

**CONSTITUTION & BYLAWS  
OF THE STATE COUNCIL  
OF CABRILLO CIVIC  
CLUBS INCORPORATED &  
THE SUBORDINATE CLUBS**

**Formed January 29, 1934 in Judge Mogan's Courtroom in San Francisco, California**

**On December 19, 1934 Grand Council of Cabrillo Civic Clubs Formed**

**Date of Incorporation  
December 19, 1934**



**Revised January 12, 2020**

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## **ARTICLE I: NAME**

Section 1. The name of the organization shall be “The State Council of Cabrillo Civic Clubs, Incorporated” (hereinafter referred to as Cabrillo Club).

Section 2. The name of the organization, or any part thereof, or derivative there from, as well as the name of any subordinate club, as defined in Article XII, Section 4, may be employed in connection with the official activities of Cabrillo Club. Special permission for the use of such name for other purposes may only be granted only by the State Board of Directors. Any special permission granted for an extended period may be subject to review by the State Board of Directors or State Council.

Section 3. The name of the organization, or any part thereof, or derivative there from, as well as the name of any subordinate club, as defined in Article 12, Section 4, shall not be used, or approved for use by the Board of Directors or the State Council, to advance any individuals or groups political goals, or with the intent to produce a financial gain which does not directly benefit Cabrillo Club.

Section 4. This Organization shall be a not-for-profit corporation organized under the laws of the State of California.

## **ARTICLE II: PURPOSE**

Section 1. Cabrillo Club shall be an organization for Californians of Portuguese decent, their spouses, and individuals interested in Portuguese culture, founded on the basis of honoring the memory of John Rodrigues Cabrillo, promoting the Portuguese culture, improving the surrounding community through civic involvement, and providing financial assistance for Portuguese youth seeking a college education. Cabrillo Club shall exist to meet the needs of close fellowship among its members of like ideals who are interested in the same end.

Section 2. In carrying out the purpose of Cabrillo Club, the organization shall strive to personify and encourage the following ideals:

- A. To foster in the public mind and the hearts of all Californians, the memory of John Rodrigues Cabrillo (Joao Rodrigues Cabrilho) a Portuguese navigator and discoverer of California;
- B. To obtain by appropriate exercises and ceremonies in all municipalities in California, the observance of September 28th of each year as “Cabrillo Day”;
- C. To unite Californians of Portuguese descent into a harmonious body of patriotic and loyal Californians, seeking the ultimate welfare of their State in civic, economic and cultural growth;
- D. To award scholarships to promising students of Portuguese descent;

- E. To perpetuate in California and United States history, the deeds of John Rodrigues Cabrillo and other Portuguese navigators, who contributed to the discovery and exploration of California and the Pacific Coast;
- F. To erect, at appropriate sites in California, monuments, statues, shrines and other appropriate edifices and symbols of recognition and tribute in honor of John Rodrigues Cabrillo and other Portuguese navigators; to seek State and Congressional aid, financial or otherwise, to carry out these objects;
- G. To uphold and maintain the Constitution and Laws of the United States of America and the Constitution and Laws of the State of California; to instill interest in the civic and economic growth and operation of the Federal, State and Municipal Governments; to foster naturalization of resident aliens; and Americanization and Democracy;
- H. Cabrillo Club shall constantly endeavor to make these ideals dynamic in the lives of Cabrillo Club Members.

### **ARTICLE III: ORGANIZATION**

Section 1. The governing documents of Cabrillo Club shall be as ordered: the State Constitution and Resolutions. All Subordinate Club Operating Policies and Resolutions shall conform to these State Cabrillo Club Documents.

Section 2. Cabrillo Club Shall Consist of five (5) components: the State Council, the State Board of Directors, the State Officers, the Cabrillo Council and the Subordinate Clubs. Each component shall have specific areas of responsibility, as described in this Constitution, and the authority necessary to advance the mission of Cabrillo Club.

### **ARTICLE IV: MEMBERSHIP**

Section 1. Members of Cabrillo Club shall be designated as Active, Affiliate, Past State President, Student, and Honorary; based on the following criteria,

- A. Active membership shall be composed of persons who are residents of California, 18 years of age or older, of Portuguese descent; or persons who are married to, or a registered domestic partner of, an active member at time of application.
- B. Affiliate membership shall be composed of persons who do not fully meet the membership requirements of an Active member, but wish to support the club. Affiliate members shall have all of the rights and responsibilities of an active member.
- C. Past State President membership shall be composed of individuals who have served a full one year term as State President of the State Council.
  - a. Past State Presidents' shall not be required to pay per capita tax to the State Council for their home subordinate club only.
  - b. Past State Presidents' must pay annual membership dues to their home subordinate club to remain in good standing.

- D. Student membership shall be composed of scholarship awardees/recipients during the first year of attendance at a qualified Trade School, College or University. A Student member shall have the rights and responsibilities of an Active member except;
  - a. Student members' shall not be eligible to hold an elected office or vote.
  - b. Student members' shall be assigned to the subordinate club of the county nearest to the place in which he/she resides at the time of receiving the award.
  - c. Student members' shall not be required to pay dues or taxes to their subordinate club or the State Council, respectively.
  
- E. Honorary membership shall be composed of persons who do not fully meet the membership requirements of an Active member, but have made outstanding contributions to the welfare and advancement of a subordinate club or to the Portuguese in California. Honorary members shall have the same rights and responsibilities as active members, except;
  - a. Honorary members shall not be required to pay dues or taxes to their subordinate club or the State Council, respectively.
  - b. Honorary members shall not be allowed to hold elected office or vote.
  - c. Honorary membership for each subordinate club shall be limited to eight (8) members.

Section 2. An application for membership must be submitted to the desired subordinate club, in writing, and include: date and place of birth, occupation, address, citizenship, recommendations of two members in good standing, and the applicant's signature

Section 3. Upon receiving an application, each subordinate club shall assign the Membership Committee the responsibility to verify each applicant's eligibility and character. Each approved application shall be read and voted upon at the following regular meeting of the subordinate club. Any applicant who is denied membership may be reconsidered six months later by resubmitting the membership application.

Section 4. In the event there is no Subordinate club in the county the applicant resides, the applicant may apply for membership with the State Board of Directors at an annual rate of \$20.00. The State Treasurer will transfer the per capita tax to the general fund and the remaining balance will be transferred to the State Scholarship Fund.

Section 5. Upon the transfer of a member from one Subordinate club to another, the per capita tax shall be paid by the Subordinate club losing the transferring member to the extent of the dues collected.

