

De Anza District Bylaws
Meeting Report

Submitted for Consideration
to the
Members of the De Anza District

Committee Members

Alison Eccleston, *President*
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by

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De Anza District Parliamentarian
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PROPOSED BYLAWS CHANGE #1:

AMEND Article VIII, INSERT language between Section 3 and 4, to create a NEW SECTION 4, and renumber remaining sections, to state as follows:

“If authorized by the board of directors in its sole discretion, District meetings, including but not limited to business meetings, board meetings, committee meetings, etc., may be conducted in an electronic-only format such as electronic video screen communication, conference telephone, or other remote means of communication if reasonable (1) measures are taken to ensure members are given the opportunity to participate in the meeting and vote on matters submitted, including the opportunity to read or hear the proceedings as they occur; and (2) records are kept of all votes and actions taken; and (3) it is verified that all individuals participating are members entitled so to do. Any District Committee may, upon notice and agreement of a majority of its members, conduct its meeting electronically so long as the 3 aforementioned criteria are met.”

Thus, Article VIII will be changed from its CURRENT state:

**ARTICLE VIII
Meetings and Quorum**

Section 1. The District shall hold four conferences, and an annual meeting held at convention, during the fiscal year, June 1 to May 31. Special meetings may be called by the President, or upon written request of five (5) members of the Executive Board. The CALL for the special meeting shall state the business to be conducted and no other business shall be conducted at this meeting.

Section 2. A summer Conference may be held in June or July of the second year of the administration. The voting body shall be members of clubs in good standing in the District.

Section 3. The Executive Board shall hold a meeting preceding each District Conference, at least four times during the fiscal year. The President may call other meetings, if necessary.

Section 4. The voting body at all regular District Conferences shall be members of clubs in good standing in the District. There shall be no proxy or absentee voting, as per instructions in the CALL.

Section 5. A quorum at District Conferences is when one third of all the clubs in the District are represented.

Section 6. There shall be an annual Convention in April. The time and place shall be determined by the Executive Board.

Section 7. It shall be the privilege of the President-elect to call a meeting of the Officers-Elect of the Executive Board at a reasonable time following the election and prior to assuming office.

To a NEW STATE, so that Article VIII will now INSTEAD read:

ARTICLE VIII
Meetings and Quorum

Section 1. The District shall hold four conferences, and an annual meeting held at convention, during the fiscal year, June 1 to May 31. Special meetings may be called by the President, or upon written request of five (5) members of the Executive Board. The CALL for the special meeting shall state the business to be conducted and no other business shall be conducted at this meeting.

Section 2. A summer Conference may be held in June or July of the second year of the administration. The voting body shall be members of clubs in good standing in the District.

Section 3. The Executive Board shall hold a meeting preceding each District Conference, at least four times during the fiscal year. The President may call other meetings, if necessary.

Section 4. *If authorized by the board of directors in its sole discretion, District meetings may be conducted in an electronic-only format such as electronic video screen communication, conference telephone, or other remote means of communication if reasonable (1) measures are taken to ensure members are given the opportunity to participate in the meeting and vote on matters submitted, including the opportunity to read or hear the proceedings as they occur; and (2) records are kept of all votes and actions taken; and (3) it is verified that all individuals participating are members entitled so to do. Any District Committee may, upon notice and agreement of a majority of its members, conduct its meeting electronically so long as the 3 aforementioned criteria are met.*

Section 5. The voting body at all regular District Conferences shall be members of clubs in good standing in the District. There shall be no proxy or absentee voting, as per instructions in the CALL.

Section 6. A quorum at District Conferences is when one third of all the clubs in the District are represented.

Section 7. There shall be an annual Convention in April. The time and place shall be determined by the Executive Board.\

Section 8. It shall be the privilege of the President-elect to call a meeting of the Officers-Elect of the Executive Board at a reasonable time following the election and prior to assuming office.

RATIONALE: California Corporations Code 7140 prohibits corporations from conducting meetings after last June that are held online only unless “all of the members consent” or it meets the extreme disaster scenarios specified in Section 12320 (note that “pandemics”, “epidemics”, etc., exist only if so declared by the government).

