

AGUA DULCE WOMEN'S CLUB BY-LAWS

This Club was organized September 23, 1948 and Incorporated August 16, 1949.

Article I – Name

This organization shall be known from this day, September 1, 1948 and each year henceforth, as the Agua Dulce Women's Club, located at 33201 Agua Dulce Canyon Road, Agua Dulce, Los Angeles County, State of California.

Article II - Mission Statement

The Agua Dulce Women's Club is a 501(c)(3) nonprofit charitable organizations, founded by women of the community in 1948, whose mission is to put caring and commitment into action through community based philanthropic and scholarship programs. The Agua Dulce Women's Club maintains and preserves a historic clubhouse for use by local community organizations.

Article III - Executive Board Positions

The Executive Board shall consist of a President, Vice President, Secretary, Treasurer, Membership Director, Program Director, Health & Welfare Director, Facilities Director and Editor elected to serve a period of one year. No person shall hold the same office for more than two (2) years consecutively, except the Treasurer. In the event the position cannot be filled, the Election Committee has the authority to extend a term of office. All expenditures made by the Executive Board must be reported to the General membership at the following meeting. All Executive Board members should be computer literate in order to do their tasks: email communications, documentation, and financials.

Section I - The President shall preside at all meetings of the club and the Executive Board, appoint special chairmen, be a member ex-officio of all committees, with the exception of the Election Committee, be responsible for all correspondence, be responsible for developing a yearly calendar to be distributed by January: sign all legal documents with the Secretary or Treasurer and sign all checks with the Secretary, Treasurer or Vice President. Two (2) out of four (4) signatures of the President, Secretary, Treasurer or Vice-President are required. Exception to this rule would be covered in the Conflict of Interest Statement. The President shall present all recommendations of the previous Executive Board meeting to the members in attendance at the following Business Meeting.

Section II - The Immediate Past President shall serve as Vice President the first year after leaving the Office of President. In the event the President serves a second term, the office shall be open for nominations.

The Vice President shall, in the absence of the President, assume her duties and assist in the work of the President. She shall also be Hospitality Chairman who is responsible to greet and introduce

guests and new or returning members. She shall maintain an attendance/guest book at each Meeting. She shall prepare a list of General Meeting attendees to present to the President and Secretary at the following Executive Board Meeting. The outgoing Vice President shall chair the Installation with the assistance of the outgoing President, and arrange for the necessary awards.

Section III - The Secretary shall keep the general club records including, but not limited to: agendas, minutes of Business and Executive Board Meetings, standing committee appointments, list of officers and their reports, Membership Roster, Meeting membership attendance, a copy of the By-Laws and the club seal. She shall sign with the President all legal documents and keep a copy. The Secretary shall have available the prior twelve (12) months agendas and minutes of the Executive Board and Business Meetings for review at all times. She shall provide the President with a copy of the minutes of the previous Business and Executive Board Meetings. The Secretary shall in the absence of the President and Vice-President, assume the duties of the President.

Section IV – Treasurer

1. General – The Treasurer shall be responsible for maintaining and reporting the financial picture of the organization. In order to qualify for the office, she shall have a background in accounting or finance. She shall be the Chairman of the Finance Committee in the event such a Committee is formed.
2. Accounting – She shall keep an itemized account of receipts and disbursements.
3. Deposits – She shall receive all monies and deposit same in the name of the club in a bank approved by the club.
4. Disbursements – She shall pay all operating expenses and bills only upon approval of the President, Board or Members: The President may approve ordinary expenditures up to \$250. Board approval is required for all expenditures between \$250 and \$500. Any expenditure exceeding \$500 must be approved by the membership.
5. Monthly Reports
 - A. She shall present a written report of all year-to-date receipts and disbursements at each Business Meeting.
 - B. She shall present a copy of the monthly bank statement to the Board as it becomes available for review by the Board.
6. Annual Report
 - A. The books are to be closed and audited prior to the second Business Meeting of the year.
 - B. In order that the books may be closed and audited, she shall call for all bills owed and monies due to be given to the proper person or persons by the end of December .
 - C. She shall prepare and submit an annual financial report to be read no later than the second Business Meeting of the year.
7. 501(c)(3) Filings – She shall ensure all 501(c)(3) reporting is filed with the appropriate governmental agencies.
8. Assumption of Duties – The Treasurer shall assume the duties of the President in the absence of the President, Vice-President and Secretary.

Section V - The Membership Director shall collect membership dues and badge fines at the Business Meeting. She shall order and distribute name badges. She shall present a list of new members, with pertinent information, at every Executive Board Meeting. She shall print a membership roster by the end of March and maintain it throughout the year. She shall give every new member a current roster and copy of the By-Laws. She shall plan and host the Membership Drive Luncheon.

Section VI - The Program Director shall provide interesting, informative, constructive and entertaining programs for the General Meetings. She shall be in charge of coordinating the refreshments and necessary supplies for the General Meetings, which may include soliciting volunteers to bring the refreshments and reminding them of their obligation in advance of each meeting.