Section 6. Each Subordinate Club shall hold a minimum of one (1) membership drive per year. The State Council shall have the authority to exempt a Subordinate Club from this requirement, provided exemption from this requirement shall be in the best interest of the Subordinate Club and Cabrillo Club.

## **ARTICLE V: The State Council**

Section 1. The State Council shall be composed of the State Board of Directors, those elected by Subordinate Clubs to the Cabrillo Council as delegates or alternates, Past State Presidents, and Past State First Spouses of record, as hereinafter provided.

Section 2. At all times State Council members shall be considered members in good standing in their Subordinate club.

Section 3. All final legislative powers of Cabrillo Club shall be vested in the State Council. The State Council shall be supreme in all matters pertaining to the State Council's affairs while in session and shall be represented by State Board of Directors when not in session, and shall have the sole right to oversee and govern all Subordinate Clubs.

Section 4. The State Council shall have the authority to:

- A. Define the powers and duties of its officers, directors and committees, except as they may be fixed by this Constitution;
- B. Define offenses by any member of Subordinate club or members thereof and prescribe penalties therefore;
- C. Provide revenue for the State Council, control its property and appropriate its funds, as is hereinafter provided;
- D. Act as Trustees of funds raised or contributed by the members of Subordinate clubs of the Cabrillo Council for charitable or educational purposes and to control the use and distribution of such funds;
- E. Establish a permanent trust fund for charitable, educational and benevolent purposes and to provide for accretions thereto, from any source whatsoever, to be held in trust, invested and administered, together with other funds or properties transferred from any source for like purposes;
- F. Issue the Subordinate clubs with charters, which may be suspended, forfeited or deemed inactive, as well as laws by which the Subordinate Clubs shall be governed.
- G. Order and furnish all emblems, banners, symbols and supplies for Subordinate clubs, also the State Constitution and forms and such other articles as may be necessary to properly conduct the business of each Subordinate club, free or at cost, in its discretion;
- H. Provide by resolution or order for the enforcement of the orders and judgments of the State Council and State Board of Directors;

- I. Enact all resolutions and orders which shall be necessary and proper for carrying into execution the foregoing powers, and all other powers vested by this Constitution in the government of the Cabrillo Council, or of any department or officers of the State Council or Subordinate Clubs, or such as will preserve the interest or promote the general welfare of the Cabrillo Council;
- J. Prescribe additional duties it deems necessary to be performed by the State Officers and Special Committees;
- K. Require protection by the posting of bonds, countersigning of checks and auditing of books and records of State Board Members and Subordinate clubs;
- L. Encourage the dissemination of Portuguese culture in the United States of America;
- M. Keep alive the spiritual attachment to the traditions of the land of our ancestors; and
- N. Defend and uphold the prestige of the people of Portuguese birth and descent in the United States of America.

Section 5. The State Council shall provide a uniform membership card printed every year and issued to the members of record, as submitted by the Secretary of each of the Subordinate clubs.

## **ARTICLE VI: The State Board of Directors**

Section 1. The State Board of Directors of the State Council shall consist of all State Officers, the last two Past State Presidents, Chairpersons of State Standing Committees and Chairpersons of State Special Committees. All members of the Board shall submit written reports at each Annual Session and State Board of Directors meetings.

Section 2. All other Past State Presidents, as well as Past State Spouses of record, in good standing may serve as ex-officio members with the right to vote. However, their attendance shall not be used in the determination of a quorum.

Section 3. The State Board of Directors shall meet once in the spring and fall, and at times which are deemed necessary by its members.

Section 4. At all meetings of the State Board of Directors, a quorum shall be twenty-five percent (25%) of the members of the Board and the minutes shall be signed by the State Secretary and the State President.

Section 5. The State Board of Directors shall be empowered to assign future Subordinate clubs to appropriate Districts and re-assign the Subordinate Clubs to more appropriate Districts.

Section 6. The State Board of Directors powers may be limited by The State Council



## **ARTICLE VII: The Cabrillo Council**

Section 1. The Cabrillo Council shall be comprised of the delegates elected by each Subordinate club.

- A. Each subordinate club may elect one delegate and one alternate for each 15 dues paying members. At no time shall a club have more alternates than delegates.
- B. An additional delegate and alternate may be elected if, at the time of election, the subordinate club has 9 to 14 dues paying members more than the final fully represented delegate.
- C. If, for any reason, a delegate is unable to attend a State Council meeting they shall not be allowed a proxy vote. However, an elected alternate from the same subordinate club may serve as a delegate in their absence.

Section 2. Each Subordinate club shall elect their delegates and alternates to the Cabrillo Council in the following time and manner:

- A. Nominations for delegates and alternates shall be made on the first meeting of September of each year, and consist of only those members who are in good standing.
- B. The election of nominated delegates shall be held in October by secret ballot with the candidates receiving the highest number of votes declared elected to represent the Subordinate club on the Cabrillo Council.
- C. Those individuals nominated but not elected delegates shall be selected as alternates in the order of the number of votes they received.
- D. Any ballot submitted which does not contain a number of votes equal to the number of delegates to be elected, or containing a vote for an individual who has not been nominated, shall be considered void in its entirety and not included in the determination of delegates.

Section 3. Upon the subordinate clubs certification of the election of delegates, and at least 10 days prior to the Annual Session, each subordinate club shall forward a list of the elected delegates and alternates to the State Secretary for certification.

Section 4. Each delegate and alternate must present their credentials, properly signed and attested by the President and Secretary of Subordinate club, certifying they are a delegate or alternate elected in accordance with the preceding provisions,

## **ARTICLE VIII: Annual and Special Sessions of the State Council**

Section 1. The voting members of the Annual Session shall be; The State Board of Directors, Past State Presidents, Past State First Spouses of record, and The Cabrillo Council.

Section 2. The State Secretary shall notify the Subordinate clubs of the time and place of the Annual Session at least 90 days prior to the session, and at least 25 days prior to any Special Session, unless a situation arises which requires more immediate action by the State Council.

Section 3. Any member in good standing may attend any session of the State Council. However, the State Council may deny admission of any person or member of Cabrillo Club to its Annual or Special Sessions with good cause.

Section 4. No one other than a member of the State Council shall be allowed to address the State Council or vote during an annual or special session of the State Council, without the consent of the Council.

Section 5. Prior to the convening of the State Council at an Annual Session, the State Secretary shall present the list of the delegates and alternates, as they were submitted by the Subordinate clubs, to the committee on credentials; Upon recommendation of the committee on credentials, said list shall be added to the list of the State Board of Directors, as well as the list of Past State Presidents, and Past State First Spouses of record, and be deemed the roll call of the session.