RONR (12th Ed.) 9:35 **Electronic Meetings in Committees** As in the case of a board or any assembly, committees that are expressly established by the bylaws can hold a valid electronic meeting only if authorized by the bylaws to do so.

PROPOSED BYLAWS CHANGE #2:

AMEND ARTICLE VII, Section 8, to **INSERT** between (d) and (e) NEW PARAGRAPH (e), and renumber subsequent subsections to read (e) *“Ensure that an Errors and Omissions Policy and/or General Liability Policy are in place at all times covering all members of the De Anza Board of Directors and the District.”*

Thus, Article VII, Section 8, will be changed from its CURRENT state:

Section 8. Treasurer: She shall:

- a. Pay all bills, budgeted and approved, when due, and present the budget for approval at the September Conference.
- b. Forward CFWC and GFWC Funds by the 15th of each month, May through December. Copies of the CFWC Club Information Forms (*Data Blanks*) and dues remittance forms shall be sent to the Second Vice President/Membership.
- c. Forward to CFWC the annual dues accompanied by the Club Information Forms (*Data Blanks*), by May 15th.
- d. Present a financial report at regular meetings of the Executive Board, District Conferences, and an annual report at the Convention, and at such other times as deemed necessary.
- e. She shall file all appropriate forms required by the IRS, California State Attorney General, Franchise Tax Board, and Secretary of State.
- f. Deliver to her successor within two weeks after expiration of her term of office, or upon her resignation, all monies, books, and records in her custody.
- g. She shall prepare her books for audit at the end of the fiscal year and at other times when deemed necessary.
- h. Be bonded by a reliable surety company in such amount determined by De Anza District, said bond to be paid by the District.
- i. Call a budget meeting in June

To a NEW STATE, so that Article VII, Section 8, will now INSTEAD read:

(The Treasurer) She shall:

- a. Pay all bills, budgeted and approved, when due, and present the budget for approval at the September Conference.
- b. Forward CFWC and GFWC Funds by the 15th of each month, May through December. Copies of the CFWC Club Information Forms (*Data Blanks*) and dues remittance forms shall be sent to the Second Vice President/Membership.
- c. Forward to CFWC the annual dues accompanied by the Club Information Forms (*Data Blanks*), by May 15th.
- d. Present a financial report at regular meetings of the Executive Board, District Conferences, and an annual report at the Convention, and at such other times as deemed necessary.
- e. *Ensure that an Errors and Omissions Policy and/or General Liability Policy are in place at all times*

- covering all members of the De Anza Board of Directors and the District.*
- f. She shall file all appropriate forms required by the IRS, California State Attorney General, Franchise Tax Board, and Secretary of State.
 - g. Deliver to her successor within two weeks after expiration of her term of office, or upon her resignation, all monies, books, and records in her custody.
 - h. She shall prepare her books for audit at the end of the fiscal year and at other times when deemed necessary.
 - i. Be bonded by a reliable surety company in such amount determined by De Anza District, said bond to be paid by the District.
 - j. Call a budget meeting in June.

RATIONALE:

Bonds are designed to protect the DISTRICT from the mistakes of officers. In the event of an error (either honest or dishonest), the insurance company pays money to the District in order to make the District whole from the damage that it received because of the bonded officer's mistake. Money goes from the insurance company to the District.

Liability insurance as required by the Volunteer Director Statute goes to protect the PERSONAL ASSETS OF THE BOARD MEMBERS as well as the District from damage that is claimed by third parties. Money goes from the District to outsiders to make the outsiders whole because of damage they claim they incurred because of the District.

Absent Corporations Code 9247, the personal assets (house, savings account, car, etc.) of EVERYONE on the board can be sought by someone suing the District for damages. Absent Corporations Code 9247, joint and several liability applies when suing for most claims meaning someone suing the District can pick and choose whose assets they want to take; anyone and everyone would be liable. For this reason, anyone NOT under the protection of Corporations Code 9247 generally carries their own malpractice policy when serving on a board. Because California recognizes it has an interest in promoting volunteers, Corporations Code Section 9247 grants immunity from lawsuits to those serving on boards as volunteers if they meet its conditions. One of these conditions is that either a GENERAL LIABILITY POLICY **OR** a DIRECTORS **OR** OFFICERS LIABILITY POLICY is held by the corporation.

