

THE BYLAWS OF WOMAN'S IMPROVEMENT CLUB OF CORONA

Article I NAME

This organization shall be known as the Woman's Improvement Club of Corona.

Article II PURPOSE

The purpose of this Club shall be to bring together women for the discussion of and action on vital questions and provide services for the welfare of our community and for the mutual improvement of its members following the guidelines established by the California Federation of Women's Clubs and the General Federation of Women's Clubs. An additional purpose shall be to maintain the clubhouse that was placed on the National Historic Registry in 1988.

Article III MEMBERS

Section A. All new membership applications shall be given to the Membership Chair. All membership renewal dues, information changes and/or corrections shall be given to the Membership Chair. Dues payments are deposited in the bank by the Financial Secretary.

Section B. A former member may rejoin the Club by submitting an application and paying dues.

Section C. Upon payment of dues, each member shall receive a membership card, and a Woman's Improvement Club of Corona yearbook. New members shall also receive a membership pin.

Section D. Active members shall be entitled to all privileges of the Club, share in the general work, and support Club projects.

Section E. Any member donating to the Woman's Improvement Club of Corona shall receive a receipt for the donation from the Financial Secretary.

Article IV DUES AND FEES

Section A. The annual dues of this Club shall be the amount established by this Club in the Standing Rules. Dues will include the assessment levied by the California Federation of Women's Clubs (CFWC) and the General Federation of Women's Clubs (GFWC).

Section B. Dues are payable on or before April 1, and delinquent April 2. Members whose dues are PAID AFTER April 1 will incur a late fee of \$10 and their names will not appear on the De Anza District roster.

Section C. All sections shall be responsible for their own monies and shall make monthly financial reports to the Board of Directors.

Section D. All sections will submit funds to the Financial Secretary with appropriate documentation and request funds from the Treasurer with appropriate documentation.

Article V BOARD OF DIRECTORS

Section A. The Board of Directors shall consist of the elected officers of the Club, Chairs of the Standing Committees (House and Grounds, Long Range Planning, Ways and Means, Rentals, Scholarship, Membership, Federation.), Chairs of Sections, the appointed Parliamentarian, Historian, and the Immediate Past President of the Woman's Improvement Club of Corona.

Section B. Fifty percent plus one (50% + 1) of the members shall constitute a quorum.

Section C. The Board of Directors shall control the business and funds of the Club and fill any vacancies that may occur in their number.

Section D. No expenditure of more than fifteen hundred dollars (\$1500) shall be incurred, beyond necessary expenses of the Club, without the approval of the majority of the Club members present at a regular meeting.

Section E. A meeting of the Board of Directors shall be held at the convenience of the members. Special meetings may be held at times when business makes them necessary.

Article VI DUTIES OF ELECTED OFFICERS

Section A. PRESIDENT

The President shall:

1. Preside at all meetings following Robert's Rules of Order.
2. Be chairman of the Board of Directors.
3. Call special meetings.
4. Appoint the Parliamentarian, Historian and Chairs for all Standing and special committees, except for the Nominating Committee.
5. Be an ex-officio member of all committees, except the Nominating Committee, with the right to vote.
6. Attend District and State meetings.
7. Submit an annual report to the membership.

Section B. FIRST VICE PRESIDENT

The First Vice President shall:

1. Preside at all meetings in the absence of the President.
2. Attend as many club committee meetings and Federation meetings as possible with the President or as the President's representative in her absence.
3. Be Dean of Chairmen.
4. Be responsible for submitting CFWC/GFWC Department reports after December 31.
5. Submit an annual report to the membership.

Section C. SECOND VICE PRESIDENT

The Second Vice President shall:

1. Preside at all meetings in the absence of the President and the First Vice President.
2. Be Program Chair who reminds presenter of date and time of meeting or provide an alternate program if the original program is cancelled. She will introduce the program/speaker at the General Meeting, have the speaker sit with her at the Board table, and make sure they are paid if payment is involved.
3. Attend De Anza District Federation meetings, and as many state meetings (CFWC) as possible.
4. Submit an annual report to the membership.

Section D. THIRD VICE PRESIDENT

The Third Vice President shall:

1. Preside in the absence of the President, the First Vice President and Second Vice President.
2. Oversee the Yearbook Committee.
3. Attend De Anza District Federation meetings, and as many state meetings (CFWC) as possible.

