



Santa Barbara
Newcomers Club

Preamble to the Bylaws of the Santa Barbara Newcomers Club

July 29, 2024

BYLAWS AND COMPANION DOCUMENTS

The Santa Barbara Newcomers Club is a California nonprofit mutual benefit corporation operated by and for its members as a noncommercial social club. The essence of the Club is its variety of activities, each directed by one or more Activity Committee Chairpersons through the committees they oversee. These activities are coordinated by Club officers and follow the Club Bylaws, Policies and Procedures and Committee Chair Guidelines.

The Bylaws presented below establish the high level principles that guide the Club and are intended to remain relatively unchanged over the years. Minor changes, however, can be expected periodically to keep up with changing times and new legal requirements.

The Policies and Procedures follow the Bylaws and detail Club policies and the procedures to be utilized in running the Club. It is the responsibility of the Board of Directors to maintain these policies and update them regularly.

The Committee Chair Guidelines, updated by the VP of Activities, provide uniform operating guidelines to Activity Committee Chairpersons. They conform to the Bylaws and the Policies and Procedures and provide useful guidance for running the wide variety of Club activities.

Upon joining the Club, every new member has access to a copy of the Bylaws. Activity Committee Chairpersons, elected officers and all other Board members must be thoroughly familiar with the Bylaws, current Policies and Procedures and the Committee Chair Guidelines.



Santa Barbara Newcomers Club

BYLAWS

ARTICLE I - NAME AND GOVERNANCE

Section 1: The name of this Club shall be the “Santa Barbara Newcomers Club,” hereinafter referred to as “the Club.”

Section 2: The Club is governed by a Board of Directors (the “Board”), which shall have the power to direct the administration and operations of the Club. This power shall include, but not be limited to, proposing and adopting policies and operational changes, long range planning, determining fiscal and insurance matters, maintaining records and recommending such other actions which the Board determines is in the best interests of the Club.

Section 3: Club officers are elected for six-month terms. Details of the election process are specified in Article IX and in the Club’s Policies and Procedures.

ARTICLE II – PURPOSE

The purpose of the Club shall be to promote friendship and to aid in the social, cultural and philanthropic orientation of persons new to the Santa Barbara area. In pursuit of this goal, all members shall comply with the Code of Conduct that is attached hereto as Appendix 1.

ARTICLE III - MEMBERSHIP AND DUES

Section 1: Membership in the Club shall be open to any adult who is a newcomer to the Santa Barbara area from the eastern boundary of Carpinteria to the western boundary of Goleta, and from the ocean on the south to Camino Cielo on the north. A “newcomer” is one who has been a permanent resident of the area for no more than 18 months prior to becoming a member. A “permanent resident” is one who resides in the Santa Barbara geographic area described herein for more than six (6) months of the year. Former residents who return to the area after five or more years away are eligible to join. Membership in the Club is for a period of two years, unless extended as provided in Section 2 below.

A prospective member who is not eligible for membership due to residency requirements, but who is part of a couple with a person who is eligible for membership (see Section 1, above), shall also be eligible for membership so long as that person and the eligible partner are married couples, registered domestic partnership couples, civil union couples or cohabitating couples. Engaged couples or long-time couples living at two addresses can meet with the VP(s) of Membership for consideration (i.e., the eyeball-to-eyeball test that this is a committed relationship). The VP(s) of Membership can make the decision about the couple joining and communicate the decision to the Board.

Section 2: Dues for two years shall be payable at the time of joining the Club and are not refundable. To continue membership in the Club for a third year, qualified members who have earned the right to extend for a third year shall pay dues for one year at the rate then in effect. The criteria for qualification to extend membership shall be included in the Policies and Procedures of the Club. Final year membership may be extended by action of the Board for the requisite period (less than six months) in order allow a member to complete their service to the Club in an elected or appointed position during the term in which their membership would otherwise expire, as set forth in the Policies and Procedures. Membership may be terminated if third year dues are not paid within one month of billing.