Current bylaws make no requirement that the District purchase a GENERAL LIABILITY POLICY, OR a DIRECTORS OR OFFICERS LIABILITY POLICY.

The bonding the bylaws does require is NOT THE SAME and would not necessarily meet the requirements of Corporations Code 9247.

Due to the absolutely critical nature of this type of insurance policy, its importance should warrant naming it specifically as a policy that must be maintained at all times to prevent discontinuance that might result from future accidental cost saving measures.

NOTE: I am informed and believe the District currently purchases insurance meeting the criteria through coverage it gets from GFWC BUT the District is not required by GFWC or CFWC

to purchase this and at some point, someone might think it is an expense the District can free itself from.

PROPOSED BYLAWS CHANGE #3:

AMEND Article V to INSERT language to Section 2 (e.) to state “except for the office of President or First Vice President” at the end of the sentence. AMEND to INSERT between subsection (e) and (f) new language as a NEW subsection (f), and RENUMBER subsequent subsections changing the current (f) to become the new provision (g), and thereafter as follows:

“In event the of vacancies in the office of President or First Vice President, it is suggested that the District Board, with the approval of the membership:

1. If the vacancy occurs before or on June 1 in the non-election year,
 - A. The First Vice President shall remain in that office retaining the title and duties for the remainder of the term. In accordance with the duties of the First Vice President, she shall preside at District meetings in the absence of the President.
 - B. The District Board may at its discretion and approval of the First Vice President, appoint a District Past President to fulfill any necessary duties of the vacated office and provide assistance to the First Vice President in leading the District until the regularly scheduled District elections. Primary leadership decisions will be made by the First Vice President with the Past President taking on the role of a mentor to help guide and assist. The District Past President shall not be expected to pay registration fees or meal costs at District Conferences, District Conventions, or other District events while serving in this capacity in gratitude for her valuable service and experience.
2. If the vacancy occurs after June 1 in the non-election year,
 - a. The President-elect shall ascend to the office of President and be granted the title and rights of that office.
 - C. The District Board may at its discretion and approval of the new President, appoint a District Past President to fulfill any necessary duties of the vacated office and provide assistance to the new President in leading the District until the regularly scheduled District elections. Primary leadership decisions will be made by the new President with the Past President taking on the role of a mentor to help guide and assist. The District Past President shall not be expected to pay registration fees or meal costs at District Conferences, District Conventions, or other District events while serving in this capacity in gratitude for her valuable service and experience.”

Thus, Article V will be changed from its CURRENT state:

**ARTICLE V
Board of Directors**

Section 1. All elective and appointed officers of the District shall constitute the Board of Directors.

Section 2. The Board of Directors shall be the Executive Board of De Anza District and shall have power to execute the orders of the District and such other powers and duties as are set forth in these bylaws

- a) The Board of Directors shall form the plans for the good of the District, determine dates and locations for District Conferences and handle emergency business between Conferences. A full report of the emergency action shall be reported at the next De Anza Conference and shall be recorded in the minutes of the Executive Board.
- b) No sum in excess of \$300.00 shall be disbursed for emergency matters without approval from the Executive Board.
- c) The Executive Board shall elect one member to serve on the nominating committee in the election year.
- d) When an officer fails to attend three (3) consecutive Board meetings , the Board may request that officer's resignation.
- e) The Board shall be empowered to fill all vacancies inelective office.
- f) A quorum shall be five members.

Section 3. By January 15 of election year, the Executive Board may elect by ballot women of the District who are qualified for CFWC appointments. The names of those receiving a majority vote and their qualifications shall be sent to the CFWC First Vice President.

