



## *Twentieth Century Club*

### **ARTICLES OF INCORPORATION**

Adopted March 1953

### **STANDING RULES**

Approved, December 8, 2022

### **BYLAWS ADOPTED, AMENDED**

October 15, 1953

February 4, 1954

May 3, 1962

October 21, 1965

April 4, 1968

April 18, 1974

December 3, 1981

October 8, 1987

September 11, 1997

September 11, 2003

April 12, 2007

April 8, 2010

November 8, 2012

May 8, 2014

March 10, 2016

February 14, 2019

**December 8, 2022**

#### ***President***

Kimberly Elliott (2022-23)

#### ***Directors and Bylaws Committee***

Barbara Korosa (2021-23)

Edie Ferguson (2021-23)

Roni Nicora (2022-24)

Jan Browne (2022-24)

## STANDING RULES

These Rules help us to be fair to all members and to operate according to our Bylaws.

- I. Members and guests may attend luncheon meetings with paid reservations received by the published due date.
- II. Any announcement made by a member or a guest at luncheon meeting will be approved by the President prior to the meeting.
- III. Any action by a member in the Club's name or any press release or contact with media will be approved in advance by the President and/or Board of Directors.
- IV. Minutes and Treasurer's Reports will not be read at the luncheon meeting but will be available to any member upon request.
- V. Other than approved Philanthropic Drives, any fund-raising activities or solicitation of donations from Club members will be approved in advance by the Board of Directors.
- VI. The information in the Club Roster ~~and the Newsletter~~ is confidential and may not be used for solicitation or promotional purposes.<sup>1</sup>
- VII. Membership and participation in Club activities are voluntary without expectation of personal financial gain by individual members.
- VIII. The Newsletter is written for the purpose of informing Twentieth Century Club members and the public of upcoming Club events and of Club business. All articles are accepted at the discretion of the Newsletter editor.<sup>2</sup>
- IX. At the invitation of the President, individual members may be invited to attend specific Board meetings.
- X. The President will appoint an Archivist to preserve Club records.
- XI. When no longer useful for current purposes, each officer and committee chairman will turn over to the Archivist all reports and records to be compiled and stored at the Nevada Historical Society Research Library. At the Archivist's discretion, documents containing members' personal data identifiers may be destroyed in compliance with privacy laws.
- XII. Any member found to violate the Bylaws or Standing Rules may have her membership terminated upon vote of the Board of Directors.
- XIII. The Standing Rules are adopted by and may be changed by action of the Board of Directors.
- XIV. The Standing Rules are to be distributed to Club members with the Bylaws.

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<sup>1</sup> Amended 08/09/2022—The newsletter is posted on the Club's website and is not confidential.

<sup>2</sup> Amended 08/09/2022—Updated to reflect public access to the newsletter.

- XV. The website is intended for the purpose of informing members of the Twentieth Century Club and the public of upcoming Club events and business. Content is accepted at the discretion of the Publicity Chair.
- XVI. Protocols for pandemic situations are stated for clarification purposes only in which all federal guidelines will be followed for the well-being of club members, included but not limited to vaccination status, meetings whether in public places or private residences, or any other club member functions. It is recommended members only attend meetings, activities, or events when they are comfortable in a group setting where vaccination status of other members may not be known.<sup>3</sup>
- XVII. Eligible luncheon guest speakers may be presented with a membership in the Club for the program year.<sup>4</sup>

APPROVED by the Board of Directors August 9, 2022

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<sup>3</sup> Added 08/09/2022—Rule added post-pandemic to address protocols for the spread of communicable diseases.

<sup>4</sup> Added 08/09/2022—Rule added to facilitate new member recruitment.

## **BYLAWS**

### **ARTICLE I - MEMBERSHIP**

**SECTION 1** Women interested in self culture and willing to forward the interests of the Club are eligible for membership. They will subscribe to the Articles of Incorporation and the Bylaws as printed.

**SECTION 2** Membership will be three classes: Regular, Life, and Non-resident.

*A Regular Membership* is one whose current dues have been paid. She is entitled to all the rights and privileges of regular membership.

*A Life Membership* with all rights and privileges will be conferred upon Regular Members who have paid full annual dues continuously for 30 years. If a person has been a member of the Twentieth Century Club for 20 years or more and resigns in good standing, she will be allowed to be reinstated without losing her longevity

*A Non-resident Membership* is a member who has moved outside a radius of fifty miles from Reno. Such member will pay annual dues equal to one-half of regular dues. She will be allowed all the privileges of the Club except the right to vote and hold office. A Non-resident Membership does not apply toward Life Membership.