Section 6. Thirty members of the State Council, of whom at least five (5) shall be elected officers, shall constitute a quorum at any Annual or Special Session.

Section 7. No session of the State Council may be convened unless a majority of individuals answering the first roll call are delegates elected by the Subordinate clubs and approved by the Committee on Credentials. If a session is found to be in violation of this rule, the following steps shall be taken, in the order listed, until it is met.

- A. Past State Presidents shall be assigned delegates of their Home Club by the State President, so long as they have the consent of the delegates of the club, unless their home club has reached its maximum number of delegates allowed, as defined.
- B. Past State First Spouses shall be assigned delegates of their Home Club by the State President, so long as they have the consent of the delegates of the club, unless their home club has reached its maximum number of delegates allowed, as defined.
- C. Committee chairpersons shall be assigned delegates of their Home Club by the State President, so long as they have the consent of the delegates of the club, unless their home club has reached its maximum number of delegates allowed, as defined.
- D. A random drawing of Past State First Spouses in attendance that have not been made delegates shall occur for restriction of voting rights until elected delegates constitute a majority of voting members of the State Council.

- E. A random drawing of Committee Chairpersons in attendance that have not been made delegates shall occur for restriction of voting rights until elected delegates constitute a majority of voting members of the State Council.

Section 8. The Annual Session shall be held during the last weekend in January at the time and place determined at the previous session.

Section 9. The State Council may decide to hold the Annual Session on a weekend other than the final weekend in January, or delegate to the State Board of Directors the selection of a time and place to convene the Annual Session.

## **ARTICLE IX: Election of State Officers**

Section 1. State Officers, with the exception of District Governors and State Directors, shall be elected by a majority vote of the voting members of the State Council at the Annual Session for a term of one year.

Section 2. Nominations of State Officer for general elections may be made by any Member in good standing. If the Annual Session is held over the course of two or more days, nominations must be received the day prior to the election; if the Annual Session is held in one day, or if there is a position without a nominee, nominations must be made at least two (2) hours prior to the election.

Section 3. Elections of State Officers, with the exception of District Governors and State Directors, shall be conducted at a meeting of the State Council with quorum and during executive session. General and special elections for State Officers shall be conducted according to the following procedure:

- A. The candidate for each State Office shall be given the opportunity to deliver a speech to the Cabrillo Council. The order in which the candidates speak shall be determined by the drawing of lots. Immediately following each candidate's speech, there shall be a period during which the candidate will answer questions posed by the State Council. During each candidate's speech and the following period of questions, no other candidates for the State Office shall be present.
- B. Following the final candidate's speech, a vote shall be conducted by secret ballot, unless the individual is unopposed and granted consent of the Cabrillo Council.
- C. The Election Committee shall collect and tally the votes. No individual counting the votes may be a candidate for State Council. The Election Committee shall provide result of each vote and the counted ballots to the Chair without recess or unnecessary delay. The Chair shall announce the result of each vote.

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- D. In the event that no candidate for State Office has obtained a clear majority of the votes cast, a run-off vote shall be instituted. The two (2) candidates for the Office receiving the highest number of votes shall be placed on a new ballot, and a new vote shall be taken. This process shall be repeated until one (1) candidate receives a majority vote.
- E. A candidate for State Office who receives the majority vote in an election shall be considered the officer-elect immediately following the announcement of the vote.

Section 4. At every Annual Session the members in attendance from each district shall elect, as defined in Section 4, a District Governor to serve as a State Officer and represent the district on the State Board of Directors. Each district shall be comprised as follows;

- A. District 1:
- B. District 2:
- C. District 3:
  - a. Club No. 5, Sacramento County
  - b. Club No. 26, Yolo County
- D. District 4:
- E. District 5:
  - a. Club No. 30, Hilmar
- F. District 6:
  - a. Club No. 9, Kings County
- G. District 7:
  - a. Club No. 12, Tulare County
- H. District 8:
  - a. Club No. 16, San Diego County

Section 5. Prior to each Annual Session each Subordinate Club shall elect a State Director and an Alternate State Director to serve as a State Officer and represent the Subordinate Club on the State Board of Directors. The Subordinate Club shall report the results of the election to the State Board of Directors.

Section 6. The State Officers and other appointed officers shall be installed on the last day of the Annual Session and shall hold office until their successors are elected, installed and qualified to

enter upon the discharge of their duties; if absent, newly-elected State Officer may be installed by proxy.

Section 7. Vacancies of State Officers, except in the case of the office of the State President, Vice Presidents, or State Directors shall be filled by the following procedure:

- A. If the vacancy occurs at least 90 days prior to the Annual Session; the State Board of Directors shall fill the vacancy by temporary appointment from within the eligible Membership of Cabrillo Club. Appointees shall be installed immediately upon accepting the appointment, and shall serve until the vacancy is filled by election at the next Annual Session, and the appointee's successor is duly installed.
- B. If the vacancy occurs less than 90 days prior to the Annual Session the vacancy shall be filled by general election.

Section 8. Vacancies in the office of the State President shall be filled by the First Vice President; vacancies in the Office of First Vice President shall be filled by the Second Vice President; vacancies in the Office of Second Vice President shall be filled by a member of the Board of Directors by a majority vote of the Board. If the resulting vacant position is an appointed position, the President shall appoint a replacement; if the resulting vacant position is an elected office a replacement shall be elected according to the procedure outlined in Article IX, Section 7.

Section 9. Vacancies of State Directors shall be replaced by the affected Subordinate Club, and confirmed by the State Board of Directors.

## **ARTICLE X: Duties of State Officers**

Section 1. The State President shall:

- A. Preside over the meetings of the State Council at its Annual or Special Sessions, and preserve order therein;
  - a. The President may appoint assistants to aid the State Marshal in maintaining order at sessions of the State Council or meeting of the State Board of Directors.
- B. Enforce the Constitution of Cabrillo Club;
- C. Preside over the State Board of Directors meetings;
- D. Shall institute all Subordinate clubs in person or by a Deputy and preserve to the State Council full representation at the inauguration;
- E. Appoint all standing committees, and have the power to appoint special committees and a Deputy State President if deemed advisable;
  - a. All appointees shall hold office for duration of State President's term; and
- F. Deliver to their successor, within one week of the end of their term, all the books, papers, property and funds of the State Council in their possession.

