carry out the objects and purposes as described in the Constitution.

Section 2. The Board of Directors shall be made up of the officers and the committee Chairpersons. Officers and each committee shall have one vote.

Section 3. The Board of Directors shall establish policy and procedures as necessary to achieve the objects and purposes of the club.

Section 4. The Board of Directors shall elect a slate of officers and fill any elected-officer vacancies, except the President. If the President is unable to complete his/her term, the Vice-President automatically becomes President.

Section 5. The officers will serve as a group for the term of one year. Sequential order of officers shall be: President, Vice President, Secretary, Treasurer, Auditor and Parliamentarian. To be a valid meeting in the absence of the President, the Vice President shall chair the meeting. In the absence of both President and Vice President, the Secretary shall chair the meeting. In the absence of the President, Vice President, and Secretary, the Treasurer shall chair the meeting.

By-Laws
The Western Welcome Newcomers, Inc.
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Section 30-2
February 18, 2025 Rev 15

Section 6. The Board of Directors shall approve and pay all club expenses as ordered by a majority vote of the Board. A voucher system shall be used in payment of bills with the signature of any of the following: President, Vice-President, Secretary OR Treasurer.

Section 7. The President shall have the authority to approve payment of incidental club expenses up to one hundred (\$100.00) dollars that may occur between board meetings. Any such expenditure shall be presented to the Board at the next meeting.

ARTICLE V - STANDING COMMITTEES

Section 1. There shall be Standing and Special Committees as deemed necessary by the President. The duties and procedures shall be defined in the Policy and Procedures Manual.

ARTICLE VI - DUES AND FEES

Section 1. The dues of the club shall be determined for the coming year by the Board of Directors. If a member joins after January 1, the membership begins at the time of payment and runs through the end of the next club year. The fiscal year is from June 1 to May 31. The dues shall be paid in advance. If dues are not paid by June 30, membership will be terminated.

Section 2. Beginning January 2019 members who choose to have the Newsletter printed and mailed to them will be charged an additional \$20.00 annually, prorated from January to June.

ARTICLE VII - MEMBERSHIP

Section 1. A member in good standing is one who meets eligibility requirements and has paid dues in a timely fashion.

Section 2. Previous members not expelled under Section 3 hereafter may rejoin the club upon application and payment of dues for the current year. Any member expelled under the said Section 3 may apply for reinstatement. Reinstatement of expelled members shall be at the discretion of the Board of Directors on such terms and conditions as the Directors determine to be appropriate.

Section 3. Any member may be expelled for good reason, such as acting in an illegal, unethical, uncivil, or immoral manner. The accused member must be notified in writing and offered the opportunity to present a defense to the Board of Directors. If the accused member chooses to present a defense to the Board, the final decision will be made by a majority vote of those Board members in attendance at that meeting. If the accused member does not challenge the accusation, then the Board will make the final determination without that defense. In no case will normal disagreements or debates be a reason for expulsion, provided they are conducted in a civil, businesslike manner.

By-Laws
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ARTICLE VIII - DUTIES, POLICIES, AND PROCEDURES

Section 1. Duties, policies, and procedures are defined in the Policy and Procedures Manual and may be changed at any regular meeting of the Board of Directors by a majority vote of the members present and constituting a quorum.

ARTICLE IX - AMENDMENTS

Section 1. Amendments may be made to these By-Laws at any regular meeting of the Board of Directors with a two-thirds vote of the members present and constituting a quorum, with at least thirty (30) days notice given prior to the vote.

DATED: Feb. 22, 1996

REVISED:

April 17, 1997

June 22, 2000

Feb. 21, 2002

June 17, 2004

Oct. 20, 2005

April 20, 2006

Feb.16, 2012

Nov. 12, 2015 Approved as voted by the Board

July 21, 2016 Changed meeting days From Thursdays to Tuesdays

June 20, 2017 Clarified Secretary Sec. 3 item a. minutes required to record
business meetings approved by Board

November 21, 2017 Defined & clarified Secretary's duties Board approved.

August 21, 2018 Article VI. Section 2 added.

February 15, 2022 Article VII, Section 1 Expanded eligibility of membership

November 21, 2023 Amended section number after restructure and updating
of Policies and procedures

October 22, 2024 Article IV Section 6 amended to reflect changes in
signatures required on checks

February 18, 2025 Article VI Section 1 amended to reflect dues paid after
January 1 will extend membership through the next fiscal year.