

BYLAWS

OF

FRIENDS OF THE VENTURA COUNTY COMMISSION FOR WOMEN

I

PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is fixed and located at \_\_\_\_\_, County of Ventura, California. The Board of Directors is granted full power and authority to change the principal office from one location to another in the county. Any change shall be noted by the secretary opposite this article, but shall not be considered an amendment of these Bylaws.

II

MEMBERSHIP

Section 1. Classes of Membership; Transferability; Limit on Number of Members.

There shall be one class of members in this corporation. Admission to membership shall be determined as set forth in Section 2 of this Article II. There shall be no limit on the number of members admitted to this corporation. Membership herein shall not be transferable.

Section 2. Admission to Membership.

The procedure for admission to membership in this corporation shall be as follows, except for the original incorporators and original directors who shall automatically be considered members herein upon qualifying for membership as set forth in Section 1 of Article III:

A candidate for membership shall be nominated in writing by at least one (1) member of the corporation. Said nomination shall be delivered to the Membership Chairperson, or if none, to the secretary of the corporation. At the next regular meeting of the Board of Directors after nomination of said candidate, the candidate shall be considered for membership, and shall become a member upon an affirmative vote of a majority of the Board. The candidate shall be notified in writing by the secretary of the Board of such acceptance or rejection.

Section 3. Termination of Membership.

Any regular member in good standing, whose account is fully paid, may resign, and said member's resignation shall be accepted at the next meeting of the Board of Directors and shall be effective as of the date of resignation.

All memberships shall terminate on the death or resignation of a member, or on a member's expulsion by the Board of Directors. On any such termination any right, title or interest of the member in or to the property and assets of the corporation shall cease.

Notwithstanding any termination of membership, all sums due to the corporation from any member shall be due and remain

a debt in favor of the corporation and shall be enforceable against the member or said member's estate.

Section 4. Expulsion of Members.

Any member of the corporation may be expelled by the affirmative vote of a majority of the Board of Directors for nonpayment of dues or any other indebtedness to the corporation or by the affirmative vote of two thirds of the Board of Directors for conduct which the Board of Directors shall deem inimical to the best interests of the corporation. The membership of any such person, and all rights pertaining to said person's membership, shall terminate immediately on expulsion.

Written notice of delinquency shall be mailed to any delinquent member at his address as shown on the records of the corporation. No member shall be expelled for nonpayment of his account unless and until his account remains delinquent for ninety (90) days after mailing of notice to the delinquent member.

III

MEMBERSHIP QUALIFICATION

Section 1. Membership.

Each person admitted to membership in this corporation shall qualify for membership in accordance with a resolution to be adopted annually by the Board of Directors. Said resolution shall specify qualification by either payment of membership fees or contributions of money or contributions of service or property.



#### IV

##### DIRECTORS

###### Section 1. Number and Qualification.

The authorized number of directors of this corporation shall be a maximum of seven (7) and a minimum of three (3); however, said directors serving shall always be an odd number. The maximum authorized number of said directors may be changed by an amendment to these Bylaws adopted by the members. Each director of the corporation shall be a member of the corporation, and if a person ceases to be a member of the corporation for any reason, said person shall also cease to be a director thereof.

###### Section 2. Election and Term of Office.

All directors shall be elected at each annual meeting of regular members. Subsequently a term of office shall be one (1) year. All directors shall hold office until their respective successors are elected, except in the case of the resignation, death, disability, or the removal of a director.

At those time when a vacancy shall occur, the Board shall, at least thirty (30) days before each annual meeting of the members, or special meeting held in lieu of the annual meeting, appoint from the regular members of the corporation a committee of at least three (3) members who shall, at least fifteen (15) days before each annual meeting, or special meeting held in lieu of the annual meeting, submit the names of one (1) person for each vacancy nominated by the committee to be directors for the ensuing year. The persons nominated may include any directors or officers who have held or who currently hold office. If the Board of Directors

fails for any reason to appoint the committee within the time specified, it shall be the duty of the president to appoint the committee.

At the annual meeting, or at any special meeting held in lieu of the annual meeting, the committee so appointed shall report their recommendations to the membership and nominations shall then be received from the floor. Each member of the corporation attending the meeting shall then be furnished with a ballot and shall thereupon list a number of choices corresponding to the number of vacancies on the Board. Those persons receiving the highest number of votes shall be the directors of the corporation for the ensuing year.

