

BYLAWS
WOMEN HELPING OTHERS (“WHO”)

ARTICLE I – GENERAL

Section A. Name of Organization

The name of this organization shall be WOMEN HELPING OTHERS hereinafter referred to as WHO.

Section B. Purpose of Organization

The mission of WHO is to support existing nonprofit and 501(c)(3) charitable organizations with time, donations and assistance while fostering camaraderie, fellowship and inclusion.

Section C. Compliance

These bylaws will comply with the Sun City Community Association’s Governing Documents (Documents), and the Policy for Chartered Clubs (Policy). In the event of a conflict between these bylaws and the Documents or Policy, the Documents or Policy will prevail. The Sun City Community Association is hereinafter referred to as the Association.

Section D. Type of Chartered Club

This organization shall be operated as a nonprofit organization in accordance with applicable statutes and the Association’s Documents and Policy.

ARTICLE II – MEMBERSHIP

Section A. Non-Discrimination

Membership shall be open to any Association member and/or renter in good standing without discrimination as to race, religion, color, sex, ethnic culture, or national heritage.

Section B. Membership

There shall be no other precondition for membership, nor will members be required to join any national, state, or regionally affiliated organizations.

Section C. Guest Policy

WHO functions are generally for WHO members only and invited guests. Guests will be welcomed and are not expected to contribute food or monetary donations at their first meeting. Guests will not actively participate in any aspect of the business meeting.

Association members and/or renters may attend up to three (3) WHO meetings as guests. After that, they are required to join WHO in order to attend meetings.

Section D. Dues & Monthly Donations

Annual dues shall be set by a majority vote of the WHO Executive Board at a duly convened meeting of the Executive Board.

Dues are payable on an annual basis and are effective from January 1 through December 31.

For new members, a full year's dues shall be payable upon joining. For renewing members, a full year's dues are payable at the scheduled January membership meeting or before January 31. If dues are not paid by January 31, the member shall be deemed delinquent and the member shall be dropped from the rolls. Such members may subsequently rejoin during the year and must pay a full year's dues.

Members may also contribute an amount, recommended by the WHO Executive Board, at each meeting attended (the Monthly Donations) to support the charitable distributions of the organization.

ARTICLE III – EXECUTIVE BOARD AND OFFICERS

Section A. Executive Board Members

The Executive Board (herein referred to as the Board) shall consist of the President, the Vice President(s), the Treasurer, the Secretary, the Parliamentarian, and the immediate Past President. In the event that the immediate Past President holds another position on the current Board, the position of immediate Past President shall not be filled.

The immediate Past President will serve as a non-voting member, but, in the case of a tie, can cast the deciding vote.

Section B. Officers

The Officers of WHO shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, and a Parliamentarian. All officers shall be elected by a vote of the general membership and shall serve without compensation.

Section C. Terms of Office

The Officers shall be elected by the membership at the September membership meeting and will serve a two-year term commencing on the subsequent January 1. There are no limits on the number of terms any person may serve. Upon election, incoming and outgoing Officers shall work together to achieve a smooth transition.

Section D. Nomination and Election Procedures

Nominations

The Nominating Committee shall be appointed by the President in April. The Nominating Committee will be composed of at least three (3) WHO members. Current Officers shall not serve on the Nominating Committee.

The Committee shall:

- ❖ Elect a chairperson,
- ❖ Make one nomination for each elective office,
- ❖ Present this slate at the July membership meeting, at which additional nominations may be made from the floor.

If one or more additional candidates are presenting themselves for election to any elected office, the candidate(s) must announce their candidacy to the WHO membership at least thirty (30) days prior to the September membership meeting.

Eligibility for Office

Members are eligible for office if they are members in good standing at least one-hundred eighty (180) calendar days before the Nominating Committee presents its slate.

Method of Voting

Voting shall be by a show of hands vote if a slate is presented. If more than one person is running for the same office, a ballot vote shall be taken. Absentee voting for the election of Officers shall be permitted. Absentee ballots must be submitted in writing to the Secretary and received by the Secretary before the date of the meeting.

Section E.. Vacancies and Removal of Officers

If an Officer is unable to serve the full term of his/her position, the Board shall appoint a replacement. The tenure for such appointment will be the remainder of the term.

A petition to remove an Officer must bear the signatures of at least twenty percent (20%) of the membership. The petition shall be presented to the Board. The Board shall present the issue to the membership for its consideration at the next regular membership meeting.

ARTICLE IV – MEETINGS

Section A. Types and Frequencies of Meetings Regular Membership Meetings

Regular meetings of the membership shall be held on the fourth Monday of each month from January through November or on such other date as may be determined by the Board. The Board shall also determine the time and place of each regular meeting. Notice of each regular meeting, designating the date, time and place of the meeting, shall be communicated to the membership at least seven (7) days prior to the meeting by electronic mail or telephone call.

