

## **COLLEGE WOMEN'S CLUB OF PASADENA BYLAWS**

### **ARTICLE I OBJECTS AND PURPOSES**

*Section 1.* The objects, purposes and powers of this Club as stated in the Articles of Incorporation: to promote the education of women, to promote interest in the donations to the College Women's Club of Pasadena Scholarship Fund to strengthen the fellowship of the college women of Pasadena and to stimulate their continuous intellectual development.

*Section 2.* This Club is a not-for-profit organization, and no part of the earnings may inure to the benefit of any of the members.

### **ARTICLE II MEMBERSHIP**

*Section 1.* ELIGIBILITY.

- A. REGULAR MEMBER. Any woman who promotes education, the mission of the College Women's Club of Pasadena, and supports our Scholarship Fund goals is eligible for membership.
- B. NON-RESIDENT MEMBER. A member moving from the greater Pasadena area may request non-resident membership upon payment of one-half the regular dues.
- C. HONORARY MEMBER. The Executive Board is authorized to establish Honorary Memberships for persons who have made substantial contributions and shown continuing support to the College Women's Club. Honorary Membership is for life without payment of dues.
- D. MEMBERS WITH 25-YEAR MEMBERSHIP. A member of twenty-five (25) years or more will be honored by the presentation of a Certificate of Appreciation or other recognition.

*Section 2.* APPLICATION. Application for membership shall be presented to the Membership Chair and Committee. The Chair of the Membership Committee shall

present the applications of prospective members to the Executive Board for approval.

Section 3. TERMINATION. The Executive Board shall have summary power by the two-thirds vote of its membership to terminate the membership of any member for conduct which, in its opinion, disturbs the order, dignity, business, harmony, or impairs the good name, of the Club. The proceedings of the Executive Board in such matters shall be final and conclusive.

Section 4. ANNUAL DUES. Annual dues, as determined by the Executive Board, shall be payable by July 1<sup>st</sup> for the fiscal year. Dues for new members admitted after March 1 shall be one-half of the regular dues. ~~Dues become~~ delinquent July 31.

Section 5. MEETINGS.

- A. GENERAL MEETINGS. General meetings shall be held each month from October through June, and at such times and places as are designated by the Executive Board. The April meeting shall be the Annual Meeting of the Club.
- B. SPECIAL MEETINGS. Special meetings of the Club may be called at any time by the President, the Executive Board, or upon petition signed by at least twenty-five percent (25%) of the membership.

Section 6. VOTING. Each member present at any duly held general meeting, including virtual, shall be entitled to vote. Voting may be by voice, hand or ballot.

Section 7. QUORUM. The presence at any general meeting of at least twenty percent (20%) of the membership of the Club shall constitute a quorum for the transaction of business.

Section 8. LIABILITY. No member shall be personally liable for the debts, liabilities, or obligations of the Club.

Section 9. GUESTS. Members may bring guests to general and section meetings. No one who is eligible for membership may be a guest at more than two (2) general meetings in any one fiscal year.

### **ARTICLE III EXECUTIVE BOARD**

Section 1. POWERS. All corporate powers and affairs of the Club in accordance with law shall be exercised and controlled by the Executive Board.

Section 2. NUMBER.

- a. The number of officers (See Article IV, Section 1) may vary from year to year, depending on the ability to fill vacant positions. The Executive Board and Nominating Committee will make a good faith effort to designate a club member for each position. The Nominating Committee has authority based on availability of members and the needs of the Club to make changes to the Executive Board.
- b. With the consent of the Executive Board and Nominating Committee, two people may share a position; however, each position will have only one vote on any given motion as a member of the Executive Board.
- c. With the approval of the Executive Board, any current officer and/or chair may assume an open position in an “acting” capacity in addition to her elected duties. However, any individual will have only one vote as a member of the Executive Board.

Section 3. ELECTION AND TERM OF OFFICE. In accordance with the Articles of Incorporation, the body of officers shall be called the Executive Board and shall consist of the officers of the Club and the chairs of the Standing Committees elected for a term of one (1) year, beginning July 1. No person shall hold the same office for more than two consecutive years except by consensus of the Executive Board. The slate shall be presented at the April annual meeting with the election at the May general meeting and installation of the new Executive Board at the June general meeting.