Section 3: Dues shall be determined by a majority vote of the Board of Directors.

Section 4: A member may be terminated on a determination by the majority vote of a quorum of the Board that the member has failed in a material degree to observe (a) the Club's Bylaws, Policies and Procedures, (b) the Club's Code of Conduct, (c) Committee Chair Guidelines or (d) has engaged in conduct materially prejudicial to the Club's purposes and interests. Upon receipt of a good faith complaint made by any member of the Club to the VP/Membership, the President and VP Membership shall determine whether to present the complaint to the Executive Committee. If the complaint is presented to the Executive Committee, and that Committee, in its discretion, decides to proceed with the complaint, it shall direct the VP Membership to give such member at least 7 days' prior notice of its consideration of potential disciplinary action and the reasons for such consideration. Notice shall be given by any method reasonably calculated to provide actual notice and may be sent electronically to the member's last known email address as shown on the Club's records. Notice given by mail shall be sent by first-class or registered mail to the member's last known address as shown on the Club's records. The member shall be given the opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board or by a committee of at least three Board members authorized to determine whether the termination should occur. The President may appoint such a committee to act in lieu of the Board, provided that a majority of any such committee shall consist of Board members who are not members of the Executive Committee and provided further that the President shall not be a member of any such committee. The decision of the Board or committee shall be final. If, in the judgment of the President, immediate action is necessary, the President shall have the power to suspend a member's membership, pending a determination as to whether the membership should be terminated

ARTICLE IV - BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the elected officers, the Chairpersons of all activities committees, the immediate Past President, and the members who have been appointed to administrative positions by the incoming President. These appointed positions shall include a House Registrar, a Member-at-Large, Alumni Liaison, a 20 – 40 Somethings Liaison and the Parliamentarian. Each member of the Board of Directors shall be deemed to be a "voting member" of the Board of the Directors, and only voting members of the Board of Directors shall have the right to vote on matters within the power of the Board of Directors

Section 2: The Board of Directors shall meet monthly. Additional meetings may be called by the President or upon written request by three members of the Board of Directors.

Section 3: Eleven voting members of the Board shall constitute a quorum for the transaction of business, provided, however, that a minimum of four of such voting members shall be elected officers of the Club, and unless otherwise required by another provision of these Bylaws, an affirmative vote of a majority of the voting members present shall be required for adoption of any item under consideration.

Section 4: Where a voting position is jointly held by two (2) or more persons, that position is entitled to only one (1) vote, except that if two people are elected as co-VP's of Activities, each co-VP shall have a vote on matters coming before either the Board or the Executive Committee. To the extent that one person holds two voting positions, that person is entitled to only one vote.

Section 5: Between meetings of the Board of Directors, the President may call meetings of the Executive Committee to consider any business that could properly come before the Board. The Executive Committee shall consist of the President, immediate Past President, VP of Activities, VP of Membership, VP of Technology, VP of Member Communications, VP of Publicity and Marketing, Treasurer, Secretary and Parliamentarian. Actions taken by the Executive Committee shall require a majority vote of the members present (but never less than three (3) affirmative votes), and in order to be continued shall be ratified by the Board of Directors at its next meeting. In lieu of an actual "in-person" meeting, the President may call a meeting of the Executive Committee, by e-mail, to consider matters of business and to adopt resolutions. Such meetings shall require the written consent, by e-mail, of all members of the Executive Committee. Such written consent, by each member of the Committee, shall be delivered to all other Committee Members and (1) shall consent to taking the action without an actual meeting and (2) shall consent to the specific proposed business and/or resolution. In order to be continued, such actions shall be ratified by the Board of Directors at its next meeting, except as otherwise provided in these By-Laws.

