

The Bylaws of the Wimberley Community Civic Club have been amended as follow:

Amendment #1 was approved by a majority of members present at the May 8, 2015 regular meeting after appropriate notice had been given to members at a preceding special meeting.

Amendments #2 through #20 were approved by a majority of members at the January 13, 2017 regular meeting after appropriate notice had been given to members at the October 14, 2016 meeting.

Full text of approved amendments follows certification page.

BYLAWS OF WIMBERLEY COMMUNITY CIVIC CLUB (WCCC)

These Bylaws (hereinafter referred to as the “Bylaws”) govern the affairs of the Community Civic Club a nonprofit unincorporated association in Wimberley, Texas registered in Hays County, Texas as doing business as the Wimberley Community Civic Club. The purpose for which WCCC exists is to provide financial support to non-profit community organizations within the Wimberley Valley community and award scholarships to college-bound high school seniors within the Wimberley Valley community.

ARTICLE I – Name and Purpose

Section 1 – Name: The association shall be known and do business as the Wimberley Community Civic Club and it shall be a nonprofit unincorporated association registered in Hays County, Texas, under the Assumed Name Record (DBA), Wimberley Community Civic Club.

Section 2 – Purpose: The Wimberley Community Civic Club (hereinafter referred to as WCCC) is organized exclusively for charitable purposes.

The purpose of the WCCC IS:

- To provide financial support to non-profit community organizations within the Wimberley Valley community that conduct non-partisan charitable, education, and welfare activities focused on improving the community and those who live in it.
- To provide scholarships to college-bound high school seniors attending the Wimberley High School, Katherine Ann Porter School, or receiving education at home through a State-approved curriculum and residing within the Wimberley Valley.

Section 3 – Restricted Activities: No part of the net profits of the association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article I. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II – Membership

Section 1 – Eligibility for Membership: Application for voting membership shall be open to any person who supports the purpose statement of Article I of the association. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2 – Dues: The annual dues shall be \$35.00 and are payable beginning March 1 for the association’s fiscal year beginning on June 1. After due notice, if dues are not paid by August 1, the member shall be deleted from the club membership roster and directory, but can rejoin at a later time.

Section 3 – Membership Eligibility: All members receive their membership eligibility for the term of the association’s fiscal year, June 1 through May 31 of the following year. For members joining on or after January 1, membership dues will be reduced to \$25.00.

Section 4 – Rights of Members: Members in good standing shall have the following rights:

1. A member in good standing shall be eligible to vote.

2. A member in good standing shall be eligible to hold elected office.
3. A member in good standing shall be eligible to chair or co-chair an appointed committee.

Section 5 – Resignation and Termination: Any member may resign by submitting a written request to the Vice President of Membership. Electronic mail communication is considered written notification. Resignation will not entitle the member to a refund of dues and shall not relieve the member of unpaid dues or other charges previously accrued. Members can have their membership terminated by a majority vote of the membership.

ARTICLE III – MEETINGS

Section 1 – Regular Meetings: Regular meetings will be held monthly with the exception of December, June, July, and August. Notice of meeting shall be sent to members.

Section 2 – Board Meetings:

1. Regular meetings of the board shall be held at least two (2) days prior to the general regular meeting.
2. A transition of leadership meeting shall be held as soon as possible after June 1 of each year to transfer duties and provide training to incoming officers. After transition activities are completed, the incoming board shall hold a planning meeting.
3. A budget workshop with full participation of the Board shall be held and chaired by the Treasurer no later than mid-July to develop the operations, Home Tour, and Spring Event budgets.
4. For board meetings, quorum shall consist of forty percent of the Board (40%) with either the President or 1st Vice President in attendance.

Section 3 – Special Meetings: The President shall have the authority to call a special meeting of the Board or general membership, if required by the business of the association. Members in good standing may also call a special meeting through a petition signed by no less than ten percent (10%) of members in good standing.

Section 4 – Notice of Regular Meetings: With the exception of members who do not have access to a computer, notice of meetings shall be provided to members via electronic communication no less than two weeks prior to the regular meeting. Members shall receive a reminder of the meeting no less than one week prior to the regular meeting. The Reservations Chair will appoint a caller for those members without computer access and notice shall be given by telephone under the same timeframes as the electronic communication.

The following rules apply to meeting registration and attendance:

1. All members are requested to respond to the notice of meetings, indicating whether or not they will attend. A member not responding to the notice will be counted as “not attending.”
2. The cost of the meeting, unless otherwise stated, covers the lunch and venue costs. The meeting fee shall be collected at the door before the meeting begins.
3. Members who must cancel a reservation must do so by the Thursday of the week before the meeting date. Members who cancel after this date or do not show at the meeting after having made a reservation will receive a letter from the Treasurer requesting payment for the cost of the meeting.

