

**Croatian American Women's Club**  
**BYLAWS**  
**Adopted June 3, 2012**

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**Article I**  
**Name, Status and Mission Statement**

**Section 1.** The name of this organization shall be the **Croatian American Women's Club** (collectively the "Club").

**Section 2.** This is an independent cultural and social club. It shall be incorporated under the Nonprofit Public Benefit Corporation Laws of the State of California.

**Section 3.** The Mission Statement of the Croatian American Women's Club is:

**Croatian American Women's Club is a cultural,  
Christian, charitable, and social organization.**

**The Club is dedicated to fostering and advancing  
the Croatian ethnic identity, promoting Croatian  
culture and its Christian based values through  
various social activities, programs and  
fundraisers, and celebrating a positive fellowship  
among its members.**

**Section 4.** A majority vote by the entire Board of Directors shall be required to change Article I of these Bylaws.

**Article II**  
**Membership**

**Section 1.** A person of Croatian descent or married to a Croatian may become a member.

**Section 2.** Members must be 18 years of age to vote.

**Section 3.** Membership Requirements

A. In order to become a member one must complete the membership application form and pay the membership dues. Applications will be reviewed by the Board of Directors and approved by a simple majority vote at the next scheduled Board meeting.

- B. Upon the Board of Directors' review and membership meeting vote, the new member will be notified and be invited to the next membership meeting. Member will be provided with a password to access Bylaws on the Club's website, unless a written copy of the Bylaws is requested.
- C. Young women between 13 and 17 years of age will be considered a Junior Member as further defined herein.
- D. Individuals who do not meet the normal membership requirements may become an Honorary member if a current member nominates them. A membership application form and dues must be submitted to the Board of Directors for approval. Honorary members will not be able to vote.

**Section 4.** It is the responsibility of each member to promote the objectives and purposes of the Croatian American Women's Club and to recommend and solicit new members. Each member must bear a fair share of work involved in the organizational activities with all of her physical and intellectual skills and abilities.

**Section 5.** Any member who, because of illness, can no longer function as an active member shall be extended an honorary lifetime membership.

**Section 6.** Members may not use the Club (including members' personal email or home addresses) to promote any personal and/or commercial business.

**Section 7.** Termination of Member

- A. There shall be two methods of terminating membership, resignation and ouster.
  - 1. Any member may submit a written resignation.
  - 2. Any member whose actions are contrary to the welfare of Croatian American Women's Club and detrimental to the character and reputation of the Croatian people can be ousted after due process hearings and a vote of two-thirds of the Board of Directors.
  - 3. No refunds for dues paid will be granted.

**Section 8.** Dues will be established by the Board and reviewed annually.

**Section 9.** Junior Members

- A. Young women between the ages of 13 and 17 who are of Croatian descent may join the organization as nonvoting Junior members.
- B. The role of the Junior member is to participate in cultural, social and fundraising events which are deemed appropriate for their age and to foster a cultural and social bond to their Croatian roots.

C. Dues for Junior members will be established by the Board and reviewed annually.

**Section 10.** In case of the termination of the Club, the membership dues shall not be refundable. Any excess funds and/or assets shall be donated to one or more Croatian benevolent and/or charitable causes to be determined by the Board of Directors.

### **Article III Government**

**Section 1.** The organization shall be governed according to its Articles of Incorporation, Bylaws and motions.

**Section 2.** The Fiscal Year of the Club shall be based on the traditional calendar starting January 1<sup>st</sup> and terminating on December 31<sup>st</sup>.

**Section 3.** The governing authority, whose powers shall be delegated in these Bylaws, shall be vested with the Executive Board.

**Section 4. Executive Board, General Board and Board of Directors**

A. The Executive Board shall consist of President, Vice President, Secretary, Treasurer and Membership Chair.

B. The General Board shall consist of Event Coordinator(s), Historian, Junior Member Chair, Parliamentarian, Public Relations Chair, and Senior Advisor(s).

C. The Board of Directors shall consist of the Executive Board and the General Board members collectively.

D. The Board of Directors shall enforce the Bylaws of the Croatian American Women's Club and any motions which are passed at meetings. The President, in cooperation with Board of Directors, shall prepare a program of activities and projects for the year and present it at the Annual General Meeting.

