

**LA CAÑADA JUNIOR WOMEN'S CLUB  
BY-LAWS & STANDING RULES**

**ARTICLE I – NAME AND INCORPORATION**

The name of this organization shall be The La Cañada Junior Women's Club (also referred to as the "Club" and/or "LCJWC"). LCJWC is a non-profit organization. LCJWC's Tax Identification Number is #23-7084463.

**ARTICLE II – OBJECTIVE**

The objective of this Club shall be charitable as defined by Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III - MISSION STATEMENT**

LCJWC is dedicated to providing financial and service-based support to assist women and children in need.

**ARTICLE IV – OFFICERS**

Section 1

The elected officers shall be:

- President
- Vice-President
- Secretary
- Treasurer
- Philanthropy Service Director
- Philanthropy Fundraising Director
- Operations Fundraising Director
- General Membership Director
- Parliamentarian
- Provisional Membership Director
- Community Outreach Director

Appointed officers shall be:

- Historian/Properties Coordinator
- Inspiration Coordinator
- Philanthropy Nomination Director
- Public Relations Coordinator
- Social Media Coordinator
- Social Coordinator

and shall be appointed by the President

The elected officers, President Emeritus, Auditor and appointed officers shall be collectively known as the "Board." There shall be no more than two members for each elected or appointed Board position except for the Philanthropy Service Director which may have no more than two directors for each philanthropy.

To protect the interests of the Club and comply with the IRS and applicable state and federal disclosure requirements, the Club has adopted a Conflict-of-Interest Policy (Addendum 1). By accepting a position on the Board, it is understood that the Board member has agreed to adhere to the Conflict-of-Interest Policy (Addendum 1). Failure to adhere to said policy will result in removal from the Board.

Section 2 – Duties of Officers

- a. **President** shall moderate all meetings of the Club and the Board and adhere to the Club bylaws. She shall be a member ex-officio of all committees. She shall appoint any special committee as deemed necessary with Board approval. She represents the Club to all external organizations. She, along with the Treasurer (or if the Treasurer is

unavailable for any unforeseen reason, the previous past Treasurer) are authorized to sign checks covering disbursement of Club funds. She shall either create Club documents or approve them prior to distribution. The President must review any Club communication from any member prior to distribution to the General Membership. She shall keep the Vice-President apprised of Club activities. The President shall have a \$500 discretionary fund for use as she deems necessary.

- b. **President Emeritus** shall be the immediate Past President. She shall advise and assist in matters pertaining to Club procedure. She shall, in the absence of a President, serve as Interim President for up to 30 days until the Board can elect a replacement. When the President Emeritus is unable to fill the position of Interim President, an active Past President Emeritus may fill the position of Interim President. If this is not possible, the Vice-President shall fill the position of Interim President for up to 30 days until the Board can elect a replacement.
- c. **Vice-President** shall be responsible for communicating to the Board and/or membership about meetings, the Club's operations, Club calendars, tracking Board deadlines, activities, and action items. She shall support the President as requested and arrange hospitality at the Board meetings.
- d. **Philanthropy Service Director** shall oversee Club service projects. She shall foster relationships with our designated philanthropies and shall serve as the primary contact for service projects. In coordination with the Treasurer, she shall present a recommendation for allocating the proceeds of the Philanthropy Fundraiser to the Board for a vote. During her tenure as Philanthropy Service Director, if she is a member of the Board of Directors of a designated philanthropy, she shall abstain from voting on any monetary contributions to that philanthropy.
- e. **Philanthropy Fundraising Director** shall oversee the Philanthropy Fundraising Committee. The Philanthropy Fundraising Director and her committee shall devise a plan for raising funds to support the Club's designated philanthropy/philanthropies. The Committee shall engage all Club members in sub-committees (e.g., decorations, silent auction, entertainment) and keep track of members' fulfillment of fundraising donations. She shall track, compile, and provide member participation data in philanthropy fundraising projects to the General Membership Director as needed. She shall create a budget and submit it for Board approval prior to committing any funds. She shall be consulted and approve any expenditure (within the pre-authorized budget) prior to any said expenditure being made. Any change to or cancellation of a Board-approved event, must be approved by the Board. She shall record all donations received and present it to the Treasurer when the event is complete.
- f. **Operations Fundraising Director** shall promote and organize opportunities to raise funds for the Club's general operating expenses. She shall oversee the Operations Fundraising Committee. She shall report to the Board as to the financial amount collected to date. She shall track, compile, and provide member participation data in operational fundraising projects to the General Membership Director as needed. She shall create a budget and submit for Board approval prior to committing any funds. She shall be consulted and approve any expenditure (within the pre-authorized budget) prior to any said expenditure being made. Any change to or cancellation of a Board-approved event, must be approved by the Board. She shall record all donations received and present it to the Treasurer when the event is complete.
- g. **Secretary** shall keep the minutes of all Board and General Membership meetings. She shall email the Board and General meeting minutes to the President within a week of the meeting. She shall take attendance at Board meetings. She shall present a hard copy of all minutes to the President at the end of her term.
- h. **Treasurer** shall collect, hold, and disburse all funds as directed by the Club or Board. She shall itemize and record all receipts and disbursements. She or the President shall keep the checkbook. She, along with the President and the recent past Treasurer shall have the authority to sign checks, access the Club's bank accounts, and authorize payments from said accounts. She shall be a member of the Fundraising and Budget Committees. The Treasurer is responsible for preparing the budget and oversight of all tax and government filings. She shall prepare and submit a monthly report of the Club's financials to the President one week prior to every Board Meeting. She shall prepare and distribute all documents and letters to donors for tax purposes by Jan.31 each year.
- i. **Auditor** shall be a former active Treasurer. Her duties will be to review the records of the Treasurer semi-annually, by November 30 and May 31. She must complete and submit these reports to the Board within 2 months, by January 31 and July 31.
- j. **General Membership Director** is responsible for retention efforts and for maintaining all membership records, except for the Provisionals. She is responsible for producing the Club directory by the November General meeting.

