

BYLAWS, WEDNESDAY ETC. CLUB

Approved January 27, 1992

Amended March 2010, October 2014, May 2016, and June 2022

ARTICLE I – Name

The name of the organization is the Wednesday Etc. Club.

ARTICLE II – Objectives

- A.** The Wednesday Etc. Club is a women’s social club formed to provide its members an opportunity to become acquainted with others in the community in an atmosphere of friendliness and goodwill.

ARTICLE III – Membership

- A.** Membership is open to women of all ages.
- B.** Guests may attend a maximum of two general meetings, events, and/or activities before being required to pay dues.
- C.** Members must conduct themselves in a manner that exhibits integrity and honesty. Members shall also represent the Club in a positive manner. If an investigation by the Board of Directors determines a member to have acted inappropriately, their membership may be canceled immediately and they may not be allowed to rejoin the Club. Examples of such actions may include theft, misrepresentation of the Club, physical or verbal assault, et.al. There shall be no refund of membership dues.

ARTICLE IV – Board of Directors and Committee Chairpersons

- A.** The governance of the Club and the direction of its work shall be vested in the Board of Directors.
- B.** The Board of Directors shall consist of the elected officers and the Advisor.
- C.** The Board of Directors has the administrative and managerial powers of the Club. It is specifically responsible for approval of the budget, approval of proposed changes in the dues or the Bylaws before their submission to the membership, approval of any unbudgeted items or expenditures which exceed the budgeted amount, coordinating General Meetings, appointing the Chairperson of the Nominating Committee, and planning Club events and activities in coordination with Club Committees and Interest Groups. When necessary, the Board of Directors is responsible for removing an elected officer.
- D.** At the end of their term, it shall be the duty of all officers and chairpersons of committees and interest groups to turn over all records and all equipment that

belongs to the Club, such as, but not limited to, financial records, Club documents, Directory and Minutes flash drives, and any other information or equipment needed to facilitate and perform the duties of the incoming officers and chairpersons. Failure to surrender all such records shall result in that member forfeiting her membership in the Wednesday Etc. Club.

- E. Wednesday Etc. Club declares that each member of the Board, all other Standing Committee and Interest Group Committee Chairpersons, and any other person acting in an official capacity for the benefit of the Club, shall be deemed to have assumed office or assignment with the express understanding that they shall be indemnified and held harmless by virtue of Liability Insurance purchased by the Club, against all liability, judgments, cost, charges, and expenses sustained or incurred by any action, suit or proceeding commenced against her for and in respect to any act, deed, matter or thing whatsoever made, done or permitted by her, or stemming from such action, in or about the execution of the duties of her office, except in relation to matters as to which she shall be adjudged in such action, suit or proceeding to be liable for negligence of misconduct in performance of a duty.

ARTICLE V – Officers

- A. The elected officers of the Club shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, Auditor, Ways and Means Chairperson, Newsletter Editor, Community Service Coordinator, and Reservations Coordinator. The Advisor is appointed by the Board and is usually the immediate past-President of the Club.
- B. All terms of office shall begin July 1 and end June 30, which are the Club year begin and end dates.

ARTICLE VI – Standing Committees

- A. The Standing Committees shall be Sunshine, Historian, New Member Liaison, Member Liaison, and Website Liaison.
- B. The Sunshine Chairperson shall establish and conduct programs that encourage interaction of members by communicating with members on occasions such as birthdays and illness, or when suffering a loss.
- C. The Historian shall maintain a pictorial history of Club events and shall make it available for the membership online at wednesdayetc.org or upon request.
- D. The New Member Liaison shall greet new members, assist in organization of the new member brunch, and respond to new member needs.
- E. The Member Liaison shall establish and conduct programs that facilitate Board communication with members, to ensure members' Club needs and expectations are identified and met to the extent possible, and will provide oversight to Interest Group chairpersons.

- F. The Website Liaison shall communicate all web content needs between the Club and the webmaster.