Section VII - The Health and Welfare Director shall send out get well, sympathy, birthday and other appropriate cards provided to her by the club. She shall present a list of the current month's birthday celebrants at the General Meeting.

Section VIII – The Facilities Director shall be in charge of renting the building to groups or private individuals. She shall have them sign the rental agreement and be responsible for collecting all rental fees and deposits in advance. She shall also be responsible for checking the condition of the building and grounds after each event. She is responsible for the purchasing of all supplies needed for the operation of the clubhouse. The Facilities Director is responsible for the upkeep and cleanliness for the building and grounds. She shall arrange for all necessary repairs, oversee cleaning, and dispose of all trash and donations left at the clubhouse. She shall obtain at least three written itemized estimates for maintenance and repair work and shall submit them for Executive Board approval prior to any work being done. She shall maintain a list of all keys issued. No alterations or additions to the building or grounds are permitted without prior written Executive Board approval.

Section IX – The Editor shall compile, edit and e-mail or postal mail a newsletter to every member monthly. She shall be responsible for soliciting and collecting advertising income. The newsletter shall be reviewed by the President or her designee prior to publication. The Editor shall coordinate the activities of the Newsletter, Publicist and Historian. The Publicist shall contact all local newspapers and publications with information on all activities. She shall coordinate with every event chair to ensure that each event is appropriately publicized. She shall maintain a list of all media contacts. All written publicity shall be approved by the President prior to publication. The Historian is to compile and keep a record of activities of the organization and to make historical facts available. She is to compile a yearly scrapbook which shall include all programs, newsletters, photos of each event, and copies of any pertinent publicity. If the Historian is unable to attend an event, the Editor or her designee shall cover the event.

Article IV - Executive Board Responsibilities

Section I - Duties:

The Executive Board shall have general supervision of the affairs of the club. It shall be subject to the By-Laws of the club and none of its acts shall be in conflict with action taken by the club.

Executive Board Meetings shall be once a month with the date and location to be determined by the majority of the Executive Board Members at the Planning Meeting. Executive Board minutes shall be

taken at all Executive Board Meetings. Drafts will be distributed within one week of the meetings to all Executive Board Members. All Executive Board Members shall send comments or corrections to the minutes within ten days of said Executive Board Meeting. The edited draft shall be presented at the following Executive Board Meeting for approval by the Executive Board. The incoming Executive Board shall hold a Planning Meeting, where they will develop an event calendar prior to the first Business Meeting of the year.

Section II - New Business:

New business should be presented to the Executive Board for consideration at their regular Executive Board meeting. Any member may bring a new business item to the Board. New business, previously discussed by the Executive Board, may be presented at the Business Meetings. All announcements at any General Meeting, with or without a Business Meeting, are at the discretion of the President.

Section III: Each Executive Board member on the expiration of her office, or in case of resignation, shall turn over to her successor without delay, all records, books, funds, or any other material pertaining to her office. All prior year records are to be kept at the Women's Club. If a member of the Executive Board fails in the performance of her duties or if she should miss more than one Business Meeting without valid reason, she shall be dismissed by the Executive Board. In case of resignation or vacancy during the term of office, the Executive Board shall within thirty (30) days appoint a member to complete the term.

Section IV: A Quorum shall consist of five (5) Executive Board Members.

Article V- Board of Directors

The Board of Directors shall consist of the Executive Board and the appointed chairmen of any other committees.

Section I – Committees:

Ad hoc Committees may be appointed as deemed necessary by the membership by majority vote. Such committees may include, but are not limited to:

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| A. Boutique | F. Finance |
| B. Children's Parties | G. Elections |
| C. Scholarship | H. Parliamentarian |
| D. Parade of Tables | I. 501(c)(3) |
| E. By-Laws | |

The Chairs of all committees are encouraged to attend Executive Board Meetings, but do not have a vote.

Article VI- Meetings

Section I:

The General Meeting of this club shall be held on the first Thursday of each month unless otherwise ordered by the Executive Board. Not all General Meetings are Business Meetings, but at a minimum, Business Meetings will be held five times per year. All Business Meetings will be agendized no later than one week prior to the meeting, and agendas will be posted on the Website at that time. Minutes of all Business Meetings will be posted on the Website. Refreshments may be served.

Section II:

A special meeting may be called at the request of the President or upon written request to the Executive Board by five (5) members in good standing.

Section III:

A majority vote of all members present shall be sufficient to pass on all motions and elections.

Article VII- Nominations and Elections

Section I:

An Election Committee of three or more members, who are not running for office, shall be organized at the General Meeting in September. In order to be eligible for the Committee, a member must be paid for one (1) year and attend at least 2 of the Business meetings. No members of the Executive Board shall be on the Election Committee. The Committee shall meet at least once. The Committee shall ensure that all nominees are eligible for the position they are seeking. The consent of each candidate must be obtained before her name is placed in nomination. The Committee shall submit its written recommendations to the Executive Board at the General Meeting in October, at which time further nominations may be made from the floor. The Election Committee shall insure that additional nominees are eligible for the positions. The consent of each additional nominee must be obtained before her name is placed in nomination. A candidate forum may occur if requested by a member. Any member nominated to the office of President shall have been an Executive Board member within the last five years and attended 50% of the meetings. Any member elected to the office of Vice President, Secretary or Treasurer must be a paid member for one (1) year who has attended 50% of the meetings.

