BY-LAWS OF RANCHO MIRAGE WOMAN'S CLUB

I. PRINCIPAL OFFICE

The principal office of this Corporation is in the City of Rancho Mirage, County of Riverside, State of California.

II. MISSION STATEMENT

The Rancho Mirage Woman's Club is a 501(c)(3) Non-Profit Charitable Organization dedicated to the education and advancement of the youth in our community. Our goal is to help them reach their full potential as productive and responsible citizens. All women in the Coachella Valley may participate in our efforts to raise funds by hosting special events, luncheons, scholarships, donations etc. The monies raised are donated annually to non-profit organizations benefiting our local youth.

III. MEMBERSHIP

Section 1. Classification of Members

There shall be only one (1) class of members in the Rancho Mirage Woman's Club. Each member, in good standing, shall be entitled to one (1) vote.

Section 2. Admission to Membership

The procedure for admission to membership in the Club shall be as follows:

(a) Membership shall be obtained through a sponsor member in good standing. A completed application, signed by the applicant will be submitted to the Membership Chair, with the application fee, after the applicant has attended at least two (2) Club sponsored events.

(b) The application shall then be presented by the Membership Chair at the next regular meeting of the Board of Directors. Upon the acceptance by the Board of Directors, the applicant is admitted to the membership.

Section 3. Fees and Dues

(a) Each member shall pay annual dues by November 30th of each year.

(b) The Membership Chair shall notify members who are in arrears.

(c) Any Member who fails to pay their annual dues sixty (60) days after the due date of November 30th shall have her membership terminated.

(d) Dues paid by new members on or after the February general meeting shall be applied to the following year.

(e) The Membership Dues may be changed by a two-thirds (2/3rds) vote of the members present and voting, at any meeting called for that purpose.

(f) Purchase of at least one (1) fundraiser ticket per year is required.

Section 4. Voting Rights of Members

Each voting member shall be entitled to one (1) vote. Voting by proxy shall not be allowed.

Death, resignation, or removal of any Member of the Club automatically terminates her membership as a voting member of this organization.

Section 5. Removal of a Member

Any Member of the Club may be expelled by the affirmative vote of a majority of the Board of Directors for any indebtedness to the Club or by affirmative vote of two-thirds (2/3rds) of the Board of Directors for conduct which the Board of Directors deems inimical to the best interest of the Club. The member shall be given immediate notice to rectify such behavior prior to action being taken. The membership of any such person and all rights pertaining to her membership, shall terminate immediately upon expulsion.

IV. MEETINGS

Section l. Annual Member General Meetings

There shall be a regular meeting of members held on the fourth (4th) Thursday of each month of each year, excepting November and December which shall be decided by the Board of Directors each year. There shall be no meeting in June, July, August, and the month we hold our annual Gala. All regular meetings shall be open meetings.

Section 2. Quorum

Twenty percent (20%) of the regular members of the Club shall constitute a quorum. There shall be no voting by proxy.

Section 3. Board of Directors Meetings

Regular monthly meetings of the Board of Directors shall be held within the boundaries of this Club and at a place designated for that purpose. If the first Monday falls on a holiday, the monthly meeting shall be held on the first Tuesday or a date decided on by the President. Board meetings shall be attended by Officers & Directors and are open to Committee Chairs as well as the general membership. BOD meetings are not held during the months of June, July or August.

Section 4. Special Meetings

Special meetings of the Board of Directors shall be held for any purpose at any time by call of the President, or if the President is absent or refuses to act, by any two (2) elected Directors.

Written notice of the time and place of the special meeting shall be delivered personally to each Director or sent by first class mail, email or facsimile addressed to each Director as it is shown on the official records of the Club. Such notice shall be sent to each Director to assure that it reaches each Director at least twenty-four (24) hours prior to the time of holding such meeting.