Section 2. The State First Vice President shall:

- A. In the absence of the President, preside over the meetings of the State Council at its Annual or Special Sessions, and preserve order therein;
- B. Assist the State President in the discharge of his/her duties at all sessions of the State Council and meetings of the State Board of Directors; and
- C. Deliver to their successor, within one week of the end of their term, all the books, papers, property and funds of the State Council in their possession.

Section 3. The State Second Vice President shall:

- A. In the absence of the President and the First Vice President, preside over the meetings of the State Council at its Annual or Special Sessions, and preserve order therein;
- B. Assist the State President in the discharge of his/her duties at all sessions of the State Council and meetings of the State Board of Directors; and
- C. Deliver to their successor, within one week of the end of their term, all the books, papers, property and funds of the State Council in their possession.

Section 4: The State Secretary shall:

- A. Serve as the custodian of all State Council and State Board of Directors records, books, files, seal of State Council and such other data of the Subordinate clubs as may be ordered;
  - a. All records and files shall be readily available to all members of the State Council.
- B. Serve as Secretary of the State Board of Directors and perform such other duties as the State Council and State Board of Directors may determine;
- C. Promptly transfer any received funds to the State Treasurer;
- D. Support and, when possible, coordinate activities with the member(s) from the Subordinate clubs;
- E. Be responsible for publishing “The Cabrillo Tips”, the only publication of the State Council;
- F. Be in charge of mailing one copy of the publication to the Recording Secretary of each Subordinate club for distribution to its members with the cost of distribution to be borne by each Subordinate club;
- G. Forward one electronic copy to the Web Page Coordinator for posting to the Cabrillo Club website; and
- H. Deliver to their successor, within one week of the end of their term, all books, papers, electronic data diskettes, tapes, property and funds of the State Council in their possession.

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Section 5. The State Treasurer shall:

- A. Serve as the recipient of all funds of the State Council and shall deposit, record and disperse such funds as ordered by the State Council and/or the State Board of Directors;
  - a. All checks dispersed shall bear two signatures, State President, State Secretary or State Treasurer.
- B. Prepare accurate records that shall be readily available to those members so entitled;
  - a. All records, books and files shall require an annual audit.
- C. Perform such other duties as the State Council and State Board of Directors may require;
- D. File all necessary legal papers for any Subordinate Club deemed inactive;
- E. File all necessary papers for a Subordinate Club's dissolution; and
- F. Deliver to their successor, within one week of the end of their term, all the books, papers, property and funds of the State Council in their possession.

Section 6. The State Historian and Publicity Chairman shall:

- A. Prepare historical records for posterity;
- B. Gather, compile and maintain historical data in reference to John Rodrigues Cabrillo, Portuguese Explorers and Navigators credited with opening the gateway to the Pacific Coast and numerous other areas of the World;
- C. Impress on the membership, and especially the Subordinate clubs' Publicity Chairmen, to forward two copies of any newsworthy articles, which would be of special interest;
- D. Compile a booklet of pictures, newspaper articles, letters, bulletins and such other data relevant to the State President's term of office; and
- E. Deliver to their successor, within one week of the end of their term, all the books, papers, property and funds of the State Council in their possession.

Section 7. The State Marshal shall:

- A. Maintain order at all meetings and conventions;
- B. Be responsible for the safe-keeping and repair of all flags and banners; and
- C. Perform duties as may be assigned by the State President and State Board of Directors.

Section 8. Each State Director shall:

- A. Represent the interests of their Subordinate Club at each Annual or Special Session of the State Council and at each meeting of the State Board of Directors; and
- B. In the absence of the State Director, the Alternate State Director shall be empowered to act and vote at all sessions of the State Council and meetings of the State Board of Directors.

Section 9. Each District Governor shall:

- A. Have held a State Office, been a President of a Subordinate club or been a member in good standing for three consecutive years;
- B. Assist the State President, State Board of Directors and Subordinate clubs in their respective Districts;
- C. Formulate, coordinate and put into effect plans that further the purposes and aims of the Cabrillo Civic Clubs and provide the State President with a copy of those plans;
- D. Be responsible for reports of the committees from the Subordinate clubs within the District;
- E. Review the operations of the clubs in their districts and see that they are in full compliance with the State Constitution;
- F. Attend Subordinate club(s) meetings at least once each quarter;
- G. Review the club membership records and confirm that names of applicants are being read and approved in compliance with the State Constitution and that copies of applications are being kept in accordance with the State Constitution;
- H. Review club membership goals and activities;
- I. Provide copies of the approved State Cabrillo Civic Clubs Eulogy and protocol for use at the funeral of deceased members;
- J. Inspect club records including: meeting records, insurance coverage, financial records, budgets, annual audits, annual agendas of club activities, plans, projects and goals to erect or maintain monuments, statues and other edifices in keeping with Article II, Section 2, Subsection (F);
- K. Serve as the State President's representative at functions in the District as designated by the State President; and
- L. Attend all State Council meetings and give oral and written report on forms as prescribed by the State Council.

## **ARTICLE XI: Cabrillo Club Standing Committees**

Section 1. The Chairperson of all standing committees, with the exception of the Nominating Committee, shall be appointed by the State President and announced at the Annual Session, or immediately thereafter, and shall serve for one year.

Section 2. Each committee, with the exception of the Nominating Committee, shall be comprised of the State Chair or State Co-Chairpersons and a number of members the chair(s) deems necessary to effectively perform the duties of the committee.

Section 3. Each Chairperson who wishes to encourage participation among the Subordinate Clubs in their area of responsibility through an annual award, shall do so according to the following criteria:

- A. The criteria for competition shall remain unchanged from the previous year, unless amended by the State Council or the State Board of Directors.



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- B. An amendment and/or change to the criteria used to determine the winner of an award shall require a majority of the voting Board of Directors or State Council, if supported by the chair of the issuing committee, or 2/3 majority of the voting State Council, if the chair does not support it.
- C. At the beginning of each year the chairperson of each committee wishing to issue an award shall make available all relevant criteria to the appropriate Subordinate Club member responsible for overseeing the area of competition in question, as well as to the State Officers.
- D. Any amendment and/or change to the criteria for an award will go into effect at the conclusion of the State Council meeting where it is adopted, or at the conclusion of the next State Council meeting if the Board of Directors adopts it.

Section 4. The Nominating Committee shall be selected by the State Board of Directors and be comprised of three, four, or five members. Individuals appointed to the Nominating Committee are not barred from becoming nominees for office themselves.

Section 5. Standing Committees shall perform all duties assigned to them by the State Council or the State Board of Directors with the utmost diligence and make written reports to the State Board of Directors, to be filed with the State Secretary, upon request.