Section II:

Election of officers shall be held at the General Meeting in November. Voting is to be by secret ballot if there is more than one candidate for an office. The Election Committee shall prepare such ballots. All voting will be done by members in attendance or by a mail-in-ballot. The Nominating/Election Committee shall ensure mail-in-ballots will remain secret. Mail-in-ballots must be received by the start of the General Meeting in November. Mail-in-ballots may be sent to the ADWC mailing address or hand delivered to any of the Nominating/Election Committee members. Elected officers will be determined by a majority vote.

Section III:

The Election Chairman shall determine by means of a current membership list, all members eligible to vote. She shall distribute ballots to all eligible members if more than one candidate is nominated. The Election Chairman shall collect all ballots from the Membership and along with one other Election Committee member, count the ballots. The Election Chairman shall report to the membership the outcome of the election. The Election Chairman shall submit a sealed election packet to the Secretary, which will consist of minutes of meetings, candidate recommendations, side notes, all ballots and tally sheets. The packet shall be kept in the Secretary's possession and be held for a period of not less than two (2) years. The Election Chairman may assign a designee from the Committee to perform her duties in case of her absence.

Article VIII- Installation of Officers

Section I:

Prior to the first General Meeting in January, the new Executive Board will be installed and all appropriate documentation, keys, etc. will be turned over. The new Executive Board shall assume their duties upon installation.

Section II:

An installation ceremony may be held at the discretion of the current Executive Board. The newly elected President shall select the installing officer who shall conduct the installation. The installation shall be chaired by the outgoing Vice President.

Article IX – Eligibility

A member must be eighteen (18) years of age or older.

Article X – Dues

The Executive Board shall recommend any changes to the dues of the club and shall present it to the membership. Voting shall take place at the following Business Meeting. The dues shall be decided by the membership for the period January through December.

Article XI- Amendments

Section I: Amendments to these By-Laws may be made at any Business Meeting by a majority vote, provided notice of the proposed amendment was given to all members at least 7 days prior to the next Business meeting.

Section II: If the membership determines that the proposed amendment is of such complexity that a By-Laws Committee should be formed to research the issue, then such a committee shall be formed for that task and continue until it has been completed, after which it will be disbanded. In that case, the By-

Laws Committee shall report its findings to the Board, which shall give notice of the proposed amendment to all members at least 7 days prior to the next general meeting.

Article XII- Disbandment

Section I:

In case of disbandment or decision to sell the club property on Agua Dulce Canyon Road (described as the East 350' of the South 100' of the N.E. 1/4 of the N.E. 1/4 of Sec. 27, T. 5 N., R 14 W.S.B. B.M.), deeded to the club by Ben F. and Mary O. Sciarra, as Joint owners; Mr. Ben F. Sciarra or his heirs shall have the first option to buy.

Section II:

Section I of Article XII may not be amended at any future date.

Section III:

Upon the dissolution of the Club, its assets remaining after payment of all debts, liabilities and obligations of the Club shall be distributed to a nonprofit fund, foundation or corporation existing in the Agua Dulce area which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) or applicable successor section of the Internal Revenue Code unless no such qualifying organization shall then exist within the Agua Dulce area in which event, all such assets shall be distributed as set forth herein without regard for the location of any such qualifying organization.

Article XIII- Parliamentary Authority

Section I:

Anything not covered by these By Laws or the Policies & Procedures Document - refer to Robert's Rules of Order Revised.

Section II:

The purposes for which said Club is formed are to acquire property and to erect, construct, equip, maintain and/or lease a club house for the use of said Club, Girl and Boy Scout troops and other child welfare groups, to purchase and/or otherwise acquire the equipment and furnishings necessary or convenient for the use and occupancy thereof; to own, hold, maintain, sell, exchange, lease, convey, transfer, encumber by mortgage or deed of trust, or otherwise dispose of any property so acquired; to receive donations and accumulate funds for the accomplishment of any of the aforesaid purposes; to do all things and have all powers granted or allowed under the laws of the State of California to non-profit corporations.

Section III:

Monies for improving or additions on this property must be raised prior to implementing.

Article XIV – Definitions

Immediate Family: including, but not limited to: husband, significant other, mother, father, brother, sister, child.

Failure to Perform Duties: If an Executive Board member does not follow the responsibilities of her office as defined in these By-Laws in Article III – Executive Board Positions, she shall receive a written warning from the Executive Board. If the situation has not improved and she receives a third warning, the Executive Board shall deem that she has failed to perform her duties.

Revisions:

7/11/57

4/28/66

4/12/77

4/2/98

7/5/01

10/3/02

6/7/07

10/8/09

4/11/11

11/14

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11/2/2017