To a NEW STATE, so that Article V will now INSTEAD read:

**ARTICLE V
Board of Directors**

5.1. All elective and appointed officers of the District shall constitute the Board of Directors.

5.2. The Board of Directors shall be the Executive Board of De Anza District and shall have power to execute the orders of the District and such other powers and duties as are set forth in these bylaws

- a. The Board of Directors shall form the plans for the good of the District, determine dates and locations for District Conferences and handle emergency business between Conferences. A full report of the emergency action shall be reported at the next De Anza Conference and shall be recorded in the minutes of the Executive Board.
- b. No sum in excess of \$300.00 shall be disbursed for emergency matters without approval from the Executive Board.
- c. The Executive Board shall elect one member to serve on the nominating committee in the election year.
- d. When an officer fails to attend three (3) consecutive Board meetings , the Board may request that officer's resignation.
- e. ***The Board shall be empowered to fill all vacancies in elective office except for the office of President or First Vice President.***
- f. ***In the event of vacancies in the office of President or First Vice President, the District Board shall:***
 - 1. ***If the vacancy occurs before or on June 1 in the non-election year,***
 - i. ***The First Vice President shall remain in that office retaining the title and duties for the remainder of the term. In accordance with the duties of the First Vice President, she shall preside at District meetings in the absence of the President.***
 - ii. ***The District Board may at its discretion and approval of the First Vice President, appoint a District Past President to fulfill any necessary duties of the vacated office and provide assistance to the***

First Vice President in leading the District until the regularly scheduled District elections. Primary leadership decisions will be made by the First Vice President with the Past President taking on the role of a mentor to help guide and assist. The District Past President shall not be expected to pay registration fees or meal costs at District Conferences, District Conventions, or other District events while serving in this capacity in gratitude for her valuable service and experience.

2. *If the vacancy occurs after June 1 in the non-election year,*
 - i. *The President-elect shall ascend to the office of President and be granted the title and rights of that office.*
 - ii. **The District Board may at its discretion and approval of the new President, appoint a District Past President to fulfill any necessary duties of the vacated office and provide assistance to the new President in leading the District until the regularly scheduled District elections. Primary leadership decisions will be made by the new President with the Past President taking on the role of a mentor to help guide and assist. The District Past President shall not be expected to pay registration fees or meal costs at District Conferences, District Conventions, or other District events while serving in this capacity in gratitude for her valuable service and experience.”**

g. A quorum shall be five members.

5.3. By January 15 of election year, the Executive Board may elect by ballot women of the District who are qualified for CFWC appointments. The names of those receiving a majority vote and their qualifications shall be sent to the CFWC First Vice President.

RATIONALE:

Death, incapacity, and/or resignation of key officers is a reality of life given no one can guarantee the future. In the past, District leaders have sometimes been uncertain of the manner in which key vacancies can be filled and have sometimes unwittingly exceeded the boundaries of authority granted to them by the membership, denying members their most. While the Board may properly use the existing provisions in the bylaws to fill necessary vacancies until the end of its term, it does not have the right to usurp member rights by denying members the ability to choose their own leaders in any successive administration/term. Thus, the Board does not have the right to fill the office of President or First Vice President should they become vacant.

Existing Bylaws Provide that the First Vice President “absence of the President shall assume her duties”. Thus, in the event of the President’s permanent departure, the First Vice President is left doing double duty carrying the full weight of the 2 biggest offices in the District; thereby creating greater likelihood she may feel inclined towards burning out from such a heavy workload. It should be noted too that she is not even granted the courtesy/privilege of the title “President” despite doing all the additional work.

By creating provisions in the bylaws similar to those of CFWC to address vacancies that may occur in key offices, the District can better ensure skilled leadership will be maintained and protect members’ core rights from unwittingly being usurped by denying members the right to choose leaders they support for themselves.

PROPOSED BYLAWS CHANGE #4:

AMEND Article VI, Section 2, to **INSERT** language:

1. Between “She shall assist Club Chairmen to follow report form properly.” and “She shall attend CFWC Executive Board meetings and the CFWC Convention”
- **INSERT** “*She shall assist in the routine oversight of the Corresponding Secretary’s preparation of the District Yearbook*”
2. Between “She shall assist Club Chairmen to follow report form properly.” and “She shall attend CFWC Executive Board meetings and the CFWC Convention”
-**INSERT** “*Beginning June 1 of the nonelection year, she may begin preparation for her assumption of the office of President by making such preliminary appointments for her upcoming term as President as she chooses, subject to the approval of the newly elected District Board for her term as President.*” at the end of Section 2.