Section 6. The State President shall appoint all members of any Special Committee deemed necessary by the State Council or the State Board of Directors to carry out the work of the State Council.

Section 7. The State President shall serve as an ex-officio a member of all committees except the Nominating Committee.

Section 8. Upon the end of their term, each chairperson shall be responsible for ensuring that their successor receives all books, papers, property and any funds in their possession.

Section 9. The composition and duties for each standing committee are as follows:

- A. The Scholarship and Education Committee shall:
  - a. Support and, when possible, coordinate activities with the member(s) of the Scholarship and Education Committee from each of the Subordinate clubs;
  - b. Concentrate their efforts on education designed to benefit and assist the cultural development of the Portuguese residents of California;
  - c. Be current on all statewide information regarding Adult Education Programs, which may benefit the Cabrillo Council and the Portuguese of California;
  - d. Maintain permanent records of all awardees and detailed provisions of the Scholarship Program and endeavor to update when and wherever possible;
  - e. Communicate with the Subordinate clubs' Scholarship Chairperson to ascertain that the program is fully understood and implemented;

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- f. The scholarship districts shall be the same as the districts as outlined in Article X, Section 9;
  - g. Annually review the dollar amount and number of scholarships awarded, and submit the findings to the State Board of Directors at the Fall meeting.
    - 1. The report shall address all issues relative to State Cabrillo scholarships and Local awards, to include inflation and cost of college educations, etc.
- B. The Americanization Committee shall:
- a. Support and, when possible, coordinate activities with the member(s) the members of the Americanization Committee from each of the Subordinate clubs;
  - b. Promote good citizenship, study legislation pending before the California Legislature and United States Congress, particularly those matters pertaining to immigration; and
  - c. Monitor matters which pertain to the welfare of American Citizens, result in a benefit to California products or industry and alert the State Board of Directors to any matter which may support or undermine the ideals of Cabrillo Club.
- C. The Civic Affairs Committee shall:
- a. Support and, when possible, coordinate activities with the member(s) of the Civic Affairs Committee from each of the Subordinate clubs;
  - b. Be responsible for collecting and recording the reports of Subordinate Clubs charitable donations of monies, blood, time, materials and other acts worthy of recognition from Subordinate club Civic Affairs Chairperson; and
  - c. Encourage the membership to participate in, and promote efforts to, help the less fortunate in their communities.
- D. The Constitution & Guidelines Committee shall:
- a. Consider the form, desirability and legality of all resolutions and amendments to the State Constitution submitted for consideration at the Annual and Special Sessions of the State Council;
  - b. Be responsible for interpreting the Constitution and Bylaws, and any conflicts that may exist therein, and shall recommend amendments to address such conflict;
  - c. Keep a copy of the most current:
    - 1. State Constitution and all forms, amendments and resolutions
    - 2. Rules, guidelines and protocols of all Standing Committees.
    - 3. List of all State Officers, State Committee Chairmen and all Officers and Committee Chairmen of all Subordinate clubs;
  - d. Notify all clubs of any changes in documents or lists they maintain; and
  - e. The Chair, or a designated representative, shall serve as the Parliamentarian at all Annual or Special Sessions and State Board of Director meetings.
- E. The Cabrillo Day Committee shall:
- a. Be divided into Northern, Central and Southern regions with an appointed chairperson for each region;

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- b. Promote the observance of Cabrillo Day by the Subordinate clubs throughout the State of California;
  - c. Cooperate with all Subordinate clubs in effecting said observance in their localities; and
  - d. Consult and act with like committees of other organizations and municipalities which have a like interest in the observance of Cabrillo Day.
- F. The Membership Committee shall:
- a. Support and, when possible, coordinate activities with the member(s) of the Membership Committee from each of the Subordinate clubs;
  - b. Encourage the entire membership of the Cabrillo Council to promote the Cabrillo Club and inform eligible candidates for membership of the great aims and principles it fosters;
  - c. Make known successful charitable endeavors accomplished, and projects now in progress; and
  - d. Establish annual membership goals and outlines including, but are not limited to, the following:
    - 1. Establish goals for new members each year in the month of January;
    - 2. Present a plan of action to increase the membership by a certain percentage to the State Board of Directors each year. The plan shall include, but is not limited to, a Membership Drive, Membership Contest (monthly and quarterly), Advertising Programs, Membership Development Funds, and Special State awards for persons bringing in the most new members.
- G. The Convention Committee shall:
- a. Be in charge of all necessary arrangements for the Annual Session including: Dates, site selection and all negotiations with facility selected; and
  - b. Inform the Subordinate clubs of all pertinent dates, events, reservations, fees and any special instructions.
- H. The Finance Committee shall:
- a. Have as its chair, the State Treasurer,
  - b. Prepare a budget for the fiscal year beginning the first day of January and submit it to the State Council at the Annual Session; and
  - c. When necessary, submit amendments to the budget for the current fiscal year, which may be adopted by majority vote.
- I. The Audit Committee shall:
- a. Be comprised of the appointed chairperson and two other appointed members;
  - b. Monitor the financial structure of the State Council and recommend improved procedures when necessary; and
  - c. Perform an annual audit of the State Treasurer's records and accounts.
- J. The Portuguese Education in Schools Committee shall:

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- a. Endeavor to keep current on Portuguese Language Courses in California Schools and Colleges; and
  - b. Inform the Subordinate club officers and members, of any new programs being inaugurated in the various areas.
- K. The State Organizer Committee shall:
- a. Be divided into Northern and Southern regions with an appointed chairperson for each region;
  - b. Help to organize new Subordinate clubs and be available to assist any Subordinate club to acquire new members;
  - c. Certify that all reports of new clubs follow procedures outlined in the State Constitution;
  - d. Keep the State Council and/or State Board of Directors fully informed at all times of any new developments; and
  - e. Establish new Subordinate Clubs according to the guidelines in Article XII.
- L. The All Sports Committee shall:
- a. Encourage each Subordinate club and its members to develop and participate in “All Sports” programs;
  - b. Coordinate inter-club competition and assist in setting up new programs; and
  - c. Forward all proceeds or monies of each All Sports event to Cancer Prevention and Treatment Programs.
- M. The Insurance Committee shall:
- a. Research and recommend to the State Officers the coverage necessary for this organization to operate in the litigious society of which we are a part;
  - b. The State Council shall maintain in full force a general liability policy of insurance to include, but not limited to, the following: Comprehensive General Liability, Premises Medical, Directors and Officers Liability, Physical Damage Coverage, Employee Dishonesty and other coverage deemed prudent by the committee and approved by the State Officers;
  - c. Apply for the coverage approved and pro-rate the cost to the Subordinate clubs at the direction of the State Officers;
  - d. Ensure that all Subordinate clubs carrying liability coverage outside the State program furnish the State Organization a Certificate of Insurance naming the State Council as Additional Insured and that the amount of coverage shall be in an amount acceptable to the State Council; and
  - e. The State Council shall be responsible for any portion of the General Liability policy of insurance attributed to coverage necessary for an inactive Subordinate Club.
- N. The Publicity Committee shall:
- a. Maintain historical data as outlined in Article 10, Section 6; and
  - b. Compile a booklet of activities and events as outlined in Article 10, Section 6.

