

**BYLAWS OF THE ORANGE DISTRICT
CALIFORNIA FEDERATION OF WOMEN'S CLUBS**

**ARTICLE I
NAME**

The corporate name of this association shall be Orange District, California Federation of Women's Clubs. Federal I.D. # 95-6117376, California Corporate #C0408084, Group Exempt # 8288, Charitable Trust # 028296.

**ARTICLE II
OBJECT**

The object of the Federation shall be to unite the various clubs of Orange District in harmony, to promote educational, moral, social welfare and civic measures; to compare methods of study and work, and to cooperate with the State and General Federation.

ARTICLE III

A. ACTIVE MEMBERSHIP

Section 1. Orange District shall consist of all the clubs in Orange County and vicinity which are federated with the State and the General Federation.

Section 2. Any club of ten (10) members or more desiring to join this Federation, shall make application in writing, accompanied by a copy of its bylaws, with the name and address of its President and Recording Secretary to the District Membership Chairman, who will present the application to the District Council. The club may be admitted by a majority vote of the membership present at the district meeting.

Section 3. Any club applying for membership shall show by its bylaws that it does not conflict with the bylaws of the General Federation, California Federation or Orange District and it is non-sectarian and non-political in its requirements for membership.

Section 4. Any club desiring to withdraw from the District Federation must conform to CFWC bylaws, Article III, Section 3.6.B.

B. AFFILIATE MEMBERSHIP

Only member clubs who were chartered as Past President, Parliamentary Law, Alumna, or Emeritus club may request affiliate status. (CFWC Bylaw III, D) Article III Section 3.6.B

Section 1. An affiliate club shall have one representative vote at the CFWC and Orange District Conventions.

Section 2. Membership does not qualify for any position on the CFWC Board or the Orange District Council.

ARTICLE IV DUES

Section 1. The fiscal year of the Orange District shall be from June 1 to May 31.

Section 2. The annual dues of the District Federation shall be one dollar (\$1.00) per capita of which not more than fifteen cents (\$0.15) per capita shall be available for the District President's federation expenses.

Section 3. The annual dues shall be payable on or before May 1 and shall become delinquent June 1. Delinquent dues must be paid to the District by July 15th. Clubs will be automatically dropped from CFWC membership if dues are not paid to CFWC by July 31st. These dues shall be based upon the membership as stated on the Club Information Form (Data Blank).

Section 4. Dues for late-paying and new members joining a club after the Club Information Form (Data Blank) has been submitted shall be forwarded to District Financial Secretary by the 15th of each month. No dues will be accepted by Orange District **after December 1st.**

Section 5. Affiliate Clubs will pay an annual fee of fifteen dollars (\$15.00) for twenty-five (25) or fewer members to District and thirty dollars (\$30) to CFWC; pay an additional seven dollars (\$7.00) to District and fifteen dollars (\$15) to CFWC for twenty-six (26) or more members.

ARTICLE V OFFICERS AND DISTRICT COUNCIL

Section 1. The officers shall be President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, Communications Secretary, Director of Finance, Treasurer, Financial Secretary and Parliamentarian and will serve as the Executive Committee. All officers must be members of a Federated club. All officers of Orange District shall be covered under Directors and Officers (D&O) insurance.

Section 2. The Corresponding Secretary, Communications Secretary and Parliamentarian shall be appointed by the President-Elect.

Section 3. These officers, with Club Presidents and Deans, the Chairmen and Standing Committee members; State and General Federation officers, Chairmen and Standing Committee members residing in Orange District and Past Presidents of Orange District Federation belonging to a CFWC Federated Club shall constitute the voting members of the District Council. A member holding more than one position at any level shall have only one vote. The council meetings are open to all club members.

Section 4. The District Council shall approve all District projects and District sponsored projects.

ARTICLE VI DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the District Federation, the District Council and Executive Committee, and shall have general supervision of the work of the clubs of the District. The President shall appoint the Corresponding Secretary, Communications Secretary and Parliamentarian. In addition, shall appoint a Financial Review Committee of one or more, all Chairmen of Departments, and Chairmen of Standing Committees. With the Dean of Chairmen, shall have general supervision of the work of the Chairmen of the District. The President shall be ex-officio member of all committees, except the Nominating Committee, shall represent Orange District at the California Federation of Women's Clubs State Board meetings and conventions, and shall be Chairman of the Orange District Delegation at State conventions.

