

BYLAWS (Adopted 9/18/13)

ARTICLE I - NAME

The name of this Club shall be THE WOMAN'S CLUB OF PALO ALTO.

ARTICLE II - PURPOSES

The purposes for which this Club are formed are: Self-improvement, Fellowship, and Community Involvement.

ARTICLE III - MEMBERSHIP

Section 1. The classes of membership shall be Active and Honorary. An Active Member is one whose current dues are paid. An Honorary member is one voted as such by the General Membership in accordance with Section 4 (B)e below.

Section 2. Active Membership of the Club shall be limited to 225 plus Honorary Members.

Section 3. Qualifications for a Member shall be a sincere interest in the purpose of the Club and residency of Palo Alto or vicinity.

Section 4.

A. Membership Committee

The Membership committee shall consist of a chair and any additional members appointed by the President in consultation with the Chair. The Second Vice-President shall be the chair.

(B) Procedure of Membership

- a. Applications may be obtained from the Membership Chair.
- b. An applicant for General Membership shall attend at least one General Meeting as a guest and then shall fill out an application. The application should be mailed to the Clubhouse and the Membership Chair will present applications to the Board for approval. The Applicant must be sponsored by two (2) members who know her personally. When the membership is full, vacancies shall be filled only after the close of the fiscal year Fiscal Year.
- c. Members of at least six (6) months from joining are eligible to sponsor or co-sponsor Applicants.
- d. Members in good standing in other Federated Clubs may transfer to the Club without sponsors upon presentation of credentials and payment of current dues and upon recommendation of the Membership Committee and approval of the Executive Board. Any Federation Transferee who is admitted mid-year shall be counted against our 225 member limit in the following fiscal year.
- e. Honorary Membership may be conferred upon a member of at least 20 cumulative years standing who has rendered outstanding service to the Club by a majority vote of the Members at a General Meeting present and voting, provided that the nominee has been proposed at a previous meeting. She shall have all privileges of the Club, but may elect not to pay annual dues. Generally, but not exclusively, only one Honorary Member shall be elected in any one year.
- f. Notice of Resignation of Active Members must be presented in writing to the

Membership Chair who will present it to the Executive Board.

ARTICLE IV - DUES

Section 1. The fiscal year shall be from June 1 until May 31st.

Section 2. Annual dues shall be payable before June 15. The Membership Chair or the President's designee shall send dues payable notices prior to May 1 and an email or phone reminder prior to the third Wednesday in May.

Section 3. On June 15 of each year, Active Members delinquent in payment of dues shall be deemed resigned and shall be so notified in writing. If, within 18 months, a resigned member wishes to be reinstated, she will be moved to the head of the waiting list. A \$25 fee and current year's dues must be paid upon reinstatement.

Section 4. Upon recommendation of the Finance Committee, the Executive Board may change the dues no more than once a year. Following publication of the proposal and the meeting date in the monthly bulletin, the proposal must be submitted to the members for approval at the regular monthly meeting so noticed.

ARTICLE V - OFFICERS

Section 1. The Elective Officers shall be President (or Co-Presidents), First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Finance Officer, who shall hold office for one year, and seven elected Directors who shall hold office for two years, four to be elected one year and three the next. No member shall hold the same office for more than two consecutive years.

Section 2. With the approval of the Executive Board the President shall appoint be Auditor, Parliamentarian, Historian-Custodian of Records, and all committee chairs.

Section 3. A member, to be eligible for an Elective Office, shall have been a member of the Club for at least one year or more at the time of nomination.

Section 4. The authority and duties of President may be shared by two Co-Presidents who shall have equal responsibility for the duties of the President. When two women are Co-Presidents, there shall be one less Director so that the total number of members on the Executive Board Membership remains at 14. Only one Co-President shall be an ex officio member of any standing committee.

ARTICLE VI - EXECUTIVE BOARD

Section 1. The (7) Elective Officers and (7) Directors shall constitute the Executive Board.