Section 6: Any member of the Board of Directors may be removed from the Board (and also from that member's elected or appointed office, if applicable), by the President with approval and vote of 2/3rds of the members of the Executive Committee. Such action may be taken only if determined to be in the best interest of the Club. Prior to taking any such action the President shall first use best efforts to personally meet with that Board member, to discuss the circumstances leading up to the pending action, and to request that the Board member voluntarily resign from office. No less than 48 hours prior to the removal vote by the Executive Committee (which may be by email), the President shall report to that Committee the outcome of the meeting with the Board member. At

the meeting with the President the Board member shall be advised that he/she also has no less than 48 hours to transmit to the Executive Committee, via email, his/her position and/or concerns regarding the pending action, in which event the vote of the Executive Committee shall be deferred not less than an additional 24 hours. (All communications and notices described in this paragraph may be by email.)

Section 7: The President may be removed from the Board, and from the office of President, if determined to be in the best interest of the Club. Removal shall be by the approval and vote of 2/3rds of the members of the Executive Committee. No less than 48 hours prior to any such vote on removal, any three members of the Executive Committee may give notice to the President, and to the other members of the Executive Committee, of the cause for the vote on removal. Such notice, which may be by email, shall state the cause, and the timing for the vote by the Executive Committee, which shall not be less than 48 hours following the notice to the President. The notice shall also advise that the President has 48 hours from the time of the notice to transmit to the Executive Committee his/her position and/or concerns regarding the intended action, in which event the vote of the Executive Committee shall be deferred not less than an additional 24 hours. Thereafter, upon a vote of 2/3rds of the members of the Executive Committee for removal, the President shall be deemed immediately removed from the Board and from the office of President. The Vice President of Activities shall then become President for the remainder of the term. (All communications and notices described in this paragraph may be by email.)

ARTICLE V - ELECTED OFFICERS

Section 1: The elected member Officers of the Club shall be: President, VP of Activities, VP of Membership, VP of Member Communications, VP of Publicity and Marketing, VP of Technology, Treasurer, and Secretary. Each VP office may be held by either one or two members. The term of office shall be six months. A member shall not serve more than three terms as an elected Officer. The President may waive this latter rule on a case-by-case basis.

Section 2: These officers shall perform the duties prescribed by these Bylaws and the job descriptions provided to them, and by the parliamentary authority adopted by the Club.

Section 3: The President shall preside at all meetings of the Board, Executive Committee (other than a meeting convened pursuant to Article IV, Section 7) and general membership and at New Member Orientation Meetings. The President shall be an ex-officio member of all committees and shall approve all contracts. When the Treasurer is not available, the President will sign checks for the Club. The President shall serve a succeeding term as advisor to the Executive Committee and the Board of Directors.

Section 4: The VP of Activities shall be responsible for overseeing the Club's monthly activities and supporting and coordinating the Activity Committee Chairpersons to identify talent, develop leadership, train chairpersons, engage committee members and recognize volunteers. The VP of Activities shall provide input on potential candidates to the Nominating Committee. The VP of Activities shall preside at meetings in the absence of the President.

Section 5: The VP of Membership shall maintain all membership records, and provide membership statistics to the Board. The VP of Membership shall help introduce new members to the Club and its many activities. The VP of Membership shall assist new members with website access, activity registration, general questions and first three months' orientation. The VP of Membership shall be responsible for overseeing and assisting, as needed, the third-year renewal and member-graduation processes.

Section 6: The VP of Member Communications shall edit and publish the weekly Club eNews, the Alumni eNews and authorize email blasts. The VP of Member Communications shall oversee the Club's communication strategies to ensure timely, concise and clear communication to members of Club events and activities.

Section 7: The VP of Publicity and Marketing shall be responsible for notifying the public of New Member Orientation Meetings and helping to promote the Club in the community. The VP of Publicity and Marketing shall be responsible for the content of the areas of the website visible to the public and assist the VP of Membership regarding the information about how to join the Club appearing on the Website. The VP of Publicity and Marketing shall ensure the Welcoming Reception projects the quality of the Club through location, food and beverage.