Thus, Article VI, Section 2, would be changed from its CURRENT state:

“Section 2. First Vice President: The First Vice President shall assist the President at her request. She shall be Dean of Chairmen and in the absence of the President shall assume her duties. She shall serve as a link between Club Chairmen and District Chairmen. She shall assist Club Chairmen to follow report form properly. She shall attend CFWC Executive Board meetings and the CFWC Convention. She shall be reimbursed from a budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board. She may sign checks in the absence of the President and Treasurer.

To a NEW STATE, so that Article VI, Section 2, will now INSTEAD read:

“6.2 The First Vice President shall assist the President at *the President’s* request. She shall be Dean of Chairmen and in the absence of the President shall assume her duties. She shall serve as a link between Club Chairmen and District Chairmen. She shall assist Club Chairmen to follow report form properly. *She shall assist in the routine oversight of the Corresponding Secretary’s preparation of the District Yearbook.* She shall attend CFWC Executive Board meetings and the CFWC Convention. She shall be reimbursed from a budgeted amount from the District. Any amount exceeding budgeted amount must be approved by the Board. She may sign checks in the absence of the President and Treasurer. *Beginning June 1 of the nonelection year, she may begin preparation for her assumption of the office of President by making such preliminary appointments for her upcoming term as President as she chooses, subject to the approval of the newly elected District Board for her term as President.*

RATIONALE:

Current District Bylaws give broad sweeping categories of concerns to the First Vice President. They contain few daily nitty gritty tasks. Following submission of the club information sheets to the District Treasurer, the District Corresponding Secretary (who is appointed and serves at the pleasure of the President) begins the large task of creating a District Yearbook. This is generally done working closely with the President who is charged with simultaneously handling a myriad of other tasks necessary to the operation of the District. By shifting the burden of overseeing the creation of the Yearbook to the First Vice President at a time after she has completed all her

duties pertaining to reporting and awards, we can remove some of the weight from the President to the First Vice President (thus lessening the chance of exhaustion) while simultaneously better familiarizing the First Vice President with information about the clubs and leaders she will be expected to guide. There is a LOT of proofreading involved, questions regarding names, etc. that is required in the creation of the Yearbook

PROPOSED BYLAW CHANGE #5:

AMEND Article VI, Section 5, to **STRIKE SECTION 5** and **SUBSTITUTE** new Section 5.

Thus, Article VI, Section 5, would be changed from its CURRENT state:

Section 5. Recording Secretary: She shall keep the minutes of the proceedings of the Executive Board, the District Conferences and any meetings called by the President. A copy of the minutes shall be sent to the Executive Board within fourteen days. She shall prepare a List of clubs in the District and shall take the Roll Call at District Conferences to ascertain the presence of a quorum, so the business may be conducted.

To a NEW STATE, so that Article VI, Section 5, will now INSTEAD read:

6.5 The Recording Secretary shall:

(1) keep the minutes of the proceedings of the Executive Board, the District Conferences and any meetings called by the President. **Within 5 days of each meeting, the Recording Secretary shall forward a proposed draft of the minutes to the President and Parliamentarian to ensure the minutes accurately document the District met its obligations in regard to the actions taken, ensuring proper required notices, vote counts, points or order, etc. are reflected. The Recording Secretary must receive any changes recommended by the President and Parliamentarian within 5 days. The Recording Secretary shall then distribute her proposed draft of the minutes reflecting the word DRAFT on its face or in its watermark to the members selected at the meeting to serve in the Committee to Approve the Meeting Minutes within 3 days of receipt of proposed changes from the President or Parliamentarian, or lack thereof. Committee members shall notify the Recording Secretary of any changes they deem relevant no later than 10 days following being sent by the Recording Secretary. After the business meeting minutes have been approved, the Recording Secretary shall remove the word DRAFT from the face or watermark, sign and date them, and distribute the minutes of District Conferences and Conventions to the Executive Board, Past District Presidents, members serving on the State Board, District Chairmen, Club Presidents, and such other District members who indicate they are interested. Minutes of District Board meetings shall similarly be distributed but to District Board members only, or with the permission of the District President.**

(2) shall prepare a List of clubs in the District; and

(3) shall take the Roll Call at District Conferences to ascertain the presence of a quorum, so the business may be conducted.