Section E. RECORDING SECRETARY

The Recording Secretary shall:

1. Keep minutes of the Club and Board of Directors meetings.
2. Provide copies of minutes, proofed and approved by committee, to Board members at least two (2) days prior to the next session.
3. Take roll call to establish a quorum.
4. Advise the Board of Directors after an officer has had three (3) consecutive unexcused absences.
5. Retain the minutes of all meetings and those of the preceding term.

Section F. CORRESPONDING SECRETARY

The Corresponding Secretary shall:

1. Conduct the correspondence of the Club and the Board of Directors as directed by the President.
2. Forward significant correspondence to the Club Historian.
3. Keep in touch through cards, notes and letters to members.

Section G. TREASURER

The Treasurer shall:

1. Pay all disbursements authorized by the Board of Directors.
2. Ensure all checks written will bear two (2) authorized signatures. Treasurer, President, First Vice President and Financial Secretary have right of signature.
3. Have charge of all deposited funds of the Club.
4. Submit a monthly and an annual report of expenditures to the Board of Directors.
5. Submit records for audit in June.

Section H. FINANCIAL SECRETARY

The Financial Secretary shall:

1. Receive all monies, issue receipts, and make deposits.
2. Submit monthly and annual reports of income to the Board of Directors.
3. Submit records for audit in June.

Section I.

An elected officer may not be a Chair of a Standing Committee.

Section J.

When an officer fails to attend three (3) consecutive meetings without an adequate excuse, the Board of Directors may declare the office vacated.

Section K.

Each officer, upon expiration of her term of office or in case of resignation, shall turn over to her successor, without delay, all records, books, and other material pertaining to her office, and she shall return to the Treasurer, without delay, all funds pertaining to her office.

Article VII ELECTED OFFICERS AND THEIR ELECTION

Section A. OFFICERS (8)

The elected officers of the Club shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a Financial Secretary

Section B. NOMINATIONS

1. Nominations for officers shall be by a Nominating Committee of five (5) members, three (3) to be elected and two (2) to be appointed by the President. The Nominating Committee shall select the chairman from among themselves. No member may serve two (2) consecutive election years on this committee. The committee shall be elected on the fourth Tuesday of January of even numbered years.
2. The duties of the Nominating Committee shall be to secure names of candidates for elective offices. The committee shall report to the

Club on the fourth Tuesday of February of even numbered years.

3. Nominations for officers and nominating committee members may be made from the floor with the prior consent of the nominee.
4. However, it can not be assumed that, in an election year, the First Vice President automatically succeeds to the office of President. The office of President shall be open to nominations from the Nominating Committee as well as the General membership provided the eligibility requirements meet the criteria outline in Article VII, Section E: Eligibility.

Section C. ELECTIONS

1. The election of the elective officers shall be held every two (2) years on the fourth Tuesday of March of even numbered years.
2. Only members in good standing shall be entitled to vote.
(a member who has paid her dues is considered in good standing)
3. Voting by proxy shall not be permitted.
4. Election shall be by ballot for offices having more than one candidate. On the day of the election, the President shall appoint three (3) tellers who shall assist in counting the ballots. A plurality shall elect.
5. The elected officers shall be installed on the fourth Tuesday of May and assume their duties on the first of June.
6. No member shall hold more than one elected office at a time.
7. The term of office shall be for two (2) years or until their successors are elected or appointed. When an officer is filling a vacancy of one (1) year or less, she may also serve a full two (2) year term.
8. There shall be no salaried officers. Necessary expenses incurred by the officers, in the service of Woman's Improvement Club of Corona, shall be reimbursed on the recommendation of the Board of Directors.

Section D. VACANCIES

A vacancy of an elective office shall be filled by the Board of Directors at the Board meeting following the announcement of vacancy, with the exception of the vacancy of the office of the President. In the case of a vacancy in the office of the President, the First Vice President shall automatically become the President, the Second Vice President becomes the First Vice President, and the Third Vice President becomes the Second Vice President, and the Third Vice presidency becomes vacant.

If none of the officers stated above wish to fulfill the vacancy of the office of President, the Board of Directors, following the direction of GFWC rules, may appoint a member to the position who meets the eligibility requirements for the office of President as outlined in Article VII Section E: Eligibility.

Section E. ELIGIBILITY

Any member in good standing, one has paid her current dues, is eligible to be an officer with the exception of the office of President. She shall have served on the Board of Directors as an elected officer for at least two (2) years within the immediate last three (3) Presidencies.

Section F.

When the office of Recording Secretary cannot be filled by one person, a Recording Committee may be formed. The members of this Committee will determine the month each will take the Minutes at that month's Board Meeting and General Meeting.

