

**Stanislaus County Commission for Women (SCCW)**

DRAFT Bylaws

July 2013

Article I Name

The name of this organization shall be the Stanislaus County Commission for Women, Incorporated.

Article II Purpose

The purpose of the Stanislaus County Commission for Women (SCCW) is to provide a coordinated effort by concerned groups and individuals in the Stanislaus community to develop more fully the potential of all women. Activities include:

- A. Promote within the community an awareness of women's contributions and the issues that concern women of all ages, backgrounds, and beliefs.
- B. Promote within women the knowledge of their strengths and resources and support women in the pursuit of their own individual choices.

Article III Membership and Dues

Section 1 - Membership

Any person or organization interested in furthering the aims of this organization may become a member of SCCW upon payment of dues.

Section 2 - Dues

Dues shall be payable annually and the amount shall be determined by the board prior to the beginning of the fiscal year.

Section 3 - Membership Year

The membership year shall begin July 1.

All dues paid after March 1 or in conjunction with reservation for Outstanding Women event will apply to the membership year beginning July 1.

Article IV Liability of Members

No person who is now or who later becomes a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look to the assets of this Corporation for payment.

Article V Fiscal Year

The fiscal year of the Corporation shall be July 1- June 30.

Article VI Meetings

Section 1 - General Meeting

A general meeting of this Commission shall be held annually. Notices of said meeting shall be mailed or delivered to each voting member at least 10 days prior to the meeting.

Section 2 - Special Meetings

Special meetings may be called by the President or by two Directors. Written notice of the time and place of the meeting shall follow the same procedure as for the general meeting.

Article VII Quorum

A quorum shall consist of the majority of those members present at general or special meetings.

Article VIII Voting

Section 1 - There shall be no voting by proxy.

Section 2 - Each individual member and member organization shall be entitled to one vote at all general and special meetings.

Article IX Officers

Section 1 - Elected Officers

The elected officers shall be a President, Vice President/Program, Vice President/Membership, Vice President/Community Relations, Secretary, Treasurer, and Newsletter Editor, all of who shall be members of the Stanislaus County Commission of Women. These officers and the immediate past President shall constitute the Executive Committee.

Section 2 - Term

The term of each officer of this corporation shall be two years or until a successor is elected. The president may serve no more than two consecutive terms in office. Elections shall be held at the annual meeting.

Section 3 - Vacancies

The Board of Directors, from a list of members, shall fill a vacancy on the Board until the next annual election.

## Section 4 - Duties

The duties of the officers are named below.

### A. President

1. Set agendas for and preside at all meetings of SCCW and Board of Directors, call special meetings when deemed necessary or desirable, and perform all duties pertaining to the office.
2. Serve as the official representative of SCCW.
3. Appoint committee chairs as needed.
4. Serve as an ex-officio member of all committees with the exception of the nominating committee.
5. Notify board members of regular and special meetings.
6. Perform other duties as prescribed by the Board of Directors.

### B. Vice President/Program

1. Responsible for the program of the annual meetings.
2. Responsible for arrangements for special events sponsored by the board.
3. Attend all Board of Directors meetings.
4. Perform other duties as prescribed by the president.

### C. Vice President/Membership

1. Recruit and retain members.
2. Maintain membership records.
3. Attend all Board of Directors meetings.
4. Perform other duties as prescribed by the president.

### D. Vice President/Community Relations

1. Develop and implement strategies to promote SCCW and its mission in the community.
2. Attend all Board of Directors meetings.
3. Perform other duties as prescribed by the president.

### E. Secretary

1. Take minutes of all Board, General Membership and Special Meetings.
2. Maintain a roll of members at meetings.
3. Be custodian of all permanent records.
4. Submit to the corporation the minutes of business meetings and recommendations of the Board.
5. Assure that correspondence has been received and distributed.
6. Attend all Board of Directors meetings.
7. Perform other duties as prescribed by the president.

### F. Treasurer

1. Maintain accurate financial records.
2. Receive all monies due to SCCW, make deposits in accounts as designated by the Board, and pay all bills as authorized by the Board of Directors.
3. Provide monthly financial reports to the Board of Directors and an annual report to the general membership of SCCW.
4. Attend all Board of Directors meetings.
5. Perform other duties as prescribed by the president.

#### G. Newsletter Editor

1. Create, publish, and disseminate regularly scheduled newsletters and special editions as directed by the Board.
2. Attend all Board of Directors meetings.
3. Perform other duties as prescribed by the president.

### Article X – Board of Directors

#### Section 1 - Composition

The Board of Directors shall consist of the elected officers, up to five members at large, the Immediate Past President, and chairpersons of ad-hoc committees.

#### Section 2 - Voting Members

The voting members of the Board of Directors shall consist of the elected officers, ad-hoc committee chairpersons, members at large and the Immediate Past President.

#### Section 3 - Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business.

#### Section 4 - Meetings

- A. Regular Board Meetings - Regular meetings shall be held a minimum of six times a year.
- B. Special Meetings - Special meetings of the Board of Directors may be called at anytime by the president or by any two directors.
- C. Board meetings and special meetings will be open to all SCCW members.

#### Section 5 - Action Without a Meeting

Any action by the Board of Directors may be taken without a meeting if voting members of the board have been contacted by letter, phone or electronically. Such action shall be filed with the minutes of the proceedings of the Board.

#### Section 6 - Powers of Directors

Subject to the limitations of the Articles of Incorporation, to other sections of the bylaws, and to California laws, all corporate powers of the Corporation shall be exercised by or under the authority of, the Board of Directors. The Board of Directors shall control the business and affairs of the Corporation. Without limiting its authority the Board of Directors shall have the following powers:

- To select and remove all other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the bylaws, fix their compensation;
- To conduct, manage, and control the affairs of business of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, the By-laws or the policies;
- To borrow money or incur indebtedness for the purpose of the Corporation, and for that purpose to cause to be executed and delivered in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

### Section 7 - Removal of Directors

A vacancy or vacancies on the Board of Directors shall exist when any of the following occurs:

- The death or resignation of any director;
- The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
- The vote to remove any director; or
- The increase of the board members and/or officers at any meeting at which any director or directors are to be elected, in order to elect the number of directors required to be elected at such meeting.

### Section 8 - Compensation

The Board of Directors shall receive no compensation for their services as directors. Directors may receive reimbursement for expenditures authorized by a vote of the board.

### Article XI – Committees

The president shall establish ad-hoc committees as are necessary to implement the purposes of the commission, subject to approval by the Board of Directors. The designate chairs of ad-hoc committees will be voting members of the Board provided said committees exist throughout the fiscal year.

### Article XII - Rules of Order

Section 1 - The procedure of business shall be in according to Robert's Rules of Order (newly revised), when not in conflict with procedures adopted by the Board of Directors.

Section 2 - New bylaws may be adopted, amended or repealed by a two-thirds majority of all votes cast of the general voting membership. Notice of proposed changes must be given to the members at least 21 days prior to the meeting at which the vote is to be taken.