Section 8: The VP of Technology shall be responsible for specification and implementation of website features and functionality required to meet Club needs, including working with platforms and developers selected to meet these needs. The VP of Technology shall develop the Club's proposed website and technology budget for the term. The VP of Technology plays a central role in the adaptation of Club policies and procedures to take into account technical capabilities or limitations of the Website and will work to help ensure that timely support and training of Club Members and Board Members is available.

Section 9: The Treasurer shall be responsible for all Club financial matters. This shall include financial transactions, primary signature authority over Club bank accounts, the maintenance of accurate books and records, monthly financial statements, tax filings, insurance renewals, providing a financial report at Board meetings and managing any audits as requested by the Board. A copy of the financial statements shall be sent to the President each month.

Section 10: The Secretary shall record and submit for approval the minutes of all Board meetings, and submit copies to the President; shall handle written communications that are not otherwise the responsibility of another Officer; and shall assist the President with all necessary paperwork throughout the term.

Section 11: The Past President shall serve as a member of the Nominating Committee for the six-month term following his/her presidential term.

ARTICLE VI - ADMINISTRATIVE POSITIONS

Section 1: Administrative positions shall be appointed as deemed necessary each term by the President with the approval of the Board of Directors. For cause, the President, with the approval and vote of 2/3rds of the members of the Executive Committee, may remove from office the holder

of an administrative position, if it is determined to be in the best interests of the Club. The holder of the administrative position shall be given no less than 48 hours notice (by email) of the proposed action. During that 48-hour period, and prior to the vote by the Executive Committee (which may be by email) such person may transmit to the Executive Committee, via email, his/her position and/or concerns regarding the pending action.

Section 2: Members are not eligible for appointive office for the term during which their membership expires, except with the approval of the Board of Directors.

Section 3: The Parliamentarian is appointed by the President and is responsible for working with and advising the President on procedural, legal and governance related matters. The Parliamentarian and the Executive Committee shall review the Bylaws, consider revisions and present recommendations for any changes to the Board of Directors.

Section 4: The President shall appoint an individual to the role of the House Registrar each term. The House Registrar shall assist the committee chairs by researching, interviewing and securing potential hosts for using their private home for Club events. The House Registrar in concert with the committee chair will explain the details of being a host and assure that the host has the appropriate liability insurance in place.

Section 5: The Alumni Liaison is appointed by the President and coordinates with Alumni and alumni groups regarding activities open to former members and the Club. The Alumni Liaison assists in the organization of the party celebrating those leaving the club after three years.

Section 6: The Member-at-Large is appointed by the President and is responsible for maintaining the Club's storage facility and its inventory of supplies used for Club activities and functions.

Section 7: The 20 – 40 Somethings Liaison is appointed by the President and shall communicate with 20 – 40 Somethings members in a variety of media, and shall assist with website access, discussions, activities and member orientations.

ARTICLE VII - ACTIVITY COMMITTEES

Section 1: The number and types of activity committees shall depend on the interests and desires of the Club members.

Section 2: Chairpersons of ongoing activity committees shall, with the assistance of existing committee members, shall select the new committee chair(s) by January 1 and July 1. The new chairpersons shall serve a six-month term. A member shall not chair or co-chair the same activity committee for more than two consecutive terms without approval of the President. For cause, the President, with the approval and vote of 2/3rds of the members of the Executive Committee, may remove from office any Chairperson of a committee, if it is determined to be in the best interests of the Club. Such Chairperson, and all of the members of the subject committee, shall be given no less than 48 hours notice (by email) of the proposed action. During that 48-hour period, and prior to the vote by the Executive Committee (which may be by email), such Chairperson, and any

member of the subject committee, may transmit to the Executive Committee, via email, his/her position and/or concerns regarding the pending action.

Section 3: Any vacancy in a Chairperson position shall be filled by a nominee proposed by the activity committee members or the VP of Activities and approved by the President.