RATIONALE:

Minutes kept by the Recording Secretary are the primary legal document used track the business of the District. As a legal document, the contents of the minutes are important. While they are required to include information such as all main motions. it is uncommon for most members to be able to distinguish between the different types of motions much less all the required elements of these motions that would establish correct procedures were followed in their adoption. By submitting proposed drafts of all minutes to both the President and Parliamentarian to confirm required elements establishing the District met its obligation following correct procedures, the minutes are more likely to offer protection to the District should issues ever arise. Further, by adding due dates for distribution, member rights are better protected by ensuring the recorded events are likely within their ability to recall in order to allow for meaningful approval.

PROPOSED BYLAW CHANGE #6:

AMEND Article X, Section 1, to **STRIKE** the second sentence and **SUBSTITUTE** language as follows: “The Treasurer and/or Financial Secretary may serve two terms as either Treasurer or Financial Secretary office but after 4 years total on the Financial Board, may only serve again after one term sabbatical from the Board.”

Thus, Article X, Section 1, would be changed from its CURRENT state:

**ARTICLE X
Nominations and Elections**

Section 1. Officers shall be elected at the March Conference, in the even numbered years, for a term of two years.

- a) The Nominating Committee shall consider a balanced representation from all clubs if possible. The First Vice President should not belong to the same club as the President. The Second Vice President should not belong to the same club as the First Vice President
- b) No elective officer shall be eligible for the same office for more than one term with the exception of the Treasurer and Financial Secretary. They may serve more than two consecutive terms in the same office but may serve again after an absence of one term.
- c) Appointed office s shall serve one term of two (2) years or until their successor is appointed.
- d) A member can be an officer on only one District Board.

- e) Officers shall be installed at the annual meeting and assume office on June 1.

To a NEW STATE, so that Article X, Section 1, will now INSTEAD read:

ARTICLE X Nominations and Elections

10.1. Officers shall be elected at the March Conference, in the even numbered years, for a term of two years.

a. The Nominating Committee shall consider a balanced representation from all clubs if possible. The First Vice President should not belong to the same club as the President. The Second Vice President should not belong to the same club as the First Vice President.

b. No elective officer shall be eligible for the same office for more than one term with the exception of the Treasurer and Financial Secretary. The Treasurer and/or Financial Secretary may serve two terms as either Treasurer or Financial Secretary office but after 4 years total on the Financial Board, may only serve again after one term sabbatical from the Board

c. Appointed office s shall serve one term of two (2) years or until their successor is appointed.

d. A member can be an officer on only one District Board.

e. Officers shall be installed at the annual meeting and assume office on June

RATIONALE:

While undeniably it is harder to fill finance offices than other offices, this provision may be subject to abuse. Once in office, members have an undeniable advantage in being elected. The Treasurer and Financial Secretary could potentially coordinate in order to shut any interested new members from leadership opportunities in perpetuity thus blocking the fresh ideas that come with new blood. New blood enables the District to remain fresh and adapt to what will always inevitably be the necessity for younger members. If new members are prevented from obtaining the satisfaction of enjoying opportunities for growth, the organization stagnates in the past and inevitably crumbles from within.

PROPOSED BYLAW CHANGE #7:

AMEND by STRIKING ARTICLE XI and SUBSTITUTING NEW ARTICLE XI and NEW ARTICLE XII and renumbering subsequent Articles thereafter.

Thus, Article XI would be changed from its CURRENT state:

**ARTICLE XI
Programs and Committees**

The District Programs and Committees shall conform to those of CFWC and GFWC

Section 1. Chairmen for the various committees shall be appointed by the President-Elect.

Section 2. Any bills incurred by chairmen who are budgeted shall be submitted to the Treasurer within 30 days of expenditure

Section 3. A procedure book shall be kept, and passed on at the end of the term to the incoming chairmen.