Section 2. Eight (8) members shall constitute a quorum.

Section 3. The Executive Board shall meet on the first Wednesday of each month from September to June.

Section 4. The Executive Board may transact any necessary business of the Club at any regularly scheduled meeting or called meeting of the Executive Board and shall pay all bills incidental to the running expenses of the Club but shall not incur expenses at any

time of more than 1.5% above the total amount adopted in the current Operating Budget without special authorization of the General Membership.

Section 5. A special meeting may be called by the President or at the request of five (5) members of the Executive Board.

Section 6. The Parliamentarian, Auditor, Historian-Custodian of Records, Rental Chair, House & Grounds Chair, and Publicity Chair, if not on the Board, shall be considered non-voting members of the Board.

Section 7. An excused absence of an Elected Officer or Director shall be approved by the President. Three consecutive unexcused absences of Elected Officers or Directors shall constitute resignation of such Elected Officer or Director. Four consecutive excused absences may constitute resignation from the Board and the office shall be declared vacant at the discretion of the Executive Board.

Section 8. All vacancies on the Executive Board shall be filled by the Executive Board, such designated individual shall complete the term of office.

Section 9. Operating Rules may be adopted by the Executive Board and may be amended by the Executive Board.

Section 10. Clubhouse Emergencies. The President and two members of the Board shall be authorized, in their collective discretion, to spend up to \$10,000 to resolve any unexpected happening that requires swift and immediate action at the Clubhouse. For an expenditure that exceeds \$10,000, the majority of the Executive Board must vote in favor of the expenditure either by email, phone, or in person. Votes must be affirmed at the next convened Executive Board meeting.

ARTICLE VII - DUTIES OF OFFICERS/DIRECTORS

Section 1. The President shall preside over all meetings of the Club and the Executive Board, and have general supervision of the affairs of the Club. Subject to approval of the Executive Board, the President shall appoint all committee chairs, unless otherwise specified by the Bylaws, with the exception of the Nominating Committee. The President shall be ex-officio member of all committees except the Nominating Committee. The President shall review and sign all correspondence sent out in the name of the Club. The President shall be a delegate to all District and State Conventions of the Federation with expenses paid as provided by the current Operating Budget.

Section 2. The First Vice-President, in the absence of the President shall assume the duties of the President. She shall be responsible for coordination of all Club Committees and prepare reports to the Federation. The First Vice President shall be responsible for recruiting nominees for the Nominating Committee.

Section 3. The Second Vice-President, in the absence of the President and First Vice-President shall perform the duties of the President. The Second Vice President shall be Membership Chair.

Section 4. The Recording Secretary shall attend all meetings of the Club and of the Executive Board, and keep a brief and accurate record of all proceedings.

Section 5. The Treasurer shall be accountable for all monies belonging to the Club and

disburse the same with the approval of the Executive Board. The Treasurer shall deposit funds of the Club with the bank designated by the Executive Board in the name of the Club; no part of such funds shall be withdrawn from said bank unless consistent with the organizational budget or authorized by the Executive Board. The Treasurer shall keep an accurate, itemized account of all receipts and disbursements and shall report the same each month at the regular Executive Board meeting. She shall be responsible for the preparation of government reports, including tax filings and shall provide copies to the Finance Chair for review before filing them at the Clubhouse.

Section 6. The Corresponding Secretary shall conduct the general correspondence of the Club. The Corresponding Secretary shall keep a record and copy of all important correspondence. She shall coordinate and ensure distribution, as applicable, all written and electronic communications for the Club, including, but not limited to distribution and maintenance of the website, newsletter, and yearbook.

Section 7. The Finance Officer shall be Chair of the Finance Committee. She shall work closely with the President. She shall review government reports provided by the Treasurer. She shall serve as liaison to ad hoc fund raising committees.

Section 8. The Auditor shall audit the books of the Treasurer at the Fiscal Year end, election of a new Treasurer and/or when requested by the Executive Board The Auditor shall not be a member of the Budget or Finance Committees.