She shall order name tags for the Provisional members or to replace those that are lost or damaged. Working in conjunction with Club Directors, she shall compile and present the following:

- a) Monthly – cumulative membership reports, including payment of dues, fulfillment of meeting requirements, fundraising obligations and service projects to the Board,
- b) In February – status report of members’ attendance to the Board,
- c) In March – status report of members’ eligibility for nomination to the Board, and
- d) By December 31 - prepare and send to the Treasurer a report detailing all members’ dues and donations.

k. **Provisional Membership Director** shall contact prospective members and arrange functions for the purpose of increasing and promoting membership. She shall conduct Provisional Membership meetings (as per Article V, Section 8). At the February Board meeting, she shall submit applicants’ names to the Board for membership consideration. The Provisional Membership Director shall plan initiation ceremonies for new members at the March meeting. She shall track, compile, and provide participation data related to Provisional membership requirements to the General Membership Director and Board as needed.

l. **Parliamentarian** shall advise the President on points of order and parliamentary procedure during all General Membership and Board meetings. She shall follow Robert’s Rules of Order as her guide for parliamentary procedure. She shall maintain and provide the bylaws to the Club at the first General Membership meeting. She shall chair the Bylaws Review Committee. She shall ensure the Board Members carry out their duties according to the bylaws. In January, she shall oversee the formation of the Nominating Committee.

m. **Community Outreach Director** shall appoint and oversee the Meals on Heels and Preschool Eye Screening committees. She shall identify and assist in organizing one-time outreach opportunities in the greater La Cañada Flintridge community as they arise and are approved by the Board. Additionally, she shall coordinate outreach to members who need care and concern.

n. **Social Media Coordinator** shall, under the direction of the President, create, monitor, promote and maintain social media posts.

o. **Philanthropy Nomination Director** shall solicit nominations from the membership for organizations eligible for sponsorship. An eligible philanthropy must have avenues for membership to do hands-on participation with either women or children or both. She shall present the nominated philanthropies at the March General Membership meeting. The vote for nominated philanthropies will take place at the April General membership meeting.

p. **Public Relations Coordinator** shall be responsible for all press releases and external communications subject to the President’s review and approval. She shall maintain a book of press clippings for her year of service and give it to the Historian/Properties Coordinator. She shall keep a current list of press contacts. She shall be responsible for ensuring that all Juniors’ meetings and events are photographed.

q. **Social Coordinator** shall be responsible for planning and executing Club social events with Board approval. Club social events are defined as fellowship and bonding activities. These events consist of the annual Holiday Party, the Installation Dinner, and at least one other social event. She shall provide a budget for each event to the Board for pre-approval before proceeding. Any change to or cancellation of a Board-approved event, must be approved by the Board.