Voting by electronic mail (email) is permitted, but should be the last alternative to an in-person meeting. When deemed appropriate by the Board and at their discretion, membership matters requiring immediate action may be voted on by an email. The email must clearly describe the action under consideration and be mailed to each member. A majority vote of the membership responding shall decide on any issue, motion, or other action. All email votes of the membership must be published in the minutes of the next general meeting.

Special Membership Meetings

The President, any two (2) members of the Board, or five (5) members of WHO may call special membership meetings by submitting a written request to the Secretary. Notice of a special membership meeting, designating the date, time, place and purpose of the meeting, shall be communicated to the membership at least ten (10) days prior to the meeting by electronic mail or telephone call.

Membership Meeting Quorum

The quorum shall be ten (10) members of WHO.

Membership Voting Procedure

A simple majority of a show of hands votes at any membership meeting shall decide any issue, motion, election or other action that is brought before the membership, including changes to the bylaws. Absentee voting shall only be permitted for the election of Officers.

Board Meetings

The Board shall meet at a time and place as designated by the President. Meetings may also be called, when the President is directed to do so, by a minimum of four (4) Board members. The Board may open its meetings to members or guests and permit those members or guests to speak, but only members of the Board may vote.

Board Quorum

A minimum of three (3) Board members must be present in order to meet.

Board Voting Procedures

A majority vote of the Board members present is required to pass any issue, motion, or other action that is brought before the Board. In case of a tie, the immediate Past President can vote.

Voting by electronic mail (email) is permitted, but should be the last alternative to an in-person meeting. When deemed appropriate by the President and at his/her discretion. Board matters requiring immediate action may be voted on by an email. The email must clearly describe the action under consideration and be mailed to each member of the Board. A majority vote shall decide on any issue, motion, or other action. All email votes of the Board must be published in the minutes of the next general meeting.

Electronic Board Action

Voting by electronic mail (e-mail) is permitted, but should be the last alternative to an in-person meeting. When deemed appropriate by the President and at his/her discretion, Board matters requiring immediate action may be voted on by e-mail.

An e-mail clearly describing the action under consideration shall be sent to each Board member. At a minimum, a quorum of the Board must respond and a majority vote of the Board members responding shall decide any issue, motion or other action. All e-mail votes of the Board must be published in the minutes of the next regular Board meeting.

Section B. Minutes/Parliamentary Procedure

The proceedings of all meetings of the membership and the Board shall be recorded in minutes by or under the supervision of the Secretary. These minutes shall be open for inspection by the membership, and by Association staff members and/or Directors.

WHO has the option to use Robert's Rules of Order, Newly Revised, or their own written guidelines to ensure orderly meetings. Robert's Rules of Order, Newly Revised, shall govern the proceedings of all meetings of the membership and Board when they are not in conflict with these bylaws.

ARTICLE V - COMMITTEES

Section A. Committees

The Board may establish committees as deemed necessary or appropriate to carry out the purposes and functions of WHO.

Section B. Committee Chairpersons

Committee Chairpersons may be appointed by the Board, shall serve without compensation and at the pleasure of the Board.

ARTICLE VI – FINANCIAL CONTROLS AND PROCEDURES

Section A. Financial Procedures

Financial procedures for collection, deposit and expenditures of funds will comply with the procedures outlined in the Policy.

The financial reporting year shall be from January 1 through December 31.

Section B. Expenditures

The Board must authorize all expenditures of WHO funds that are not contained in the approved annual budgets and shall report such expenditures to the membership at the next regular membership meeting.

WHO may donate to local community organizations that are nonprofit and/or have a 501(c)(3) charitable status. WHO membership must approve all donations and the Association-approved committee must also approve all donations to groups external to the Association.

Section C. Financial Records

An internal review committee may review financial records on an annual basis. The results of any review will be presented to the membership and duly recorded in the minutes of the meeting at which presented.

Financial records will be maintained for a period of at least seven (7) years.

Section D. Receipts

The Treasurer shall deposit all receipts of WHO in the checking account established by the Association in a timely manner.

ARTICLE VII – AMENDMENTS TO THE BYLAWS

Section A. Quorum, Notice and Voting Procedures

To amend the bylaws of WHO requires a quorum of ten (10) members present at any regular or special meeting of the membership at which the notice of the meeting contained a description of the proposed bylaw amendment. A simple majority show of hands vote of the membership present shall decide the issue.

ARTICLE VIII – GRIEVANCE PROCEDURE

Section A. Filing a Grievance

Any WHO member that has a grievance against WHO's policies and procedures, should submit their grievance in writing to the WHO Board. The process for resolving grievances outlined in the Association's Policy will apply.

Section B. Proper Conduct

Since proper conduct and decorum is essential to preserve the active and cordial lifestyle created within Sun City, WHO members who become abusive, project an undesirable or inappropriate image, or who blatantly create turmoil, disruption or dissention among WHO members, other clubs, or the Association in general,

may have their WHO membership suspended. Suspension may occur following a recommendation from the WHO Board to the Association's Chartered Clubs Committee, or other appropriate Association committee, for final action, which will act according to its own procedures.