Section 9. The Historian-Custodian of Records shall maintain all records and important documents of the Club Records and documents shall not leave the Clubhouse without express written permission of the President.

Section 10. The Parliamentarian shall perform the duties pertaining to her office and be Chair of the Bylaws Committee. The Parliamentarian shall call to order the first meeting of the Nominating Committee, explain the Bylaws pertaining to nomination, preside over election of the chair, and then withdraw from the Nominating Committee.

Section 11. Every Elected Director shall serve as liaison to at least one standing, and/or ad hoc committee, at the discretion of the President.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees

Standing Committees are perpetually authorized committees whose powers and duties are specified in the Bylaws. All decisions pertaining to these Standing Committees shall be discussed and approved by the majority of members of such Standing Committee. The Standing Committees serve in an advisory capacity to the President (or Co-Presidents) and the Executive Board. Chairs of all Standing Committees shall be appointed by the President and approved by the Executive Board unless otherwise specified in the Bylaws.

(A) Finance Committee. There shall be a Standing Committee known as the Finance Committee consisting of five (5) members (i) The Finance Officer, who will serve as Chair, (ii) The First Vice President, (iii) the Second Vice-President, (iv) the Treasurer and one member appointed by the President. The Finance Committee committee shall prepare the Budget, which shall be reviewed introduced no later than the April

Executive Board meeting. The Budget shall be presented for adoption by the General Membership at the May General Meeting.

The Finance Committee, with input from the Rental Committee, shall be responsible for recommending changes to rental fees for the Clubhouse. The Executive Board shall approve such changes.

At the April Executive Board meeting the Chair of the Finance Committee or her designee shall submit a written annual budget recommended by the majority of the Finance Committee.

(B) House and Grounds Committee. There shall be a Standing Committee known as the House and Grounds Committee, consisting of no more than ten (10) members including but not limited to (i) the House and Grounds Chair, (ii) the Rentals Chair, and (iii) additional members as may be appointed by the House and Grounds Chair.

The House and Grounds Committee shall be in charge of the responsible for maintaining the Clubhouse and Grounds within the limits of the House and Grounds Budget. The House and Grounds Committee shall report to the Executive Board any repairs, maintenance, improvements, etc. outside of the House and Grounds Budget and provide other information the Executive Board may require to support such recommendations. The House and Grounds Committee shall purchase equipment and make arrangements for repairs when so approved by the Executive Board. At such time that a Major Improvement (as defined in Policy and Procedure Book is being considered by the House and Grounds Committee and the Executive Board three (3) competitive bids, with names of firms or persons submitting them, shall be secured and presented to the Executive Board for approval. The Board has the right to accept or reject any bids submitted.

(C) Rental Committee. There shall be a standing Rental Committee consisting of no less than five (5) members, including the Rentals Chair who shall be appointed by the President. The Rental Committee shall have charge of renting the Clubhouse and shall keep records showing the names of all renters, the terms and the rents paid. A written report of the Rentals Committee shall be rendered to the Executive Board every month by the Rental Chair(s) or her designee. The Rental Chair and Committee Members shall be appointed by the President.

(D) Philanthropy Committee. There shall be a standing Philanthropy Committee consisting of no less than five (5) members. The Philanthropy Committee shall process grant proposals and recommend recipients to the Executive Board for grants from the Philanthropy Fund in accord with criteria set forth in the Operating rules. Decisions on donations should be made by March of each year and submitted to the Board for approval at the April meeting. Awards will be made to recipients at the May General Meeting.

(E) Bylaws Committee. There shall be a Standing Committee known as the Bylaws Committee consisting of no more than five (5) members including (i) the Bylaws Chair and (ii) additional members as may be appointed by the Bylaws Chair. The Bylaws Committee will review and make recommendations on all proposed changes to the Bylaws, following the procedure set forth in Article XII. The Parliamentarian shall chair the Bylaws Committee.