Section 2. The First Vice President, in the absence of the President, shall perform the duties of the President, and shall assist the President in devising and executing plans of work. The First Vice President shall serve as Dean of Chairmen, oversee all Reporting Chairmen and give guidance, supervise the reports of the Chairmen, and shall arrange the annual workshop. The First Vice President shall be responsible for the collection and judging of club reports. The First Vice President shall be a member of the convention committee. In case of death, resignation or permanent disability of the President, the First Vice President shall succeed to the office of the President for the unexpired term.

On the first of January of the election year the First Vice President shall become the President-Elect; shall continue to carry out the functions of First Vice President and is authorized to plan and prepare the program of work for the next administration as President.

Section 3. The Second Vice President shall serve as the Membership Chairman and shall assist the President in developing a district membership program. The Second Vice President shall assume such other duties as are assigned by the President, shall be chairman of the Membership Committee and develop a comprehensive membership program.

Section 4. The Third Vice President shall serve as the Ways and Means Chairman; serve as a member of the Budget committee and shall also serve in the Convention committee helping raise funds for Convention.

Section 5. The Recording Secretary shall keep a list of all clubs belonging to the Orange District Federation, shall attend and keep a record of all meetings of the District Council and Executive Committee and give a report to the Orange District Council of the Executive Committee meetings.

Section 6. The Corresponding Secretary will coordinate and issue the correspondence of the District, consisting of the Call to Council Meeting, Call to Convention and any other correspondence authorized by the President and Executive Committee. The Corresponding Secretary shall be a member of the convention committee.

Section 7. The Communications Secretary shall coordinate be responsible for all Communications and Public Relations of the District, including the Web Site, and social media, and shall serve as the District Communications and Public Relations Chairman, and be a member of the convention committee.

Section 8. The Director of Finance, with the Treasurer, Financial Secretary, First Vice President, President and Third Vice President shall compile the annual budget. The budget shall be approved by the Executive Committee and recommended to the Council for the final action at the first District Council meeting in the club year. Additionally, the Director of Finance will:

- Review and sign all warrants after comparing with the budget.
- Submit warrants for approval to the Executive Committee
- Forward all warrants to the treasurer for payments
- Be responsible for preparation of filing of federal and state tax requirements
- Submit bi-annually report to California Attorney General
- Shall give an interim report of the budget at the January Council Meeting
- Shall present the end of the year financial report at the September Council Meeting

Section 9. The Treasurer shall have charge of the funds of the District Federation and pay all warrants approved by the Executive Committee for which warrants have been drawn and signed by the Director of Finance. The Treasurer shall pay warrants with checks signed by two (2) of the following three (3) officers: President, Recording Secretary, and Treasurer. All financial transactions require two (2) signatures.

Additionally, the Treasurer will:

- Present an itemized report of the receipts and expenditures at Executive Committee meetings, Council meetings, and the Annual meeting.
- Serve as the Treasurer of the District Convention and shall pay all warrants for Convention bills approved by the Convention Chairman.
- Close the books and deliver them to the Financial Review Committee immediately following the close of the fiscal year, May 31st.
- Deliver to the incoming treasurer within two weeks after expiration of term of office, all books and papers of the Federation that are in their custody.
- Forward State and General Federation funds to the State Financial Secretary by the 15th of each month.
- Report the club contributions to the State Chairmen of each fund.
- The Treasurer shall be a member of budget committee.

Section 10. The Financial Secretary shall receive all monies including monies from dues, district and state approved projects, and shall promptly forward all monies received for deposit to the bank approved by the Executive Committee within seven (7) days. The Financial Secretary shall send to the Treasurer, Director of Finance and President a detailed report of the source of these deposits and accounts to which they shall be credited. Additionally, the Financial Secretary will:

- Certify to the club membership as to the number of delegates to which each club is entitled and district delegates as defined in Article V. Section 3 at Orange District Convention and forward to the Credential Chairman.
- Report all new members to the President and Second Vice President.
- Close the books and have them ready for the financial review committee immediately following the close of the fiscal year, May 31st, and shall deliver to the successor within two (2) weeks after expiration of the term of office.

Section 11. The Parliamentarian shall attend all meetings of the District Federation and shall give any necessary information on parliamentary procedure. The Parliamentarian shall vote by ballot only and shall serve as Chairman of the Bylaws Committee and call the first meeting of the Nominating Committee. Refer to Article VII, Section 7.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1. The voting membership at Convention shall consist of the District Council and the delegates from the member clubs. No delegate shall represent more than one club.

Section 2. The election shall be by ballot. A majority vote shall elect. The delegates, by unanimous consent, may dispense with the ballot when there is but one candidate for each office and the election may be by standing or hand vote of the delegates.