Section 5 – Quorum for Regular Meetings: Forty percent (40%) of the eligible members present at any properly announced meeting shall be considered a quorum.

Section 6 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meetings and eligible to vote.

ARTICLE IV – BOARD OF DIRECTORS, DUTIES, AND ELECTIONS

Section 1 - Board role and compensation

Role of the Board:

1. The board is responsible for overall policy and direction of the association
2. The board shall transact all necessary business of the association
3. The board shall approve all donations and scholarships based on the recommendations of the Donations and Scholarship Committees
4. During the summer interval, the board shall develop budgets for operations and the two fundraisers. The budget shall be approved by the board at the September meeting of the association’s fiscal year

Compensation: Board members receive no compensation. Board members may be reimbursed for expenses incurred in the conduct of the association’s business, as long as these expenses are within the approved budgets and are submitted in a timely manner with appropriate receipts and in the format prescribed by the Treasurer and agreed upon by the Board.

Section 2 – Terms: Each officer shall serve a term of one year beginning in June of the association’s fiscal year but is eligible for re-election or appointment to the same position for one additional consecutive term.

Section 3 – Elections: Officers for the elected positions of the Board shall be elected by a voice vote of the quorum of members in good standing at the April meeting of

the association. The newly-elected officers will be installed at the May meeting of the association.

Section 4 – Elections Procedures:

1. No later than February 15 of each year, the currently-elected officers shall select the Nominating Committee Chairman and four committee members of the association. This can be done at a called meeting or at the regular Board meeting for February.
2. Board members shall submit recommendations for potential candidates for the officer slate to the Nominating Committee no later than one week after the February Board meeting.
3. The Nominating Committee Chair or a representative designated by the Chair will meet with the full Board at the regular Board meeting for March and will present the proposed slate of officers.
4. At the regular meeting in April, the Nominating Committee Chair or a representative designated by the Chair shall present the slate of officers to the members present. Nominations from the floor will be accepted for each position, provided the nominee has given prior approval.
5. After the nominations process closes, officers will be elected by a simple majority voice vote of those present.
6. The newly-elected Board shall be installed at the regular May meeting of the association.

Section 5 – Elected Officers and Duties:

Elected officers of the Board consist of President, First Vice President (Programs), Second Vice President (Membership), Treasurer, Recording Secretary, Corresponding Secretary, Home Tour Chairs (up to 3), and Spring Event Chairs (up to 3). Their duties are as follows:

1. **President:** The President shall preside at all meetings of the Board, including regular and special meetings. The President shall appoint all special Committees and serves as an ex-officio member of all committees except for the Nominations Committee. The President shall review required financial documents, including liability insurance policies and proposed budgets.
2. **First Vice President:** When the President is absent, is unable to act, or refuses to act, the First Vice President shall perform the duties of the President. When the First Vice President acts in place of the President, the First Vice President shall have all the powers and be subjected to all the restrictions upon the President. The First Vice President may select a committee to assist in planning the program. The First Vice President works closely with the Chair(s) of the Hospitality Committee to ensure necessary arrangements for the venue, caterer, decorations, or special needs are in place.

3. **Second Vice President:** The Second Vice President shall serve as Membership Chair. The Second Vice President shall receive all membership applications, ensure that dues have been paid, and prepare a membership roster. This roster will be updated as often as needed to include new members. The Second Vice President is responsible for sharing current membership information with the Board and, specifically, with the Corresponding Secretary, Chair of Reservations, Directory Editor, and New Member Mentoring Chair.
4. **Recording Secretary:** The Recording Secretary shall be responsible for keeping records of board actions, including taking minutes at all board meetings, sending out meeting announcements, distributing copies of agendas and minutes to each board member, and ensuring the records of the association are properly maintained. The Recording Secretary is also responsible for taking minutes of all regular meetings and distributing copies of agendas and minutes to the Corresponding Secretary for posting on the association's electronic mail system.
5. **Corresponding Secretary:** The Corresponding Secretary shall conduct all correspondence of the association. The Corresponding Secretary shall be the lead user of the association's electronic mail correspondence, at this time Constant Contact.
6. **Treasurer:** The Treasurer shall collect, hold, and promptly deposit all monies, including dues and proceeds from the association fundraisers. The Treasurer shall assist the Chairs of Home Tour and Spring Event in the development of activity budgets and will prepare the final budget for the association's fiscal year. The Treasurer shall make a report at each board meeting and each general meeting. The Treasurer shall be responsible for the preparation of the association's tax returns and other financial documents.
7. **Home Tour Chairs:** The Home Tour Chairs shall plan and organize the Home Tour fundraiser, including preparation of an event budget, publicity, and collection of funds. Home Tour Chairs may select a committee to assist in the planning and management of Home Tour.
8. **Spring Event Chairs:** The Spring Event Chairs shall plan and organize all events relating to the Spring Event fundraiser, including preparation of budgets for the overall event and each of the functions with Spring Event, publicity, and collection of funds. The Spring Event Chairs shall manage the on-line registration process for Spring Event. Spring Event Chairs may select a committee to assist in the planning and management of Spring Event.

