

# OBWC BYLAWS

Ocean Beach Woman's Club  
(Revised December 2022)

## ARTICLE I - LOCATION AND FISCAL YEAR

- 1.1 The location and principal place of business of the Ocean Beach Woman's Club hereinafter referred to as "Club" shall be at 2160 Bacon Street, San Diego, California, 92107.
- 1.2 The Club Fiscal Year shall be from January 1 to December 31 of the same calendar year. The Board of Directors, at its discretion, may change the fiscal year of the Club at any time by majority vote.
- 1.3 The mission of the Club is to bring women together for fun, friendship, and philanthropy in the Ocean Beach community.

## ARTICLE II - MEMBERSHIP

2.1 **ELIGIBILITY.** A person, sincerely interested in the mission of the Club who aspires to meet the requirements of Active Membership, is eligible for membership.

### 2.2 CLASSES OF MEMBERSHIP

2.2.1 **ACTIVE MEMBER.** An Active Member shall be a member of a minimum of one committee, and shall be responsible to the Fundraising Committee for assistance with at least one project annually. Active Members shall have full membership obligations, be able to hold an elected office, and be allowed to vote. Active Members shall aspire to maintain regular attendance, attend a minimum of six meetings per year, and shall endeavor to assist members of other committees, as needed, as part of the growth and maintenance of the club.

2.2.2 **DEDICATED DUTY MEMBER.** A member in good standing who has been an Active Member may apply in writing to the Board of Directors for Dedicated Duty Membership. This membership shall be available on a case-by-case basis for those in financial need and shall be voted on by the Board. Dedicated Duty membership must be requested annually by the member. A Dedicated Duty member shall be eligible to vote but they may neither hold an elected office nor be a member of the Board of Directors. The Board of Directors shall make more than one, but less than five, Dedicated Duty Memberships available annually

2.2.3 **SUSTAINING MEMBER.** This membership is available for those individuals who are not able to participate in committee activities, but who want to contribute to the Club. A Sustaining Member shall not hold office, but they may enjoy all other courtesies of Club membership.

2.2.4 **HONORARY MEMBER** Any member of the Club, who has distinguished themselves by unusual service to the community, may be selected by the members for Honorary Membership. The members may nominate individuals for this honor in writing. Honorary Members shall have all Club courtesies, except the ability to vote at General Meetings, but none of the Club obligations. An Honorary Member cannot be a member of the Board. Honorary Members may have an annual or lifetime membership at the sole discretion of the Board of Directors. An Honorary Membership submission must include a summary of the accomplishments by the candidate and will be voted on by the members. The Board shall make one Honorary Membership available annually.

2.2.5 **LIFETIME MEMBER:** Lifetime Membership is available to any member who wishes to pay a one-time membership fee, as detailed in Appendix A. Lifetime Members have all of the privileges of Active Members. A Lifetime Member is not required to participate on a committee.

### 2.3 NEW MEMBERS

2.3.1 An application form shall be provided to the prospective member. This form shall be returned to the Chair of the Membership Committee, if same is in operation, or to any officer if it is not.

2.3.2 The request for membership shall be accepted in writing, accompanied by dues and initiation fees, if any, to be paid to the Club.

## 2.4 RESIGNATION

2.4.1 A member who plans to resign from the organization is asked to submit a written letter of resignation which will be signed by the outgoing member and submitted to an officer of the Club. Such members may request reinstatement.

2.4.2 Reinstated members shall pay dues and any initiation fees as stated in Article III.

## ARTICLE III - DUES

3.1 The annual membership dues, due and payable the anniversary month of joining of each year shall be recorded in Appendix A and revised annually, if necessary.

3.2 The initiation fee shall be \$0.00. The Board may decide to reinstate the initiation fee by two thirds vote from members at a General Meeting.

3.3 Any member failing to pay dues on or before the 15th of the month following their anniversary month shall be notified of delinquency in writing. Any member not paying on or before two months following their anniversary month may be dropped from full membership, shall not be able to vote, and shall not be eligible for reinstatement until past dues are paid in full.

3.4 Any change in dues shall be approved by two thirds vote of the members present at the monthly General Meeting. Members must be notified of the purpose of the meeting at least ten days in advance.

## ARTICLE IV - MEMBERSHIP CONDUCT

4.1 All Board Members, Officers and Members shall treat one another with respect, graciousness and honor. If any Board member, Officer or member has any issue with another Club member they may choose to request the assistance of a Board Member to resolve the issue. Club members are committed to the sisterhood, and to resolve all conflicts equitably.