r. **Inspiration Coordinator** shall provide inspirational messages or thoughts at the General Membership meetings. She shall oversee announcing member birthdays at monthly meetings and the distribution of cupcakes or gifts in recognition of member birthdays. She shall also send correspondence on behalf of the Club to members experiencing significant life events (e.g., birth, death, illness) and keep a log of such correspondence. At her discretion, she may also report said members’ situations to the Board and/or General Membership. She shall have an annual discretionary budget of \$250. Prior to using discretionary funds, Coordinator must receive pre-approval from the President.

s. **Historian/Properties Coordinator** shall maintain and organize the properties and historical documents of the Club. She shall also be responsible for compiling and maintaining the annual scrapbook for the Club. She shall organize and maintain an up-to-date list of the contents of Club property in storage. The Coordinator shall be informed of any removals or additions to the contents of the storage unit. She shall have a key to the lock of the storage unit and accompany any Club members who wish to access its contents. She shall be the coordinator of special event participation (e.g., Fiesta Days Parade, Anniversary Celebrations, etc.).

Section 3

All Board members shall keep an up-to-date procedure book/binder, which includes a brief written summary of the year's activities, a timeline of when specific tasks should be undertaken, expenses (actual and in-kind), and notes from the previous year along with recommendations for the upcoming year. This procedure book/binder must be given to the new officer prior to June 1<sup>st</sup>.

Section 4

Any member that creates and/or maintains any account for LCJWC related activities, must use the Juniors' official email address. All passwords created for Club business, fundraising and social media shall be given to the President and are considered Club property.

Section 5

The term of office shall be for one (1) year. Installation shall be in May with officers assuming the duties of their respective offices on June 1<sup>st</sup>.

Section 6

Any speaker is limited to five minutes. If the subject or a program needs more time, it should be requested in advance.

**ARTICLE V- MEMBERSHIP**

Section 1

Membership is open to women, regardless of age, color, creed or race.

Section 2

No person may attend more than three (3) Club meetings and/or Club functions in one year as a guest, unless it is an event where guests are invited.

Section 3

The Club mailing list, including electronic versions, is for the use of Club business only and may not be used for solicitations of any kind. All communications (email, text, social media or other) regarding Club business must be submitted to the President in writing for approval prior to any distribution to an individual Member or the General Membership. Failure to follow said policy may result in disciplinary action by the Board.

Section 4

All monies received by any committee member shall be turned over to the committee chair within two days of receipt. The committee chair shall create a report documenting sponsorships, donors, what they donated, any monetary or in-kind donations. This report will be submitted to the Treasurer and President for proper handling.

Section 5

Reimbursable expenses incurred for the Club must be submitted to the Treasurer by May 31<sup>st</sup> for reimbursement or they will be considered a donation to the Club.

Section 6

Any expenses incurred that have not been pre-approved can be submitted to the Board for consideration of reimbursement.

Section 7 – Active Members

To be in good standing, a member must meet the following requirements:

- a. Attend five (5) General Club meetings within the Club year. In order to satisfy attendance requirements, a member must be present at a General meeting for at least one hour.
- b. Submit an application and pay all annual dues and fees no later than the January General Meeting. If the bank for any reason returns a member's check or the credit card company denies a credit card charge, the member shall reimburse the Club for all related charges.
- c. Participate in two service projects each year.
- d. Financially support the Philanthropy and Operations Fundraiser(s) by:
  - 1) Purchasing at least two tickets to the Philanthropy Fundraiser
  - 2) Donating a minimum of \$50 in goods or money to the Philanthropy Fundraiser. Donations are due by the general

meeting preceding the event;

3) Participate in the Philanthropy by serving on an organizing committee.

Any member who has not fulfilled the requirements and wishes to remain a member may petition the Board for approval.

Members are required to wear name tags to all general meetings. Members must pay for replacement name tags.

#### Section 8 – Provisional Members

A prospective member must complete the Provisional application and pay an application fee. During the provisional period she will not have voting or philanthropy nominating privileges. Provisional requirements are:

1. Pay a non-refundable application fee of fifty dollars (\$50.00).
2. Support and/or participate in a minimum of two (2) service projects.
3. Visit elected philanthropy.
4. Serve on a philanthropy and/or operations fundraiser committee.
5. Read and agree to be bound by the Bylaws.
6. Attend three (3) General Membership meetings.
7. Attend three (3) Provisional meetings.

Any Provisional who has not fulfilled the requirements and wishes to become a member may petition the Board for approval.