Section 6 – Vacancies: When a vacancy on the Board occurs mid-term, the Recording Secretary shall accept nominations for a replacement from the remaining Board members two weeks prior to a Board meeting. The nominations will be sent to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only until the end of the particular Board member's term.

Section 7 – Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Recording Secretary, with copy to the President. Electronic communication shall be considered written communication. A Board member may be terminated from the Board due to excess absences: more than three unexcused absences from Board meetings in a year. A Board member may be removed for other valid reasons by a three-fourths (3/4) vote of the remaining officers.

Section 8 – Conflict of Interest: Whenever a member of the Board has a financial or personal interest in any other matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine it is in the best interest of the association to do so. The minutes of meetings at which such votes are taken shall record such discussion, abstention, and rationale for approval.

WCCC shall maintain a Conflict of Interest policy that will be updated annually and acknowledged by all members of the Board through their signatures. This policy is an official document of WCCC and shall be retained in the records of the Secretary.

ARTICLE V – COMMITTEES

Section 1 – Committee Formation: To assist in the management of the association, the Board has created ten (10) regular committees and two (2) standing committees. The Chairs of these committees will have the same privileges and obligations as the elected officials of the Board, including voting privileges at Board meetings. Additional committees may be formed by the Board as it deems necessary for the benefit of the association.

1. For the Regular Committees, the Board will select the Chair who will have the responsibility to recruit members in good standing to assist in the business of the committee. The term of office for the Chair and members of these committees is one year. The board may extend this term by one year.
2. Each Standing Committee will have three (3) members. All three members will be selected by the Board, with the Chair position rotating among the three members. The term of office for members of the Standing Committees is three (3) years, without any extensions. It is the intent of the board to stagger the terms in Standing Committees to ensure there is always a senior member in the Committee to mentor the newly-appointed members.

Section 2 – Duties of Regular Committees:

1. **Benevolent Fund:** WCCC designates a deserving charity or non-profit to receive donations collected from members at the regular meeting. The Chair

of the Benevolent Fund is responsible for gathering the monthly collections and providing the proceeds with a tally of collections to the Treasurer at the end of each meeting, ensuring these funds are not comingled with operating or fund-raising funds.

2. **Deer Creek December Birthday Party:** The Deer Creek nursing home in Wimberley is a long-term care facility that benefits from the volunteer spirit of the community. WCCC traditionally hosts the Christmas Party which also celebrates December birthdays of facility residents. The Chair of the Deer Creek Party is responsible for organizing and conducting the event, in coordination with administrators at the facility.
3. **Directory Editor:** The Directory Editor collects all necessary information to develop the official annual directory of the association, including taking photographs of new members, updating the directory on a monthly basis, and ensuring information on the association, its bylaws and policies, as well as a calendar for the year are included in such directory.
4. **Historian/Scrapbook:** The Historian shall be responsible for maintaining the historical records of the association and preparing a summary of the association's activities for the year.
5. **Hospitality/Greeters:** The Hospitality Chair is responsible for arranging the meal for the general meetings, as well as coordinating details with the meeting venue, including room set up and other needs. The Hospitality Chair shall ensure there are sufficient greeters to assist members and visitors. The Hospitality Chair is also responsible for table set up, including tablecloths, eating utensils, and decorations. The Hospitality chair shall ensure the venue is cleaned after each meeting to the standards agreed upon with the venue management.
6. **New Member Mentoring:** The Chair coordinates the orientation sessions for new members held in the fall and spring. The Chair is also available to assist new members as needed.
7. **Parliamentarian:** The Parliamentarian shall ensure the bylaws, policies, and procedures of the association are enforced properly. The Parliamentarian may form a committee as needed for special projects, such as review and update of bylaws or policies.
8. **Publicity:** The Chair of the Publicity Committee shall be responsible for all publicity activities necessary to promote the association and its activities. The Chair of the Publicity Committee shall appoint an official photographer, or if one is not available, take steps to ensure all activities are documented for the records.
9. **Reservations:** The chair of the Reservations Committee shall be responsible for managing the registration process for the general meetings, including:
 - a. Providing notice of meeting and reminder through the association's electronic reservations system.
 - b. Managing the registration process, ensuring that deadlines are met and there are no technical issues preventing registration.