Section 4. VACANCIES. Vacancies on the Executive Board shall be filled by a majority vote of the remaining officers, though less than a quorum, except the office of President, to which the First Vice President shall succeed automatically.

Section 5. REGULAR MEETINGS. Regular meetings of the Executive Board shall be held each month September through June, on the date and hour determined by the Executive Board for the fiscal year.

Section 6. SPECIAL MEETINGS. Notice of any special meeting shall be given to each officer at least forty-eight (48) hours prior to the time of meeting. The transactions at any meeting of the Executive Board, however called and noticed, or wherever held, shall be valid if a quorum is present.

Section 7. QUORUM. Seven (7) officers shall be necessary to constitute a quorum, except to adjourn. Every act shall be by majority vote unless a greater number is required by law or by these bylaws.

## **ARTICLE IV OFFICERS**

Section 1. OFFICERS. The officers of the Club shall be President; First Vice President, who shall also be Program Chair; Second Vice President, who shall also be Sections Chair; Treasurer; Recording Secretary; Membership Chair; Hospitality Chair; Reservations/Catering Chair; Website/Publicity/Social Media Chair; Decorations Chair; Communications/Bulletin Chair; and Scholarship Committee Chair. Two people may share a position as co-officers or co-chairs, but each officer position shall have only one vote on any given motion. The outgoing officers shall present a notebook of duties and information for their successors.

Section 2. ELECTION, TERM AND VACANCIES. The election of officers and the term of office shall be provided in Article III, Section 3.

Section 3. PRESIDENT. The President shall be the chief executive officer of the Club and shall, subject to the oversight of the Executive Board, have general supervision, direction and oversight of the business and affairs of the Club. The President shall preside at all meetings of the Executive Board and General Meetings and shall be ex-officio member of all committees

Section 4. FIRST VICE PRESIDENT. The First Vice President shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall be the chair of the Program Committee. The Chair and committee shall arrange appropriate speakers/entertainment for each monthly meeting, including coordination of technical assistance, payment of honoraria, if any, introduction of speaker, and other arrangements as needed.

Section 5. SECOND VICE PRESIDENT. The Second Vice President shall act for the President in the absence or disability of the President and the First Vice President and shall also be Chair of the Sections Committee. The Second Vice

President shall attend Sections whenever possible, representing them on the Executive Board. The Second Vice President shall assist the committee members in section programming and shall present to the Executive Board for approval any applications for new sections.

Section 6. TREASURER. The Treasurer shall receive and keep all funds of the Club, make disbursements as authorized by the Executive Board, and shall render a monthly financial statement to the Executive Board. The Treasurer shall be the chair of the Finance Committee. The Treasurer shall insure that appropriate forms are filed with state and federal authorities in a timely fashion, including the biannual Secretary of State information filing.

Section 7. RECORDING SECRETARY. The Recording Secretary shall keep minutes of the Executive Board and General Meetings of the Club. Such minutes shall be kept in the usual form of a corporation. The Secretary shall receive and keep on file annual written reports of the Executive Board.

Section 8. COMMUNICATIONS/BULLETIN CHAIR. The Communications/Bulletin Chair shall be responsible for editing and distributing the monthly bulletins and other timely communication as needed.

- A. Section 9 MEMBERSHIP. The Membership Chair and Committee shall endeavor to bring new members into the Club. The Chair shall present applications of prospective members to the Executive Board for approval and shall maintain a record of members. The Chair and Committee may arrange and conduct an annual special event, sponsored by the Executive Board, to acquaint new members with the Board and with the operation of the Club and its Sections. The Committee shall prepare and supervise the printing of the Yearbook/Directory.
- B. Section 10 HOSPITALITY. The Hospitality Chair and Committee shall be custodian of the identification badges of members, shall greet members at general meetings and shall provide such other amenities at the meetings as may be requested by the President, including, but not limited to, contacting members who are ill or have lost family members.
- C. Section 11 RESERVATIONS/CATERING. The Reservations/Catering Chair and Committee shall be responsible for the reservations throughout the Club year and shall receive regular reservations as well as cancellations

for luncheon meetings. The Chair will coordinate arrangements for catering of club luncheons.

