



## **Preamble to the Bylaws of the Santa Barbara Newcomers Club**

### **BYLAWS AND COMPANION DOCUMENTS**

The Santa Barbara Newcomers Club is a California nonprofit mutual benefit corporation operated by and for its members as a noncommercial social club. The essence of the Club is its variety of activities, each directed by one or more Activity Chairpersons through the committees they oversee. These activities are coordinated by Club officers and follow the Club Bylaws, Policies and Procedures and Activity Guidelines.

The Bylaws presented below establish the high level principles that guide the Club and are intended to remain relatively unchanged over the years. Minor changes, however, can be expected periodically to keep up with changing times and new legal requirements.

The Policies and Procedures follow the Bylaws and detail Club policies and the procedures to be utilized in running the Club. It is the responsibility of the Board of Directors to maintain these policies and update them regularly.

The Activity Guidelines, updated by the VP Activities, provide uniform operating guidelines to Activity Chairpersons. They conform to the Bylaws and the Policies and Procedures and provide useful guidance for running the wide variety of Club activities.

Upon joining the Club, every new member receives a copy of the Bylaws. Activity Committee Chairpersons, elected officers and all other Board members must be thoroughly familiar with the Bylaws, current Policies and Procedures and the Activity Guidelines.

## **BYLAWS**

### **ARTICLE I- NAME AND GOVERNANCE**

Section 1: The name of this Club shall be the “Santa Barbara Newcomers Club,” hereinafter referred to as “the Club.”

Section 2: The Club is governed by a Board of Directors (the “Board”), which shall have the power to direct the administration and operations of the Club. This power shall include, but not be limited to, proposing policies and operational changes, long range planning, determining fiscal and insurance matters, maintaining records and recommending such other actions which the Board determines is in the best interests of the Club.

Section 3: Club officers are elected for six-month terms. Details of the election process are specified in Article IX and in the Club's Policies and Procedures.

## ARTICLE II – PURPOSE

The purpose of the Club shall be to promote friendship and to aid in the social, cultural and philanthropic orientation of persons new to the Santa Barbara area.

## ARTICLE III - MEMBERSHIP AND DUES

Section 1: Membership in the Club shall be open to any adult who is a newcomer to the Santa Barbara area from the eastern boundary of Carpinteria to the western boundary of Goleta, and from the ocean on the south to Camino Cielo on the north. A "newcomer" is one who has been a permanent resident of the area for no more than 18 months prior to becoming a member. A "permanent resident" is one who resides in the Santa Barbara geographic area described herein for more than six (6) months of the year. Former residents who return to the area after five or more years away are eligible to join. Membership in the Club is for a period of two years, unless extended as provided in Section 2 below.

Section 2: Dues for two years shall be payable at the time of joining the Club and are not refundable. To continue membership in the Club for a third year, qualified members who have earned the right to extend for a third year shall pay dues for one year at the rate then in effect. The criteria for qualification to extend membership shall be included in the Policies and Procedures of the Club. Final year membership may be extended by action of the Board for the requisite period (less than six months) in order allow a member to complete their service to the Club in an elected or appointed position during the term in which their membership would otherwise expire, as set forth in the Policies and Procedures. Membership may be terminated if third year dues are not paid within one month of billing.

Section 3: Dues shall be determined by a majority vote of the Board of Directors.

Section 4: A member may be terminated on the good faith determination by the majority vote of a quorum of the Board that the member has failed in a material degree to observe the Club's Bylaws, Policies and Procedures and/or Activity Guidelines or has engaged in conduct materially prejudicial to the Club's purposes and interests. If the Board determines that termination is warranted, the Board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice and may be sent electronically to the member's last known email address as shown on the Club's records. Notice given by mail shall be sent by first-class or registered mail to the member's last known address as shown on the Club's records. The member shall be given the opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board or by a committee of at least three members authorized by the Board to determine whether the termination should occur. The decision of the Board or committee shall be final.

## ARTICLE IV - BOARD OF DIRECTORS

Section 1: The Board of Directors, shall consist of the elected officers, the Chairpersons of all Activities Committees, the immediate Past President, two At-Large Activity Directors, the Database Coordinator, the Web Site Manager, the E-News Editor, House Registry Coordinator, Historian, Welcoming Committee Chairperson and the Chair of the Bylaws Committee. The two At-Large Activity Directors, the Database Coordinator, the Web Site Manager, the E-News Editor, House Registry Coordinator, Historian, Welcoming Committee Chairperson and the Chair of the Bylaws Committee shall be selected by the incoming President.