V. CLUB MANAGEMENT

Section 1. Board of Directors' Powers

Subject to the limitations of the Articles of Incorporation and of the general Non-Profit Corporation Law of the State of California, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club shall be controlled by, the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is expressly declared that the Directors shall have the following powers:

(a) To conduct, manage and control the affairs and business of the Club, and to make such rules and regulations that are not inconsistent with law, with the Articles of Incorporation or with the By Laws, as they may be.

(b) To notify the membership, when necessary, of the removal of officers from the Club, and to prescribe powers and duties for officers, as they may not be inconsistent with law, with the Articles of Incorporation, or with these By-Laws.

(c) To manage in the manner they deem best all funds and property, real and personal received, acquired or earned by the Club and to distribute and dispense them.

Section 2. Officers/Directors Responsibilities

The Officers of the Club shall be the President, 1st Vice President, 2nd Vice President, 3rd Vice President, Treasurer, Recording Secretary. Corresponding Secretary and the five (5) Directors. Their responsibilities shall be as follows:

PRESIDENT

The President shall have the ultimate responsibility and authority to conduct the business of this organization within the framework of these By-Laws and Articles of Incorporation. She shall act as Chair at all Board of Directors and General Membership Meetings and shall be an ex officio member of all committees, except the Nominating Committee. She shall appoint any committee Chair that the Board of Directors deems necessary to carry out the functions of the Club.

The President shall sign as a signatory on the bank accounts with the Treasurer and the First Vice President.

FIRST VICE PRESIDENT

The First Vice President shall assume the duties of the President in her absence. She shall select the location and programs for all General meetings and social events. She shall sign as a signatory on the bank accounts with the President and Treasurer and serve on the Budget Committee.

SECOND VICE PRESIDENT

The Second Vice President shall assume the duties of the President in the absence of the President and the First Vice President. She shall be Chair of the Ways and Means Committee and will be a member of the Philanthropic Committee.

THIRD VICE PRESIDENT

The Third Vice President shall assume the duties of the President in the absence of the President, the First Vice President and the Second Vice President. She shall be Chair of the Membership Committee.

TREASURER

The Treasurer shall keep an accurate account of all financial transactions authorized by the Board of Directors, Members and/or the President. She shall have charge of all funds and shall pay all bills. She shall keep complete records of all monies received and the source thereof, all checks written and the purpose therefore. She shall give a written annual financial report to the Club at the annual May meeting. The Treasurer shall, in addition, aid and assist the Ways and Means Chair and the Budget Committee.

RECORDING SECRETARY

The Recording Secretary shall be responsible for the preparation and promulgation of the minutes of all General and Board of Directors meetings.

CORRESPONDING SECRETARY

The Corresponding Secretary shall be responsible for all correspondence from the Club.

DIRECTORS

The five (5) Directors' duties shall include: Filling in when officers are absent. Two (2) shall be appointed to serve on the Philanthropic Committee, one (1) of which will serve as Chair.

Section 3. Committees

The President may create and appoint Committees and Chairs of those committees as is deemed necessary for the good of the Club. The Chair of each committee shall select the members of that committee.

PARLIAMENTARIAN

The Parliamentarian shall advise and assist the President, or any other presiding officer, on parliamentary procedure. She shall be chair of the By-Laws Committee.

HISTORIAN

The Historian shall keep a record of the Club's activities and present her report at the May meeting of the Club. She shall present the Historian book to the out-going president.

PHILANTHROPIC COMMITTEE

The Philanthropic Committee shall be selected by the President at the September Board Meeting. It shall consist of the Second Vice- President, two (2) Directors from the Board, and two (2) persons appointed by the President from the general membership. No committee member may be directly affiliated with any charity or organization (other than being a volunteer) that is being considered as a recipient. If so, that charity or organization must be excluded from the list or she must recuse herself from the vote on said charity or organization.

The Philanthropic Chair shall call meetings whenever the need arises.

All Committee Chairs must:

(a) Present all plans regarding meetings and programs to the Board for their information.

(b) Keep all procedure books up-to-date so that they may be presented to the successor committee chair.