E. All Board of Directors Officers shall be nominated and elected in October and installed during the Annual General Meeting in January. All Officers will hold office for a period of two (2) years, with a limit of two (2) consecutive terms in the same position.

F. All nominees must be Club members in good standing for at least one (1) year.

G. A nominee must be present or have a written acceptance note at the scheduled membership meeting.

- H. Should an Officer become unable to complete their term, the Board of Directors shall determine the course of action; either an emergency election will be held to fill the position, or another Board Member will take on additional duties until a scheduled election can take place.

## **Section 5. Duties of the Executive Board**

### **A. President**

1. Shall be held accountable for all actions of the Executive Board and Board of Directors.
2. Shall preside over all meetings.
3. Shall have the power to call any meeting.
4. Shall present in writing the proposed projects and activities for the year during the Annual General Meeting in January.
5. Shall have signing authority for checks.
6. Shall sign and execute all contracts and other obligations authorized by the Board jointly with the Secretary.
7. Shall have the power to appoint Chairpersons of Ad hoc Committees with the Board's approval.
8. Shall appoint an Audit Board to review the Club's financial holdings prior to the Annual General Meeting. The Audit Board shall consist of two and not to exceed four members. The members of the Audit Board shall have no check-signing authority and shall not be a member of the Executive Board.

### **B. Vice President**

1. The Vice President shall assist the President with her duties and possess the power of President in case of absence.
2. Shall work jointly with the President and the Secretary to prepare Agenda items for all meetings.
3. Shall have signing authority for checks.

### **C. Secretary**

1. Shall be in possession of all records and documents.
2. Shall record the Minutes of the Board and Membership meetings.
3. Shall assist the Treasurer in the preparation of financial documents and reports.
4. Shall prepare a written report for the Annual General Meeting.
5. Shall jointly execute, along with the President, all contracts approved by the Board.
6. Shall have signing authority for checks.

**D. Treasurer**

1. Shall establish bank accounts in the name of Croatian American Women's Club as instructed by the Executive Board.
2. Shall collect money due to the Croatian American Women's Club, make deposits, and keep accurate financial records.
3. Shall make all authorized payments by checks, along with a second signature by the President or another authorized Board Member.
4. Shall read financial report during Membership meetings and prepare a written yearly Finance Report for the Annual General Meeting.
5. Shall prepare any and all IRS tax forms and file them according to California State and Federal regulations, or as directed by the Board.
6. Shall be available for audit of all financial holdings at least once per year and up to twice annually, as directed by the Board.
7. Shall issue receipts to any individual or organization who has contributed any monies to the Club.
8. Shall have signing authority for checks.

**E. Membership Chair**

1. Shall pass along and collect all membership applications.
2. Will present applications at Board Meetings for approval, and will notify potential members of acceptance into the Club as well as notifying those who were not voted to become part of the Club.
3. Shall keep record of all applications as well as maintain the membership rosters and database.
4. Shall cross reference membership list with treasurer to ensure all members are current with dues.
5. Shall issue a receipt to all members who paid dues and have been accepted as club member.
6. Shall have signing authority for checks.

**Section 6. Duties of the General Board**

**A. Event Coordinator**

1. May be held by one or more individuals who will work cooperatively with the Board of Directors and the Club.
2. Shall be responsible for coordinating all the details required to ensure all events run smoothly and successfully including researching proposed social functions, sending invitations and arranging for decorations and entertainment.

**B. Historian**

1. Shall be responsible for assembling and preserving the record of activities and achievements of the Club.

**C. Junior Chair**

1. Shall be responsible for organizing the Junior members of the Club and their involvement in Club events.
2. Organize event(s) specific to Junior members.

**D. Parliamentarian**

1. Shall be responsible on consulting the officers, committees, and members on matters of parliamentary procedure.

**E. Public Relations Chair**

1. Shall be responsible for promoting and maintaining the proper image of the Club and providing communication assistance when dealing with any media.
2. Shall assist with advertising for event(s).
3. Shall act as liaison to other women's clubs or organizations.

