

# STANDING RULES OF THE CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION

## SECTION 1. MEMBERSHIP

### SECTION 1.1. QUALIFICATIONS

Any person of good character and dedicated to the purposes of this Corporation shall be eligible for membership upon payment of dues. They must also be willing to abide by the CALIFORNIA CAKE CLUB By-Laws.

The CALIFORNIA CAKE CLUB shall not discriminate against anyone on the basis of race, color, gender or creed.

### SECTION 1.2. DUES

Each member in good standing must pay dues annually or biennially. Dues will be ~~established by a vote held at a meeting of the membership~~ determined by the Board. Renewals must be paid within 30 days of the expiration date. The privilege of holding office, making motions, debating, and voting shall be limited to members of this Club whose dues are current.

### SECTION 1.3. TERMINATION OF MEMBERSHIP

Causes of Termination. The membership of any member shall terminate upon occurrence of any of the following events:

- a.) The resignation of the member.
- b.) The failure of a member to pay annual dues within the times set forth by the Board of Directors.
- c.) The determination by the Board of Directors or a Committee designated to make such determinations that the member has failed in a material and serious degree to observe the rules of conduct.

Procedure for Expulsion. Following the determination that a member should be expelled under sub-paragraph (c.) above, the following procedure shall be implemented:

- a.) A notice shall be sent by prepaid, first class, or registered mail to the most recent address of the member as shown on the Corporation's records, setting forth the expulsion and the reasons thereof. Such notice shall be sent at least (15) fifteen days before the proposed effective date of the expulsion.
- b.) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than (5) five days before the effective date of the proposed expulsion. The hearing will be held by a special Member Expulsion Committee composed of not fewer than (3) three Directors appointed by the President. The notice to the member of their proposed expulsion shall state the date, time and place of the hearing on their proposed expulsion. Following the hearing, the Expulsion Committee shall decide whether or not the member should in

**STANDING RULES OF THE  
CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION**

fact be expelled, suspended, or sanctioned in some other way. The decision of the Committee shall be final.

- c.) Any person expelled from the Corporation shall not receive a refund of dues.

**SECTION 1.4. TRANSFER OF MEMBERSHIPS**

No member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death.

**SECTION 2. MEETINGS OF MEMBERS**

**SECTION 2.1. PLACE OF MEETING**

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal Executive Office of the Corporation.

**SECTION 2.2. MEETINGS**

- a.) The general meeting of the Club shall be (4) four times a year: Spring, Summer, Fall, and Winter.
- b.) Business may be transacted by the members present at any stated meeting, provided there are at least (3) three Officers present.
- c.) Board meetings may take place via e-mail or other electronic correspondence if there will not be at least (3) three Officers present for the scheduled Board meeting.

**SECTION 2.3. SPECIAL MEETING**

- a.) Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: The President, (3) three General Board members, or (10) ten or more members. Special meetings of the members may be called by (5.0%) five percent or more of the members.
- b.) Calling meetings by members. If a special meeting is called by members other than the President, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile or electronic transmission to the President, any Vice-President, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 2.4 and 2.5 of this Section 2, that a meeting will be held, and the date for such meeting, which date shall not be less than (35) thirty-five nor more than (90) ninety days following the receipt of the request. If the notice is not given within the (20) twenty days after the receipt of the request, the person (s) requesting the meeting may give the notice. Nothing contained in this sub-section shall be construed as limiting,

**STANDING RULES OF THE  
CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION**

fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

SECTION 2.4. NOTICE OF MEMBERS' MEETING

- a.) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with this Section 2 not less than (10) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and
- (i) in the case of a Special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or
  - (ii) in the case of a regular meeting, those matters which the Board of Directors, at the time of giving notice, intends to present for action by the members.
- b.) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):
- (i) Removing a Director without a cause;
  - (ii) Filling vacancies on the Board of Directors by a membership vote;
  - (iii) Amending the Articles of Incorporation; or
  - (iv) Voluntarily dissolving the Corporation.
- c.) Manner of giving notice. Notice of any meeting of members shall be given either personally or by first class mail, telegraphic or other written or electronic communication, charges pre-paid, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. If no address appears on the Corporation's books and no other has been given, notice shall be deemed to have been given if either
- (i) notice is sent to that member by first class mail or telegraphic or other written communication to the Corporation's principal Executive Office, or
  - (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

**STANDING RULES OF THE  
CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION**

- d.) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the Recording Secretary/Parliamentarian, Corresponding Secretary, or any other party of the Corporation giving the notice, and if so executed, shall be filed and maintained in the Minute Book of the Corporation.

SECTION 2.5. QUORUM

- a.) Percentage required. (33 1/3%) Thirty-three and one-third percent of the members present shall constitute a quorum for the transaction of business at a meeting of the members.

SECTION 2.6. ADJOURNED MEETING

Any members meeting, general or special, whether or not a quorum is present, may be adjourned anytime by the vote of the majority of the members represented at the meeting.

SECTION 3. VOTING

SECTION 3.1. ELIGIBILITY TO VOTE

Persons entitled to vote at any meeting shall be current members in good standing.