- O. The Youth Program Committee shall:
  - a. Develop youth groups in the Subordinate club area with a missions which reflects the principles of this organization; and
  - b. Ensure that membership in the Cabrillo Youth Clubs are open to students 13 through 18 years of age who enrolled in high school.

## **ARTICLE XII: Subordinate Clubs**

Section 1. The Subordinate Club will have two categories: Active or Inactive. All references to a Subordinate Club in this document are to an Active Subordinate Club, unless otherwise stated.

- A. Active Subordinate Clubs shall have the responsibility and authority over all Club Members and the administrative operations of the Subordinate Club, except where these operations would infringe upon the integrity of Cabrillo Club, the State Council, The State Board of Directors, or another Subordinate Club.
- B. Inactive Subordinate Clubs will have been deemed Inactive by the State Council, but is not legally dissolved. The Inactive Club has no responsibilities. An Inactive Club may, in the future, be reactivated by the State Council at an Annual Session.

Section 2. The responsibilities of a Subordinate Club are to:

- A. Assist in the perpetuation of the history of deeds in the life of John Rodrigues Cabrillo, Discoverer of California.
- B. Carry on appropriate observations of Cabrillo Day in the various counties throughout California where Cabrillo Clubs exist.
- C. Uphold and maintain the Constitution of the United States, instill interest in civic growth and governmental operations, promote naturalization of resident aliens and generally to unite Californians of Portuguese origin in a harmonious body as patriotic and loyal citizens.
- D. Promote scholarships and educational programs.
- E. Ensure the maintenance of the Clubs viability and enthusiasm;
- F. Plan and complete activities which are in adherence to the Cabrillo Club ideals;
- G. Improve the Club's image and influence in the local community;
- H. Properly recruit and educate new Members to ensure the future of the Club;
- I. Maintain regular contact with the State Board of Directors;
- J. Define their Bylaws, Operating Policies and Resolutions in accordance with the governing documents of Cabrillo Club;
- K. Correspond with other Clubs around the state; and
- L. Foster knowledge in the future leaders of Cabrillo Club.

Section 3. Each Subordinate Club shall adopt and adhere to these Constitution and Bylaws, but may adopt their own resolutions or operating policies to meet the Club's own particular needs, so long as they are consistent with the State Constitution and the Laws, Resolutions and Orders of the State Council or State Board of Directors. Each Subordinate Club's Operating Policies or Resolutions shall be forwarded to the appropriate District Governor and the State Board of Directors to ensure compliance with the State Constitution and Bylaws.

Section 4. The suffix of the name of all Subordinate clubs now in existence or hereafter formed, shall be that of the city, town or county in which it is located. The name shall be represented as “Cabrillo Civic Club of (city, town or county where located)”.

Section 5. There shall only be one Subordinate club in each county, unless an area can support more than one club of 25 or more members. In order to establish an additional club in an area the State Board of Directors must consent to the issuance of another charter within a County and apportion to each Subordinate club of that county, an equitable region, preferably surrounding the club city, for the purpose of distributing printed matter. Additionally, whenever there is more than one club in a county, neither Subordinate club shall distribute any printed matter or propaganda in a region assigned to the other, unless they are sending the materials to bona fide members of the club.

Section 6. There shall be no auxiliaries, affiliates, associations or other form of membership with or in the State Council other than the Subordinate clubs as herein provided; except that a teenage club may be sponsored for children under eighteen, so long as they follow the aims, purposes and objects of Cabrillo Club.

Section 7. The State Board of Directors shall have the power to deem a Subordinate Club as Inactive and/or place a Subordinate Club on probation, suspend, or revoke a charter from a Subordinate Club.

Section 8. Affiliate membership for each subordinate club shall not exceed 25% of the total Active membership of a subordinate club.

Section 9. A group of individuals desiring to establish a new Subordinate Club shall submit no less than 25 applications of individuals qualified to be Active members, as defined in Article IV, Section 1, Sub-Section A, to the State Board of Directors. The State Board of Directors shall examine the applications furnished by the proposed Subordinate Club. A majority vote of the State Board of Directors as well as express written consent of the Board shall be required for approval of a new Subordinate Club.

Section 10. The State Board of Directors may establish a committee, consisting of a State Organizer and two other members of the Board, to actively recruit members for a new Subordinate Club. A member of the Committee shall report on the progress of the committee at each Annual Session and meeting of the Board of Directors.

Section 11. All decisions pertaining to the granting of a new charter shall be made in an open meeting of the Board of Directors and accurate minutes shall be kept and archived for preservation.

Section 12. All applications of prospective members of a new Subordinate club will be tentatively accepted by the Deputy Organizer for approval by the State Board of Directors.

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Section 13. When sufficient members have been obtained to form a new Subordinate club, the Deputy Organizer or Chairman shall alert the State Secretary and request that a meeting be called of the State Council or State Board of Directors, to counsel and advise the organizers and formulate plans for the inauguration of the new Subordinate club. Upon the completion of the meeting of the State Council or State Board of Directors, the prospective members of the new Subordinate Club may meet as a provisional Subordinate club to elect provisional officers and directors for the ensuing term. Said provisional officers and directors shall have no power or duties until after the inauguration of the Subordinate club and their subsequent installation.

Section 14. Following the election of the provisional officers and directors of the new Subordinate club the Deputy Organizer or Chairman shall request the newly elected Board of Directors to meet and cooperate in preparing the inauguration ceremonies. Said meeting of the Board of Directors shall take place within thirty days after the request for the meeting. No inauguration of any provisional Subordinate club shall be made unless the State Council or State Board of Directors has been fully informed as herein provided and the State Secretary has received the original membership applications of all applicants to the new Subordinate Club.

Section 15. The State Council shall furnish the Deputy Organizer with membership applications, constitutions and other necessary data and information necessary to organize the new Subordinate club, at no cost.

Section 16. All Subordinate clubs shall enforce a strict adherence to the work of the State Council, according to the forms furnished by the State Board of Directors thereof, and shall neither adopt nor use any other forms of initiations, ceremonies, standards or procedures.

