

**WOW SAN DIEGO BY-LAWS P.O. BOX 600004
SAN DIEGO, CALIFORNIA 92160**

ARTICLE I. NAME

Sec 1. The name of the organization shall be WOW of San Diego and was registered as a social club in San Diego County, under the seal of the state of California, on April 16, 1990. Registered dba (Doing Business as) W.O.W. of San Diego hereinafter known and referred to in these by-laws as "WOW".

Sec 2. In January of 2013 WOW became incorporated in the State of California. The corporate name was Windows and Widowers of San Diego, Inc. In May of 2013, the corporate name was modified to be Widows or Widowers of San Diego, Inc.

ARTICLE II. PURPOSE

Sec 1. The purpose of this Club shall be:

- a. To provide educational and social activities for its members.
- b. To work towards the social and cultural enrichment of its members by providing suitable and acceptable ways for widows and widowers to meet.
- c. Other purposes that the membership may determine.

ARTICLE III. MEMBERSHIP

Sec 1. Eligibility

- a. A person must presently be a widow or widower and attest to that fact. Proof of your status as a widow or widower is required (death certificate). Failure to provide proof could lead to a denial of membership by the Board of Directors.
- b. If a person is formally married but did not take the spouse's last name may apply for membership, if they were married for ten (10) years or more.
- c. Members who get married will be allowed to continue their membership so long as their dues are current. A non-member who marries a member in good standing will be allowed to become a member by paying their dues, if they are a widow or widower. Married members who divorce will not be allowed to continue their membership beyond their current dues period.
- d. There is no age restriction for membership in WOW.
- e. Any widow or widower is eligible to join WOW regardless of race, color, religion, or anything else.
- f. Anyone dropped from membership for non-payment of dues can be reinstated by payment of current annual dues, provided she/he meets the membership qualifications. If a member has previously provided a death certificate on a previous application the death certificate is waived.
- g. Any member reapplying after an absence, will be charged as a new member in accordance with the current membership fee.

ARTICLE IV. TERMINATION OF MEMBERSHIP

Sec 1. General membership shall be terminated by any of the following actions:

- Resignation.
- Delinquency of dues for a period of more than ninety (90) days.
- Disciplinary action by the Board of Directors.

ARTICLE V. PROSPECTIVE MEMBERS

Sec 1. Prospective members will be able to attend two social functions before it becomes necessary to join WOW. Prospective members will be sent one (1) newsletter after which it will be necessary to join WOW in order to receive future newsletters.

ARTICLE VI. DUES

Sec 1. Dues will be paid for a twelve-month period and credited to the nearest first day of the month. The yearly dues will be \$50.00 effective January 1st, 2026. Dues shall be paid to "WOW Of San Diego".

ARTICLE VII. OFFICERS

Sec 1. The club shall be governed by a Board of Directors which shall consist of a President, First Vice President, Second Vice President, a Secretary, Treasurer, Membership director, Editing Director, Decorations director, and Web Administrator.

Sec 2. The "following" officers shall be elected "members of the Board, and allotted one vote per Board member. Each board member shall be elected by the membership at an Annual Membership meeting. Approval of all proposals by a majority vote is required on appropriate issues discussed at Board meetings."

Sec 3. The officers shall be elected by the membership at an Annual Meeting to serve as follows:

- President 2 years
- First Vice President 2 years
- Second Vice President 2 years
- Treasurer 2 years
- Secretary 2 years
- Membership Director 2 years
- Editing Director 2 years
- Recruiting and Retention Director 2 years
- Web Administrator 2 years

Sec 4. A person on the board shall not hold two board positions. In the event a board member acts in two capacities, one or more of the director positions shall be determined to be at large and filled by another member.

Sec 5. Elections each year shall provide the opportunity to elect different positions in an effort to maintain continuity. On even numbered years, the president, second vice, secretary, editor and recruiting director shall be elected. On odd number years the first vice president, treasurer, membership, and web administrator shall be elected.

Sec 6. Any member may be elected and serve on the Board of Directors.

Sec 7. Any two members who reside in the same house may not simultaneously hold a Board of Director position.

Sec 8. In the event of a vacancy, the Board of Directors shall have the power to appoint a successor to fill the vacancy until the next Annual Meeting at which time an election shall be held to fill the unexpired portion of the term.

Sec 9. Meetings of the Board of Directors will be scheduled at the discretion of the President or upon the request of any of the Board members. A simple majority of the Board of Directors shall be required for a quorum.

Sec 10. A board member may serve no more than two consecutive terms in any board position, if opposed. A member may serve in a different board position after completion of a current term. After at least one term of absence, a member shall be eligible to run for a board position that had been termed out.

Sec 11. The previous president may participate in discussions at Board meetings as a voting member for one year.

ARTICLE VIII. DUTIES OF THE OFFICERS

Sec 1. The Board of Directors shall be responsible for the general overall daily activities of the WOW Club. This includes meeting with and counseling with committee chair persons. They shall also be available and respond to questions and concerns of the general membership.