SECTION 3.2. MANNER OF CASTING VOTE

Voting may be by voice or ballot; however election of Directors must be by ballot.

SECTION 3.3. RIGHT OF MEMBERS

Every person entitled to vote shall have the right to do so either in person or by mail.

SECTION 3.4. NOMINATIONS AND SOLICITATIONS FOR VOTES

- a.) Nominating committee. The President shall appoint a committee to select qualified candidates for election to the Board of Directors at least (90) ninety days before the date of any election of Directors. The Nominating Committee shall make its report at least (60) sixty days before the date of the election.
- b.) Nominations by members. A member may nominate candidates for Directorships at any time before the (50<sup>th</sup>) fiftieth day preceding such election provided they have a written consent, which has been signed by the candidate. On timely receipt of the nomination, the Nominating Chairman shall place the candidates name on the ballot along with those candidates named by the Nominating Committee.
- c.) Nominations from the floor. If there is a meeting to elect Directors, any member present at the meeting may place names in nomination.

## **STANDING RULES OF THE CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION**

- d.) Newsletter. A biography of all candidates placed on the ballot may be published in a pre-election issue.

### SECTION 3.5. VOTE REQUIRED TO ELECT DIRECTORS

Candidates receiving the highest number of votes shall be elected as Directors.

### SECTION 3.6. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

General. Any action that may be taken at any general or special meeting of members may be taken without a meeting, and without prior notice, if written ballots are received from a number of members equal to (1/3) one-third of the active membership. All such written ballots shall indicate the time by which the ballot must be returned to be counted.

### SECTION 3.7. RECORD DATE FOR MEMBER NOTICE, VOTING, AND GIVING CONSENTS

- a.) To be determined by Board of Directors. For the purpose of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to Corporate action without a meeting, the Board of Directors may fix, in advance, a "record date," which shall not be more than (60) sixty nor fewer than (10) ten days before the date of any such meeting nor more than (60) sixty days before any such action without a meeting. Only currently active members of record on the date so fixed are entitled to notice, to vote, or to give consents as the case may be.

## SECTION 4. OFFICES

### SECTION 4.1. BOARD OF DIRECTORS

- a.) General Corporate Powers. Subject to the provisions of the California Non-Profit Corporation law and any limitations in the Articles of Incorporation and these By-Laws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all Corporate powers shall be exercised, by and under the direction of the Board of Directors.
- b.) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to change the principal Executive office or the principal Business Office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or of California for the holding of any members' meeting or meetings, including biennial meetings.
- c.) Adopt, make, and use a Logo or certificate, and alter the form of the seal and certificate.

### SECTION 4.2. NUMBER AND QUALIFICATIONS OF ELECTED OFFICERS AND BOARD

## **STANDING RULES OF THE CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION**

The number of Elected Officers shall be (6) six. The authorized number of Board of Directors shall be ~~(13) thirteen~~ (12) twelve.

### SECTION 4.3. TERM OF BOARD OF DIRECTORS

Directors shall be elected at the Summer meeting biennially.

### SECTION 4.4. ELECTION/APPOINTMENT OF OFFICERS AND BOARD MEMBERS

- a.) The elected Officers of the Club shall be President, First Vice-President, Second Vice-President, Recording Secretary/Parliamentarian, Corresponding Secretary, Treasurer, and (3) three Board Members at Large to be elected by the General Membership. In addition, the Historian and Newsletter Editor shall be appointed to the Board by the President. The Retiring President shall automatically become the Advisor and a Board Member. ~~The California ICES Representative shall be elected by California ICES membership and automatically becomes a Board Member.~~
- b.) The President-Elect shall have served as a Board Member for at least (1) one year. Officers shall serve for a term of (2) two consecutive years. Newly elected Officers shall be installed during the Fall meeting. They shall assume their duties immediately.
- c.) The President shall appoint a Nominating Committee at the regular Winter meeting preceding elections. The Committee shall consist of at least (3) three members of which (1) one shall be a Board Member to nominate candidates for the election of Officers for the next (2) two-year term.
- d.) The Nominating Committee shall make a report at the Spring meeting nominating at least (1) one candidate for each of the Offices of the Club.

Before election at the Summer meeting, any member in good standing may nominate any other member in good standing for any of the elected positions of the club except President.

- e.) Election of Officers shall be made by written or mail-in ballot at the Summer meeting **biennially.** ~~of the second even number year.~~
- f.) Officers of the California Cake Club must reside in the state of California.

### SECTION 4.5. DUTIES OF ELECTED OFFICERS

- a.) The President shall preside at all meetings of the Club and shall be a member ex-officio of all Committees except the Nominating Committee, and with the ratification of the Officers, shall appoint all Chairmen and shall be responsible for preparing an Annual Report to be published at the end of each fiscal year.

## STANDING RULES OF THE CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION

In the event of a vacancy of an Office, the President shall appoint a replacement for the remainder of the term subject to approval of the Board of Directors.