- D. Section 12 WEBSITE/PUBLICITY/SOCIAL MEDIA. The Publicity/Social Media Chair and Committee shall be responsible for all publicity and development/maintenance of the Club website, Facebook, Instagram account and additional accounts as needed.
- E. Section 13 DECORATIONS. The Decorations Chair and Committee shall provide appropriate decorations for the general meetings.
- F. Section 14 SCHOLARSHIP. The Scholarship Chair and Committee shall promote interest in donations to the Fund and make selection of awardees for Fellowships and Scholarships yearly. The Committee may also conduct an annual campaign for donations to the Scholarship Fund and shall act in accordance with the College Women's Club of Pasadena Scholarship Fund Bylaws, which have been approved by the Executive Board of the College Women's Club of Pasadena.

## **ARTICLE V**

### **SPECIAL COMMITTEES AND APPOINTMENTS**

**SPECIAL COMMITTEES AND APPOINTMENTS.** The President, with the approval of the Executive Board, may appoint such special committees as shall be deemed necessary from time to time and prescribe their functions and duties.

**NOMINATING COMMITTEE.** The Nominating Committee shall consist of up to five members. A chair and two members shall be appointed in October by the President with the approval of the Executive Board. At the general meeting in November, two (2) members may be elected from the floor. Nominees must be present or previously have given consent. At the general meeting in April, the Nominating Committee Chair shall read the slate of officers for each office.

**FINANCE COMMITTEE.** The Finance Committee shall consist of the Club Treasurer, who shall act as chair, and two members appointed by the President. The duties of the committee shall be to prepare the budget and to assist the Treasurer with pertinent financial and legal reports.

AUDITOR. An Auditor shall be appointed not later than the June meeting in each year. The auditor shall examine the books of the Club as of the close of the fiscal year and report thereon to the President.

PARLIAMENTARIAN. The Parliamentarian shall be appointed by the President and shall attend all Executive Board meetings and all general meetings. The Parliamentarian shall also be chair of the Bylaws Committee and shall convene a committee bi-annually or as needed to review the By-Laws.

## **ARTICLE VI SECTIONS**

Section 1. FORMATION. Sections of the Club shall be under the supervision of the Second Vice President and may be formed and presented to the Executive Board for approval.

Section 2. MEETINGS. Section meetings shall be open to all members of the Club in accordance with the purposes for which the section is organized. Members who attend section meetings share the responsibilities of the section.

Section 3. CONDUCT. No section shall take formal action in the name of the Club regarding public affairs or legislation.

## **ARTICLE VII CLUB RECORDS AND DISBURSEMENTS**

Section 1. RECORDS. The Club shall keep and maintain adequate and accurate records of its business. Historical records of the Club from 1921 through 2008 are located in the archive collection of the Pasadena Museum of History, 470 W. Walnut Street, Pasadena, CA 91103.

Section 2. INSPECTION. All records and files of the Club shall be open to inspection by the members of the Club at all reasonable times and places.

Section 3. DISBURSEMENTS. All disbursements on evidence of indebtedness of or to the Club shall be signed or endorsed by the person or persons and in the manner established from time to time by the Executive Board. No disbursements

of the Club in excess of twenty-five dollars (\$25.00) other than operating expenses of the Club shall be made without approval of the Executive Board.

## **ARTICLE VIII AMENDMENT TO BYLAWS**

New bylaws may be adopted or these bylaws may be amended or repealed by the two-thirds (2/3) vote of the members at which a quorum is present, notice having been given in the monthly bulletin.

## **ARTICLE IX PARLIAMENTARY RULES**

**AUTHORITY.** *Robert's Rules of Order, Newly Revised* shall govern parliamentary procedure in any general meeting or meeting of the Executive Board upon any matter not covered by these bylaws or by the Articles of Incorporation of the Club.

Revised: October, 2024