

BYLAWS
OF
SUNRIVER WOMEN’S CLUB
Revised and Approved April 18, 2023

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) and Public Schools 170(C)(1) 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 annual and life members, categories that have been established by the Board of Directors.

- a) Annual members shall be those who pay dues established by the Board of Directors.

- b) Past Presidents of the SRWC shall become life members after completing a full term of office and listed on the SRWC's website. Paying dues will be optional.

Section 2 – Dues:

- a) **Annual:** The Board of Directors will periodically review the annual dues amount payable to the SRWC by members. Any changes in the annual dues amount must be approved by the Board of Directors.
- b) **Payment:** Dues shall be payable on October 1 of each 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
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. The Board of Directors shall develop operating policies to carry out the business of the organization.

Section 2 - Board of Directors:

- a) The number of Directors shall be at least 11 and no more than 15.
- b) The officers of the Board of Directors shall be: the President(s), Treasurer(s), and Secretary.
- i. The President(s) shall be the Chief officer of the corporation and shall act as chair of the Board.
 - ii. The Treasurer(s) shall have the overall responsibility for all corporate funds.
 - iii. The Secretary shall have overall responsibility for all record keeping.
- c) Additional At-Large Directors may be added, removed or changed by a majority vote of the Board of Directors, as long as the total number of Board members is at least 11 and no more than 15. The At-Large Board members will represent a variety of functions of the organization.

Section 3 Assistants to the Board of Directors: The Directors may create teams to assist them in the discharge of their duties. These team members shall be approved by the Board of Directors. Any/all team members may attend Board meetings but shall have no vote. If a Director is unable to attend a Board meeting, their voting proxy may be delegated to one of their team members. This will be done with a

written or electronic authorization to the President(s) and Secretary.

Section 4 - Election and Term of Office: The elected directors shall be elected by the membership at the annual meeting and shall serve for a term of one year. Directors may be elected to additional terms. No member shall hold more than one office at a time. The term of office for the elected directors shall begin the following month after the annual meeting. The exception shall be the Treasurer(s) whose term of office will follow the fiscal year.

Section 5 – Removal

Any Director may be removed, with or without cause, at a Board of Directors meeting called for that purpose, by a vote of the majority of the Board of Directors.

Section 6 - Vacancies: The President(s), 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.

Section 7- Job Description: The elected directors shall carry out their responsibilities as described in the SRWC job descriptions.

Section 8 - Regular Board Meetings: The Board of Directors shall decide the date, time and place of regular meetings of the Board of Directors. The Board of Directors may transact business and hold a meeting in person or by other electronic means.

Section 9 - Special Meetings: Special meetings of the Board of Directors may be called, on two (2) days-notice by or at the request of the President(s) or any two directors. The persons calling the special meeting shall fix the place, time and date for said meeting.

Section 10 - 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.

Section 11 - 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 12 - 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 VI COMMITTEES

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

Section 2 - Chair: One member of each committee shall serve as chair.

Section 3 - Term of Office: Members of standing committees shall be appointed for the term designated in Article VII, Section 4. Members of special committees shall be appointed for a period of time sufficient for completing the assigned task. 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, Fundraising, ~~and~~ Executive Advisory and Finance.

a) Philanthropy: The Philanthropy Committee shall be chaired by a Board Director. The chair shall recommend 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. Final awards shall be distributed only after Board approval.

b) Nominations: The Nominating Committee shall be chaired a Board Director and include two or more members, at least one shall be a non-board member, appointed by the Chair. The Chair shall recommend the members of the Nominating Committee who in turn shall be approved by the Board of Directors. 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) Fundraising: The Fundraising Committee shall be chaired by a Board Director. The Chair shall recommend the members of the Fundraising 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 review and assess fundraising opportunities and make recommendations to the Board of Directors. The Board shall approve or adjust the recommendations.

d) Executive Advisory. The Executive Advisory Committee shall be chaired by the President(s). Members will consist of the President(s) and Vice President(s), the Secretary, and other Directors appointed by the President. The Committee will have the ability to bring in other parties or consulting on a particular issue. The Executive Advisory Committee will meet on an as-needed basis to determine whether an issue should go to the full Board and, if appropriate, make a recommendation.

e) Finance Committee. The Finance Committee shall be chaired by the Treasurer. Members shall consist of the Treasurer, Treasurer team member(s) and additional 2-3 committee members. The chair will recommend the committee members, who in turn shall be approved by the Board of Directors. The committee members shall hold their positions for a term of three years and may be re-appointed for additional terms. The committee shall assist the Treasurer in monthly financial reporting requirements, budgeting, investment recommendations to the Board of Directors and other tasks as assigned.

Section 5 - Special Committees:

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

b) Other: Other committees may be convened as needed and appointed by the Board of Directors.

ARTICLE VII

MEETINGS

Section 1 - Meetings: SRWC meetings, activities and fundraisers shall be held as scheduled by the Board of Directors and listed on the SRWC website and other appropriate outlets.

Section 2 - Annual Meetings: The annual meeting of the SRWC members shall be held yearly 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(s), 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 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, or by mail ~~or by email~~ to each member entitled to vote at such meeting, not less than seven (7) days before the date of such meeting by or at the direction of the President(s), or the Board of Directors or persons calling the meeting. Electronic or email notification shall be made 30 – 60 days before the date of such meeting. In the 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 member meeting shall constitute a quorum for the transaction of business. Votes shall be cast only in person by the members present.

ARTICLE VIII

MANAGEMENT AND DISPOSITION OF ASSETS

Section 1: The financial operating policies of the SRWC shall be developed to ensure Board oversight and member responsibility for appropriate use and safeguards of assets.

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 IX

GENERAL PROVISIONS

Section 1 - Fiscal Year: Effective January 1, 2024, the fiscal year shall be from January 1 to December 31.

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, ~~or 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 X

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 XI
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 Articles of Incorporation, these Bylaws and any special rules of order that the SRWC may adopt.

ARTICLE XII
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 12, 2023.

Ratified changes by a majority vote of the members present at the SRWC meeting, April 18, 2023.

Debbie Baker
Debbie Baker
President

Liz LeCuyer
Liz LeCuyer
Secretary