#### Section 9 – Associate Members

Any Active Member in good standing for at least four (4) full years (plus provisional period) may choose to become an Associate Member. An Associate Member is a member who wishes to maintain an interest in the purpose of the Club without fulfilling the Active Member requirements. She shall pay the Associate Member dues of \$50. She will receive the Club newsletter (or E-mail updates) and may participate in Club functions. She does not have any voting or philanthropy nominating privileges and cannot hold a Board position. An Associate may return to Active Member status during the membership renewal process.

#### Section 10 – Leave of Absence

- a. Upon written request to the Membership Chair, a member may request a leave of absence.

#### Section 11 – Resignation

A member wishing to resign from the Club must submit a letter of resignation to the Membership Chair who shall present it to the Board. Upon resignation, the member shall not be entitled to reimbursement of monies paid to the Club.

#### Section 12 – Reinstatement

A member who resigns or takes a leave of absence from the Club in good standing may be reinstated.

#### Section 13 – Member Removal

If an Active or Provisional Member has failed to abide by the Bylaws or policies of the Club, or has done anything that is harmful to the Club, she may be removed by the Board by a majority vote. In the event that a Board Member is removed, the President may appoint a new person who shall serve the rest of the term in the vacated Board position.

### **ARTICLE VI – DUES AND FEES**

#### Section 1 – Provisional Fees

A Provisional Membership application fee of \$50.00 shall be required by November 15<sup>th</sup>.

#### Section 2 – Membership Dues

1. Dues for Active Members shall be one hundred dollars (\$100.00) annually, payable by the November General Membership meeting.
2. Members who have not paid their dues by November 30 will be considered resigned.
3. Dues for Associate Members (\$50.00) are payable by the November General Membership meeting.

## **ARTICLE VII – MEETINGS**

### Section 1

LCJWC shall meet monthly, August through May, with a two-month (June-July) summer recess.

### Section 2

As an ex-officio member of all committees, the President shall be apprised of all committee meetings and of the lending or use of any Club property.

### Section 3

Forty percent (40%) of the membership shall constitute a quorum for any meeting of the Club.

### Section 4

Meetings may be canceled or rescheduled with the approval of the Board.

### Section 5

Club members who wish to be vendors at a general meeting must be approved by the Board.

## **ARTICLE VIII BOARD**

### Section 1

The Board shall consist of the elected and appointed officers.

### Section 2

The Board shall meet monthly August through May, and includes a one-day Board retreat during the summer months.

### Section 3

The quorum for a meeting of the Board shall be one half (1/2) of the Board members. All members of the Board shall be eligible to vote.

### Section 4

Expenditures in excess of \$500 for non-budgeted items require the prior approval of the Board by a majority vote.

### Section 5

All financial contracts over \$500 shall be presented to the Board for review.

### Section 6

At the end of the Club year, at least Ten Thousand Two Hundred and Fifty Dollars (\$10,250) of uncommitted funds must be carried over to the next year's budget to adequately cover the Club's expenses. The uncommitted funds shall consist of: \$9,500 for Operational expenses, \$500 for the President's discretionary fund and \$250 for the Inspiration Coordinator's discretionary fund.

### Section 7

Any Board member or appointed officer absent without prior notification from three (3) Board meetings will be declared resigned and the President shall appoint her successor, upon approval from the Board by a two-thirds (2/3) vote.

### Section 8

A Board vacancy shall be filled by appointment of the President. In the event of a vacancy in the Office of President, a President Emeritus shall serve as Interim President for a period of up to 30 days until the Board can elect a replacement.

## **ARTICLE IX – NOMINATIONS AND ELECTIONS**

### Section 1 – Nominating Committee

The Nominating Committee is a confidential committee whose business shall not be discussed outside of its meetings. The Committee shall be composed of the Parliamentarian and two members elected from the General Membership. Nominations for committee members shall be made from the floor at the January general meeting and shall be elected by majority voice vote. The President is an ex-officio member of this committee. Any member of the Nominating Committee who also wishes to run for office must be approved by the current Board at the March Board meeting.

### Section 2 – Nominations

A nominating ballot listing all elected and appointed positions, along with eligibility requirements shall be distributed to the membership at the February general meeting in the agenda. Any member in good standing is qualified to run for office. Members shall submit written nominations by a deadline set by the Nominating Committee. Nominations shall also be open from the floor at the March general meeting.