Section 2: The Board of Directors shall meet monthly. Additional meetings may be called by the President or upon written request by three members of the Board of Directors.

Section 3: Eleven voting members of the Board shall constitute a quorum for the transaction of business, provided, however, that a minimum of four of such voting members shall be elected officers of the Club, and unless otherwise required by another provision of these Bylaws, an affirmative vote of a majority of the members present shall be required for adoption of any item under consideration.

Section 4: Where a voting position is jointly held by two (2) or more persons, that position is entitled to only one (1) vote. To the extent that one person holds two voting positions, that person is entitled to only one vote.

Section 5: Members of the Board of Directors shall be limited to serving three terms, with the exception of the President, who shall serve a succeeding term as Advisor. A member shall not hold the same office on the Board for more than one full six-month term. These rules may be waived by the President on a case by case basis.

Section 6: Between meetings of the Board, the President may call meetings of an Executive Committee to consider any business that could properly come before the Board of Directors. The Executive Committee shall consist of the President, immediate Past President, VP Activities, VP Membership, Treasurer and Secretary. Actions taken by the Executive Committee shall require a majority vote of the members present (but never less than three (3) affirmative votes), and in order to be continued shall be ratified by the Board of Directors at its next meeting.

## ARTICLE V - ELECTED OFFICERS

Section 1: The elected member Officers of the Club shall be: President, VP Activities, VP Membership, VP Hospitality, VP Newsletter, VP Publicity, Treasurer, and Secretary. The term of office shall be six months.

Section 2: These officers shall perform the duties prescribed by these Bylaws and the job descriptions provided to them, and by the parliamentary authority adopted by the Club.

Section 3: The President shall preside at all Board, general membership meetings and at Hospitality Coffees. The President shall appoint two At-Large Activity Directors to serve on the

Board. The President shall be an ex-officio member of all committees and shall approve all contracts. When the Treasurer is not available the President will sign checks for the Club.

Section 4: The VP Activities shall be responsible for maintaining the Club calendar and for supervising and coordinating the work of the Activity Chairpersons. The VP Activities shall preside at meetings in the absence of the President.

Section 5: The VP Membership shall maintain all membership records, maintain a monthly roster and submit all dues collected to the Treasurer.

Section 6: The VP Hospitality shall arrange all details of all Hospitality events and shall be the primary contact with prospective members.

Section 7: The VP Newsletter shall be responsible for the collection of information, preparation, editing and production of the monthly Newsletter.

Section 8: The VP Publicity shall be responsible for notifying the news media of Hospitality Coffees and helping to promote the Club in the community.

Section 9: The Treasurer shall handle all Club financial transactions, keep accurate books, give a financial report at the Board meetings and provide for audits as requested by the Board. A copy of the Treasurer's report shall be sent to the President monthly.

Section 10: The Secretary shall record and submit for approval the minutes of all Board meetings, and submit copies to the President; shall handle written communications; and shall assist the President with all necessary paperwork throughout the term.

Section 11: The Past President/Advisor shall serve as a member of the Nominating Committee for the six-month term following his/her presidential term.

## ARTICLE VI - ADMINISTRATIVE POSITIONS

Section 1: Administrative positions shall be appointed as deemed necessary each term by the President with the approval of the Board of Directors. The President, with the approval of the Board of Directors, may remove the holder of an administrative position from office if the President determines it is in the best interests of the Club.

Section 2: Members are not eligible for appointive office for the term during which their membership expires, except with the approval of the Board of Directors.

Section 3: The Bylaws Committee shall review the Bylaws, consider revisions and present recommendations for any changes to the Board of Directors. The Chair of the Bylaws Committee shall report to the President the status of the risk management programs adopted by the Club.

Section 4: The Welcoming Committee shall assist in the hospitality function and facilitate participation in Club activities by new members.

Section 5: The Historian shall maintain the club history and official records.

Section 6: The Web Site Manager shall maintain the Club's Web site.

Section 7: The Database Coordinator shall maintain and revise the Club's database, including the mailing list.

## ARTICLE VII - ACTIVITY COMMITTEES

Section 1: The number and types of activity committees shall depend on the interests and desires of the Club members.