**SECTION 3** Prospective Members and Membership Application

- a) Application for membership will be made upon approved Membership Forms.
- b) The Club year is June 1<sup>st</sup> to May 31<sup>st</sup> – Application Fee will be as determined by the Board of Directors.
  - i. Application will be accompanied by an application fee and one year's dues, prorated.
  - ii. Applicants approved after March 31<sup>st</sup> will pay application fee and one year's dues which will apply to the following Club year.
  - iii. Monies for dues and application will be paid on the date of application.
- c) Prospective members may attend one luncheon meeting of the Club. She will be introduced as a new member of the Club when her application has been submitted and approved and fees received.

**SECTION 4** Members are encouraged to invite guests each Club year. Guests eligible for membership will not be admitted to more than two general luncheon meetings each year. Guests at Activity meetings will be allowed two visits each Club year.

**SECTION 5** Members will not receive remuneration for any service rendered the Club except by action of the Board of Directors. No member will incur expenses for which the Club will be responsible without the approval of the Board of Directors.

## **ARTICLE II – DUES**

**SECTION 1** Regular Members pay annual dues. Non-resident members will pay the sum of one-half the regular annual dues. Life Members do not pay dues.

**SECTION 2** The fiscal year begins on June 1<sup>st</sup> and ends on May 31<sup>st</sup>.

**SECTION 3** Dues are due and payable on June 1<sup>st</sup>

**SECTION 4** Members dropped for non-payment of dues may be reinstated with the approval of the Membership Chair by paying the current year dues.

## **ARTICLE III – OFFICERS**

The elective officers of the Twentieth Century Club will be President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Treasurer and five Directors, one of whom will be the President.

## **ARTICLE IV – DUTIES OF OFFICERS**

### **SECTION 1 PRESIDENT**

- a) The President will preside at all meetings of the Club, be a member of the Board of Directors and the Executive Board and act as Chairman of both bodies.
- b) The President will appoint a Parliamentarian and Archivist. She will also appoint the Chairman of the Nominating Committee and the Chairman of the Budget Committee. The President all also appoint a responsible person as necessary for positions such as Newsletter Editor, Greeter, Raffle Co-Coordinator, Thought-of- the Day, and positions not provided for otherwise. She will appoint such positions as she deems necessary and will designate the duties of the same. She will be a member ex-officio of all committees except the Nominating Committee.
- c) The President and the Board of Directors may employ an accountant to review the financial books for the Club annually.
- d) In the temporary absence of the President, the office will be filled by the Vice Presidents in order of their rank. In the event of her leaving office an election will be held by the Board of Directors to fill the vacancy.

### **SECTION 2 VICE PRESIDENTS**

The First Vice President will be the Chairman of the Program Committee and appoint the Chairman of the House Committee. The Second Vice President will be Chairman of the Philanthropic Committee. The Third Vice President will be Chairman of the Membership Committee.

### **SECTION 3 RECORDING SECRETARY**

- a) The Recording Secretary will take and keep the Minutes of all general and special meetings of the Club, the Board of Directors and the Executive Board and have them prepared for approval.
- b) She is responsible for all papers pertaining to her office.

### **SECTION 4 TREASURER**

- a) The Treasurer will draw checks for all disbursements that are a line item expense within the

current budget approved by the Board of Directors and Executive Board and present a written report each month of same. Any disbursements not provided for in the current budget must be presented to the Board of Directors for prior approval. She will make a monthly report to the Executive Board. She will receive all monies and deposit same in a repository designated by the Board of Directors.

- b) All checks will be signed by one or more of the following officers: President, Treasurer or First Vice President.
- c) The Treasurer is responsible for ensuring that the Club maintains its “non-profit” and “tax exempt” status under 501(c) (7). She will keep records to document compliance and accounting information for income tax preparations. She ensures that the tax return is filed by October 15<sup>th</sup> of each year.
- d) The Treasurer pays all bills and deposits all monies within the appropriate fiscal year

**SECTION 5** The President, the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President, the 3<sup>rd</sup> Vice President, the Treasurer, and the Archivist will make annual written reports. The Vice Presidents and the Treasurer will submit monthly reports in the event the report includes any change from the prior report.

**SECTION 6** All Officers, except the Treasurer, will turn over all Club records in their possession to their successor by June 1<sup>st</sup>. The records of the Treasurer will be turned over to her successor no later than July 1<sup>st</sup>

**SECTION 7** FINANCE OFFICERS are the President, Treasurer and First Vice President.

## **ARTICLE V – BOARD OF DIRECTORS**

**SECTION 1** The five Directors will act as the governing body of the Club; they will have charge, control, and general management of the Club.

**SECTION 2** The original founding Club documents will be maintained at the Nevada Historical Society. Copies of original Club documents will reside with the President.

**SECTION 3** The Board of Directors will review financials monthly.

**SECTION 4** The Parliamentarian and Recording Secretary will sit as members of the Board with a voice but no vote.

**SECTION 5** The Board of Directors will approve the visiting charities, the designation of funds for the Day-of-Giving, and scholarships.