ARTICLE VII - Interest Groups and Committees

- A. The Board of Directors shall approve formation of Interest Groups and Committees to pursue activities and special events deemed to be of interest to the membership.
- B. The Board must approve the formation of a new interest group or committee. The Board must be notified if an existing interest group or committee is disbanding.
- C. Interest Group and Committee Chairpersons may be selected by the group or may be appointed by the President and shall serve throughout the Club year.
- D. Chairpersons shall coordinate the activities of the groups including meeting locations, dates, and times, and submit information for the newsletter.
- E. Chairpersons are responsible for ensuring that any member interested in participating is welcomed promptly and invited to attend as room permits, and ensuring that all participants are Club members or identified as guests. Chairpersons are also responsible for inviting interested members to join wait lists or to participate as substitutes on an as-needed basis. Wait lists may also be used to facilitate the formation of additional Interest Groups.
- F. Any financial or contractual commitments for Interest Group or Committee activities or events must be approved in advance by the Board.
- G. Any group issues that cannot be resolved within the Interest Group or Committee by the Chairperson and members shall be referred to the Board for resolution.
- H. Interest Group and Committee Chairpersons shall report to the Board of Directors at least once per Club year. This report shall be submitted within 30 days of any special event or by the end of the Club year for Interest Groups. The report shall summarize the event or Interest Group's activities for the year, financial results (if any), any recommendations for the event or Interest Group, and any volunteers needed for the coming Club year. This report may be mailed or emailed to the President, who shall share these reports with all Board Members and the Member Liaison to assist with Club planning for the coming year.

ARTICLE VIII – Duties of the Officers

- A. **The President** shall be the Chief Executive Officer of the Club and shall preside over all meetings of the Club and Board of Directors. The President shall be an ex-officio member of all Club committees and interest groups. The President shall perform such other duties as usually pertain to the office of President, may appoint committee chairpersons, and shall appoint the nominating committee. Before the September Board Meeting, the President shall meet with the Treasurer and Auditor to prepare a budget for the Club Year. The budget shall be presented for Board approval at the September Board Meeting.

- B. The First Vice President** shall preside in the absence of the President at regular Club meetings and Board of Directors meetings. The First Vice President shall serve as program chairperson and perform other such duties as may be assigned by the President. Should the office of President become vacant, it shall be automatically filled by the First Vice President.
- C. The Second Vice President** shall preside in the absence of the President and the First Vice President, shall serve as membership chairperson, shall maintain member lists and activity interest lists, and shall be responsible for preparation and publication of the membership directory by October 10 of the Club year.
- D. The Secretary** shall keep minutes of all Board of Directors meetings as well as minutes of any General Membership meetings that include official Club business that requires voting by the membership.
- E. The Treasurer** shall keep financial records of the Club, submit monthly reports for the Board of Directors, prepare a summary report for the newsletter twice a year, collect luncheon fees, deposit all receipts to the Club bank account, and disburse funds for all expenses. Unless other arrangements have been made with the Auditor, the Treasurer shall provide the Auditor with the year-end financial records and supporting documents no later than the end of July. The Treasurer shall be responsible for all financial filings with the I.R.S. and the State of California related to the Club's incorporation as a 501(C) (7) organization.
- F. The Auditor** shall assist the Treasurer with collections of general meeting receipts and shall audit the books at the end of the Club year. Unless prior arrangements have been made, the Auditor shall provide the books to the incoming Treasurer no later than the first week in September.
- G. The Ways and Means Chairperson** shall devise methods of raising funds for Club activities. The Ways and Means Chairperson shall act as leader in implementing fundraising projects authorized by the Board.
- H. The Newsletter Editor** shall publish the Club newsletter at least nine times a year. The Newsletter Editor shall provide deadlines for content submittal, shall coordinate the creation of the newsletter document, submit the draft manuscript copy to the President for approval, and shall publish the final copy to the membership.
- I. The Community Service Coordinator** shall develop a list of community needs which could be met by the Club, act as leader in implementing the community service projects authorized by the Board, be responsible for organizing the committees needed to complete the task, and report to the Board at the conclusion of each project.
- J. The Reservations Coordinator** shall handle reservations and payments for general meetings, and shall coordinate reservation details with the meeting venue. The Reservations Coordinator shall provide accurate reporting of receivables from

members to the Treasurer and shall make final decisions regarding all member reservations.