To a NEW STATE, so that NEW ARTICLE XI and NEW ARTICLE XII will now INSTEAD read:

ARTICLE XI
Committees

11.1 There shall be the following Standing Committees:

- A. Bylaws Committee composed of the Parliamentarian as Chairman, the President, First Vice President, a Past President, and two general members from other clubs appointed by the President. Their terms shall be two (2) years. Two alternatives shall be appointed to serve in absence of a committee member. *A quorum of the Committee shall be 4 members.*
- B. Finance Committee shall be composed of the Treasurer as Chairman, the President, First Vice President, Auditor, and Financial Secretary. The duties of the Finance Committee shall be:
 - 1. To submit the proposed annual budget to the Executive Committee for recommendation to the Membership for final action at the September Conference.
 - 2. To provide blanket position bonds as deemed necessary for Executive Officers and Convention Chairmen and committees. The amount of bonding shall be determined by the Finance Committee.
 - 3. To ensure a GENERAL LIABILITY POLICY OR a DIRECTORS OR OFFICERS LIABILITY POLICY is always maintained by the District
- C. Resolutions Committee composed of the Resolutions Chairman and 4 general members

appointed by the President with consideration to diversity in club representation. The duties of the Resolutions Committee are to meet at least once per year to review Resolutions adopted by the District to determine whether they are active or should be rescinded, modified, or deemed accomplished. The Resolutions Committee shall also vet any Proposed Resolutions submitted by Clubs for factual accuracy in supporting research and make recommendations regarding adoption by the District to the Assembly at Convention.

- D. Communications Committee There shall be a Communications Team consisting of the District Third Vice President as Chairman, the President, First Vice President, Corresponding Secretary, Webmaster, Social Media Chairman (if different), and Editor of the Newsletter. The duties of the Communications Committee are to meet at the call of the Third Vice President to coordinate positive communications educating members and the public on the activities of the District.
- E. Membership Committee shall be composed of the District Second Vice President as Chairman, the President, First Vice President, and each Membership Chairman serving District clubs, . The duties of the Membership Committee are to meet at the call of the Second Vice President to plan and consider ways of growing
- F. Other Standing Committees may be established for each administration as are deemed necessary to carry on the work of the District and upon recommendation of the President and ratification by the District Board.”

11.2 There shall be the following Special Committees:

- A. Chairman and/or Co Chairman shall be appointed by the President. The Convention Committee shall be comprised of the President, First Vice President, the District Board, and by agreement of the Convention Chairmen (if applicable), C may appoint such Committee members as they deem appropriate to carry out their duties
- B. Credentials. The President shall select the Credentials Chairman. The Credentials Chairman appoints additional members to the Committee as needed, none of whom may be a member of the District Board.
- C. Nominating. As set forth in Article X.
- D. Committees may be combined or permitted to remain vacant as the President deems the needs of the District require, and may be created at the discretion of the President subject to the approval of the District Board.”

11.3 Any bills incurred by chairmen who are budgeted shall be submitted to the Treasurer within 30 days of expenditure.

11.4 A procedure book shall be kept, and passed on at the end of the term to the incoming chairmen.”

ARTICLE XII PROGRAMS

- A. It is the goal that programs shall be in conformity with those established by the General Federation of Women's Clubs and/or the California Federation of Women’s Clubs.
- B. Programs. The Programs shall be those established upon recommendation of the President and ratified by the Executive Board.
- C. Programs may be combined or permitted to remain vacant as the President deems the needs of CFWC require, subject to the approval of the Executive Board.”

RATIONALE:

District bylaws refer to but fail to establish any of the Standing Committees essential for the District to operate efficiently. They simply do not exist. While the Treasurer is directed to call a meeting in order to prepare the District budget in June, no Committee exists that she may call. A Standing Committee can only exist by provision of the bylaws. Language needs to be added/restored to the bylaws such that Standing Committees essential to the functioning of the organization may exist. While an argument could be made that language in District Bylaw Article XI stating: "The District Programs and Committees shall conform to those of CFWC and GFWC" meets this burden, such an argument would only be viable if District practices were in keeping with the establishment and functioning of the Programs and Committees of CFWC and GFWC. We have yet to do this ever, in large part because the needs of the District are distinct from those of CFWC and GFWC. The District does not have the same officers, nor do we have the same Committees, in large part because we are an infinitely smaller body. Because the District fails to comply with the requirement of this bylaw it is preferable to change the bylaw than continue in our violation of it.