- c. Providing a registration list to the Chair(s) of Hospitality, President, First Vice President, and Treasurer no later than the Friday of the week preceding the meeting.
- d. Ensuring badges for new members and visitors are ready for distribution at the meeting.
- e. Attending the meeting to greet members and distribute badges prior to the meeting.

Section 3 – Duties of Standing Committees

1. **Donations:** The members of the Donations committee shall be responsible for managing the donations process, including:
 - a. Providing notification of application process and timelines to eligible organizations
 - b. Receiving and reviewing all applications under the guidelines approved by the Board
 - c. Preparing recommendations for approval or disapproval, as well as suggested amount of donation, for submission to the Board
 - d. Notifying all applicants of the decision
 - e. Conducting the distribution of donations at the May meeting of WCCC
 - f. Maintaining documentation of all steps taken and decisions made for the records of WCCC

2. **Scholarships:** The members of the Scholarships committee shall be responsible for managing scholarships award process, including:
 - a. Providing the appropriate notification and documentation to the high school counselors in the area
 - b. Receiving and reviewing all applications under the guidelines approved by the Board
 - c. Preparing recommendations for approval or disapproval
 - d. Notifying all applicants of the decision, including providing process applicant must follow to collect the scholarship funds
 - e. Maintaining documentation of all steps taken and decisions made for the records of WCCC

Section 4 – Vacancies: When a Committee chair becomes vacant mid-term, the Recording Secretary shall accept nominations for a new Chair from the Board members two weeks prior to a Board meeting. The nominations will be sent to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Chair’s term.

Section 5 – Resignation, termination, and absences: Resignation as Chair of a Committee must be in writing and received by the Recording Secretary, with a copy to the President. Electronic communication shall be considered written communication. A Committee chair may be terminated from the Board due to

excess absences; more than three unexcused absences from Board meetings in a year. A Committee chair member may be removed for other valid reasons by a three-fourths (3/4) vote of the remaining officers.

Section 6 – Conflict of Interest: Whenever a Committee Chair has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine it is in the best interest of the association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

WCCC shall maintain a Conflict of Interest policy which will be updated annually and acknowledged by all members of the Board, including committee chairs, through their signatures. This policy is an official document of WCCC and shall be retained in the records of the Secretary.

ARTICLE VI – DISSOLUTION

Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal business of the association is then located, exclusively for such purposes or to such association or associations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order – as Revised shall govern the association in situations not covered by the Bylaws of the association,

ARTICLE VIII – AMENDMENTS

These Bylaws may be amended when necessary by a majority vote of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcement.

Amendments approved by a majority of the Board will be submitted for a vote of the general membership at any regular meeting of the association, provided advance

notice has been given to the members by reading the amendments(s) at the preceding meeting.

In cases where the proposed amendments are extensive, a summary reading will be provided to members with the full document submitted to members through the association's electronic mail system. For those members without access to a computer or electronic mail, hard copies will be made available.

After appropriate notice, the Bylaws will be presented to the general membership for a vote and will be considered amended by a recorded majority vote of those present at the meeting.

CERTIFICATION

These Bylaws, as amended, were approved at a meeting of the general membership of the Wimberley Community Civic Club by a majority vote of those present on January 13, 2017.

Certified by:

President 2015-17: Nancy Williams

_____, Date: _____

Recording Secretary: Janet Casper

_____, Date: _____

AMENDMENTS

Amendment 1 – Approved May 8, 2015

Article II, Section 2, Dues has been changed to reflect an increase in annual dues, previously \$25.00 to \$35.00.

Amendments 2 through 20 – Approved January 13, 2017

Amendment 2

Article II – Membership, Section 2 – Classes of Members

Whereas the need for two classes of membership no longer exists, Article II, Section 2 is deleted in its entirety. Further, all bylaw references to “active members” are changed to “members”.

Amendment 3

Article II – Membership, Section 3 – Dues

To conform to current operating practices and to allow members more time to pay dues, the final due date is changed from July 1 to August 1 and the phrase “but can rejoin at a later time” is added. Further, Section 3 is renumbered Section 2.

