

BYLAWS
OF
SUNRIVER WOMEN’S CLUB
Revised and Approved April 17, 2018

ARTICLE I
NAME AND OFFICE

Section 1: The name of this club shall be Sunriver Women’s Club.

Section 2 – Incorporation:

(a) Sunriver Women’s Club (hereafter “SRWC”) is incorporated under Oregon law as a non-profit corporation.

(b) The principal office of the corporation shall be located in Sunriver, Deschutes County, Oregon.

ARTICLE II
PURPOSE

The SRWC is organized exclusively for charitable, educational and scientific purposes including for such purposes as the making of charitable distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code, primarily serving south Deschutes County.

ARTICLE III
PRINCIPLES

Section 1: SRWC does not discriminate on the basis of race, color, creed, gender, gender expression, age, national origin, disability, marital status, sexual orientation or military status, in any of its activities or operations.

Section 2: The SRWC shall be non-sectarian and non-partisan.

ARTICLE IV
MEMBERSHIP

Section 1: The membership year shall be October 1 to September 30. The membership of the SRWC shall consist of active, associate and life members, categories that have been established by the Board of Directors.

(a) **Active:** Active members shall be those who pay established dues at a reduced rate and shall actively volunteer for the benefit of the SRWC.

(b) **Associate:** Associate members shall be those who prefer to be inactive members, who are not expected to volunteer for SRWC activities and who pay full dues.

(c) **Life Members**: Past Presidents of the SRWC shall automatically become life members after completing a full term of office and automatically listed in the SRWC's Directory. Paying dues will be optional.

Section 2 – Dues:

(a) **Annual**: The Board of Directors may determine from time to time the amount of annual dues payable to the SRWC by members.

(b) **Payment**: Dues shall be payable on October 1 of each fiscal year. New members admitted after June 1 shall have their membership extended through the following year.

Section 3 - Voting Rights: Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE V

DIRECTORS

Section 1: The directors of the SRWC shall be a President and a Vice President or Co-Presidents, Treasurer, Recording Secretary, Corresponding Secretary, Nominating Director(s), Program Director, Membership Director, Communications Director, Philanthropy Director and the appointed Art Fair Operations Director. These directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted herein.

(a) **Election and Term of Office**: The elected directors shall be elected by the membership at the annual meeting in April and shall serve for a term of one year or until their successors are elected. The term of office for the elected directors shall begin at the close of the May meeting at which they are installed. The exception would be the Treasurer whose term of office will follow the fiscal year. The Treasurer shall be elected at the annual meeting in April and installed at the board meeting in September.

(b) **Appointed Directors and Term of Office**: The Art Fair Operations Director shall be appointed by the Board of Directors. The term of office for the Art Fair Operations Director shall be September 1 through August 31.

(c) **Vacancies**: The President or Co-Presidents, with the approval of the Board of Directors, shall have the power to fill vacancies of the elected Board of Directors. Such appointees shall serve out the vacated term.

(d) **Job Description**: The elected directors shall carry out their responsibilities as described in the SRWC job descriptions.

(e) No member shall hold more than one office at a time.

Section 2 - President(s): The President or Co-Presidents shall be the principal corporate directors(s) and shall, subject to the approval of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation. She/They shall preside at all meetings of the members and of

the Board of Directors. She/They may sign, with the Secretary or any other proper officer of the corporation designated by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed. She/They may be an ex-officio member of all standing committees, with the exception of the Nominating Committee, and shall have the general powers and duties of management usually vested in the office of President of a non-profit corporation and shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 3 - Vice President: (if applicable): In the absence of the President, the Vice President shall perform all the duties, exercise the powers and be subject to the same restrictions as the President.

Section 4 - Treasurer: The Treasurer, with the help of an Assistant Treasurer, shall be the custodian of and be responsible for the funds of the SRWC and shall deposit them in the name of the SRWC in such banks and trust companies as shall be designated by the Board of Directors. Said funds shall be withdrawn upon checks signed by the Treasurer or the President, Vice President or Co-Presidents. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President and the Board of Directors.

Section 5 - Secretaries:

(a) **Recording Secretary:** The Recording Secretary shall keep the minutes of all meetings of the members and of the Board of Directors, and see that all notices are duly given in accordance with the provisions of these bylaws. .