(F) Program Committee. There shall be a Standing Committee known as the Program

Committee consisting of no less than five (5) members, including but not limited to (i) the Program Chair appointed by the President and (ii) additional members as may be appointed by the Program Chair.

The Program Committee will determine the programs for the General Membership meetings. Members of the Committee shall be responsible for scheduling featured Presenters and arranging for their payment, if any. Program Committee Members shall host, introduce, and thank the Presenters.

(G) Luncheon Committee. There shall be a Standing Committee known as the luncheon Committee consisting of no less than eleven (11) members, including but not limited to (i) the Luncheon Chair appointed by the President and (ii) additional members as may be appointed by the Luncheon Chair.

The Luncheon Committee will coordinate the luncheons at the General Meetings. The Committee shall recruit luncheon chairs for the General Meeting and support them as needed. The Luncheon Committee shall recommend to the Executive Board procedures for ensuring smooth operation of meal preparation and cleanup.

(H) Community Outreach. There shall be a Standing Committee known as the Community Outreach Committee consisting of no less than five (5) members including but not limited to (i) the Community Outreach Chair and (ii) additional members as may be appointed by the Community Outreach Chair.

The Community Outreach Committee will provide opportunities for members to volunteer and provide non-monetary contributions to local non-profits.

Section 2. Interest Group Committees

(A) For the better execution of the purposes of the Club, there shall be Interest Group Committees representing the different interests of the General Members. All decisions pertaining to these Interest Group Committees shall be discussed and approved by a majority of members of said Interest Group Committee. Each Interest Group Committee may have the use of the Clubhouse for one meeting or more a month based upon availability. The regular meeting schedule must be coordinated with the Rentals Chair and approved by the President.

(B) Each of these Interest Group Committees shall have a Chair or Co-Chairs appointed by the President and approved by the Executive Board; said Chair(s) shall be responsible for all the Interest Group Committee's activities.

(C) All funds and bills derived from Committee Activities shall be submitted to the Treasurer and the funds deposited in the General Account.

Section 3. Ad Hoc Committees

(A) As needed, the President may appoint Ad Hoc Committees, which are of limited duration, for specific assignments, which serve at the will of the Executive Board. All decisions pertaining to these Committees shall be discussed and approved by a majority of members of the Committee.

(B) Upon completion of their assignments, these committees shall make a formal report and recommendations for Executive Board action.

ARTICLE IX - MEETINGS

Section 1. An Annual Reception for new members shall be held prior to the third Wednesday in September.

Section 2. The General Meeting of the Club shall be held on the third Wednesday of each month from September through June. This meeting shall be a program and social meeting for members and guests. Election of Officers, Adoption of the Budget, By-laws Amendments, and other necessary business may be transacted at this time.

Section 3. Fifty General Members shall constitute a quorum.

Section 4. A special meeting may be called by the President or at the request in writing or by email of twenty-five members. Notice of such special meeting will be sent to the members in writing at least ten days prior to the meeting date.

Section 5. In the event of an emergency, the Executive Board may change the meeting date except the date for election of officers. Members must be notified of the date change.

Section 6. Special Authorization. The President, with the concurrence of the Executive Board and by a vote of the majority of the General Membership may approve a special authorization for a one time exemption to procedures required by the Bylaws.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

(A) There shall be a Nominating Committee consisting of five (5) members and two (2) alternates who must be present at the January meeting to be elected by the General Membership.

(B) At least three members of the Committee shall have served on the Executive Board, including if possible, one Past President. All Nominating Committee nominees shall have been Club members for a minimum of two years and should have a wide acquaintance with the membership through active participation in Club committees, activities, and luncheons. Consent of the Nominating Committee nominees must have been obtained before placing the nomination.

If there are only seven nominees, the President may call for a voice vote. Otherwise election of the Committee members shall be held by paper ballot.

No member of the Nominating Committee shall serve two consecutive years.