Stating Special Committees in the bylaws helps better educate members of the differences between committee types and informs them of possible opportunities that exist to get involved wetting their feet to familiarize themselves with different functions of the District and leadership opportunities.

NOTE that the President has the power to appoint special committees inherently in her office. The language is NOT required and serves only an educational purpose.

Similar concerns exist regarding the use of parole references requiring members to search through additional, lengthier, more complex documents in order to discover which programs may be established at the District. The District has rarely if ever fully "conformed" to the Programs of GFWC or CFWC; these are larger bodies with greater membership. While we cover the major community service programs, the District lacks the manpower, need and interest to fully conform with each body. Rather than setting the District up to continue in its breach of this bylaw, it would be useful to adopt the language in the CFWC bylaws allowing flexibility.

PROPOSED BYLAW CHANGE #8:

AMEND Article X by STRICKING SECTION 5 and SUBSTITUTING NEW SECTION 5.

Thus, Article X, Section 5, would be changed from its CURRENT state:

Section 5. Each club shall be entitled to representation by the President or her alternate, the First Vice President, and one delegate for every twenty (20) members or major fraction thereof. No delegate shall represent more than one club or have more than one vote. There shall be no proxy voting.

To a NEW STATE, so that NEW ARTICLE X, Section 5, will now INSTEAD read:

10.5 Each club shall be entitled to representation by the President or her alternate, the First Vice President, and each club having 20 members or fewer will have two (2) delegates or alternates. Each club shall have one (1) additional delegate or alternate for each additional ten (10) member or a major fraction thereof. Each Affiliate club shall have one (1) vote.

Rationale:

The disparity in calculating delegates is such that clubs have greater representation at State meetings than they do at District meetings. The State offers members nearly double the participation opportunity than does the District. The District in essence is shutting out members participation as relevant by restricting numbers to more than half at the local level (where members are actually supposed to be even more important) than they are allowed at State (where the number would presumably be harder to count due to the volume.) What matters is the proportion of representation. By conforming District delegates conform to that of CFWC whose convention occurs a few weeks later it gives clubs one less number they have to keep track of as it pertains to their members. There is no need to state no proxy voting since proxy voting is not permitted unless specifically provided for by law and expressly stated as permitted under the bylaws of an organization.

PROPOSED CHANGE TO STANDING RULES #1:

AMEND the STANDING RULES to **STRIKE** the current **Standing Rules 6-8** and **SUBSTITUTE** the **NEW RULES 6-8**.

Thus, STANDING RULES 6-8 would be changed from their CURRENT state:

6. Registration fee for the De Anza District Conferences shall be \$3.00.
7. Clubs hosting District Conferences shall receive \$12.00 per person for Luncheon expenses from the District Treasurer. The balance of the luncheon fees remains with the District.
8. Clubs hosting District Conferences shall receive up to \$27.00 per person for luncheon expenses. Clubs shall inform the District President of the cost per person for the luncheon prior to mailing the CALL for the conference

To a NEW STATE, so that NEW STANDING RULES 6-8 will now INSTEAD read:

6. All meal reservations for District Conferences must be made by name and Club. Persons shall be held financially responsible for reservations unless cancelled four (4) days prior to the Conference.
7. The De Anza District Registration fee shall be \$3.00. Clubs hosting District Conferences shall notify the De Anza District President of cost per person for luncheon expenses prior to the mailing of the CALL for each conference The total luncheon cost and the registration fee of \$3.00 shall be the amount each attendee pay.
8. Clubs hosting District Conferences shall receive up to \$27.00 per person for luncheon.

RATIONALE:

The January 17, 2022 change of the Standing Rules as reflected in the minutes appears it may have been hurried or inexact. The changes specified they pertained to Standing Rule 6 and 8 and neglected to make any change in Standing Rule 7 which is in conflict and further resulted in the deletion of language which is helpful to the District in regard to reservations.