Article VIII DUTIES OF APPOINTED OFFICERS

Section A. PARLIAMENTARIAN

The Parliamentarian, as a member of the Board of Directors, shall:

1. Furnish information to members on parliamentary procedure.
2. Quote and interpret the Bylaws and the recognized parliamentary authority upon request of the President or members.
3. Be custodian of a book containing the Bylaws and Standing Rules.
4. Have in her possession at all meetings copies of the Bylaws, Standing Rules and Robert's Rules of Order, Revised, for reference purposes.
5. Be Chairman of the Bylaws Committee.

Section C. HISTORIAN

The Historian shall record the events of the Club in words and/or photographs.

Section D. PAST PRESIDENT

The Past President shall:

1. Be a member of the Long Range Planning Committee
2. Serve as a consultant to the Board of Directors.

Article IX STANDING COMMITTEES

Section A.

The following Standing Committees shall be appointed on election years

by the Club President. The President shall not be the chairman of a standing committee during her term of office.

1. A Membership Committee shall assist the membership chair to recruit new members and receive all applications for membership and dues.
2. A House and Grounds Committee shall supervise the care of the clubhouse and grounds, care for the clubhouse equipment and furnishings and report all depreciation of Club property to the Board of Directors.
3. A Ways and Means Committee shall provide ways of earning and raising money as seems necessary and advisable.
4. A Rental Committee shall be responsible for overseeing the rental functions of the clubhouse. The Rental Committee Chair shall provide a monthly and annual report to the Board of Directors showing a detailed account of the monthly receipts and expenditures. If an outside agent provides the service of renting the clubhouse, the agent shall provide the same information, including the agent's net commission. The agent must report to the Rental Committee Chair who will then report to the Board of Directors.
5. A Scholarship Committee shall develop a scholarship panel that will review student applications and judge essays from applicants to determine scholarship recipients based on WICC criteria of scholarship, financial need and service to school and/or community.
6. A Long-Range Planning Committee shall formulate a long range plan for the conservation and improvement of the house and grounds, which plan(s) shall be recommended to the Board of Directors, and thereafter to the membership as having been approved or disapproved by the Board. The committee shall consist of five (5) members as follows:
 - a. A Chairman
 - b. Two (2) members from the general membership to be appointed by the President.
 - c. The Immediate Past President.
 - d The President making the fifth member.Three (3) members present at a called meeting shall constitute a quorum.
7. The Federation Committee Chair shall attend as many De Anza District conferences and conventions and as many state (CFWC) meetings as possible. She will report federation activities and ideas to the membership through oral reports, emails, and the Newsletter.

Article X SECTIONS

A Section is a group of members who work within a specific area of

interest in order to support projects related to GFWC/CFWC.

Section A.

The Board of Directors shall establish a Section upon written request.

Section B.

Each Section shall elect its own officers.

Section C.

All Sections may raise monies which shall be kept in the General funds bank account of the Woman's Improvement Club of Corona.

Section D.

Sections may request funding from the Board of Directors for a project relative to and in support of the GFWC/CFWC definition. Reimbursement will be issued after receipts and a completed Club Reimbursement form is received by the Treasurer. A detailed report shall be submitted to the Board for permanent record and audit as the funds are used by the Section.

Section E.

Sections shall report their group and community activities to the Board of Directors monthly.

**Article XI
BYLAWS**

Section A.

The Bylaws may be amended at any regular meeting of the Club by a two-thirds (2/3) vote of the members present, such having been presented in writing at the previous meeting.

Section B.

The latest edition of Robert's Rules of Order, Newly Revised, shall be the authority on all questions not covered by the Bylaws and Standing Rules.

**Article XII
MEETINGS**

Section A.

1. The regular meetings of the Club shall be held on the fourth Tuesday of the month beginning with the fourth Tuesday in September and ending with the fourth Tuesday in May. The exceptions are the meetings in November and December which are held on the second Tuesday. Other exceptions will be only by the order of the Board of Directors.
2. Special meetings may be called by a quorum of the Club or the Board of Directors.

Section B.

Twenty-five (25) members constitute a quorum.

Section C.

The Annual Meeting shall be held the fourth Tuesday of May. The President shall report on club accomplishments for the past year.