Section 3. Removal of Directors.

A director may be removed from office by the affirmative vote of two-thirds (2/3) of the members of the corporation.

Section 4. Vacancy.

A vacancy in the Board of Directors caused by death, resignation, disability, or removal of a director shall be filled by a majority vote of the remaining directors or by the sole remaining director.

Section 5. Meetings of the Board of Directors.

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

Immediately following each annual meeting of regular members, or after any special meeting held in lieu of the annual meeting, the Board of Directors shall hold a meeting for the



purposes of organization and transaction of other business. Notice of this meeting shall be given.

6/18 Regular meetings of the Board of Directors shall be held, *a minimum of 10 times per year as determined by the Board of* ~~without call, on the third Friday of each month of each year~~

*Directors on an annual basis.*

~~at 7:30 P.M.~~ Special meetings of the Board of directors for any purpose or purposes may be called at any time by the president, or if said President is unable or refuses to act, by any two (2) directors. Notice of the time and place of all meetings of the Board of Directors, or the special meeting of members held in lieu of the annual meeting, shall be given personally to the directors or sent to each director by mail or other form of written communication, charges prepaid, addressed to said director at said director's address as it is shown on the records of the corporation. If the notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours before the time of the meeting. If the notice is delivered personally to each director, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding the meeting or an approval of the

minutes of the meeting. All waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6. Powers of the Board.

Subject to the limitations of the Articles of Incorporation and of the Nonprofit Corporation Law of California on an action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is expressly declared that the directors shall have the following powers:

(a) To appoint and remove all officers, agents, and employees of the corporation and to prescribe powers and duties for officers, agents, and employees as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws.

(b) To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations as are not inconsistent with law, with the Articles of Incorporation, or with the Bylaws, as they may deem best.



(c) To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem best, provided the seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purposes of the club and, for that purpose, to cause to be executed and delivered, in the club's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt, and securities for them.

(e) To manage in the manner they may deem best all funds and property, real and personal, received, acquired, or earned by the corporation, and to distribute or dispense them.

(f) To appoint committees as are deemed necessary for the operation of the corporation. The members of each such committee appointed shall serve until their resignation, their removal by the Board of Directors, or the next annual meeting of the members of the corporation, whichever first occurs.

## V

### OFFICERS

#### Section 1. Officers.

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, each of whom must be chosen from the membership of the Board of Directors of the corporation. The corporation may also have such other officers, who need not be directors, as may be appointed by the Board of



directors. A person may hold two (2) or more offices, except those of president and secretary.

Section 2. Election.

The officers shall be chosen annually by the Board of Directors at the meeting of the Board held immediately following the annual meeting of members, or after any special meeting held in lieu of the annual meeting. Each officer shall hold office until said officer shall resign, be removed by the Board of Directors, or otherwise be disqualified to serve, or until a successor shall be elected and qualified.

Section 3. Removal and Resignation.

Any officer may resign, or may be removed with or without cause, by the Board of Directors at any time. Vacancies caused by death, resignation, or removal of any officer may be filled by appointment by the Board of Directors.

Section 4. Duties.

(a) President. The president shall be the executive officer of the corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the affairs of the corporation. The president shall preside at all meetings of members and at all meetings of the Board of Directors. At the annual meeting of members the president shall make a report of the general business of the corporation during the previous year. The president shall be an ex officio member of all committees. The president, or the president's designated

representative, shall attend every meeting of the Ventura County Commission For Women.

(b) Vice President. The vice president shall, in the absence or disability of the president, perform all of the duties of the president, and when so acting shall have all the powers of, and be subject to the restrictions on, the president.

(c) Secretary. The secretary shall keep at the principal office of the corporation a book of minutes of all meetings of the directors and of the members. The secretary shall maintain a membership book for the corporation showing the name and address of each member. The secretary shall issue a membership card to each member. The secretary shall conduct the official correspondence of the corporation and shall perform such other duties as may be designated by the Board of Directors.

