

**WALNUT VALLEY WOMENS CLUB
BY-LAWS
REVISED & APPROVED October 2025**

ARTICLE I - Name

This organization shall be known as the Walnut Valley Women's Club. The colors shall be Blue and Gold.

ARTICLE II - Object

Section 1: The object of this club is to cooperate with District, State and General Federation of Women's Clubs, to promote literacy and community service among its members and to develop members' interest in civic affairs, social progress, and economic conditions of the community. This club shall be non-partisan and non-sectarian.

Section 2: This shall be a non-profit organization.

ARTICLE III - Membership

Section 1: All persons, female or male, interested in the aims and objectives of this club shall be eligible for membership.

Section 2: Application for membership shall include payment of yearly dues.

Section 3: New members may join at any time and will pay pro-rated dues.

Section 4: After due hearing, the Executive Board, shall have the power to recommend to the general membership the suspension or cancellation of any member for conduct which is likely to endanger the welfare, interest, or character of the club.

Section 5: No person seeking membership may be a non-paying guest of the Club more than twice during a year without Board approval.

ARTICLE IV - Dues

Dues may be changed by a vote of two-thirds (2/3) of the members present at any General Meeting and then updated accordingly in the Standing Rules.

ARTICLE V - General Meetings

Section 1: General Meetings shall be on the third Monday of each month unless otherwise designated by the Executive Board.

- A. A quorum for conducting club business at a General Meeting of the Club shall be one-half (1/2) of the members in good standing.
- B. A record of meeting attendance shall be kept at each General Meeting and Executive Board Meeting and included in the respective minutes for each meeting.

ARTICLE VI – Officers

Section 1: Elected Officers of this organization shall be President, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. These duly elected officers and the Parliamentarian constitute the Executive Board. The term of office shall be two consecutive years. An officer may not serve more than two consecutive terms in the same position, unless otherwise approved by the Executive Board and then the General Membership. They shall attend all Board Meetings. The President shall be informed in advance of an officer's absence from a Board Meeting.

Section 2: Any member seeking the position of President or 1st Vice President must have been a member for at least two years. Any member seeking the other positions on the Executive Board must have been a member a for at least one year. Exceptions to this must be approved by the General Membership.

ARTICLE VII– Duties of Officers

Section 1: The President shall preside at all meetings of the organization and the Executive Board. She/he is an ex-officio member of all committees, except the Nominating Committee. She/he shall appoint a Parliamentarian, a CIP, and a Webmaster. The President shall sign checks with the Treasurer or Recording Secretary. She/he can appoint special committee chairpersons who will function until the purpose for which they were appointed is fulfilled or until the end of the Club fiscal year, whichever comes sooner. The President shall perform all other duties pertaining to her/his office.

Section 2: The 1st Vice President shall be Dean of Chairpersons. She/he shall be responsible for selecting the Department Chairpersons. She/he shall assume the duties of the President in the absence of the President.

Section 3: The 2nd Vice President shall be Fundraising (Ways and Means) Chairperson with overall responsibility for fundraisers.

Section 4: The 3rd Vice President shall be the Membership Chairperson. She/he shall be responsible for one membership event each year. The 3rd Vice President shall be responsible for

inducting of new members, and for ordering the Membership, President and Past President's pins. The 3rd Vice President shall disseminate new member contact information to the general membership.

Section 5: The Recording Secretary shall keep an accurate record of all activities of the Club, store the minutes with the treasurer's reports attached, and shall perform such other duties as pertain to this office. She/he shall be eligible to sign checks with the Treasurer or the President.

Section 6: The Corresponding Secretary shall conduct all outgoing and incoming correspondence of the Club and Executive Board. She/he shall pick up mail weekly and distribute the mail. All official correspondence shall be approved by the President. A list of incoming and outgoing correspondence shall be given to the Recording Secretary at the Board Meeting and attached to the minutes. In the absence of the Recording Secretary, the Corresponding Secretary shall perform her/his duties.

Section 7: The Treasurer shall be custodian of all Club funds. She/he shall keep an accurate account of all receipts, and expenditures. She/he will present a report at General and Executive Board Meetings with a copy to be given to the President and Recording Secretary monthly. She/he, together with the President or Recording Secretary, is authorized to sign all checks. She/he shall send out notices to all members for payment of dues and, when required, delinquent notices. She/he shall maintain the original Club Information Forms. She/he will be Chairperson of the Budget Committee. The Treasurer shall report the status of the Club's financial accounts when bank notifications are received. She/he shall have the accounting books reviewed annually. The Treasurer shall prepare a bank reconciliation report each month and attach it to the Treasurer's report. She/he will deliver the reports to the Recording Secretary to be attached to the Minutes for storage. The Treasurer shall file the annual state and federal reports, as required by law, including but not limited to, appropriate corporate documentation. Upon end of term, resignation or termination, the Treasurer shall provide all finance documents needed for an audit by the Executive Committee within one (1) week after end of term, resignation, or termination. The Treasurer shall receive all monies belonging to the Club and issue receipts for the same. She/he shall deposit all monies into the bank as designated by the Executive Board. She/he shall forward a detailed accounting of all such funds collected monthly to the Treasurer. She/he shall collect all dues and keep separate records of all dues and project funds. She/he shall draw all warrants. She/he shall furnish the Election Committee Chairperson with a list of all Club members in good standing 30 days prior to elections.