Section 17. All Subordinate clubs shall celebrate and observe Cabrillo Day by appropriate public exercises and ceremonies. If a Subordinate club is unable to finance such a celebration, or if it does not have a reasonable assurance of a successful celebration, it may cooperate with and/or join another Subordinate club's Cabrillo Day celebration.

Section 18. In order for a Subordinate Club to remain in good standing with Cabrillo Club, the Subordinate Club shall adhere to the State Constitution and to promptly submit all monetary remittance, forms, and reports required by the State Council and the State Board of Directors.

Section 19. Five members of a Subordinate club, of whom three shall be elected officers, shall constitute a quorum; a majority of the Board of Directors, two of whom shall be elected officers, shall constitute a quorum.

Section 20. A Subordinate Club with fewer than 25 members shall be deemed an Inactive Club unless the State Council, at an Annual Session, votes unanimously to allow them to remain active with fewer than 25 members.

### **ARTICLE XIII: Subordinate Club Officers**

Section 1. Each Club shall elect and install at least the following officers: President, First Vice President, Second Vice President, Secretary, Treasurer, Marshall, and nine (9) directors. The position of Secretary may be divided into Financial Secretary and Recording Secretary.

Section 2. All officers shall be nominated at regular meetings of the Subordinate club during the month of September. They shall be elected by a majority vote of written ballots in October, and installed in November and shall take office effective January first of the ensuing year.

Section 3. The elected Officers and Directors, as well as the appointed officers, shall hold office for at least one year, or until their successors are elected and installed.

Section 4. The duties of the Club officers shall include, but are not limited to, those listed Article X for their counterparts on the State Board of Directors. The duties listed below an officer title may be assigned to another officer by the Clubs Operation Policies (or a similar document); however, all duties listed must be included as officer's duties.

Section 5. Each Club officer shall submit at the end of each term of office a report outlining the accomplishments and problems of the term and include recommendations for future operation of the Club. These reports shall be submitted to the Clubs Board of Directors and reported to the Club by the last meeting of the term of office. The Club officers shall submit to the respective successors all records entrusted to the officer or obtained by the officer during the officer's term of office.

Section 6. Vacancies in any elected office shall be filled by a majority vote of the Board of Directors.

### **ARTICLE XIV: Subordinate Club Board of Directors**

Section 1. The Board of Directors shall consist of all elected officers and at least nine Directors.

Section 2. The President shall be the presiding officer of the Board of Directors and in his absence the First Vice President, then the Second Vice President.

Section 3. The Recording Secretary will act as Secretary of the Board.

Section 4. The Board of Directors shall

- A. Act and advise on all matters affecting the welfare and betterment of the Subordinate club, except where those actions contradict these Constitution and By-Laws or a decision of the State Council.
- B. Report actions it performs in the interest of the Subordinate club to the members at the first regular meeting thereafter.



Section 5. Vacancies in the Board of Directors shall be filled by nomination and election by the Subordinate Club no later than the second regularly scheduled Club meeting after the vacancy occurs. The newly-installed officer shall serve out the remainder of the predecessor's term of office.

Section 6. A majority of the Board shall constitute a quorum for the transaction of all business.

### **ARTICLE XV: Subordinate Club Meetings**

Section 1. Each Subordinate Club shall hold at least ten meetings of the membership each year. The Recording Secretary shall notify the membership of all meetings of the membership and Board of Directors prior to the meeting.

Section 2. Special meetings may be called by the acting President or by two-thirds of the Board of Directors in order to resolve an emergency or to discuss other business that must be heard prior to the next scheduled meeting.

Section 3. The order of business at meetings of the Subordinate Club shall be:

- A. Pledge of Allegiance and Opening Prayer for Sick and Deceased
- B. Roll Call of Officers
- C. Reading of Minutes
- D. Reading of Communications
- E. Report of Board of Directors
- F. Unfinished Business
  - a. Reports of Standing Committees
  - b. Reports of Special Committees
  - c. Other Business
- G. Receipts and Disbursements / Treasurer's Report
- H. New Business
- I. Good of the Subordinate Club
- J. Announcements
- K. Adjournment

### **ARTICLE XVI: Subordinate Club Committees**

Section 1. At, or immediately following, installation the Subordinate Club President shall appoint the following Standing Committees: Education and Scholarship, Americanization, Civic Affairs, Publicity, Cabrillo Day, Resolutions and Amendments, and Membership.

Section 2. Prior to the nomination of officers and directors the Club President shall appoint a nominating committee to provide recommendations for qualified candidates.

Section 3. The Subordinate Club President may appoint other committees they deem necessary for the completion of the club's goals, or to satisfy a requirement of the State Board of Directors or the State Council.

Section 4. The duties of each Standing Committee will reflect the duties of similar committees, defined in Article XI.

Section 5. The appointed chair of each committee shall submit, in a timely manner, all required written reports to the State on the forms approved by the State.

Section 6. The Club President shall serve as an ex-officio member of all committees except the nominating committee

## **ARTICLE XVII: State Finances**

Section 1. The revenue of the State Council shall be derived from fees for charters, assessments, sales of supplies, registration fees and a per capita tax on the membership of the Subordinate Clubs, as fixed by the State Council.

Section 2. The per capita tax shall be three dollars and fifty cents (\$3.50).

Section 3. The per capita tax for each reported member shall be paid to the State Treasurer by the Subordinate Club within ninety (90) days after receiving the membership cards for the reported members. In no case shall the payment be received by the Secretary later than November 1<sup>st</sup> of any year.

Section 4. Failure to pay a per capita tax for all reported members by November 1<sup>st</sup> may result in a forfeiture of delegate to the Cabrillo Council, ineligibility for awards, monetary penalties deemed appropriate by the State Board of directors, and/or the immediate forfeiture of their charter, funds, records, and property to the State Council.

Section 5. In each even numbered year the State Board of Directors shall review the amount of the per capita tax and recommend any necessary adjustments to the State Council for adoption.

Section 6. All cash funds of Cabrillo Club shall be deposited in the name of Cabrillo Civic Clubs, Incorporated in institutions which are insured. Checks, drafts, and other items for collection, requiring endorsement, shall be endorsed in the name of Cabrillo Civic Clubs, Incorporated by the designated signers established by the State Council. All checks issued against any of Cabrillo Club's accounts shall be conveyed over the signatures of two (2) designated signers on the account.