Amendment 4

Article II – Membership, Section 4 – Membership Eligibility

To reflect annual dues of \$35.00 at any time a member joins the WCCC, the sentence “For members joining on or after January 1, membership dues will be reduced to \$15.00.” is deleted. Further, Section 4 is renumbered Section 3.

Amendment 5

Article II – Membership, Section 5 – Rights of Members

Subsection 2 outlining the rights of Associate Members is deleted in its entirety. Further, Section 5 is renumbered Section 4 and Section 6 is renumbered Section 5.

Amendment 6

Article III – Meetings - Section 1 – Regular Meetings

To provide flexibility of meeting dates and times without requiring a general membership vote (i.e., holiday conflicts, special events), Section

1 is revised to read “Regular meetings will be held monthly with the exception of December, June, July, and August. Notice of meeting shall be sent to members.”

Amendment 7

Article III – Meetings – Section 2 – Board Meetings – Paragraph 1

To provide flexibility for board meetings without requiring a general membership vote, Paragraph 1 shall read “Regular meetings of the board shall be held at least two (2) days prior to the general regular meeting.”

Amendment 8

Article III – Meetings – Section 4 – Notice of Regular Meetings – Rule 1

To provide flexibility for operations, Rule 1 is deleted.

Amendment 9

Article III – Meetings – Section 4 – Notice of Regular Meetings – Rule 2

To delete redundancy, the phrase “and will not be included in the count provided to the caterer and venue” are deleted. Further, Rule 2 is renumbered Rule 1.

Amendment 10

Article III – Meetings – Section 4 – Notice of Regular Meetings – Rule 3

To provide flexibility for potential changes in meeting costs and potential non-catered meetings, the \$12.00 meeting price is deleted and the words “catered light” are deleted. Further, Rule 3 is renumbered Rule 2.

Amendment 11

Article III – Meetings – Section 4 – Notice of Regular Meetings – Rule 4

To provide flexibility for potential changes in meeting costs, the phrase “usually \$12” is deleted. Further, Rule 4 is renumbered Rule 3.

Amendment 12

Article IV – Board of Directors, Duties, and Elections – Section 5 – Elected Officers and Duties

To provide flexibility in the number of elected officers of the Board without requiring a general membership vote, the first sentence in the first paragraph is restated to read “Elected officers of the Board consist of President, First Vice President (Programs), Second Vice President (Membership), Treasurer, Recording Secretary, Corresponding Secretary, Home Tour Chairs (up to 3), and Spring Event Chairs (up to 3). “

Amendment 13

Article IV – Board of Directors, Duties, and Elections – Section 5 – Elected Officers and Duties – Subsection 3 – Second Vice President

To be inclusive, the New Member Mentoring Chair is added to the list of notifications of current membership information.

Amendment 14

Article IV – Board of Directors, Duties, and Elections – Section 5 – Elected Officers and Duties – Subsection 5 – Corresponding Secretary

To clarify duties, the phrase “responsible for the administration of the association’s Facebook page as well as” and the entire last sentence are deleted.

Amendment 15

Article V – Committees – Section 2 – Duties of Regular Committees – Subsection 1 – Benevolent Fund

To provide flexibility for future donations, the second sentence “WCCC has held a long-standing relationship with the Hays-Caldwell Women’s Shelter and assigns the Benevolent Fund donations to the Shelter.” is deleted.

Amendment 16

Article V – Committees – Section 2 – Duties of Regular Committees – Subsection 4 – Historian/Scrapbook

To clarify responsibilities, the second sentence is deleted in its entirety and the first sentence is restated as follows “The Historian shall be

responsible for maintaining the historical records of the association and preparing a summary of the association's activities for the year."

Amendment 17

Article V – Committees- Section 2 – Duties of Regular Committees – Subsection 6 – New Member Mentoring

To conform to current practices, revise duties to read "The Chair coordinates orientation sessions for new members and is available to assist new members as needed."

Amendment 18

Article V – Committees – Section 2 – Duties of Regular Committees – Subsection 8 – Historian/Scrapbook

To conform to current practices, the reference to "scrapbook" is deleted.

Amendment 19

Article V – Committees – Section 2 – Duties of Regular Committees – Subsection 9 – Reservations

To conform to current practices, revise **Item d** to state "Ensuring badges for new members and visitors are ready for distribution at the meeting.

Amendment 20

Article V – Committees – Section 2 – Duties of Regular Committees – Subsection 9 – Reservations

To conform to current practices, revise **Item e** to state "Attending the meeting to greet members and distribute badges prior to the meeting."

