

# CONSTITUTION

## COSMOPOLITAN CLUB OF SANTA BARBARA, INC.

### ARTICLE I

#### Name

##### Section 1.

The name of this organization shall be the COSMOPOLITAN CLUB OF SANTA BARBARA, INC.

##### Section 2.

This Club is incorporated under the laws of the State of California.

### ARTICLE II

#### Purpose

##### Section 1.

The purpose of this organization is to foster and promote good fellowship and good citizenship among its members and to provide opportunities for the members and their guests to be involved in educational programs and to exchange information and ideas on matters of mutual interest and concern.

##### Section 2.

Sponsoring, for the purpose of financial support or underwriting, of any outside activity is specifically prohibited. Any form of solicitation is strictly prohibited.

##### Section 3.

Partisan discussions of political, racial, and religious subjects in open meetings are specifically prohibited.

### ARTICLE III

#### Membership

##### Section 1.

Membership shall consist of individuals who:

- a. Have a bona fide willingness and ability to participate in the activities of the club.
- b. Have had a long career in a profession or business and is possibly retired or continues to work.
- c. Subscribe to this Constitution.
- d. Are elected to membership by the affirmative vote of the Membership Committee; provided however, that no one shall be elected to membership until after seven (7) days' notice has been given to members of the club by the Membership Committee, and the further consideration of any objections to membership that may be received by the Membership Committee during the seven (7) day waiting period.

### ARTICLE IV

#### Fees, Dues, and Assessments

##### Section 1.

The initiation fee in this Club shall be \$75.00, payable on joining the Club.

## **Section 2.**

Annual dues in this Club shall be set by the Board of Directors. Dues for the upcoming year shall be announced no later than the second membership meeting in April and published in the following issue of Crackers. Dues shall be due on July 1 of each year, or upon joining the Club. Any member in arrears on dues on October 1 of each year shall be dropped from membership in the Club and so notified by the Club Secretary.

## **Section 3.**

Special assessments against the membership may be made only on recommendation of the Board of Directors and approved by a two-thirds vote of the members present at the first regularly scheduled meeting immediately following the meeting at which the special assessment is proposed.

## **Section 4.**

Any member 90 years or older with 15 years membership prior to the beginning of the Club year July 1 is exempt from payment of dues and assessments.

## **ARTICLE V Officers and Directors**

### **Section 1.**

Officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, each to be elected for a term of one year.

### **Section 2.**

The Board of Directors of this organization shall consist of the Officers, the Immediate Past President, and two additional members. The two additional members shall be elected, one each year, for a term of two years.

### **Section 3.**

Officers and Directors shall be elected by the membership at the second regularly scheduled meeting in March of each year. They shall assume office as of the first day of July, which is the beginning of the Club's fiscal year.

### **Section 4.**

All interim vacancies shall be filled by the Board of Directors, and such appointees shall serve until the next regular election.

### **Section 5.**

The duties of the Officers and Board of Directors shall be:

- a. The **President** shall
  - (1) Preside at all meetings of the Club.
  - (2) Preside at all meetings of the Board of Directors.
  - (3) Appoint the chairmen and members of all committees with approval of the Board of Directors.
  - (4) Be an ex-officio member of all committees.
  - (5) Be the official spokesman for the Club.
  
- b. The **Vice President** shall
  - (1) In the absence of the President, perform all the duties of that office.
  
- c. The **Secretary** shall
  - (1) Keep minutes of all meetings of the Board of Directors, including in the minutes any action taken on matters requiring vote of the Club membership at a regularly scheduled luncheon meeting.

- (2) Issue notices of all meetings of the Club and of the Board of Directors.
  - (3) Report to the members, in the notices of meetings, the names of all applicants for membership.
  - (4) Serve as custodian of records, other than those of the Treasurer.
  - (5) Maintain a directory of the membership and publish an annual roster issued to all members.
- d. The **Treasurer** shall
- (1) Collect dues and assessments.
  - (2) Deposit all funds of the Club in a Santa Barbara bank and/or savings and loan association.
  - (3) Prepare and submit for presentation to the membership, not later than the second regularly scheduled meeting in January, a financial statement for the six month period ending December 31st. Prepare and submit for presentation to the membership, not later than the second regularly scheduled meeting in July, a financial report for the fiscal year ending June 30th.
  - (4) Submit his books for audit on the request of the Board of Directors.
- e. The **Board of Directors** shall
- (1) Transact all business of the Club.
  - (2) Approve all committee appointments.
  - (3) Authorize disbursements of all funds.
  - (4) Appoint Officers and members of the Board of Directors when interim vacancies occur.
  - (5) Cause an audit to be made of the Treasurer's accounts at least once a year and on transfer of funds to a new Treasurer.
  - (6) Designate those officers and other individuals who are authorized to sign checks for the withdrawal of Club funds.

**Section 6.**

Officers and Directors shall not be held liable by any member(s) for any error, misstatement, omission, neglect, or breach of duty by one or more of said Officers or Directors while acting in their capacity as an authorized representative of the Club. This shall be defined to include financial liability.

**Section 7.**

Officers and Directors shall not be financially responsible as individuals for expense resulting in legal defense of any claim or claims made against them as a result of the performance of their duties as Club Directors or Officers, except for acts of dishonesty, willful violation of statutes or defamation (including, but not limited to, libel or slander).

**ARTICLE VI  
Committees**

**Section 1.**

See Article V, Section 5a (3).

**Section 2.**

Standing Committees shall consist of:

- a. Membership Committee.
- b. Special Events Committee. This committee shall be responsible for planning, scheduling, and implementing travel by groups of Club members and entertainment and/or edification of groups of Club members to and at places other than at the Club's regular meeting place.

This Committee may be empowered by the Club's Board of Directors to set up and maintain its own bank account, to appoint its own secretary and treasurer to keep its records, and to deposit in and withdraw from such bank account only funds received by and paid by the Committee for or in connection with the Committee's activities - Section 5a (6), 5c (4), 5d (2) and 5e (1) to (3) inclusive, of Article V of this Constitution, to the contrary notwithstanding.

The structure, functions, activities, and powers of the Committee may be altered, from time to time, by resolution of the Board of Directors.

**Section 3.**

Special Committees may be appointed for a specific task.  
See Article V, Section 5a (3).

**Section 4.**

Article V, Sections 6 and 7 shall apply to Committees and other representatives of the Cosmopolitan Club, Inc.

**ARTICLE VII  
Meetings**

**Section 1.**

Regularly scheduled Club membership meetings shall be on the first and third Thursdays of each month or at the Call of the President.

**Section 2.**

Meetings of the Board of Directors shall be on the call of the President.

**Section 3.**

Special meetings of the Board of Directors may be called by any three members of the Board.

**Section 4.**

All meetings of the Club membership, the Board of Directors, and Committees shall be conducted in accordance with Robert's Rules of Order when the latter is not in conflict with the Club Constitution.

**ARTICLE VIII  
Amendment**

**Section 1.**

This Constitution may be amended by a two-thirds vote of the members present at any regularly scheduled meeting immediately subsequent to the meeting at which the amendment is first read.

*Amended April 21, 1994, April 20, 2000, May 21, 2015,  
March 2, 2017, September 7, 2017, September 6, 2018*