Once nominations are closed, the Nominating Committee shall check the eligibility of each nominee with the General Membership Director and shall contact each nominee for the office(s) to determine her interest in being included on the ballot. Once the final nomination list is confirmed, the Nominating Committee shall present it to the Board for review and approval at the March Board meeting. The appointed Board nominations shall be given to the President for her consideration.

It is required that the nominee for the office of President shall have served on the Board for at least one (1) year unless there is a special circumstance such as no previous Board member is willing to run for President. The Nominating Committee shall bring the special circumstances to the board at the March Board meeting to vote on a waiver of this requirement.

Any open Board position shall be filled by the President-elect and voted on by the Board after the President has been installed.

### Section 3 – The Vote

The Parliamentarian shall prepare the ballot and email it to all members one week prior to the April General Membership meeting. Completed ballots must be returned to the Parliamentarian by midnight the day before the April General Membership meeting in order to be counted.

The written ballot shall include a list of all nominees, each accompanied by yes, no and write-in options. A majority vote of the returned ballots shall determine the election.

Any position that does not receive a majority vote shall be considered vacant.

## **ARTICLE X – COMMITTEES**

The Club committees and their duties are:

1. The Budget Committee consists of the President, President Emeritus, Vice President, Treasurer, and Immediate Past Treasurer. There must be a Budget committee meeting once a year at the beginning of the Club year, with the main order of business to prepare the upcoming year's budget. Additional members may be appointed by the President. The budget shall be approved at the September Board meeting, be published in the September Club agenda. The budget shall be emailed to all members for review 24 hours prior to the September General meeting, and voted on by the membership at the September General meeting.
2. The Bylaws Review Committee shall consist of the President, a President Emeritus, Parliamentarian, Immediate Past Parliamentarian, one (1) Board Member and one other interested member. The Committee shall meet annually in October. Specific Portions of the Bylaws may be waived by Board vote and approval.
3. Meals on Heels shall consist of the coordinator(s) who will be responsible for recruiting volunteers to prepare meals for Union Station on a monthly basis. This position shall be appointed by the Community Outreach Director.
4. Preschool Eye Screening shall consist of the coordinator(s) and any other interested member(s). The coordinator (s) shall be responsible for communicating and working with the preschools within La Cañada Flintridge and nearby areas to schedule preschool eye screening and shall also be responsible for recruiting volunteers. This position shall be appointed by the Community Outreach Director.

## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

The Bylaws shall be the authority. Robert's Rules of Order Newly Revised shall be the authority for matters of parliamentary procedure not addressed in the Bylaws. Changes are effective immediately unless otherwise noted.

## **ARTICLE XII – AMENDMENTS**

The Bylaws may be amended or changed at any general meeting by a two-thirds (2/3) vote of those voting, provided notice has been given in writing by the Bylaws Revision Committee in the Club agenda prior to the meeting.

## **ARTICLE XIII – DISSOLUTION**

If this organization should be dissolved, its assets shall be distributed to its successor organization or to another organization qualified under Section 501 (c)(3) of the Internal Revenue Code. No assets may be distributed to individual members.

LA CAÑADA JUNIOR WOMEN 'S CLUB  
Resolution – Conflicts-of-Interest (Addendum 1)

**SECTION 1. Purpose**

The purpose of the conflict-of-interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

**SECTION 2. Definitions**

**2.1 Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest as defined below is an interested person.

**2.2 Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (c) an potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**SECTION 3. Procedures**

**3.1 Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**3.2 Determining Whether a Conflict-of-Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3.3 Procedures for Addressing the Conflict of Interest**

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In Conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.

**3.4 Violations of the Conflicts of Interest Policy**



- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **SECTION 4. Records of the Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing boards or committee's decision as to whether a conflict of interest in fact exists. (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **SECTION 5. Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
4. Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount and type of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual is spending in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our organization, and (f) the need of our organization for the services of the particular individual

#### **SECTION 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, period reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **SECTION 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

To protect the interests of the Club and comply with the IRS and applicable state and federal disclosure requirements, the Club has adopted this Conflict-of-Interest Policy (Addendum 1). By accepting a position on the Board, it is understood that the Board member has agreed to adhere to the Conflict-of-Interest Policy (Addendum 1). Failure to adhere to said policy will result in removal from the Board.

Bylaws committee 2021: Brenda Gant, Parliamentarian

Monica Lomenzo, Provisional Co-Director

Alice Perez, Public Relations/Print Media and Philanthropy Nominations Director

Trish McRae, President

Adopted on March 17, 2021

Previous version approved in May of 2014