(d) Treasurer. The treasurer shall have general charge of the financial records and accounts of the corporation and shall keep and maintain adequate and correct books of accounts showing the receipts and disbursements of the corporation and an account of its cash and other assets. It shall be the responsibility of the treasurer to issue, or cause to be issued, to each member of the corporation an annual statement of dues, where applicable, and other indebtedness owed by said member in accordance with these Bylaws. Where applicable, the treasurer shall mail notices of delinquency to any member whose dues are delinquent by sixty (60) days, and such notice shall constitute that notice prescribed under Article II, Section 4. The treasurer shall



The deposit all moneys of the corporation with such depositaries as are designated by the Board of Directors, and shall disburse the funds of the corporation as may be ordered by the Board of Directors. The treasurer shall render to the president, Board of Directors and membership on request statements of the financial condition of the corporation, provided that statements shall be rendered, without request, at least quarterly. The records of the treasurer shall be subject to audit by persons designated by the president.

## VI

### MEETINGS OF MEMBERSHIP

#### Section 1. Meetings.

The annual meeting of the members of the corporation shall be held at 7:30 P.M. each year in October, and special meetings of the members of the corporation may be called and held as may be directed by the Board of Directors or by any fifteen (15) members. Notice of each meeting of members shall be mailed to each member at said member's address as shown on the corporation records not less than ten (10) days before the meeting. If for any reason the annual meeting of the members is not held at the appointed time above, the Board of Directors shall call a special meeting of members in lieu of the annual meeting, which meeting shall be held not later than the third Friday in December of the same year.

#### Section 2. Voting.

All members shall have equal voting rights and each member shall be entitled to cast one (1) vote except in the election of directors of the corporation. In the election of directors of the corporation, each member shall have one (1) vote



for each vacancy to be filled on the Board of Directors. The candidates receiving the highest number of votes in descending order of votes are elected to fill the position of directors to be elected.

Section 3. Quorum.

The presence in person of one-fifth (1/5) of the members of the corporation shall constitute a quorum for the transaction of business at any meeting of members. There shall be no voting by proxy.

VII

MISCELLANEOUS PROVISIONS

Section 1. Execution of Documents.

The Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent, or other person shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

Section 2. Inspection of Bylaws.

The corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the secretary, and the books and accounts of said corporation which shall be open to inspection by the members at all reasonable times during office hours.

Section 3. Rules of Order.

The rules contained in Robert's Rules of Order, revised, shall govern all members' meetings and directors' meetings of the corporation, except in instances of conflict between Robert's Rules of Order and the Articles of Incorporation or Bylaws of the corporation or provisions of law.

Section 4. Liabilities 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 only to the assets of this corporation for payment.

VIII

AMENDMENT TO BYLAWS

These Bylaws may be amended by the vote or written assent of a majority of the members, or the vote of a majority of a quorum of the members, at a meeting called for that purpose.

In addition, these Bylaws may be amended at any time by the Board of Directors; provided, however, that an amendment to the Bylaws changing the number of directors may not be adopted without the vote or written assent of members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members called for that purpose.

Any amendment to these Bylaws adopted by the Board of Directors shall be binding on the members unless and until rejected by the members at an annual meeting of the corporation or

a special meeting of the members called for that purpose. It shall be the duty of the Board to present to the members for ratification or rejection at each annual meeting of the corporation, or at ny special meeting held in lieu of an annual meeting, amendments to the Bylaws that may have been made by the Board during the year immediately preceding the meeting.

CERTIFICATE OF DIRECTORS

The undersigned, being all of the persons appointed in the Articles of Incorporation to act as the First Board of Directors of the above-named corporation (or being their duly appointed successors) hereby assent to the foregoing Bylaws, and adopt the same as the Bylaws of said corporation.

IN WITNESS WHEREOF, we have hereunto set our hands  
this \_\_\_\_\_ day of \_\_\_\_\_, 1984.

\_\_\_\_\_, Director

\_\_\_\_\_, Director

\_\_\_\_\_, Director



CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(a) That I am the duly elected and acting secretary of FRIENDS OF THE VENTURA COUNTY COMMISSION FOR WOMEN, a non-profit corporation incorporated under the laws of the State of California;

(b) That the foregoing Bylaws, comprising fifteen (15) pages, including this page, constitute the original Bylaws of the corporation as duly adopted at the first meeting of the Board of Directors on \_\_\_\_\_, 1984.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of the corporation on \_\_\_\_\_, 1984.

\_\_\_\_\_, Secretary