ARTICLE VIII – MEETINGS

Section 1: A general membership meeting shall be held at least semiannually.

Section 2: The Board meetings in June and December shall be general membership meetings and designated as the election meetings during which new officers shall be elected. Twenty members of the Club shall constitute a quorum for the election.

Section 3: The months of July and January shall be mentoring months for all incoming and outgoing officers and chairpersons to transfer information and procedure books by the end of the month. New Club officers and chairs shall begin their terms on August 1 and February 1.

ARTICLE IX - NOMINATIONS AND ELECTION OF OFFICERS

Section 1: The Nominating Committee shall consist of six persons. Members of the Nominating Committee may not be nominated for an elected office by the Nominating Committee. The six members shall consist of the President, the Past President and four other Directors nominated by the President and approved by the Board. The members of the Nominating Committee shall meet and elect a Chairperson from within the Nominating Committee. The President and the Past President are non-voting members of the Nominating Committee. The Nominating Committee shall be selected at the May and November board meetings.

Section 2: The Nominating Committee should begin meeting in May and November and shall choose one candidate for each executive office. Club members are not eligible for elective office for the term during which their membership expires, except with the approval of the Board of Directors. The President-elect must previously have served for at least two full terms on the Board and/or in an administrative position.

Section 3: The Nominating Committee shall submit the proposed slate of officers to the membership on the Club website as soon as it is available and in the eNews at least 5 days prior to the vote on the slate.

Section 4: At the general membership meetings in December and June, the Nominating Committee slate shall be presented with the opportunity for additional nominations from the floor. When nominations are complete the officers shall be elected by a majority vote. Twenty members of the Club shall constitute a quorum for the election.

Section 5: Any vacancy among the elected officers of the Club shall be filled by the President with the advice of the Past President/Advisor. Should a vacancy occur after nomination, but before

election, the Nominating Committee shall select a new candidate. If the office of President becomes vacant, the Board of Directors shall select a new President to complete the term.

Section 6: If any elected or appointed officer shall after election or appointment no longer be a permanent resident as defined in Article III, Section 1, the person holding such position shall be deemed to have vacated such position and the Board or the officer(s) authorized may fill such position(s) for the remainder of the term of such officer as provided in these Bylaws.

ARTICLE X - AMENDMENT OF BYLAWS

Section 1: Proposed amendments to these Bylaws shall be presented to the Board of Directors for consideration.

Section 2: After ratification, such Bylaw amendments shall be effective immediately or as otherwise provided in the motion proposing such Bylaw.

Section 3: After a Bylaw amendment is duly adopted, it shall be published on the Club website (e.g., under Resources) and in the eNews Weekly Update for the information of the Club membership.

ARTICLE XII - 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 if they are not inconsistent with these Bylaws or any special rules of order the Club may adopt.

ARTICLE XIII - DEDICATION CLAUSE AND DISSOLUTION PROCEDURES

The purposes for which the Club is formed are pleasure, recreation and other non-profit purposes pursuant to a social club for new individuals relocating to that geographic area of Santa Barbara County specified in Article III, Section 1. No part of the net income or assets of the Club shall ever inure to the benefit of any officer, director or member of the Club. Upon dissolution of the Club, any assets remaining after payment of all debts and liabilities of the Club shall be distributed to a non-profit organization(s) as the then Board of Directors of the Club determine so long as no part thereof inures to the benefit of any officer, director or member.

SANTA BARBARA NEWCOMERS CLUB

CERTIFICATE of SECRETARY

I certify that I am the Secretary of the Santa Barbara Newcomers Club, a California nonprofit mutual benefit corporation, and that the above Bylaws constitute the Bylaws of the corporation, as

duly adopted by an affirmative majority vote of the majority of the Board of Directors present at its duly constituted meeting on July 29, 2024.

Executed effective July 29, 2024 at Santa Barbara County, California.