**F. Senior Advisor**

1. May be held by one or more individuals who will work cooperatively with the Board of Directors and the Club.
2. Shall be allowed to sit on any committee and be responsible for steering the committee to stay focused on the task.
3. Shall be appointed by the Executive Board, will be considered part of the General Board and will hold voting privileges.

**G. Ad hoc Committees**

1. Ad hoc Committees shall be established as a temporary committee needed to facilitate specific tasks and organize volunteers for those specific projects.
2. The President shall appoint the Ad hoc Committee Chairpersons. These committee chairpersons shall be approved at the next scheduled board meeting, and the scope of their tasks will be determined at that time.

**Article IV  
Meetings**

**Section 1. The Executive Board**

- A. The Executive Board meeting shall be held prior to any Membership meeting.

1. The minutes of any Executive Board meeting shall be recorded.
2. The President, with the support of the Executive Board, shall prepare the agenda for the Executive Board meetings.
3. Any appeals on jurisdiction or disputes shall be brought up in the Executive Board meeting.
4. A simple majority must be present for a quorum during an Executive Board Meeting.

**Section 2. The Board of Directors**

- A. The minutes of any Board of Directors Meeting shall be recorded.
- B. The President, with the support of the Board of Directors, shall prepare the agenda for the Board of Directors meetings.
- C. Any appeals on jurisdiction or disputes shall be brought up in the Board of Directors meeting.
- D. A quorum must be present for Board of Directors Meetings, and a simple majority of the quorum is required for any vote.

**Section 3. Election of Officers**

- A. The election of officers shall be held during October's meeting.

**Section 4. Annual General Meeting**

- A. The Annual General Meeting shall be held in January.
- B. The members present will constitute a quorum at the Annual General Meeting.
- C. A written agenda shall be prepared by the President and Vice President with the following format:
  1. Call to Order
  2. Prayer
  3. Roll call of Officers
  4. Installation of Officers (This shall take place every two (2) years from formation of the Club as defined herein.)
  5. Announcement and acceptance of new members to the Club
  6. Reading of previous Annual General Meeting minutes
  7. Correspondence
  8. Written reports by officers: President, Vice President, Secretary, Treasurer, and Ad hoc Committees
  9. Written report of all financial audits conducted
  10. Review of prior year's activities and those proposed events for the new calendar year
  11. Good of the Order
  12. Refreshments

**Section 5. Special Meetings**

- A. A special meeting may be called by the President or by written request signed by at least one-third of the Membership.
- B. All members must be notified of the purpose, time and place.
- C. Only the business for which the special meeting was called shall be conducted at a special meeting.

**Section 6. Voting**

- A. The voting on any motion shall be done by the raising of hands unless a secret ballot is requested by any member.
- B. Elections shall be conducted by secret ballot.
- C. A nominee must receive a simple majority of the votes cast.
- D. In the event that more than two are nominated for the office and none receive the simple majority vote, a runoff election shall be conducted between the two nominees receiving the most votes on the first ballot. If still tied, the election must be repeated.
- E. The President breaks all ties on motions during Board Meetings.
- F. For purposes of constituting a quorum, a proxy will be considered as a member present.
- G. Should any member be unable to attend a meeting for a valid reason, she may vote by proxy. Only a member of the Board of Directors may be given a proxy to vote on behalf of the absent member.
- H. Junior and honorary members are not eligible to vote.
- I. In order to qualify for voting, a member must be accepted and pay her dues 30 days prior.

**Section 7. Rules Governing Meetings**

- A. Robert's Rules of Order Newly Revised shall be the parliamentary law used at all meetings.
- B. Only Croatian American Women's Club members may attend Membership Meetings.



**Article V**  
**Amendments**

**Section 1. New Amendments**

- A. Any new amendments or changes to the Bylaws shall be voted on by the Board of Directors.

**Section 2. Adoption of Change**

- A. An amendment to the Bylaws shall be deemed adopted by the two-thirds (2/3) affirmative vote (votes present and proxy votes) of the quorum of the current Board of Directors.
- B. The President votes only in case of a tie.

**Article VI**  
**Termination of Croatian American Women's Club**

- Section 1.** In case of the termination of the Club, the membership dues shall not be refundable. Any excess funds and/or assets shall be donated to one or more Croatian benevolent and/or charitable causes to be determined by the Board of Directors.