## **ARTICLE VI – EXECUTIVE BOARD**

**SECTION 1** The Executive Board will consist of all elective officers of the Club. The Parliamentarian and Recording Secretary will sit as a member of the Board with a voice but no vote.

**SECTION 2** The Executive Board will have supervision over the affairs of the Club.

**SECTION 3** Any vacancies occurring in office during the Club year except the office of President will be filled by the Executive Board within two months following such vacancy. In the event the vacancy cannot be filled by the Board within the time set, the vacancy may be filled by the membership.

## **ARTICLE VII – COMMITTEES AND DUTIES**

**SECTION 1** The Chairman of each committee and the number on each committee will be at the discretion of the President or the responsible Vice President.

**SECTION 2** The First Vice President will be the PROGRAM CHAIRMAN. She will arrange and prepare the programs for the year. The Chairman will advise and coordinate the program information with the Newsletter Chairman and advise of special needs for program. She will arrange for program payment with Treasurer and program lunch reservations request with House Chairman.

The First Vice President will appoint a House Chair. The House Chair will act as the liaison for making arrangements for Club lunches. She and the President will arrange the meeting place for each year. The Board of Directors will approve the arrangement. The House Chair will select the menu for Club luncheons. She will also coordinate the reservation count to reserve number of lunches with the meeting place. She will secure a place to have the reservations mailed. She will hold all payments until meeting date and then turn them over to the Treasurer, including the attendance count. She will track any charitable donations received with the reservation forms and deliver to the Philanthropic Chair. She will hostess the reservation table, check in members, be responsible for nametags and advise the President and Membership Chairman of guests. She will coordinate with the First Vice President and Treasurer for payment of luncheon.

**SECTION 3** The Second Vice President will be the PHILANTHROPIC CHAIRMAN and will appoint four members to her committee of which she will be Chairman. Responsibilities of this committee are:

- a) To investigate and recommend possible areas of philanthropy for consideration and approval by the Board of Directors, assuring the Board of Directors that the donation requests are to be used for charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals.
- b) This Committee will present to the Executive Board, at the August meeting, any monthly Philanthropic Drives for the coming year. These drives are contributions from the membership. A report of these approved Drives is to be submitted to the Newsletter Chairman for publication.
- c) This committee will present to the Board of Directors at the February meeting the recommended charities for the annual Day-of-Giving.

**SECTION 4** The Third Vice President will be MEMBERSHIP CHAIRMAN whose responsibilities will be membership and dues. She will:

- a) Advise TCC officers on issues relating to membership retention and recruitment activities;
- b) Maintain a current membership database and produce reports, as necessary, respecting federal and state privacy laws;
- c) Manage annual membership dues renewal campaign.

**SECTION 5** The NEWSLETTER CHAIRMAN is responsible for editing, printing, and mailing the monthly newsletter (September through May) no later than the fourth Thursday of the month. Newsletters are sent to all members and current applicants.

**SECTION 6** The BUDGET COMMITTEE will consist of a chairman and not less than five members, one of whom will be the Treasurer. This Committee will prepare a proposed budget for the forthcoming Club year and present same to the Board of Directors and Executive Board for their action at the August meeting.

**SECTION 7** The HISTORIAN will keep a current pictorial record of special events at luncheon meetings.

**SECTION 8** All Chairmen will turn over all Club papers and records in their possession to their successor by June 1<sup>st</sup>.

**SECTION 9** Annual and Monthly Reports from each committee will be made to the Board of Directors. Initial monthly reports will be made not later than the August meeting. Monthly reports thereafter will only be required if they include changes from the prior report. The duties of each of the committees are prescribed hereinbefore under Article VII of these Bylaws.

**SECTION 10** The PUBLICITY CHAIRMAN shall be responsible for maintaining the Club's website and e-presence; developing and posting new content; monitoring the "Contact Us" e-mail; and promoting the Club's activities on community calendars.

## **ARTICLE VIII – NOMINATIONS AND ELECTIONS**

### **SECTION 1 COMMITTEE**

- a) The Nominating Committee will shall consist of three to five members. The President will appoint the Chairman and the Chairman will appoint the other committee members.
- b) No member will be appointed without her consent. Members while serving on the Nominating Committee will be eligible for nomination for an elected office.
- c) The committee will report nominees for all offices at the March Board of Directors meeting and announce the same at the March general membership meeting.