4.2 Forfeiture of Membership. Any member may be expelled from the Club for cause by a two-thirds majority vote of the Board of Directors. If one or more Board Members are directly accused of misconduct, they will be disqualified from voting. If necessary, Committee Chairs may be asked to vote if the number of Board members voting would not yield a majority. Cause is defined as an action that critically disrupts the organization's goals and purposes. Examples of actions of misconduct that may lead to disciplinary action being taken include, but are not limited to:

dishonesty, theft, vandalism, fraud, misuse of club financial or other confidential club information, acts of bullying, harassment or discrimination, conflicts of interest whereby personal, financial, or other considerations have the potential to influence, compromise, or harm the Club or any Member

Upon removal from the Club, the person may not attend any meetings of the Club or other activities and shall not be eligible for re-entry to the Club. The Club shall remove members whose conduct has been deemed a violation of the Bylaws and other rules of the Club, or a violation of generally accepted ethical practices.

## ARTICLE V - MEETINGS

5.1 The Club year shall begin with the installation of the officers at the General Meeting in June. The number of members on that date shall constitute the annual membership, which is used to determine a Quorum.

5.2 ANNUAL MEETING. The Annual Meeting of the members of the Club for the election of officers and Board of Directors, for the submission of the reports of the chairs of the Standing Committees, and for the transaction of such other business as may properly come before such meeting, shall be held in May of each calendar year, in Ocean Beach, or at such time and/or place and upon such notice as the Board of Directors may determine.

5.3 GENERAL MEETINGS. One General Meeting of the members of the club shall be held on the second Tuesday of each month throughout the year. Upon a majority vote of the members present, at any General Meeting the General Meeting schedule may be changed, to times and dates other than the second Tuesday of the month.

5.4 SPECIAL MEETINGS. Special Meetings of the club membership may be called by the Board of Directors upon the written request of at least half of the members of the Board of Directors. Members shall be notified at least ten days in advance of said meeting with the purpose, place and time of the meeting stated.

5.5 QUORUM. At all general and special meetings, a Quorum shall consist of one third of the Active Members of the club, and half of the Board of Directors. The Active Member count is derived from the annual membership count total. See also 5.1.

#### ARTICLE VI - OFFICERS

6.1 The Elected Officers of the Club shall be: President, Vice President, Secretary, Treasurer, and Historian. The immediate past president takes the role of Parliamentarian. These officers shall constitute the Board of Directors of the Club. Elections shall be held at the May General Meeting Officers shall be installed at the June General Meeting. The officers shall serve one year or until the installation of their respective successors.

#### 6.2 ELIGIBILITY

To be eligible to hold any office, a member must be an Active Member, in good standing, and be considered an extremely active and important member in the Club.

#### 6.3 DUTIES AND POWERS OF OFFICERS

6.3.1 All elected officers shall attend and may vote at all general Club meetings and Board of Directors meetings. The Parliamentarian has a non-voting role on the Board of Directors unless there is an even number of directors.

6.3.2 All elected officers may choose to attend, vote, and participate in any committees and sub-clubs to their desired involvement level. Any officer may be asked by any other officer to take their place on a committee at any time if need be. This action must be approved by the President.

#### 6.4 DUTIES AND POWERS OF THE PRESIDENT

6.4.1 The President shall chair all general Club meetings.

6.4.2 The President shall be an ex-officio member of all committees, except the Nominating Committee.

6.4.3 The President shall approve all committee chairs.

6.4.4 In the absence of the Treasurer, the President shall have the authority to sign checks and make online payments in accordance with these Bylaws.

6.4.5 The President shall maintain a current list of all Club Properties.

#### 6.5 DUTIES AND POWERS OF THE VICE PRESIDENT

6.5.1 The Vice President will assist the President and assume the duties of the President in their absence or inability to serve. The Vice President and the President should communicate often and share full disclosure on all levels of Club business.

6.5.2 Under the direction of the Vice President a committee will review the Bylaws.

6.5.3 The Vice President shall prepare and present to the Board of Directors and to the general membership the proposed revision or amendments to the Bylaws.

6.5.4 The Vice President shall function as the Club's public representative as deemed advisable by the Board of Directors. The Vice President shall assume a public role in the local community and shall be as active as necessary to promote the Club.

6.5.5 In the absence of the Treasurer and President, the Vice President shall have the authority to sign checks and make online payments in accordance with these Bylaws.