Sec 2. The president shall be responsible for the overall operations of the Club. The president shall call meetings of the Board of Directors as required; coordinate with the Board of Directors to ensure activities are planned, members are informed and activities occur as planned. Other duties are as follow:

- File all required forms for the federal, state, and local governments
 - Corporate Statement of Information with the Secretary of State (When taking office and every two years thereafter).
 - Fictitious Business Name (FBN) or Doing Business as (DBA) every five (5) years after 2023, with San Diego County Clerk,

Sec 3. The First Vice President shall assume the duties of the President in the President's absence.

Sec 4. The First Vice shall be the Chairperson of the Activities Committee. Other duties as required.

Sec 5. The Second Vice President shall assist the First Vice President on the Activities Committee. All proposed WOW sponsored social activities shall be submitted to the Second Vice President for

review. Each WOW social event shall be approved by the Activities Committee and by a majority vote of the Board members. Once approved by the Board of Directors, the Second Vice President, along with the sponsor of the event shall schedule the activity date(s) and submit a fact sheet to the editor of the newsletter for publication.

Sec 6. The Secretary shall keep an accurate record of all meetings of the club and the Board of Directors. The Secretary shall conduct all of the correspondence of the Club and maintain copies of such for the record. The secretary's minutes of the meeting shall be submitted to the Board of Directors and the Web Administrator for comments within fourteen (14) days. Final approval/disapproval will be determined on or before the next Board meeting.

Sec 7. The Treasurer shall perform the following functions;

- a. Receive deposit and disburse all funds of the Club.
- b. Keep an accurate record of all transactions.
- c. Authorized disbursements paid by check shall be over the signature of the president or treasury officer.
- d. A properly presented bill shall constitute a requirement for payment. Payments for funds shall be presented to the Board of Directors for approval prior to the expenditure of funds not budgeted.
- e. Two members of the Board of Directors may approve expenditures up to three hundred dollars (\$300).
- f. Expenditures exceeding three hundred dollars (\$300) need a quorum of the Board of Directors' approval.
- g. All monies shall be deposited in a Federally insured institution.
- h. Form 199N shall be reported with State Franchise Tax Board (Every year in January)

Sec 8. The Membership director shall be responsible for the following operations:

- a. Maintain an accurate record of members and their status with the club.
- b. Maintain a record of members' birthdays for reporting in the news-letter.
- c. Maintain a record of members' join month for the purpose of determining when a member's dues are to be paid. These records shall be produced every month for board review.
- d. Maintain a record of inactive members and provide a report of inactive members to the Board.

Sec 9. The Editor director shall be responsible for the creation and editorial content of the club's newsletter. The Board of Directors shall hold oversight of the news letter to ensure consistency and quality.

Sec 10. The Recruiting director is responsible for acquiring new members and retaining current members.

Sec 11. The Web Administrator shall be responsible for the maintenance and update of the WOW web site. The Board of Directors shall hold oversight to ensure consistency and quality.

Sec 12. Upon dissolution of the organization, all monies and property of the organization shall be distributed in a non-profit manner as approved by the general membership.

Sec 13. The Board of Directors shall draw up written rules and regulations for each appointed position.

ARTICLE IX. COMMITTEES

Sec 1. The following are the standard committees of this club:

- a. Activities Committee
- b. Nominating Committee
- c. Auditing Committee
- d. Ethics Committee
- e. Membership/Recruiting Committee
- f. Hospitality Committee
- g. Decorations Committee

Sec 2. Committee Membership and Duties

a. Activities Committee

- 1. The Activities Committee shall consist of members of the Board of Directors, News-letter Editor, and the Web Site Administrator.
- 2. The First Vice President shall be the Chairperson.
- 3. The Second Vice President shall act as the Co-Chairperson and assume the duties of the First Vice President in her/his absence.
- 4. The Committee shall meet monthly or as needed at the call of the Chairperson. A simple majority shall constitute a quorum. The Committee shall be responsible for the Club's activity calendar each month including scheduling, obtaining event venues, ensuring the various persons appointed to carry out party functions have done their job and ensuring each activity is carried out as planned.
- 5. The Activities Committee shall set the fees to be charged at the Club's activities. Non-members and guests may be charged more than members at functions where there is flexibility in the amount charged, i.e. picnics, house parties, etc.

b. Nominating Committee

- 1. The Nominating Committee shall consist of three(3) members appointed by the President.
- 2. The Committee shall submit a slate of officers to be elected at the Annual Meeting to the Board of Directors by no later than July 31 so that the membership may be notified in the September newsletter of the nominees.

c. Auditing Committee

- 1. The Auditing Committee shall consist of three (3) members appointed by the President with the approval of the Board of Directors.
- 2. The financial books will be audited annually in Octoberber with a report being made to the incoming Board of Directors at their installation, which will occur at the board meeting in October.

d. Ethics Committee

- 1. The Ethics Committee shall be composed of the Board of Directors.
 - i. In the event a Board Member is accused of breaching the Club's Ethics rules, the President shall appoint five (5) impartial members of the Club to act as the Ethics Committee.