(b) **Corresponding Secretary:** The Corresponding Secretary shall conduct the general correspondence of the SRWC.

Section 6 - Nominating Director(s): The immediate Past President or past Co-Presidents, with one vote between them, shall manage the annual slate of new Directors to be voted on by the Board in March and by the full membership at the annual meeting in April. If there is no immediate past President or past Co-Presidents, the Board may appoint a Nominating Director.

Section 7 - Program Director: The Program Director, with the help of an Assistant Program Director, shall be responsible for all SRWC meeting arrangements.

Section 8 - Membership Director: The Membership Director, with the help of an Assistant Membership Director, shall be responsible for keeping membership records.

Section 9 - Communications Director: The Communications Director, with the help of an Assistant Communications Director, shall be responsible for all SRWC communications. Announcements sent electronically are restricted to SRWC business.

Section 10 - Philanthropy Director: The Philanthropy Director shall be Chair of the Philanthropy Committee, and with the help of an Assistant Philanthropy Director, shall oversee the grant awarding process for the SRWC.

Section 11 - Art Fair Operations Director: The Art Fair Operations Director, with the help of an Assistant Art Fair Director, shall oversee the general operations of the SRWC's Annual Art Fair.

Section 12 - Alternate Officers: The Board of Directors may appoint other members of the SRWC to serve as an alternate or assistant to any director. When so selected, such person shall be an ex officio member of the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1 - General Powers: The management of the SRWC is vested in its Board of Directors. The Board of Directors shall conduct the affairs of the corporation in accordance with these bylaws, the Articles of Incorporation and applicable law.

Section 2 - Board of Directors: The members of the Board of Directors shall be the directors of the SRWC: the President and Vice President or Co-Presidents, Treasurer, Recording Secretary, Corresponding Secretary, Nominating Director(s), Program Director, Membership Director, Communications Director, Philanthropy Director and Art Fair Operations Director.

Section 3 -Ex Officio Members:

(a) Any person designated by the Board of Directors to be an ex officio board member shall be entitled to attend all board meetings but shall have no vote on board matters. (i.e. Assistants to various Board Chairs shall be ex officio.)

(b) If a director is unable to attend a board meeting, their voting power may be delegated to an ex officio assistant. This shall be done with a signed, written authorization prior to the meeting or via email directed to the President(s) and Recording Secretary.

Section 4 - Regular Meetings: The Board of Directors shall decide the date, time and place of regular meetings of the Board of Directors.

Section 5 - Special Meetings: Special meetings of the Board of Directors may be called, on two (2) days written notice or by email, by or at the request of the President or Co-Presidents or any two directors. The persons calling the special meeting shall fix the place, time and date for said meeting.

Section 6 - Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Board of Directors is present at such a meeting, a majority of the Board of Directors present may adjourn the meeting. The Board of Directors may transact business and hold a meeting via telephone or facsimile or email.

Section 7 - Manner of Acting: The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by these bylaws.

Section 8 - Action by Directors without a Meeting: Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing approving the action so taken shall be signed by all of the directors. Consent in writing may be waived if polled by email.

ARTICLE VII COMMITTEES

Section 1: There shall be committees as provided in these bylaws, and such others, standing or special, as may be appointed by the President or Co-Presidents or any Director as deemed necessary to carry on the work of the SRWC. Members of each committee shall be members of the SRWC.

Section 2 - Chairman: One member of each committee shall be designated Chair by the person or persons authorized to appoint the members thereof.

Section 3 - Term of Office: Members of standing committees shall be appointed for a term of one year or until their successors are appointed. Members of special committees shall be appointed for a year unless the work of the committee shall be sooner terminated and the committee discharged by the President or Co- Presidents. Unless otherwise provided in these bylaws, the Chair of each committee shall fill vacancies arising therein.

Section 4 - Standing Committees: Standing Committees shall include but are not limited to Philanthropy, Nominations and Art Fair.

(a) **Philanthropy:** The Philanthropy Director shall be Philanthropy Committee Chair, and with the help of an Assistant Philanthropy Director, shall appoint the members of the Philanthropy Committee who in turn shall be approved by the Board of Directors. The committee members shall hold their position for a term of three years on a rotating basis. This committee shall recommend to the Board which nonprofits shall receive the SRWC's charitable funds. The Board shall approve or adjust the recommendations.