Section 3. In the case of a national emergency, state emergency, or any type of event (man-made or natural) that could potentially put members in danger, the President, with the consent of the majority of the Executive Committee, may order that elections be held electronically (with a ballot mailed via US Mail to members without email at least two weeks before the voting deadline).

Section 4. All officers shall be elected in the even-numbered year at the convention with the exception of the Corresponding Secretary, Communications Secretary and the Parliamentarian, who are appointed by the President-Elect.

The term of office shall be two (2) years or until a successor is elected. No member shall be elected or appointed to the same office for two (2) consecutive terms. Any officer serving an unexpired term, more than half of the term shall not be eligible to continue in the same office.

Section 5. Newly elected and appointed officers shall be installed at the convention. They shall assume office June 1.

Section 6. The Nominating Committee may not present more than two (2) candidates for each office.

Section 7. After January 1st of the election year, the First Vice President assumes the duties of President-Elect, and at the end of the term of office as President-Elect, without further endorsement becomes the President of Orange District CFWC, unless a President filling an expired term is eligible to a two (2) year term in that office.

(a) A President serving an unexpired term, less than half of the term, may serve for an additional two (2) years in the same office. A President serving an unexpired term, more than half of the term shall not be eligible to continue in the same office.

(b) Candidates for the office of First Vice President/President Elect must have served one (1) administration on the Executive Committee and one (1) administration or a major portion thereof as a District Chairman, in addition to one (1) term as a President of a Federated Club, with the exception of an affiliate club. The President/Elect and candidates for the office of First Vice President cannot be members of the same club.

(c) Candidate for the office of 2nd Vice President must have served one (1) administration or a major portion thereof as a District Chairman, in addition to one (1) term as a President of a Federated Club, with the exception of an affiliate club.

(d) Candidate for the office of 3rd Vice President must have served one (1) term as a President of a Federated Club, with the exception of an affiliate club.

(e) The slate of candidates with their qualifications for office shall be forwarded to each member of the District Council as named in Article V, Section 3, by the March Council Meeting. The Call to Convention shall be distributed to each member of the District Council as named in Article V, Section 3 at the January District Council meeting or mailed immediately thereafter.

Section 7. Each candidate must have the endorsement of their own club. These endorsements must be by vote of the general membership of the clubs. These endorsements including qualifications shall be signed by the President or Recording Secretary and shall be mailed or emailed to each member of the Nominating Committee no earlier than November 1 and not later than February 1st.

The names of the endorsed candidates not chosen by the Nominating Committee must be filed with the Recording Secretary and may be nominated from the floor. The Nominating Committee shall attempt to complete the slate. The Nominating Committee shall consider district-wide representation whenever possible. At District Convention a qualification sheet may be distributed outside the meeting room and up to one hour before the polls open. After that time no qualification sheets may appear at the convention site.

Section 8.

(a) In the event of vacancies in the office of both the President and the First Vice President prior to a non-election convention, a special election shall be held at the next Annual Convention. Following Robert's Rules, the succeeding member of the Executive Committee will assume the responsibilities until the special election is held. Candidates' qualifications shall be the same as First Vice President/President Elect. Ref. Article VII Section 6. (b) A special election shall be held at the next annual convention.

(b) In the case of death, resignation or permanent disability of the President, the First Vice President shall succeed to the office of President for the unexpired term. The term of office shall be governed by Article VII, Section 6. (a).

(c) In the event of a vacancy in the office of the First Vice President, a special election shall be held at the next annual convention.

(d) All other elected vacancies shall be filled by the Executive Committee and ratified by Orange District Council.

Section 9. A Nominating Committee of four (4) and four (4) alternates shall be elected at the convention preceding the election year; a fifth member and alternate, shall be elected by the Executive Committee. The first meeting of the Nominating Committee shall be called by the Parliamentarian not later than February 1st of the election year. The Parliamentarian will instruct them in their duties according to the Bylaws and then shall retire. The nominating committee will act as the election committee in the event of a ballot vote.

They will elect their own chairman and report at the convention of the election year. No member shall be eligible to serve on the Nominating Committee for two (2) consecutive terms. Alternates who have not served are eligible to be elected to the same committee.

Section 10. At District Council or Annual meetings, the District may endorse and recommend to its delegates the candidates to be presented to the State Membership Area Meeting for consideration as members of the following committees: Bylaws, Resolutions in the election years; and Nominating and Election in non-election years. Endorsements of candidates for State Office must be made before the State Nominating Committee meeting.

ARTICLE VIII MEETINGS

Section 1. Electronic Meetings

- (a) In an emergency, deemed by the President with the concurrence of the Executive Committee, current electronic media may be used for voting and/or holding a meeting.
- (b) Existing quorum requirements must be met to conduct business.