Section 8: The Parliamentarian shall be advisor to the President and organization on points of Parliamentary Law. She/he shall be Chairperson of the By-Laws Committee and shall keep a complete record of By-Laws and Standing Rules. She/He is not a voting member of the Executive Board. The Parliamentarian shall attend all Board Meetings as an impartial arbiter.

Section 9: A committee of three members shall audit the Treasurer's books annually and at such times as may be required by the Executive Board. The treasurer shall be present at such audits, but not be a committee member. The committee shall present a written report to the Treasurer prior to the first club meeting of the year.

Section 10: Each Board position shall have one vote regardless of the member's holding more than one position.

ARTICLE VIII – Executive Board

Section 1: The Executive Board shall consist of all elected officers and the appointed Parliamentarian.

Section 2: The Executive Board shall transact all business of the organization during the General Meetings.

Section 3: The Executive Board shall elect an officer to fill any vacancy other than that of the President.

Section 4: The Executive Board shall not approve the expenditure of funds for gifts or donations of more than \$50.00 unless approved by the membership.

Section 5: The Executive Board and the Treasurer shall not approve or transfer funds in excess of \$50.00 unless itemized in the Budget and approved by the general membership.

Section 6: Each Executive Board Member shall keep a record of her/his term in office and pass it on to her/his successor.

Section 7: Four (4) members of the Executive Board shall constitute a Quorum for the transaction of business.

Section 8: When an officer or chairperson fails to attend three (3) consecutive Board meetings without adequate cause, the Executive Board may declare the position vacant.

Section 9: If it becomes necessary to fill a presidential vacancy, the Executive Board shall recommend a replacement to be approved by the General membership.

ARTICLE IX – Standing Committees

Section 1: The Budget Committee shall include the incoming and outgoing Treasurer, the incoming and outgoing President, and the incoming and outgoing 2nd Vice President of Fundraising/Ways and Means.

Section 2.: The By-laws Committee shall consist of the Parliamentarian and two to four Club members appointed by the Parliamentarian. The Parliamentarian shall be the Chairperson of the committee. It will meet during January at the end of each two- year term. A report shall be submitted to the General Membership at the February General Meeting. Should revisions or amendments be needed, they should be voted on at a General Meeting.

ARTICLE X – Nominations and Elections

Section 1: The Nominating Committee shall consist of up to five (5) members: one (1) elected from and by the Executive Board, with the others chosen from and by the general membership; at least two (2) shall have been members for at least two years. This committee shall be elected at the General Meeting in January. The committee shall elect its own Chairperson.

Section 2: A member shall be offered a position on the slate after discussion by the entire committee at their first meeting. The committee shall meet a second time if any positions remain open.

Section 3: Any office may be shared by 2 people. If an office is shared, only one person needs to meet the minimum length of membership requirements.

Section 4: The Chairperson of the Nominating Committee shall announce the slate of candidates to the Club at the General Meeting in February. As nominees for each office are read, additional nominations may be presented from the floor, providing the consent of the nominee has been secured in advance.

Section 5: The election of the officers shall be held at the General Meeting in March. Nominations may be presented from the floor at this meeting, provided the consent of the nominee has been secured. After the nominations have been closed, the election shall be held. Election shall be by ballot except in the case of a single candidate for office when the vote may be taken “viva voce” (by voice vote). The newly elected officers will be installed at the General Meeting in April and will take office May 1.

ARTICLE XI - Reimbursements

For accounting purposes of all expenditures, members must turn in reimbursement form(s) within 30 days, with all supporting receipts for any and all expenses.

ARTICLE XII– Amendments

The By-Laws may be amended at any General Meeting of the Club by a two-thirds (2/3) vote of those in attendance provided that there is a quorum. Notice of said amendments will be published in the Newsletter and via email prior to voting at the General Meeting.

ARTICLE XIII– Charter

Charter memberships were closed at the June 15, 1964 meeting and cannot be reopened.

ARTICLE XIV – Rules of Order

Robert's Rules of order, Newly Revised, shall govern this organization.

ARTICLE XV – Dissolution Clause

To comply with the Internal Revenue Service, if the Club is dissolved, any monies in the Treasury will be donated to any other non-profit charitable organization in Walnut with the same tax status.

ARTICLE XVI – Privacy & Security

Section 1: The Club Yearbook, Newsletter and website, or any part thereof, shall not be used for any purpose other than club business without prior approval of the Executive Board.

Section 2: All emails to all or part of the membership shall use BCC.

Section 3: Any member not wishing to have their address, phone number(s), or e-mail address printed in the Club Yearbook shall notify the Editor in writing by June 1 of each year.

Section 4: The President and Webmaster shall hold the passwords for the Club website.

Section 5: The President and Treasurer shall hold the password for the Club email address.

ARTICLE XVII – Voting

Section 1: The Executive Board may choose to allow voting for officers and/or By-Laws or any other important issues to be conducted or participated in by email directly to the President.

Section 2: The Executive Board also may choose to allow written Proxy votes to be cast by another member in attendance at a General Meeting. Proxy votes should be verified by the Parliamentarian.

Section 3: For the purpose of determining a majority or 2/3 vote, any allowed email or Proxy votes shall be counted as part of the total possible votes.

ARTICLE XVII – Website

Section 1: The Club website shall be maintained by a webmaster appointed by the Club President.

Section 2: The website address shall be published in the Club Yearbook. It should also be included as part of the monthly General Meeting minutes and as part of any official email communication from the President to the General Membership.