ARTICLE IX – CLUB DISSOLUTION

Section A. Dissolution by Membership - Quorum, Notice and Voting Procedures

To dissolve the WHO organization requires a quorum of ten (10) members present at any regular or special meeting of the membership at which the notice of the meeting contained a proposal to dissolve the WHO organization. A simple majority of a show of hands vote of the membership present shall decide the issue.

Prior to finalization of the dissolution of WHO by the membership, and after all debts are satisfied, all property and assets shall be turned over to the Association.

Section B. Dissolution by Association

If dissolution is required by the Association, no vote of the membership is required. The Board shall issue a "Notice of Dissolution" to the membership via any appropriate means of communication.

Upon dissolution of WHO by the Association, all assets (monies, inventory and equipment) will remain assets of the Association

ARTICLE X . Responsibilities of the Officers, the Board and Committee Chairs

The President shall

- ❖ Preside at all meetings of the membership and the Board,
- ❖ Be responsible for the administration of all WHO business,
- ❖ Act as the principal liaison between WHO and the Association,
- ❖ Ensure the financial and administrative integrity of the WHO organization,
- ❖ Attend annually a scheduled meeting with Association Management for the purposes of receiving an update on important Association issues, clarifying questions and concerns, and responding to WHO leadership's comments and questions. The President may appoint another Officer to attend this meeting when he/she is unavailable.

The Vice President(s) shall perform such duties as may be assigned to them by the Board including, but not limited to

- ❖ Perform the duties of the President in his/her absence,
- ❖ Serve as Chairperson of the Programs Committee,
- ❖ Schedule facility space for regular membership meetings, Board meetings and activities through the Association Management procedures outlined in the Policy,

- ❖ Oversee the program content presented at WHO meetings and other meetings,

The Secretary shall

- ❖ Keep the minutes for general membership and the Board for all meetings and provide to the web team for posting and distribution via email.
- ❖ Ensure that all records are generated and archived as required.
- ❖ Be responsible for the roster of the membership with assistance, if necessary, from other WHO members,
- ❖ Conduct all correspondence on behalf of WHO, including the Sun Rays Magazine providing the club activities keeping in mind lead time for publications and including transmittal letters for donations,
- ❖ Issue appropriate notices of regular and special meetings as required,
- ❖ Furnish the Association with such reports as may be necessary,
- ❖ Be responsible for the preparation of election materials and assist with election activities as needed.,
- ❖ Store the Secretary's records in a secure location, for at least three (3) years.
- ❖ Upon leaving office, transmit the Secretary's records to his/her successor, train successor as needed.

The Treasurer shall

- ❖ Collect and record in a general ledger all dues, donations and other monies (revenue) paid to WHO,
- ❖ Attend monthly Board meetings.
- ❖ Keep record of all new members and report to the Secretary and President.
- ❖ Turn in all revenues to the Sun City Community Association (CA) within a reasonable period to be determined by the Treasurer based on the frequency or amount collected,
- ❖ Request disbursement of WHO funds in payment of all duly authorized financial obligations in accordance with the financial procedures of the Association (CA).
- ❖ Furnish the Association with such reports as may be requested,
- ❖ Report to the membership on the financial status at each general meeting.
- ❖ Store the Treasurer's records in a secure location,
- ❖ Upon leaving office, transmit the Treasurer's records to his/her successor, train successor as needed

The Parliamentarian shall

- ❖ Maintain order at any meeting of the membership or Board,

- ❖ Advise the Board and members of appropriate procedures for discussion, making motions or nominations, and voting, in accordance with Robert's Rules of Order, Newly Revised.
- ❖ Have the duty to maintain a position of impartiality, and therefore does not make motions, participate in debate, or vote on any question except in the case of a ballot vote. He/She does not cast a deciding vote.

The Committee Chairpersons shall

- ❖ Perform such duties as may be assigned by the Board or the President.

The Board shall

- ❖ Abide by the Code of Ethics and Business Practices Policy of the Association,
- ❖ Review and approve the annual operating budget of WHO and any subsequent changes thereto,
- ❖ Assure the annual operating budget is submitted to the appropriate Association-appointed committee and the Association's Director of Finance, or his/her designee, during the Association's annual budget process,
- ❖ Submit the Chartered Club Annual Update Form, containing the required information related to the current officers and the number of paid members as of December 31 of the prior year, to the appropriate Association-appointed committee,
- ❖ Create or abolish committees as deemed desirable,
- ❖ Perform such other duties and exercise such other powers as are customary for the board of directors of a nonprofit organization and are not specifically prohibited or preempted by other provisions of these bylaws or by the Documents and Policy of the Association,
- ❖ Assign to one or more of its own members, or other members of WHO, responsibility for each of the following:
 - ❖ Oversight of the WHO calendar of meetings and activities,
 - ❖ Oversight for communications and publicity,
 - ❖ Contacts with new residents,
 - ❖ Collecting and safeguarding materials documenting the history and activities of WHO,

FOR WHO:

Print Name and Title

Signature

Date

AS AMENDED THROUGH AND APPROVED BY THE BOARD, May 13, 2024