Section 2. Annual Meeting

- (a) The Annual Meeting shall be the Convention held in April, unless otherwise ordered by the Executive Committee.
- (b) The voting representation at the Annual Meeting shall be as listed in Article V, Section 3.

Each club with a membership of 25 or less shall be entitled to representation by its President or elected alternate, its Dean or elected alternate, and one delegate.

A club over 25 members shall be entitled to representation by its President or elected alternate, its Dean or elected alternate, and one delegate for every 25 members or major fraction thereof. The number of delegates for each club to be based on the number of paid members as of December 1.

- (c) The call to convention shall be distributed according to Article V, Section 3.
- (d) Quorum for the Annual Meeting shall be representatives from fifty-one (51%) of the clubs

Section 3. Council Meeting

- (a) A Call to a District Council meeting shall be sent at least fourteen (14) days prior to the meeting.
- (b) The District Council shall hold no fewer than four (4) meetings per administrative year, preferably the second Friday in September, November, January, and March. The Annual Workshop to be set by the Executive Committee.
- (c) A representative from each fifty-one percent (51%) of the clubs shall constitute a quorum for the transaction of business at the regular or special meetings of the Federation.
- (d) The President-Elect may call a meeting of the newly elected Executive Committee-Elect prior to June 1 to ratify appointments and transact any necessary business.

ARTICLE IX EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the Officers and shall meet at the call of the President or at the request of three (3) members, seven (7) members being the quorum.

If a member is absent three (3) times in succession, without an acceptable excuse, said member shall automatically be replaced by the Executive Committee.

Section 2. DUTIES - The Executive Committee

- (a) Shall have the power to transact routine business between meetings of the District Council and act in emergencies not otherwise provided for in the Bylaws or Standing Rules. A report shall be given at the next meeting of the District Council, including action to be taken by the Council.
- (b) Shall approve the bank for deposit of Federation funds.
- (c) Shall approve the minutes of the Orange District Council meetings and the Annual conventions.
- (d) Shall ratify chairmen appointed by the President.

Section 3. The minutes of the Joint-Executive committee meeting in May, shall be approved by the committee of three (3) appointed by the outgoing President. The outgoing President is responsible to see that these minutes are placed in the permanent record book.

ARTICLE X
STANDING COMMITTEES

Section 1. The Standing Committees of Orange District shall be Bylaws and Resolutions, Membership, Credentials, Meeting Planner, Convention, Communications, Nominating and any other deemed necessary by the Executive Committee.

(a) Bylaws and Resolutions The Parliamentarian serves as Chairman and shall appoint four (4) members to the Bylaws and Resolutions Committee.

(b) Membership see Article VI, Section 3.

(c) Credential shall be appointed by the President. Following District bylaws and verification of number of delegates by Financial Secretary, the credential committee shall be responsible for registering of delegates.

(d) Meeting Planner see Article VI, Section 10.

(e) Convention - There shall be an annual convention at the time and place to be determined by Executive Committee, preferably in April.

The Convention Chairman shall meet twice annually with the Executive Committee. The Convention Chairman may appoint a Vice Chairman and a Secretary for this committee.

The convention committee shall consist of the President, Convention Chairman, Convention Secretary and the following Orange District Officers and chairman: First Vice President, Third Vice President, Treasurer, Financial Secretary, Communications Secretary, Corresponding Secretary, Credentials, Amenities, Inspiration Chairman, Hostess and other such members as deemed necessary.

(f) Communications shall promote and coordinate awareness of Orange District activities

(g) Nominating See Article VII, Section 9.

**ARTICLE XI
RESOLUTIONS**

All Resolutions (other than Emergency Resolutions) shall be submitted to each member of the Resolutions Committee (typewritten copies) at least two (2) weeks prior to the meeting at which they are to be considered. Resolutions must have the endorsement of one or more Federated clubs or the endorsement of the Executive Committee. Emergency Resolutions shall pertain to subject matter which has arisen since the deadline for Resolutions or the deadline for the Call to the Convention, upon which action must be taken before another regular meeting.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

When not in conflict with these Bylaws or those of the General and State Federation of the Women’s Clubs, “Roberts Rules of Order, Newly Revised”, current edition shall be the parliamentary authority.

**ARTICLE XIII
AMENDMENTS**

These Bylaws may be amended at any regular Convention session by a two-thirds vote of the voting members present and voting, provided such amendments are published in the March District Call and prior to the convention or at any regular District Council meeting by unanimous vote with notice of the same in the Call. Proposed changes to the Bylaws must be submitted in writing to the chairman of the Bylaws committee no later than the January Council meeting.