**Article XIII
DISSOLUTION**

All property owned by the corporation is and shall be irrevocably dedicated to the purpose of which the corporation was formed and is existing, upon liquidation, dissolution, or abandonment of corporation. Such property and assets shall be distributed to a nonprofit organization, organized and operated exclusively for charitable purposes and which qualifies as a nonprofit organization under the provisions of Section 501(c)3 of the applicable Internal Revenue Code.

**Article XIV
SUMMARY OF POLICIES**

Section A. Document Retention

1. All minutes and financial records will be kept permanently on file.
2. A full statement of this policy is available upon request.

Section B. Conflict of Interest Policy

1. The standard behavior at the Woman's Improvement Club of Corona (WICC) is that the members and all officers, elected and appointed, scrupulously avoid conflicts of interest between Woman's Improvement Club of Corona and individual, personal, professional, and business interests.
2. A full statement of this policy is available upon request.

Section C. Whistleblower Protection Policy

1. The Woman's Improvement Club of Corona (WICC) is committed to accurate and transparent accounting of all financial matters. Financial officers are required to be in compliance with applicable laws, regulations, accounting standards and accounting or auditing practices.
2. Any member may report complaints or concerns regarding accounting or auditing practice to the President or the First Vice President. The member with a concern or complaint should be prepared to provide as many details as possible, including descriptions of the questionable practice or behavior, the names of persons involved, the names of possible witnesses, dates, times, places and any other available details. If a person feels more comfortable doing so, a written report may be made.
3. A full statement of this policy is available upon request.

STANDING RULES

1. The Board of Directors shall appropriate a fund of one thousand dollars (\$1000) annually from which the President, upon receipt of an itemized statement, may draw for Federation meetings and convention expenses.
2. Committee Chairs shall meet with the Board of Directors at the request of the President.
3. The annual dues of members shall be sixty dollars (\$60). Emeritus Members (**EM**), those who have been in the Club for fifty (50) years or are ninety (90) years of age or older, are exempt from paying dues. Their dues shall be paid from the club's general fund bank account as necessary.
4. A membership can be revoked if a member does not act in accordance with the Bylaws and/or Standing Rules of the Woman's Improvement Club of Corona. The Club will rely on Robert's Rules of Order, (Newest Edition #12), in the Section *Discipline of Members and Guests* to revoke membership of a member who does not act in accordance with the Bylaws and/or Standing Rules of this Club, or the parliamentary procedures in Robert's Rules of Order.
5. Only members of the Club are eligible for membership in a Section of the Club.
6. The regular business meeting of the Club will have a call to order at 11:00 A.M.
7. At the end of their terms all Elected and Appointed Officers, Committees and Section Chairs shall make written reports in duplicate pertaining to the procedures of their positions and activities during their terms. One (1) copy is to be given to those replacing them and one (1) copy is to be placed on file by the June Board Meeting.
8. An independent auditor may be retained as appropriate.

The Auditor shall:

- A. Audit the books of the Treasurer and Financial Secretary annually and at the resignation of either financial officer. The records of the Rental and Scrip Chairmen shall also be audited annually.
- B. Submit the audit report to the Board of Directors at the board meeting in September and to the Club membership at the general meeting in September.
- C. The records of both the Treasurer and the Financial Secretary shall include a written audit report at the time of their return to these

officers no later than June 30.

9. A Standing Rule may be amended by a majority vote if notice is given at the previous meeting or by a two-thirds (2/3) vote without notice. A Standing Rule may be suspended at any meeting by a majority vote.
10. For all fundraisers, at least 25% of all proceeds will remain with the club.
11. The Board of Directors shall be responsible for designating a certified tax preparer to prepare and file the WICC annual tax return which shall be presented to the membership at our meeting in September.
12. Member Rates:
 - a. Clubhouse rental shall be permitted to Club members in good standing when they have been a member for one (1) year or longer.
 - b. In case of a member's death, or their immediate family, the family may utilize the clubhouse for services or reception at no charge if the facility is available.
13. The Long Range Planning Chairman may serve for more than one (1) term if necessary for continuity of planning.
14. All sections may hold no more than two hundred dollars (\$200) cash.
15. The Board of Directors shall conduct a yearly review of all service providers' contracts.
16. The Board of Directors may make an emergency decision using email if the majority of the Board of Directors reaches an agreement. A copy of each Board member's email response must be kept by the President as a record of the voting. All Board of Directors shall forward their vote via **'Reply to All'** email. Any Board of Directors member without email access should be telephoned to allow a response. The President shall inform all Board of Directors the results of these votes. The result shall be recorded at the next Board meeting.
17. Ten percent of all rental will be deposited in the long range planning account.

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