- ii. In the event the President is involved in the Club's Ethics rules, the First Vice President shall appoint five (5) impartial members of the club.
 - iii. Any Board member who is an accuser shall be disqualified from sitting as a member of the Ethics Committee.
 - iv. A simple majority shall comprise a quorum.
- 2. The Committee shall have the responsibility to discipline, suspend, or expel a member for valid causes.
- 3. Reasons for appearance before the Ethics Committee are:
 - i. Excessive use of alcohol at Club functions.
 - ii. Illegal Drug use.
 - iii. Violence.
 - iv. Excessive Vulgarity.
 - v. Social behavior that tends to bring discredit on the Club.
 - vi. For a board member or committee chair to fail or adequately perform their assigned duty.
- 4. Any member accused of violating the Club's Ethics rules shall have a right to be present at the Ethics Committee meeting where the violation(s) is/are to be considered. The accuser shall have the right to be at the meeting. The member and accuser shall be notified in writing as to the date, time, and place of the Committee Meeting at least fourteen (14) days prior to the meeting. The member shall be informed of the accusation(s) to be considered. The member and accuser shall have the right to present witnesses to support their side of the issue. The Committee meeting shall be closed for private deliberations after hearing all sides of the matter. A member found to be in violation of the Club's rules may receive a verbal warning or other disciplinary action as the severity of the offense warrants. If a member is expelled, the person must be notified in writing by registered mail, return receipt requested.
- 5. A member expelled for cause shall have dues paid refunded on a prorated schedule.

e. Membership/Recruiting Committee

- 1. The membership committee shall consist of the Membership Director, First Vice President, Recruiting chairperson, and two members as assistants.
- 2. The Membership director shall be able to appoint the recruiting and retention chair as well as two (2) members to aid coordinating recruiting and retention.
- 3. The Membership director shall work with the membership and recruiting chair to define recruiting and retention operations.
- 4. The Membership committee shall formulate policy to aid the recruiting process, as well as retention, of new and old members of WOW.

f. Hospitality committee

- 1. Shall consist of the Recruiting chairperson, First Vice President or delegate, Board President or delegate.
- 2. Shall contact new members to attend a welcoming meeting for a WOW orientation.

3. The welcoming event shall be held once bi-monthly or as needed to accommodate new members that have joined in the previous two months.
4. The committee chairperson or delegate shall provide a recap of the event to the Board of Directors.

g. Decorations committee

1. Shall consist of a decorations chairperson and may have committee members support the director's efforts.
2. The decorating committee shall be allotted up to \$100 to decorate for each event. However, the money must be approved by a majority of the Board.

Sec 3. Ad Hoc Committee

- a. The President of the Board of Directors may appoint ad hoc committees as deemed necessary to assist in carrying out the operations and functions of the Club.

ARTICLE X. MEMBERSHIP MEETINGS

Sec 1. There shall be an Annual Meeting, usually in September, for the conduct of business.

Sec 2. General membership meetings will be held as needed and at the discretion of the Board of Directors

Sec 3. The President shall have the responsibility to schedule dates and times of General Meetings with concurrence of a simple majority of the Board of Directors.

ARTICLE XI. ELECTIONS

Sec 1. Elections shall be held at the Annual Meeting.

Sec 2. All elections shall be administered using a secret ballot.

Sec 3. All active members shall be afforded a right to vote whether at the annual meeting or not.

Sec 4. Elected officers and appointed positions shall take office on November 1st of each year.

ARTICLE XII. PUBLICITY

Sec 1. No member will cause to be published or assign the WOW name to any activity without the express permission of a quorum of the Board of Directors and Publicity/Hospitality Committee chairperson.

Sec 2. A newsletter shall be published bi-monthly and given, mailed or emailed to all active members.

Sec 3. A web site, for the organization, will contain pertinent information as approved by the Board of Directors.

Sec 4. The Recruiting/Retention and Membership committees shall promote advertising campaigns to acquire new members and retain existing members.

Article XIII. FISCAL YEAR

- Sec 1. The club's fiscal year shall be from September 1st until August 31st of the following year.
- Sec 2. An audit of the financials shall be held during the month of September.
- Sec 3. The auditing committee shall report the results of the audit, to the Board, during the October Board meeting.

ARTICLE XIV. BY-LAW CHANGES

- Sec 1. Suggested changes to the By-laws by any member must be made in writing to the Board of Directors no later than June 15th.
- Sec 2. The Board of Directors shall review any recommended changes. They may make changes to the wording and may correct the placement in the By-laws provided they do not change the intent of the proposed change. The Board of Directors shall make a recommendation as to their approval or disapproval of each recommended change to the membership prior to the vote. The proposed changes shall be submitted to the members at the Annual Meeting.
- Sec 3. Approval of the changes must be by a majority vote of the membership.
- Sec 4. Each change to the bylaws shall be voted on individually for ratification.
- Sec 5. Only the by-law changes approved by the membership shall be incorporated in the new bylaws.
- Sec 6. By-law changes approved by the membership shall take effect immediately upon passage.
- Sec 7. Bylaw changes are not retroactive.

ATTEST: These are the By-laws with changes adopted at the Annual Meeting, September , 2025 incorporated.

President