Mandi Dossin , Secretary

APPENDIX I

CODE OF CONDUCT

All members of the Santa Barbara Newcomers Club shall:

- Treat all members with kindness and respect, and avoid demeaning, discriminatory or harassing speech or other similar behaviors.
- Be honest and truthful in all interactions with other members and when acting on behalf of the Club.
- Represent the Club in a respectful and dignified manner

APPENDIX II

EVENT WAIVER

Santa Barbara Newcomers Club Event Waiver, Release of Liability and Code of Conduct

I would like to participate in activities of the Santa Barbara Newcomers Club (the “Club”). I understand that I will be participating in activities in developed and undeveloped areas, on land and on the water, in and surrounding Santa Barbara with other members of the Club. I also understand that the Club and its committees (“committees”) may select locations and destinations based on publicly available information and that neither the committees nor the officers of the Club visit the locations or sites to determine their suitability for me or any other participant. I am aware that risks of participating in these activities include the risk of physical injury and or death caused by, but not limited to, terrain, temperature, weather, equipment, vehicular traffic, over-exertion, my own physical condition, and actions of other people including, but not limited to other participants, members of the committees, officers of the Club and volunteers. I certify that I am competent to judge my ability to participate safely in Club activities. I agree that this accident waiver and release of liability can and will be relied

upon by the Club, the committees, event sponsors and organizers for any and all Santa Barbara Newcomers Club activities in which I participate and further agree that it shall (a) govern my actions and responsibilities at any and all such Club activities; and (b) limit the Club's responsibility, if any, for my participation in Club activities. This waiver and release shall remain in full force and effect unless terminated in writing by the President of the Club, with the consent of a majority of the Executive Committee. In consideration of being permitted to participate in Club activities, I hereby take this action for myself and my executors, administrators, legal representatives, heirs, next of kin, successors and assigns (collectively, "successors") as follows: (a) I waive, release and discharge the Santa Barbara Newcomers Club, its officers, directors, members, and agents from any and all liability for my death, disability, personal injury, property damage, property theft or acts or omissions of any kind, whether known or unknown, which may hereafter occur to me; (b) I do, and agree to, indemnify and hold harmless the aforesaid entities and individuals for myself and my successors; and (c) I hereby waive, release, discharge, hold harmless and promise to indemnify and not to sue the releasees, sponsors, and organizers from any and all claims, including claims arising from the releasee's own negligence, which I have or which may hereafter accrue to me and from any and all damages which may be sustained by me directly or indirectly in connection with, or arising out of my participation in or association with Club activities, including without limitation travel to or return from Club events. This accident waiver and release of liability shall be construed broadly to provide a release and waiver to the maximum extent permissible under applicable law. I hereby consent to receive medical treatment, which may be deemed advisable in the event of injury, accident and or illness during Club activities. I hereby certify that I am eighteen (18) years of age or older and that I have read this document and that I fully understand its content.

Audio/photo/video media release. I grant permission to the Santa Barbara Newcomers Club, its officers, directors, members, and agents to use photographs and/or video and audio taken of me. These images may be used in educational and marketing materials such as social media, recruiting collateral and both printed and online newsletters. Furthermore, I authorize the use of my image, likeness, and voice for all program promotion, materials, and any other purposes in connection with the program deemed appropriate and necessary by the Santa Barbara Newcomers Club. I hereby agree to release, defend, and hold harmless the Santa Barbara Newcomers Club, its officers, directors, members and agents, including any firm publishing and/or distributing the finished product in whole or in part, whether on paper, via electronic media, or on web sites, from any claim, damages, or liability arising from or related to the use of the photographs/video, including but not limited to any misuse, distortion, blurring, alteration, optical illusion, or use in composite form, either intentionally or otherwise, that may occur or be produced in taking, processing, reduction, or production of the finished product, its publication, or distribution.

Code of Conduct

As a member of the Santa Barbara Newcomers Club, I agree to observe the Club's Code of Conduct and to comply with all applicable requirements and policies that are adopted by the Club.