(b) **Nominations:** The Nominating Committee shall be chaired by the Nominating Director(s) and include two or more members, at least one shall be a non-board member, appointed by the Chair(s). The committee shall propose candidates for each elective office and report its recommendations to the Board of Directors for approval. The names of the persons so approved shall be included in the Notice of Election.

(c) **Art Fair:** The Art Fair Operations Director shall be Art Fair Chair and shall select the members of the Art Fair Committee. This Committee shall be responsible for the planning and implementation of the Art Fair.

Section 5 - Special Committees:

(a) **Bylaws:** A bylaws committee of three or more members, including a Chair shall be appointed by the President or Co-Presidents to serve on call.

ARTICLE VIII

MEETINGS

Section 1 - Meetings: SRWC meetings, activities and fundraisers shall be held as scheduled by the Board of Directors and listed in the SRWC Directory.

Section 2 - Annual Meetings: The annual meeting of the SRWC members shall be held in April for the transaction of business as may come before the meeting. The day fixed for the annual meeting shall not be a legal holiday in the State of Oregon.

Section 3 - Special Meetings: Special meetings of the members may be called by the President or Co-Presidents, a majority of the Board of Directors, or not less than one-tenth of the members having voting rights and certifying their desire for such meetings to the Recording Secretary in writing or by email.

Section 4 - Place of Meeting: The Board of Directors shall designate the place of the meetings of members.

Section 5 - Notice of Annual or Special Meeting: Written notice stating the place, day and hour of any annual or special meeting of members shall be delivered, either personally, by mail or by email to each member entitled to vote at such meeting, not less than five (5) or more than thirty (30) days before the date of such meeting by or at the direction of the President, or the Recording Secretary, or the Board of Directors or persons calling the meeting. In case of a special meeting, or when required by statute or these bylaws, the purpose of the meeting and the nature of the business to be transacted shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at her address as it appears on the records of the SRWC, with postage thereon prepaid.

Section 6 - Quorum: A majority of members present at any duly noticed meeting shall constitute a quorum for the transaction of business. Votes shall be cast only in person by the members present.

ARTICLE IX

MANAGEMENT AND DISPOSITION OF ASSETS

Section 1: Any disbursements over \$500 shall require two bank-authorized signators.

Section 2: The assets of the SRWC shall not be used in a political campaign for or against any candidate for public office, nor may they be used for the carrying on of propaganda or otherwise attempting to influence legislation, nor may they be used for any religious theological purposes.

Section 3: No part of the assets of the SRWC or of the net earnings of the SRWC shall inure to the benefit of, or be distributed to, the members or officers of the SRWC except for reimbursement of reasonable expenses incurred for the benefit of the SRWC.

Section 4: Upon the dissolution of the SRWC, the Board of Directors shall dispose of all assets of the SRWC in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations, under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the State of Oregon for Deschutes County exclusively for such purposes or to such organization or organizations, as said court shall determine.

ARTICLE X

GENERAL PROVISIONS

Section 1 - Fiscal Year: The fiscal and membership year shall be from October 1 to September 30.

Section 2 - Contracts: The Board of Directors may authorize any member of the Board of Directors, agent or agents of the SRWC, in addition to the members of the Board of Directors so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SRWC, and such authority may be general or limited to specific instances.

Section 3 - Gifts: The Board of Directors may accept on behalf of the SRWC any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

Section 4 - Books and Records: The SRWC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, as provided in these bylaws. All books and records of the SRWC may be inspected by any member, or her agent or attorney, for any purpose at any reasonable time.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Oregon Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rule of Order Newly Revised shall govern the SRWC in all cases to which they are applicable and in which they are not inconsistent with the certificate of incorporation, these bylaws and any special rules of order that the SRWC may adopt.

ARTICLE XIII

AMENDMENTS TO BYLAWS

These bylaws may be amended at the annual meeting, a SRWC meeting or a special meeting of the membership by a majority vote of the members present provided that the proposed amendment has been set forth thirty (30) days prior to the said annual or special meeting.

Changes adopted by the Board of Directors, March 15, 2018.

Ratified changes by a majority vote of the members present at the SRWC meeting,

April 17, 2018

Debbie Dunham

Debbie Dunham
President

Corinne Andrews

Corinne Andrews
Vice President

Lorna Nolte

Lorna Nolte, Treasurer

(Bylaws with original signatures are in the Recording Secretary's files.)