6.5.6 The Vice President shall count the votes and report the count to the chair, or they may appoint tellers to assist her when the assembly is large, and an accurate count is not otherwise possible. This rule does not apply to the election of officers.

#### 6.6 DUTIES AND POWERS OF THE SECRETARY

6.6.1 The Secretary shall keep comprehensive minutes of all General Meetings and Board of Directors meetings. These minutes must be in electronic form.

6.6.2 The Secretary shall have available at all General and Board Meetings a binder or electronic device containing the meeting minutes for the current Club year.

6.6.3 All motions must be recorded in full, with the name of the person making the motion, and whether the motion was seconded and approved.

6.6.4 The Secretary shall be the custodian of all minutes and correspondence and shall maintain current records in electronic format. These shall be stored in a central location in the cloud, accessible to Board Members. The Club shall maintain reports and correspondence for a minimum of seven years. The Club shall endeavor to maintain Club records in perpetuity for historical purposes.

6.6.5 The Secretary shall supervise the publication of the Club newsletter and shall confirm current events and activities are up to date on the website.

#### 6.7 DUTIES AND POWERS OF THE TREASURER

6.7.1 The Treasurer shall be authorized to sign checks and make online payments in accordance with these Bylaws. Any expenditure over \$2,000 must be approved in advance by the Board of Directors.

6.7.2 The Treasurer shall keep accurate records in an electronic format of all monies received and disbursed.

6.7.3 The Treasurer shall present the Treasurer's report at all Board of Directors meetings. The latest twelve months of Treasurer's reports shall be available at the General Club meeting for member perusal.

6.7.4 The Treasurer shall place all monies in a depository approved by the Board of Directors.

6.7.5 The Treasurer must retain all financial records of the Club for a minimum of seven years.

6.7.6 The Treasurer shall oversee the preparation of the proper income tax forms for the Internal Revenue Service and Franchise Tax Board for the Club year in which they served, as well as all the financial statements of the Club, including the end-of-the-year financial statements. The Treasurer shall file the annual statements with the Attorney General and Secretary of State.

6.7.7 The Treasurer shall oversee the budget for the coming Club year. The budget shall be presented for approval at the December Board Meeting.

6.7.8 The Treasurer shall be responsible for notifying the Board if they are over budget.

6.7.9 The Treasurer shall maintain sufficient working capital to meet business needs on recommendation of the Board of Directors. The Treasurer, along with the President and the Vice President, shall share responsibility for the safety and soundness of Club funds.

6.7.10 The Treasurer shall prepare and arrange for regular audits. An audit Committee will be comprised of two or more volunteer members and shall be formed once a year. This Committee functions independently of the Treasurer for the purpose of double-checking Club financials and government-required filings.

#### 6.8 DUTIES AND POWERS OF THE HISTORIAN

6.8.1 The Historian will keep records of the club's activities including: 1) folder of paper records from the year (cards, invitations, flyers), 2) digital scrapbook created at the end of the year, 3) physical scrapbook of certificates and awards.

6.8.2 The Historian will pass records along to the Secretary for placement into the Club's digital archive.

## 6.9 DUTIES AND POWERS OF THE PARLIAMENTARIAN

6.9.1 The immediate past President will act as Parliamentarian. In the event the immediate past President is no longer a regular club member, the President will appoint a Parliamentarian for that year.

6.9.2 The Parliamentarian is the keeper of club Bylaws. They shall provide an electronic copy to each member at their request.

6.9.3 The Parliamentarian knows the Bylaws. The Parliamentarian uses Roberts Rules of Order if there is a need and shall be responsible for teaching basics of parliamentary procedures to all members.

6.9.4 The Parliamentarian's role is to perform such duties and provide such advice, from time to time, as requested by the Board.

## 6.10 VACANCY OF OFFICE

6.10.1 Vacancy of an elected office may be filled at the discretion of the President, by presidential appointment or by proxy, when such a vacancy occurs before the end of the term for that office. The President may at that time decide to fill the temporary vacancy with a member of their choice.

6.10.2 Vacancy of the Presidential office shall be filled by the Vice President who shall then activate a Nominating Committee to propose candidates for the vacancy of the office of Vice President at the next general Club meeting. The new officer shall be installed at the meeting during which they were elected and assume their duties immediately.

6.10.3 Officers who do not perform their duties shall be warned by the Board of Directors to execute their duties or submit a resignation to the Board of Directors and the Club membership.