Section 2: Chairpersons of ongoing activity committees shall be selected by the new committee members by their January and July meetings. Upon the President's approval, the new chairpersons shall serve a six-month term. Chairpersons shall not chair the same activity for more than one term without approval of the President. Members are not eligible for appointive office for the term during which their membership expires, except with the approval of the Board of Directors. The President may remove a chairperson of an activity committee from office if the President determines it is in the best interests of the Club.”

Section 3: Any vacancy in a Chairperson position shall be filled by a nominee proposed by the activity committee members or the VP Activities and approved by the President.

## ARTICLE VIII - MEETINGS

Section 1: A general membership meeting shall be held at least semiannually.

Section 2: The Board meetings in December and June shall be general membership meetings and designated as the election meetings during which new officers shall be elected. Twenty members of the Club shall constitute a quorum for the election.

Section 3: The Board meetings in January and July shall be In/Out Board meetings held for all incoming and outgoing officers and chairpersons to transfer information and procedure books. New Club officers shall begin their terms immediately following the In/Out meetings.

## ARTICLE IX - NOMINATIONS AND ELECTION OF OFFICERS

Section 1: The Nominating Committee shall consist of six persons. Members of the Nominating Committee may not be nominated for an elected office by the Nominating Committee. The six members shall consist of the President, the Past President and four other Directors selected by the Board. The members of the Nominating Committee shall meet and elect a Chairperson from within the Nominating Committee. The President and the Past President are non-voting members of the Nominating Committee. The Nominating Committee shall be selected no later than the May and November board meetings.

Section 2: The Nominating Committee should begin meeting in May and November and shall choose one candidate for each executive office. Club members are not eligible for elective office for the term during which their membership expires, except with the approval of the Board of Directors. The President-elect must previously have served on any Board, Committee and/or Administrative position for at least two terms.

Section 3: The Nominating Committee shall submit the proposed slate of officers to the membership in the club eNews as soon as it is available and in the June and December Newsletters at least 5 days prior to the vote on the slate.

Section 4: At the general membership meetings in June and December, the Nominating Committee slate shall be presented with the opportunity for additional nominations from the floor. When nominations are complete the officers shall be elected by a majority vote. Twenty members of the Club shall constitute a quorum for the election.

Section 5: Any vacancy among the elected officers of the Club shall be filled by the President with the advice of the Past President/Advisor. Should a vacancy occur after nomination, but before election, the Nominating Committee shall select a new candidate. If the office of President becomes vacant, the Board of Directors shall select a new President to complete the term.

Section 6: If any elected or appointed officer shall after election or appointment no longer be a permanent resident as defined in Article III, Section 1, the person holding such position shall be deemed to have vacated such position and the Board or the officer(s) authorized may fill such position(s) for the remainder of the term of such officer as provided in these Bylaws.

#### ARTICLE X - AMENDMENT OF BYLAWS

Section 1: Proposed amendments to these Bylaws shall be presented to the Board of Directors for consideration.

Section 2: After ratification, such Bylaw amendments shall be effective immediately or as otherwise provided in the motion proposing such Bylaw.

Section 3: After a Bylaw amendment is duly adopted, it shall either be published in the next monthly Club newsletter for the information of the Club membership.

#### ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Club in all cases to which they are applicable if they are not inconsistent with these Bylaws or any special rules of order the Club may adopt.

### ARTICLE XIII - DEDICATION CLAUSE AND DISSOLUTION PROCEDURES

The purposes for which the Club is formed are pleasure, recreation and other non-profit purposes pursuant to a social club for new individuals relocating to that geographic area of Santa Barbara County specified in Article III, Section 1. No part of the net income or assets of the Club shall ever inure to the benefit of any officer, director or member of the Club. Upon dissolution of the Club, any assets remaining after payment of all debts and liabilities of the Club shall be distributed to a non-profit organization(s) as the then Board of Directors of the Club determine so long as no part there of inures to the benefit of any officer, director or member.

### **SANTA BARBARA NEWCOMERS CLUB, CERTIFICATE OF SECRETARY**

I certify that I am the Secretary of Santa Barbara Newcomers Club, a California nonprofit mutual benefit corporation, and that the above Bylaws constitute the Bylaws of the corporation as duly adopted by an affirmative vote of the majority of the Board of Directors present at its meeting on April 2, 2012.

Executed on April 27, 2012 at Santa Barbara County, California. Carolyn Vogt, Secretary