**ARTICLE XIV
DISSOLUTION**

Being a non-profit organization and in order to comply with the Internal Revenue Code Law: Section 501 (c) (3), in the event this organization is dissolved, all net profits will be turned over to 501 (c) (3) charitable organizations as agreed upon by the majority vote of the membership at the time of dissolution. Such assets shall be those remaining after all debts and obligations are paid. Further dissolution procedures shall conform to CFWC.

Amended April 9, 2021

STANDING RULES OF ORANGE DISTRICT

1. The District shall pay for all guest's luncheons approved by the Executive Committee.
2. The President of Orange District shall be the guest at all district functions.
3. The expenses of the District President for CFWC and Orange District convention will be paid as budgeted.
4. GFWC Convention expenses will be paid for President-Elect in election year, as budgeted.
5. Installation expenses shall be budgeted in second year of each administration.
6. In an election year, \$200 shall be included in the budget to assist with expenses for an optional reception honoring the incoming district president and executive board. Additional expenses shall be the responsibility of the incoming president.
7. The Financial Review Committee of one or more, appointed by the President and ratified by the Executive Committee shall examine the books, vouchers and reports of the Treasurer and Financial Secretary, and shall report on the same at the September Council Meeting.
8. No member may serve in the same Chairmanship for more than two (2) terms.
9. No District Chairman may hold a club chairmanship in that same category that requires reports for possible awards.
10. District Chairmen will be allowed twenty-five dollars (\$25) for necessary expenses related to their department. Itemized statement of expenditures must be presented before April 20th of the current year.
11. Orange District Chairmen shall present all District Workshop material, contest rules and names of speakers for workshops to Orange District President and the Dean of Chairmen for approval before being presented to the clubs.
12. Reservations for District events shall be paid unless cancelled by the deadline. Emergencies will be considered.
13. Amenities Chairman shall coordinate all gifts to be presented to District or State guests at District or State conventions and Council meetings, under the direction of the President.
14. In the event of the death of an Orange District Past President or District Officer, a donation not to exceed \$50 shall be made to an Orange District project in their name.
15. Orange District shall allow a stipend not to exceed \$15 per chairman, per meeting to help State Chairmen from Orange District for State Board Meetings.
16. Registration for Orange District Annual Workshop shall not exceed five dollars (\$5) per person.
17. A total not to exceed \$3,000 shall be carried over annually for Orange District convention expenses.

18. Convention meals of the Convention Chairman and President Elect will be paid from the District Convention funds. The installation dinner of the President Elect's guest will be paid from the District Convention funds.
19. The registration fee for District Convention shall not exceed five dollars (\$5) per person.
20. The Convention Committee must submit a proposed budget to the Executive Committee by January Council Meeting for approval.
21. All expenditures for the Orange District Convention must be approved by the Convention Chairman before the expenditure may be made.
22. No Officer, Chairman, or member of Orange District shall incur any indebtedness or any contracts for material or services or use the credit of Orange District without the approval of the Executive Committee.
23. The Orange District President shall be responsible for the storage, maintenance, updates, and usage of any Orange District audio visual Equipment.
24. Each club shall submit (3) copies of the club's yearbook to the District Parliamentarian. Any changes to bylaws will be submitted in writing to the District Parliamentarian.
25. Orange District shall present the President's Federation Pin for perpetual use by the Club Presidents, to each new club admitted to the Federation. In the event of resignation of a club from Orange District, the Charter and the President's Pin shall be returned to the Orange District President.
26. The California Federation of Women's Clubs and Orange District Federation yearbooks shall be released for the use of club membership only. They are not to be loaned, given or sold to any other individual organization, institution or business concern, unless approved by the Orange District Executive Committee.
27. Federated Clubs or their members may not solicit other Federated Clubs by mail or email for any cause in the name of the Federation, unless approved by the Orange District Executive Committee.
28. The expenses of the Arts Festival shall be paid from the registration fees of the Arts Festival and the Orange District budget amount.
29. There shall be a fifty-dollar (\$50) gratuity fee per event for the use of a clubhouse to clubs who volunteer their clubhouse for district events. Gratuity fee may be increased at the discretion of the Executive Committee.
30. The Executive Committee shall establish the date District Reports are due.
31. District financial accounting format procedure may not be changed without a vote of the Executive Committee.
32. These Standing Rules may be amended with previous notice in the Call and a majority vote at any District Council meeting; or they may be amended with a two-thirds vote without previous notice at any District Council meeting.

Amended: April 9, 2022