## ARTICLE VII – BOARD OF DIRECTORS

7.1 The Board of the Club shall consist of the following members: President, Vice President, Secretary, Treasurer, Historian, and Parliamentarian. At any time, the Board may decide to add one to six Directors. This Board of Directors shall approve chairs of the Committees.

7.1.1 The President shall act and be Chair of the Board of Directors and the Secretary shall act and be secretary of the Board of Directors.

7.2 ELIGIBILITY. To be eligible to hold office as an Officer or as a Director, a member must be an Active Member in good standing.

## 7.3 MEETINGS

7.3.1 Regular meetings of the Board of Directors shall be held each calendar month at such time and place as the Board of Directors shall determine.

7.3.2 Special Meetings of the Board of Directors may be called at any time by the President. It shall be mandatory to call a special meeting of the Board of Directors upon the request by a majority of the Board. Notice of time and place of special meetings of the Board of Directors shall be given at least five days prior to said meeting.

7.4 DUTIES. All corporate powers shall be exercised by or under the authority of the Board of Directors, subject to the following provisions:

7.4.1 The Board of Directors shall approve the proposed budget. A copy of the approved budget shall be available at the January meeting.

7.4.2 The Board of Directors may appoint a Nominating Committee to be announced at the February meeting.

7.4.3 The Board of Directors shall oversee the auditing process to maintain internal control.

## 7.5 VACANCIES

7.5.1 In the event of any vacancy among the Board of Directors other than the President, said vacancy shall be filled by appointment by the President.

7.5.2 Non-communication and non-attendance of any member of the Board of Directors for two regular Board meetings without a valid excuse, or three Board meetings with a valid excuse, shall be equivalent to a resignation.

7.5.3 Board members and Officers unable to attend meetings in person shall make all attempts possible to join the meeting remotely. While connected remotely the Board members and Officers may actively participate, make motions, second motions, and vote. Board members and Officers who have missed a meeting are responsible for reading minutes and keeping current with Club decisions and issues.

7.5.4 The Board of Directors shall be authorized and directed to make emergency decisions for the club.

#### 7.6 REQUIREMENT TO FILL BOARD POSITIONS

7.6.1 The President has the authority to deem any Board position optional for the year. This means not all Board positions must be filled at all times.

### ARTICLE VIII – COMMITTEES

8.1 A Committee may be organized for special activities upon approval of the Board of Directors.

8.2 Membership in any Committee shall be limited to members of the Club.

8.3 At any time throughout the year Committees may be created. Committees shall elect a Committee Chair and such other officers as are necessary to conduct the business of said Committee for the duration necessary.

8.4 The Chair of each Committee shall present a monthly report when called upon to do so and shall provide a quick annual report at the annual meeting.

### ARTICLE IX STANDING COMMITTEES

9.1 The Club has historically had the following Standing Committees: Hospitality, Philanthropy and Social Justice, Fundraising, Membership, Promotional, Events and Activities, Programs, and House and Grounds which may be activated at any time by the Board. All committees work in conjunction with each other.

9.1.1 Hospitality Committee may consist of a Chair, who may be appointed by the Board members of the Club, and not less than four members who may be appointed by the Chair.

9.1.2 Membership Committee, Promotional Committee and Programs Committee may consist of a Chair, who may be appointed by the Board members of the Club and no fewer than three members.

9.1.3 Philanthropy and Social Justice, Events and Activities, House and Grounds and Fundraising Committees may each consist of a Chair, who may be appointed by the Board members of the Club, and five or more members, appointed by the Chair.

#### 9.2 DUTIES

9.2.1 Hospitality Committee. Committee members shall coordinate clubhouse responsibilities including but not limited to General Meeting meals, set up and take down, food, dishes, trash and all kitchen, clubhouse, and grounds supply inventory. This committee will always work in conjunction with all other Club committees.

9.2.2 Philanthropy and Social Justice Committee. Committee members shall meet with local charities to learn their stories and decide who and how the Club can best help. Committee members will work closely with Fundraising and Events and Activities Committees.

9.2.3 Fundraising Committee. Committee members shall spearhead fundraising efforts, marketing of events, and donation collection. Committee members will also follow up with information to any interested potential members and shall be responsible for "Thank You" cards and community recognition for their events.

9.2.4 Events and Activities Committee. Committee members shall be a part of all events and activities from brainstorming to implementation and shall represent the club in a professional manner. This committee will also focus on developing classes to teach and enrich people's lives.