### **SECTION 2 NOMINEES**

- a) No member will be eligible for nomination for the office of Director who has not been an elected member of the Executive Board for at least two years within the past four years.
- b) No member will be eligible for nomination for the office of President who has not been an elected member of the Executive Board for at least two years unless this requirement is waived by the Board of Directors.
- c) No member will be nominated without her consent
- d) No Officer or Director will be eligible for more than two consecutive terms in the same office with the exception of the office of Treasurer. If the Nominating Committee is unable to fill an office, that position may be filled by the current officer holding that position.
- e) No member will hold more than one elective office at the same time.

### **SECTION 3 ELECTIONS**

- a) The annual election of Officers and Directors will be held at the annual meeting in April at



which time nominating may be made from the floor.

- a. Two Directors will be elected to serve for two years to succeed the Directors whose terms expire.
  - b. The President and other Officers will be elected for a term of one year.
  - c. All Officers and Directors will take office on June 1<sup>st</sup> and will serve until their successors have been installed.
- b) In the event there are no nominations from the floor and there is only one nominee as presented by the Nominating Committee for each office, elections will be by voice vote.
  - c) In the event there is more than one nominee for any office, voting for the office will be by ballot. The President will appoint not less than five tellers to conduct such elections.
  - d) Results of the election by ballot will be given by the teller and will include all votes cast for each office. Election by office will be by plurality vote.
  - e) Voting will be in person and only current dues paid member are entitled to vote.

### **ARTICLE IX - MEETINGS**

**SECTION 1** The luncheon meeting of the Twentieth Century Club will be held once a month (September through May) unless otherwise ordered by the Executive Board or the membership.

**SECTION 2** The first luncheon meeting of the Club year will be held in September. The last luncheon meeting will be held in May and designated as Charter and Installation Day.

**SECTION 3** The April luncheon meeting will be designated as the Annual Meeting and will be for the purpose of receiving the annual reports of Officers, with the exception of President and Treasurer whose reports will be given at the Charter Day luncheon in May

**SECTION 4** Special meetings may be called by the President at her discretion, or upon electronically delivered or written request of seven members. The President or the President's designee, will notify members electronically or in writing at least ten days before the meeting and no business will be transacted other than that for which the meeting has been called.

**SECTION 5** The Board of Directors will meet each month, time, date and place as designated by the President. Special meetings of the Board of Directors may be called at any time at the discretion of the President or any three members of the Board of Directors.

**SECTION 6** The regular meeting of the Executive Board will follow the meeting of the Board of Directors on a quarterly basis commencing in August of each year, or as directed by the President or any three members of the Board of Directors. Special meetings of the Executive Board may be called at any time at the discretion of the President or any three members of the Board of Directors.

### **ARTICLE X – ACTIVITIES**

**SECTION 1** Any number of members wishing to pursue any special line of activity will inform the President and with her approval and the approval of the Board of Directors an Activity for that purpose may be formed.

**SECTION 2** Members cannot join any Activity unless dues for the current year are paid.

**SECTION 3** Activities will elect their own Chairman and other officers and adopt rules subject to the approval of the Board of Directors. The Chairman will be responsible for enforcing Club and House rules

at Activity meetings. The Chairman will provide the Newsletter Chairman with program information in cooperation with the Newsletter deadline date.

**SECTION 4** All funds allocated for meetings or projects by an Activity will be only for the use of that Activity. The chairman is responsible for proper allocation of these funds and a report of fund spending will be presented to the Executive Board at the request of the Treasurer or President.

**SECTION 5** When any Activity disbands, the chairman of said Activity will immediately turn over, to the Twentieth Century Club treasurer, all monies, books and important papers.

#### **ARTICLE XI – FUNDS**

Upon dissolution or termination of the Twentieth Century Club, the officers will, after paying or making provisions for paying of all liabilities of the Club, distribute the remaining assets to non-profit institutions in the furtherance of the purpose of Section 501(c)(7) of the Internal Revenue Code. If the Twentieth Century Club membership is reduced to less than 40 members, a vote may be taken to decide which non-profit organization shall receive the remaining funds. A two-thirds majority will be required at the meeting.<sup>5</sup>

#### **ARTICLE XII – QUORUM**

A majority will constitute a quorum for the meeting for the Board of Directors and Executive Board.

#### **ARTICLE XIII – AMENDMENTS**

At the discretion of the Board of Directors, the Bylaws may be amended at any luncheon meeting of the Club by a two-thirds vote of the member present and voting provided that said amendments have been made available to the membership at a previous meeting or distributed via newsletter at least ten days prior to the luncheon meeting.

#### **ARTICLE XIV – AUTHORITY**

*Roberts Rules of Order, Revised* will be the parliamentary authority where applicable and where there is no conflict between said rules and these Bylaws and Articles of Incorporation.

APPROVED by the Board of Directors October 11, 2022

APPROVED by the General Membership December 8, 2022

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<sup>5</sup> Amended 10/11/2022—To address the Club's continued viability the dissolution trigger was reduced from 50 members to 40 members.