

**BYLAWS
OF
NAPA WOMENS CLUB - EVENING EDITION
A MEMBER OF THE CALIFORNIA FEDERATION OF WOMEN'S CLUB, MOUNT DIABLO DISTRICT A**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office owned by the corporation for the transaction of our club business is located in Napa County, California.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this club shall be: to support and assist non-profit organizations that contribute to the well-being of women and children in Napa County; and to support and contribute to the maintenance of the Napa Women's Club building, a city landmark building.

**ARTICLE 3
OFFICERS/BOARD OF DIRECTORS**

SECTION 1. NUMBER

The club shall have five officers and collectively they shall be known as the board of directors.

SECTION 2. POWERS

The activities and affairs of the club shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Meet at such times and places as required by these bylaws;
- (c) Register their addresses with the secretary of the club and notices of meetings communicated to them at such addresses as determined by recipient shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until the successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation or at such place which has been designated from time to time by the board of directors.

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SECTION 7. REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held on the day determined by the board each month between September and June. In the event such date is not conducive to meeting or falls on a legal holiday the regular meeting shall be held at the same hour and place on the next business day, or as called for by the President. Chairs of each committee shall be required to attend meeting at request.

SECTION 8. QUORUM FOR MEETINGS

A quorum shall consist of three Directors.

SECTION 9. VACANCIES

Vacancies on the board may be filled by approval of the Board of Directors.

SECTION 10. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation or club.

**ARTICLE 4
OFFICERS**

SECTION 1. NUMBER OF OFFICERS

The officers of the club shall be a President, Immediate Past President, a Vice President, a Secretary, and a Treasurer.

SECTION 2. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the club and shall supervise and control the affairs of the club. The President shall preside at all meetings of the members.

The president shall cause an annual report to be furnished within one hundred and twenty (120) days of the close of club fiscal year to all directors of the club and, if the club has members, to any member who requests it in writing.

SECTION 3. DUTIES OF VICE PRESIDENT

In the absence of the President, the Vice President shall perform all the duties of the President. The Vice President shall serve as liaison to committee chairs and duties as assigned by President.

SECTION 4. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation a book of minutes of all meetings of the directors, and of all meetings of the membership.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

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SECTION 5. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the club, and deposit all such funds in the name of the club in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the club.

Disburse, or cause to be disbursed, the funds of the Club as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the club properties and business transactions, including accounts of its monies, liabilities, receipts, disbursements, gains and losses. Make monthly reports to the club on all such transactions.

**ARTICLE 5
COMMITTEES**

SECTION 1. COMMITTEES

The club shall have such committees as may from time to time be designated or dissolved by resolution of the board of directors. There shall be one committee chair per committee that serves as liaison between the board of directors and attend board meetings upon request of the board.

One year term veteran member of committee may serve as Vice Chair.. Vice Chair the following year serves as Chair & liaison to board. Each member has a term of 3 years

Each committee has max of 5 members and each member will have received advanced knowledge of protocols

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by the provisions of these bylaws concerning meetings of the board of directors.

**ARTICLE 6
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE SECTION

The fiscal year of the club shall begin on the first day of July and end on the 30th day of June in each year.

**ARTICLE 7
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

These bylaws may be altered, amended, or repealed and new bylaws adopted by approval quorum. (50 % plus 1)

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**ARTICLE 8
MEMBERS**

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The club shall have only one class of members. All members shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in the club are as follows: any woman is qualified to become a member of club.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making application in writing and upon a timely payment of dues, by September 30 of same year, and availability with in buildings capacity.

SECTION 4. FEES, DUES AND ASSESSMENTS

(a) The following fee shall be charged for making application for membership in the club \$10.00 to cover creation of a personal name tag.

(b) The annual dues payable to the club by members shall be determined the Board of Directors Committee and vote on by quorum vote of the membership as directed in these by-laws.

(c) Memberships shall be non-assessable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the club may admit however Membership may not exceed the capacity of the building if needed a wait list will be instituted.

SECTION 6. MEMBERSHIP ROSTER

The club shall keep a membership roster containing the name and address of each member. The roster of names and addresses of the members of the club shall constitute the membership list of the club and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7. NONLIABILITY OF MEMBERS & OFFICERS

A member of this club is not, as such, personally liable for the debts, liabilities, or obligations of the club.

**ARTICLE 9
MEETINGS OF MEMBERS**

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation.

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SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually during the month of June in each year on such day as indicated by the board, for the purpose of electing directors and transacting other business as may come before the meeting. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these bylaws to regular meetings of members refers to this annual meeting.

Other regular meetings of the members shall be held on the fourth Tuesday of each month, with the exception of Dec (which will be held on the 1st Tues) and (Nov, July and Aug) which are considered dark.

SECTION 3. VOTING FOR MEETINGS

A voting shall consist of 65% of the voting members in attendance.

SECTION 4. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members.

SECTION 5. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the board. Voting at duly held meetings shall be by hand or ballot as appropriate.

SECTION 6. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the club or, in his or her absence, by the Vice President of the club. The Secretary of the club shall act as Secretary of all meetings of members, provided that, in its absence, the presiding officer shall appoint another person to act as secretary of the meeting.

**ARTICLE 10
RELATIONSHIP TO NAPA WOMEN'S CLUB INC.**

SECTION 1. RELATIONSHIP

The Napa Women's Club – Evening Edition is a club under the California Federation of Women's Club as provided in the By-laws of the Napa Women's Club. Holding a 501 C-3 non-profit status according to the Internal Revenue Service Code.

SECTION 2. SERVICE TO CORPERATION

Napa Women's Club – Evening Edition, its directors and members, are not financially liable for the Napa Women's Club building at 218 Franklin, Napa, California. Napa Women's Club — Evening Edition officers and members participate in determining the nature of expenditures on repair and renovations to the building by designating members to serve on board of Napa Women's Club Inc. The Napa Women's Club building is the sole property of the Napa Women's Club Inc.

[https://d.docs.live.net/f76d7b0ac37a06af/Documents/Napa Women's Club/NWCEE - ByLaws for Otto 2017-02-06.docx](https://d.docs.live.net/f76d7b0ac37a06af/Documents/Napa%20Women's%20Club/NWCEE%20ByLaws%20for%20Otto%202017-02-06.docx)