- K. The Advisor** is appointed by the Board and is usually the immediate Past-President of the Club. She shall be an ex-officio non-voting member of the Board and shall serve in an advisory capacity.

ARTICLE IX – Meetings

- A.** There shall be at least nine General Membership meetings per Club year. General Membership meetings shall be held on the second Wednesday of the month and may include a luncheon and program. The last meeting of the Club year shall be the Annual Meeting, at which time officers are installed for the coming Club year.
- B.** The Board of Directors shall meet at least nine times per Club year. The date, time, and place of meetings shall be determined by the President.
- C.** A quorum for transaction of business at any Board of Directors meeting shall consist of a simple majority of the members represented in person or by proxy.
- D.** Proxy voting assignments must be made in writing to the President. Email is acceptable. The Board Member must identify the Board Member being assigned her proxy and the specific dates for which the proxy will be active.
- E.** Any member is welcome to attend a Board Meeting by contacting the President in advance of the meeting. Any proposed agenda items must be reviewed by the President in advance to ensure appropriate Board members will be present at the meeting. If the number of attendees will exceed the meeting room capacity, the President shall attempt to reschedule the attendees as space permits or find a larger meeting space if there are urgent matters to be discussed.
- F.** All Club meetings and activities may be held in person or virtually.
- G.** As a non-partisan Club, no soliciting or promoting personal businesses, religious ideologies, or political agendas will be allowed unless approved in advance by the Board of Directors.

ARTICLE X – Dues and Fees

- A.** Membership fees are due on September 1st. The Membership Directory shall be published on or before October 10th of the Club year.
- B.** Dues shall be reviewed by the Board of Directors each Club year. Any proposal to change annual dues must be approved by a two thirds vote of the Board and must be noticed in the next newsletter following Board approval. Approval of a dues increase requires a majority vote of members present at the General Meeting following the newsletter notice of the proposed increase. Upon approval of the membership, increases shall be effective at the beginning of the next Club year.

- C. Programs and luncheons may include a fee for member participation. If the fee includes a deadline, there shall be no refunds of fees after that deadline. In the event of a program or luncheon cancellation, any refunds to the Club shall be returned to the membership.

ARTICLE XI – Nomination of Officers

- A. Nominating Committee:
 1. The Nominating Committee shall consist of five members and shall be selected by the President no later than the February Board Meeting.
 2. By a majority vote, the Board of Directors shall approve the Nominating Committee selected by the President and shall name one of the appointees to be Chairperson.
 3. The Chairperson shall call the first meeting of the Nominating Committee no later than two weeks after her appointment.
- B. The Slate of Nominees shall be published in the April newsletter and shall be presented orally at the April General Meeting. Nominations shall be accepted from the floor at the April General Meeting.

ARTICLE XII – Election and Replacement of Officers

- A. The membership shall vote on the proposed Slate of Officers by submission of the printable ballot provided in the May Wire at the May General Meeting or by absentee written ballot to be mailed to and received by the Chair of the Nominating Committee no later than one day prior to the May General Meeting. The Chair of the Nominating Committee shall appoint two tellers from the membership at large to tabulate the ballots. The candidates receiving the most votes shall become the elected officials of the Board of Directors.
- B. Should the office of President become vacant, it shall automatically be filled by the First Vice President. Vacancies in other offices shall be filled by a majority vote of the Board of Directors.
- C. An officer may be removed from office by a two-thirds vote of the Board of Directors.

ARTICLE XIII – Amendments to the Bylaws

- A. Amendments to these Bylaws shall require a two-thirds vote of the Board of Directors before submission to the membership.
- B. The Board shall determine the effective date of the amended Bylaws.
- C. A written copy of the Bylaw amendments, including planned effective date, must be available for members' examination at the General Meeting when intent to amend is announced and at the General Meeting when the vote to amend is taken. The

written copy of proposed Bylaws must also be available by mail to any member requesting it.

- D. Final approval of amendments to the Bylaws shall require a majority of votes cast by members present at a General Meeting.

ARTICLE XIV – Dissolution

In the event of dissolution of this organization, all current assets based upon a final Treasurer's Report shall be donated to nonprofit charitable organizations. The recipients of those assets shall be determined by action of the Board of Directors.