

## **Bylaws of Washington County Cares**

*Supporting the Community and Values of Washington County, Texas*

### **Article I**

#### Election of Directors and Officers

##### *Section 1*

At a regular meeting for the election of officers, the presiding officer shall ask for nominations by members of the Club for President, President-Elect, Vice President, Secretary, Treasurer and four members of the Board of Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as the Club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the Club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the Annual Meeting. The candidates for President, President-Elect, Vice President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The four candidates for Director receiving a majority of the votes shall be declared elected as Directors. The President-Elect elected in such balloting shall serve as a member of the board as President Elect for the year commencing on the first day of January following their election as President and shall assume office as President on the first day of January immediately following their year of service on the board as President-Elect.

##### *Section 2*

The Officers and Directors, so elected, together with the immediate past President shall constitute the Board of Directors, which is the governing body of this club.

##### *Section 3*

A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the board.

##### *Section 4*

A vacancy in the position of any Officer-Elect or Director-Elect shall be filled by action of the remaining members of the Board of Directors-Elect.

### **Article II**

#### Duties of Officers

##### *Section 1*

##### President

It shall be the duty of the President to preside at the meetings of the club and board and to perform such other duties as ordinarily pertain to their office.

##### *Section 2*

## Vice President

It shall be the duty of the Vice-President to preside at meetings of the club and board in the absences of the President and to perform such other duties as ordinarily pertain to their office.

### *Section 3*

## Secretary

It shall be the duty of the Secretary to keep the Records of Membership, record the attendance at the Club and Board meetings, send out notices of meetings of the club, board, and committees, and to record and preserve the minutes of such meetings.

### *Section 4*

## Treasurer

It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Club annually and at any other time upon request by the Board and to perform such other duties as pertain to the office of Treasurer. Upon retirement from office, the treasurer shall turn over to their successor or to the President all funds, books, or accounts and any other club property.

## **Article III**

### Meetings

#### *Section 1*

#### Annual Dinner Meeting

An annual dinner of this club shall be held on the First Thursday in December of each year, at which time the Election of Officers and Directors to serve for the ensuing year shall take place.

#### *Section 2*

#### Weekly Meetings

The regular weekly meetings of this club shall be held every Thursday of each month at 12:00 noon. Advanced notice of any changes or cancelation of the regular meeting shall be given to all members of the club.

#### *Section 3*

#### Membership Quorum

One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

#### *Section 4*

#### Board Meetings

Regular meetings of the board shall be held on the second Wednesday of each month. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two members of the board, due notice having been given. These meetings shall be at a time and place to be designated by the President.

*Section 5*

Board Quorum

A majority of the Board members shall constitute a quorum of the Board.

**Article IV**

Fees and Dues

*Section 1*

Annual dues shall be paid before an applicant can qualify as a member.

*Section 2*

Membership dues shall be payable in accordance with the policies of the Club as established by the Board of Directors. Dues shall be set annually by the board.

**Article V**

Method of Voting

*Section 1*

The business of this club shall be transacted by viva voice vote, except the election of officer and directors which shall be by ballot.

**Article VI**

Committees

*Section 1*

The President shall, subject to the approval of the Board, also appoint such committees on particular phases of club service, community service, and vocational service as they may deem necessary.

**Article VII**

*Section 1*

Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted, excusing a member from attending meetings of the club for a specified length of time. This does not exempt the member from payment of dues.

**Article VIII**

Finances

*Section 1*

The treasurer shall deposit all funds of the club in some bank to be named by the board.

*Section 2*

All bills shall be paid by paper check, e-check, or debit card and signed by one of the following officers: President, Vice-President, or Treasurer, upon vouchers signed by any of the aforementioned officers. The books and records shall be subject to audit by a Certified Public Accountant or any other qualified person at least once a year of all the club's financial transactions.

*Section 3*

The fiscal year of this club shall extend from January 1 to December 31, which are due and payable by January 31 of the given year.

*Section 4*

At the beginning of each fiscal year the board shall prepare, or cause to be prepared, a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

**Article IX**

Method of Electing Members

*Section 1*

Active Members

The name of a prospective member, proposed by an active member of the club, shall be submitted with an application to the board and must include a letter of recommendation, through the club secretary. The secretary shall submit recommendations to the board for discussion and action. If the decision of the board is favorable, the proposer, together with one or more members of WCC, shall inform the prospective member of the invitation to join. Following the invitation, the president shall arrange for the induction of the new member to the club.

**Article X**

Resolutions

*Section 1*

No resolution or motion to commit the Club on any matter shall be considered by the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

**Article XI**

Order of Board Meetings

*Section 1*

Meeting Called to Order.

Introduction of Visitors.

Correspondence and Announcements.

Committee Reports, if any.

Any Unfinished Business.

Any New Business.

Address or Another Program Feature.

Adjournment.

All matters of procedure not specifically covered by these bylaws shall be governed by Robert's Rules of Order.

**Article XII**

Amendments

*Section 1*

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed/emailed to each member at least ten days before such meeting.