9.2.5 Membership Committee. Committee members shall assist in all membership-related activities, maintaining Active Member lists, new applications, yearly due collections, and auditing. Committee members are devoted to growing our club membership.

9.2.6 House and Grounds Committee. Committee members plan and execute improvements directly relating to the clubhouse and grounds. The Committee shall prioritize improvements and request funds from the Board of Directors. No changes to the clubhouse inventory, decorations, or grounds can be made by any member other than the House and Grounds Committee.

9.2.7 Programs Committee. Committee members plan, organize and facilitate programs for our General Meetings.

9.2.8 Promotional Committee. Committee members maintain our presence on social media and create and maintain materials to distribute at events and within the community.

## ARTICLE X- NOMINATIONS, ELECTIONS & VOTING

### 10.1 NOMINATING COMMITTEE

10.1.1 The Nominating Committee shall be selected by the Board of Directors and presented at the General Meeting of the Club in February.

10.1.2 The Nominating Committee, when approaching a candidate for Club office, shall specify the particular Directorship or position to be filled.

### 10.2 NOMINATIONS

10.2.1 The Nominating Committee shall report, at the General Meeting of the Club in March, a slate of candidates for Officers and Board of Directors of the Club.

10.2.2 Other candidates may be nominated from the floor by any voting member at the April meeting.

### 10.3 ELECTIONS

10.3.1 Voting for Officers and Board of Directors shall be at the General Meeting in May. Absentee voting is permitted.

10.3.2 Voting shall be by ballot. The nominee receiving a plurality of votes shall be considered elected. When there is but one candidate for the office, the ballot may be waived and a unanimous vote cast for said candidate.

10.3.3 Voting Period. Voting shall be opened at the time of the beginning of the May General Meeting and shall extend through a period of time agreed upon by the Nominating Committee, but shall be no less than 24 hours. In any case, votes returned after the voting period has concluded will not be counted.

10.3.4 Voting members. All Active Members, Dedicated Duty Members, Sustaining Members and Lifetime Members who are in good standing with the Club as of the date of the May General Meeting may vote.

10.3.5 Notification. Members shall be notified of the results no later than two weeks prior to the June Meeting.

10.3.6 Installation of officers will occur at the General Meeting in June and the first meeting conducted by the new Board will be in July.

## ARTICLE XI - AMENDMENTS

11.1 These Bylaws may be amended at any Club meeting by a two-thirds vote of the members present at the General Meeting at which said amendments are presented provided the members have been previously notified ten days in advance of the meeting.

11.2 Bylaws should be reviewed, and adjustments made as appropriate, at least every three years.

## ARTICLE XII- PARLIAMENTARY AUTHORITY

12.1 Robert's Rules of Order shall govern this Club in all cases where they are not inconsistent with these Bylaws. Meetings shall follow orderly parliamentary procedure. It is the responsibility of all Board of Directors and Officers of this Club to know, understand, and implement these procedures.

12.1.1 Board Meetings shall begin with a Call to Order, roll call, reading of last meeting's minutes and the Treasurer's report will follow. Next, the Committees will give a brief summary report. Unfinished business will be addressed, then new business brought forward. Finally, the meeting shall be adjourned.

12.1.2 General Meetings shall begin with a Call to Order, and the Club Pledge, Committee reports shall be presented as needed.

## ARTICLE XIII - CLUB PROPERTY

13.1 The property of this Club is irrevocably dedicated to charitable purposes and no part of the income or assets of this corporation shall ever benefit a private person. Upon dissolution, after payment, or provision for payments, of all debts and liabilities of this Club, remaining assets, shall be distributed to a non-profit fund, foundation or corporation in Ocean Beach, California, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code. The organization shall be chosen by majority vote of members in good standing, and at least fifty percent (50%) of Board members must be present.

ARTICLE XIV – STANDING RULES

14.1 Evening General Meeting to begin at 5:30 P.M., consist of socializing, followed by the call to order at 6:15 P.M., or, as appropriate.

14.2 Members may be limited to serving in one elective office at a time but may hold more than one at the discretion of the Board of Directors.

ARTICLE XV- CLUB PLEDGE

We, the women of the Ocean Beach Woman's Club, will honor each other with friendship, community, fun and philanthropy, in the spirit of sisterhood today and always.

APPENDIX A

DUES

Active ..... \$72

Dedicated Duty.....case by case

Sustaining..... \$144

Honorary ..... \$0

Lifetime.....\$ 1400