- b.) The First Vice-President shall act as aide to the President and act in the absence of the President. The First Vice-President shall be in charge of selecting General Meeting Programs and locations.
- c.) The Second Vice-President shall be in charge of Membership. The Second Vice-President will keep the Newsletter Editor apprised of new members.
- d.) The Recording Secretary/Parliamentarian will record the minutes of all Board, General, and Special Meetings and shall keep records of all other events. The records of the General Meetings shall be open to the members at all times. The Recording Secretary shall serve as Parliamentarian and will follow Roberts Rules of Order for all meetings.
- e.) The Corresponding Secretary shall answer all correspondence at the direction of the President and shall present to the General Membership all letters and invitation which this Club may receive. The Corresponding Secretary shall be in charge of the Edith Gates Scholarship, **the Frances Kuyper Scholarship** and General Meeting Scholarships.
- f.) The Treasurer shall receive all monies of the Club, keeping an accurate account of receipts and disbursements, and shall pay all authorized expenses. The Treasurer shall present a Statement of Account at every meeting of the Club and make a full report at the Biennial Election Meeting. The Treasurer shall submit all records for an annual audit to coincide with the Fiscal Year-End.
- g.) The Board Members at Large shall serve as Chairmen of special Committees as appointed and shall carry out any function deemed necessary in keeping with the goals of this organization.

### SECTION 4.6. DUTIES OF THE APPOINTED BOARD MEMBERS

- a.) The Advisor shall counsel the complete Board in all matters.
- b.) The Historian shall keep an accurate pictorial account of all general meetings.
- c.) The Newsletter Editor shall be responsible for publishing and mailing a timely Bi-Monthly Newsletter. For this timely performance, the Newsletter Editor shall be compensated.
- d.) ~~The California ICES Representative shall attend all Board and General Meetings of the California Cake Club and report to the Board regarding any pertinent ICES information and any upcoming events. The California ICES Representative may also avail a page in every California Cake Club newsletter to inform the California Cake Club/ICES members of information and any upcoming events. For the above named services the California ICES Representative will be compensated the sum of 1/3 (one third) of each meeting's raffle money, with the exception of the raffle at Cake Camp.~~

# **STANDING RULES OF THE CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION**

## **SECTION 4.7. BOARD MEMBER ATTENDANCE AND TERM**

- a.) All Board Members are expected to attend (2) two meetings per year.
- b.) Each Board Member upon expiration of their Office, or in the case of a resignation, shall turn over to their successor without delay all records, books, funds, and other material pertaining to their Office.

## **SECTION 4.8. FEES AND COMPENSATION OF DIRECTORS**

Board members and members of Committees may receive compensation, if any, for their services, and such reimbursements of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

## **SECTION 5. VACANCIES**

### **SECTION 5.1. EVENTS CAUSING VACANCY**

A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: death or resignation.

### **SECTION 5.2. RESIGNATIONS**

Except as provided in this paragraph, any Board Member may resign, which resignations shall be effective on giving written notice to the President. If the resignation of a Board Member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

### **SECTION 5.3. ~~MEMBERS MAY ELECT THE~~ FILLING OF VACANCIES**

~~The members may elect a Director or Directors at any General Meeting to fill all vacancies.—~~The President shall fill all vacancies by appointment as required.

### **~~SECTION 5.4. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS~~**

~~No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's Term of Office expires.~~

## **SECTION 6. COMMITTEES**

### **SECTION 6.1. APPOINTMENTS**

All Committee Chairpersons shall be appointed by the President to fulfill the work of the California Cake Club.



# STANDING RULES OF THE CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION

## SECTION 6.2. COMMITTEES

The following are established committees of the California Cake Decorating Club:

The Committees are:

<u>COMMITTEE</u>	<u>CHAIRPERSON</u>
a.) Budget	Treasurer
b.) Hospitality and Programs	First Vice-President
c.) Membership	Second Vice-President
d.) Ways and Means	Chairperson to be appointed
e.) Publicity	Chairperson to be appointed
f.) Scholarship	Corresponding Secretary

The Ad Hoc Committees are:

a.) By-Laws	Chairperson to be appointed
b.) Nominating	Chairperson to be appointed

## SECTION 6.3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of these Committees shall be governed by the Chairpersons.

## SECTION 7. ADVANCE OF EXPENSES

Advanced payments may be given for General Meeting deposits and expenses and for any Newsletter expenses.

## SECTION 8. AMENDMENTS

The Standing Rules may be amended by a majority vote at any General Meeting. There must be written notification to all members at least (30) thirty days prior to this meeting. Notification may be sent via mail or e-mail.

## SECTION 9. FINANCIAL FOUNDATION

- a.) CALIFORNIA CAKE CLUB is strictly a not-for-profit organization.
- b.) Investment shall be decided by a vote of the Board members.
- c.) Donations over \$500 shall be decided by a membership vote. Donations under \$500 shall be decided by a Board vote.

ANY PREVIOUS REVISIONS OF STANDING RULES WITH OTHER INFORMATION THAN THIS REVISION SHALL BE STRICKEN FROM ALL RECORDS. THIS AMENDMENT OVERRIDES ALL OTHERS.

**STANDING RULES OF THE  
CALIFORNIA CAKE CLUB, A CALIFORNIA NOT-FOR-PROFIT CORPORATION**

**REVISION DATE: FEBRUARY 3, 2018**