Section 4. Election and Term of Board of Directors

The Board of Directors (collectively includes Officers and Directors) shall be elected as set forth in these Bylaws'. The authorized number of Board of Directors shall be determined by the Board of Directors. Each Board Member shall be in good standing of the Club. The "term" of any position shall be deemed to be two (2) years. No Board Member shall serve in any one (1) position for more than two (2) terms, or four (4) consecutive years. In the event of an emergency or not being able to fill a position that has termed out, the Board may vote to allow a willing Board member to extend their position for an additional year(s) beyond the initial two (2) terms, or four (4) consecutive years limitation not exceed three (3) terms, or six (6) consecutive years.

The Board of Directors shall serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred on behalf of the corporation.

The Board of Directors shall be elected at the annual March meeting of the general membership or at any special meeting of the general membership held in lieu of the annual meeting. There shall be a nominating committee consisting of five (5) members. Two (2) Board members of said nominating committee shall be selected by the President at the January meeting of the Board of Directors. The three (3) remaining members, excluding members of the Board of Directors, shall be selected by the membership at the regular January meeting.

Section 5. Nominating Committee

The nominating committee shall draw up a slate of officers and directors which shall consist of one (1) candidate for each office.

The slate of proposed officers and directors shall be announced to the membership one month prior to election.

At the regular annual March meeting, the Chair of the Nominating Committee shall present to the membership the proposed slate of officers. Nominations may be made from the floor after presentation of such report. Members must obtain consent of prospective candidates before

making such nominations. The elections shall take place immediately thereafter and shall be conducted office by office. If only one name appears on the slate, the members may vote by voice. A majority vote of the members present shall constitute an election to office. Installation of the officers and directors shall be held at the regular May meeting. The new Board of Directors shall begin their duties in June.

Section 6. Vacancies

A vacancy on the Board of Directors, caused by death, resignation, disability or removal of a Director, shall be filled by a majority vote of the remaining Board of Directors.

Section 7. Removal of a Director

Any Board of Director may be removed, with cause, by the affirmative vote of two-thirds (2/3rds) of the members of the Club at a meeting held for that purpose.

Section 8. Order of Business at Regular Meetings

The order of business that shall be normally conducted during each regular Club meeting shall be as follows:

1. Call to order
2. Introduction of visitors
3. Minutes of the previous meeting
4. Agenda review and adjustment
5. Business conducted pursuant to agenda
6. Adjournment

Further, Robert's Rules of Order Newly Revised shall be the authority on the Parliamentary Law when not in conflict with these By-Laws.

Section 9. Quorum

A majority of the number of elected Board of Directors as fixed by these By-Laws shall be necessary to constitute a quorum. The Board of Directors may also meet by video or teleconference so long as all persons participating can hear each other at the same time.

VI. Records and Reports

Section 1. Records

The Club administrators shall maintain adequate and correct accounts, books, and records of its business and properties. All of such books, records, and accounts shall be kept at its principal place of business within the boundaries of the Club as fixed by the Board of Directors from time to time.

Section 2. Inspection of Records

All records provided for in Section 1 above shall be open for inspection by the Board of Directors and members of this Club upon reasonable notice.

Section 3. Checks, Drafts, Notes, Indebtedness

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the Club shall be signed or endorsed by such person or persons and in such manner as provided for in these By- Laws or as from time to time shall be determined by the Board of Directors.

Section 4. Annual Reports

The Board of Directors shall cause an annual report or statement to be prepared and presented to the general membership at the Annual General Meeting in May of each year and such annual report or statement shall become a part of the permanent records of the business of this Club.

VII. Amendment To The By-Laws

Section 1. Amendment of By-Laws

These By-Laws may be amended by a two thirds (2/3rds) vote of the members present and voting, at any annual meeting or at any other meeting of the members called for that particular purpose. The proposed amendments shall be approved by the Board of Directors and submitted to the membership, in printed form, at least one month prior to voting.

Section 2. Amendment By The Board of Directors

The Board of Directors may not amend these By-Laws.