(C) Immediately following the Nominating Committee election at the January General Meeting, the Parliamentarian shall call to order the first meeting of the Nominating Committee, explain the Bylaws pertaining to Nominations, and provide a copy of Nomination Procedures as adopted by the Board. The Parliamentarian shall preside over election of the Chair and then she and the Alternates will withdraw.

(D) If a member of the Nominating Committee resigns or is unable to participate, the

Chair will ask an Alternate to serve and the Alternate will serve until the Committee's work is completed.

(E) The Nominating Committee Chair shall present the slate in writing, signed by each Committee member, to the Executive Board at its the Executive Board March meeting.

(F) The Nominating Committee Chair shall present the Nominating Committee report to the membership at the March General Meeting. Additional nominations for Elective Officers and Executive Board Members may be made from the floor at the March meeting. Consent of the nominee must have been obtained before the nomination. The nominations are then closed.

Section 2. Executive Board Elections

(A) Election of the Executive Board shall be held at the April General Meeting. In the event of only one candidate for each of the offices, the President may call for a voice vote. Otherwise, the election shall be held by paper ballot.

(B) No General Member shall be eligible for the same office for more than two consecutive years. A waiting period of one year is necessary before becoming eligible again for the same office.

Section 3. Budget Approval

The Budget shall be presented for membership approval at the General Meeting in May.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

ARTICLE XII - AMENDMENTS

The Bylaws of this Club may be amended at any General Meeting by a two-thirds (2/3) vote of the members present and voting. All proposed amendments shall be submitted to the Bylaws Committee for action. A written copy of the proposed amendments must have been mailed or emailed to all members fourteen (14) days prior to the meeting at which the vote on the amendments is to be taken.

ARTICLE XIII - DISSOLUTION OF THE CLUB

In the event of the Dissolution of the Club, assets shall be distributed in accordance with the rules governing 501(C)3 corporations.

WOMAN'S CLUB of Palo Alto

Operating Rules

1. These rules are adopted by the Board and may be amended by the Board.
2. All keys to the Clubhouse shall be given to the new President at the close of each year and be reissued by her. No keys shall be issued to any person who is not a member of the Club other than the custodian or to one authorized by the Board.

3. No properties of the Club shall be moved from the Clubhouse except when authorized by the President.
 4. All officers and chairs shall make an annual written report by December 31 to the First Vice President who is Dean of Chairs so that she can report our activities to the Federation.
 5. Illness of members shall be reported to the Corresponding Secretary.
 6. Change of address, phone number, and/or membership status shall be sent in writing to the Membership Chair.
 7. New members will receive yearbooks and Bylaws when notified of acceptance.
 8. All written representations on behalf of the Club must reflect Club policy.
 9. The Philanthropy Committee's guidelines are: a) Donations will be made directly to organizations, not to individuals. b) Only organizations suggested by Club members will be considered, c) The focus will be on women and children, although not strictly limited to organizations serving them alone. d) The Club will support organizations throughout our membership area in order to be of service where there is serious need, e) Donations will support organizations with direct services or programs, f) The maximum grant made to any one organization will be 20% of the funds available.
 10. Documents referenced in Article X, Nominations and Elections, shall be kept in the Club office by the Parliamentarian.
 11. Every member must serve on a luncheon committee each year. Annual membership may not be renewed unless this obligation is fulfilled. In unusual circumstances a \$40 buyout must be made to the luncheon chair if you are unable to serve. Only the Board may make exceptions to this rule. (Adopted 6/2/10)
 12. When a club member passes away an "in memoriam" contribution of \$50 will be added to the philanthropy account from the general fund as an additional amount to be distributed by philanthropy committee in the current year. (Adopted 6/2/10)
 13. At their discretion, current President(s) shall be excused from serving on a luncheon committee during their term in office.
 14. The Executive Board and all members shall adhere to the Club's adopted Conflict of Interest Policy in reviewing any bid for work professional services for the Clubhouse or to the members. (Conflict of Interest Policy adopted by the Executive Board 12/5/12)
- (Adopted 9/18/13)