Section 3. Notification

Each voting member of this club shall be given thirty (30) days notice of any meeting called to propose changes to these by-laws. Such notification shall include a copy of any and all proposed amendments. Notification of the meeting shall be made by regular mail, email, or facsimile to the address of record on file with the secretary of this club.

VIII. Ratification

We, the undersigned, being voting members of this Club and acting in the capacity of a Director of the Board of Directors, or a Representative, hereby assent to the foregoing By-Laws, and adopt the same as the By-Laws of the Club.

IN WITNESS WHEREOF, we have hereunto set our hands on this 14th day of September 2026.

Directors of the Board:
Shelley Salinas
Shannon Shea
Terry Snodgrass
Betty Saidel

Nila Tatum

Certificate Of Adoption of Amended Bylaws The undersigned person(s), directors of the above-named Corporation, hereby represent that the Amended Bylaws were unanimously approved by the Members, and hereby adopt the same as the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand on this 24th day of September 2026

Marcella Ruble

Marcella Ruble, Secretary

Amended:

January 1984
March 1988
March 1989
March 1997
December 2002
October 2008
May 2010
May 2013
June 2014
May 2015
October 2022
September 2026

STANDING RULES

Members may not use the Club's name or without the approval and consent of the Board of Directors.

The Club must remain non-partisan.

Members desiring to bring matters of business before the Club shall present the same in writing to the Board of Directors.

The Philanthropic Committee shall present their preliminary report to the Board of Directors at the November Board meeting, and their final report at the December Board meeting. They shall present all philanthropies, such as checks and donations, to whatever charities they have decided upon at the regular April general membership meeting. The amount given to each charity is to be included in the monthly newsletter sent to all members. The total amount given to our philanthropic recipients combined shall be stated at the time of presentation.

Each out-going elected officer shall give to her successor all files, records and other property pertaining to such office at the time she relinquishes such office.

The First Vice-President shall be in charge of selecting a gift for the out-going president.

In the event of illness of a Club member or member of her immediate family, a card will be sent. If the member is hospitalized, a card will be sent to her home address. In the event of the death of a member or a member of her immediate family, a card will be sent. In addition to the card, flowers or a donation to their selected charity may be sent at the discretion of the Board.

All past Presidents shall be sent an invitation to attend the October Birthday Luncheon.

Any member (or their guest) who fails to cancel their reservation prior to the club submitting the headcount to the venue will be billed for their lunch.

The Club does not pay for guest speakers. Therefore, the speaker may sell their books, product, or promote their activities.

Guest vendors at club events are separate third parties contributing to our fundraising efforts. Vendors are required to pay the club either a flat fee or a percentage of the total sales. The Club, as a separate party, is not responsible for items purchased, exchanged or returned. The Club will accept the vendor's policy as to whether they will exchange or reimburse funds to purchasers, minus what was contributed to the Club on purchases made. The flat fee or percentage of the total sales given to the Club as a donation by the vendors is non-refundable.

The Nominating Committee may, if they deem it appropriate and only under their direction, select an outstanding member of the year and Honorary members. An honorary member shall pay no dues, yet shall retain full voting rights.

An outstanding member of the year may be chosen based on her exemplary service to the Club during a given year.

An Honorary Member candidate will have served a minimum of three (3) times in a senior position either as President, 1st, 2nd or 3rd Vice President. This can be achieved by either serving in one position multiple times or a combination of four offices. If the candidate meets the above requirements, she will also be required to meet the following:

1. Served at least one term as a Director of the Board.
2. Chaired or sat on a working committee, such as the Nominating, Philanthropic, Budget or By-Laws or on a committee formed by the President or Board of Directors to address a specific issue or problem.
3. Frequent volunteer in Club functions, either by providing items, ~~or~~ soliciting funds and/or organizing and managing special events.
4. Provides ample and exemplary assistance with fundraisers.

All Board Meeting Minutes and Financials shall be electronically preserved in a central repository on our website. The documents may be accessed by current Board members only during a given term.