Section 7. All bonds, securities, and other investments acquired by Cabrillo Club shall be held in the name of Cabrillo Civic Clubs, Incorporated. All securities acquired by Cabrillo Club shall be held for the account of Cabrillo Civic Clubs, Incorporated in an institution which shall be a member of the Federal Reserve System. All Cabrillo Club investment transactions, when authorized by the State Council, shall be conveyed over the signatures of two (2) designated signers on the account.

## **ARTICLE XVIII: Subordinate Club Finances**

Section 1. The amount of the annual dues for each club shall be established by its Board of Directors. The dues shall cover the cost of each member's per capita tax and all other expenses to properly maintain sufficient records and to comply with all requirements of the State Council.

Section 2. All members, with the exception of Student and Honorary members, shall be required to pay annual dues according to the following guidelines:

- A. Dues collected each year shall be at least the cost of the per capita tax, payable in advance for one year;
- B. New members admitted before June 30th of each year shall pay dues for a full year;
- C. New members admitted after June 30th of each year shall pay only half of the year's dues for the year in which they are admitted; and
- D. The board of directors reviews the amount of the dues each odd numbered year in the month of November in order to ensure the amount is sufficient, but not excessive.

Section 3. Any member who fails or refuses to pay their dues or assessments for 90 days after written notice from the Financial Secretary shall cease to be a member of the Subordinate club.

Section 4. All cash funds of Subordinate Club's shall be deposited in the name of the Club in institutions which are insured. Checks, drafts, and other items for collection, requiring endorsement, shall be endorsed in the name of the Club by the designated signers established by the Board of Directors. All checks issued against any of the Club's accounts shall be conveyed over the signatures of two (2) designated signers on the account.

Section 5. All bonds, securities, and other investments acquired by the Club shall be held in the name of the Club. All securities acquired by the Club shall be held for the account of the Club in an institution which shall be a member of the Federal Reserve System. All investment transactions, when authorized by the Subordinate Club's Board of Directors, shall be conveyed over the signatures of two (2) designated signers on the account.

## **ARTICLE XIX: Trials and Suspensions**

Section 1. Any member of the State Council may be expelled or suspended for cause, by two-thirds (2/3) vote of the State Board of Directors, provided said member shall have had a fair and impartial trial upon charges specified in writing and a copy of said charges and the date of hearing shall have been forwarded by registered mail at least ten days before the date of the trial.

Section 2. Any charges against a member of the State Council may include, among other matters, the description of conduct that, if true, would reasonably bring into disrepute the State Council and/or the Subordinate Clubs the Cabrillo Civic Clubs, Incorporated.

Section 3. An accused member shall be afforded an opportunity at the hearing to be heard in their own defense, to call other members as witnesses on their own behalf or request such assistance as may be obtained from any member or officer of the State Council.

Section 4. Any decision of the State Board of Directors, after such a hearing as herein provided, shall be transmitted to the accused member by registered mail at the last address given the State Secretary within thirty (30) days after such decision is made.

## **ARTICLE XX: Awards and Scholarships**

Section 1. All scholarship awardees/recipients shall be given the status of Student Members of the State Council during the first year of attendance at a qualified Trade School, College or University, and as such said Student member may attend the meetings of any Subordinate club.

Section 2. Student Members are invited to attend the Annual Sessions and State Board of Directors Meetings.

Section 3. Subordinate Clubs desiring to award scholarships on a local level, shall first have contributed an equal amount of scholarships to the State Council Scholarship Program and shall have obtained permission from the State Council to award the scholarships to qualified students that after applying, failed to receive a scholarship from the State Council.

Section 4. All local awards shall be administrated by the local club and shall be designated as a Local Award or Local Memorial Award.

## **ARTICLE XXI: Miscellaneous**

Section 1. The order of business of the Annual Session shall be read by the State President at the opening of its meeting, subject to changes by the State Council. The order of business shall be:

01. Pledge of Allegiance followed by Moment of Silence for Deceased Members
02. Invocation
03. Roll Call: Including Seating of Delegates Present(Saturday)
04. Approval of Agenda
05. Introduction of Host City Club President or Convention Chairperson
06. Introduction of All Subordinate Club Presidents Present
07. Report of Credentials Committee
08. Reading of the Minutes of Last Annual Session
09. Reading of Communications
10. Report of Treasurer
11. Report of District Governors
12. Report of State Directors/Alternates
13. Unfinished Business
14. Report of Standing Committees
15. Report of Special Committees
16. Report of Nominating Committee(and nominations from the floor)
17. Report of Past State Presidents and Spouses
18. Resolutions, Amendments and Recommendations from Bylaws Committee

19. New Business
20. Report of State Officers
21. Election of Officers (Submission of names of District Governors/State Directors & Alternates during vote)
22. Good of the Club
23. Adjournment

Section 2. The theme song of the Cabrillo Civic Clubs of California shall be the State Song of California, "I Love You, California".

Section 3. The meetings of the Cabrillo Civic Clubs of California, Inc., shall be conducted in English. The Portuguese Language may be substituted, at any time, for translation and clarification purposes only.

Section 4. The American flag shall be displayed at all times during a meeting of the State Council, State Board of Directors, and Subordinate Clubs. The California, Portuguese Flags and Official Banner may also be displayed.

Section 5. The State Council of Cabrillo Civic Clubs, Inc., shall not be responsible for the acts, torts, negligence, misfeasance or malfeasance of any Subordinate club, its officers or members.

Section 6. All Subordinate clubs shall participate in the State Cabrillo Liability Insurance Program, or if they choose not to be included, furnish to the State organization proof of insurance with a Certificate of Insurance naming the Cabrillo Civic Clubs of California as Additional Insured on a policy of insurance with coverage and amounts acceptable to the State Council.

Section 7. For the purpose of the State's non-profit corporation law, this non-profit organization designates these duly elected officers to serve as officers of and for the corporation. Its State President serves as Chief Executive Officer of the corporation, its State Secretary as the Secretary of the corporation and its State Treasurer as Chief Financial Officer of the corporation. The designated agent for service of process under the state law is the State Treasurer.

Section 8. In order to keep the State Constitution current in light of changing circumstances, the State Board of Directors shall review the State Constitution in each year ending with an even number.

## **ARTICLE XXII: Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Cabrillo Club in all cases to which they are applicable and in which they are not inconsistent with the State Constitution and any special rules of order Cabrillo Club may adopt.

## **ARTICLE XXIII: Dissolution**

Section 1. In the event of dissolution of Cabrillo Civic Clubs, Incorporated, either by operation of the law or by action of the State Council, after the payment of all creditors, Cabrillo Club's

assets shall be distributed to a nonprofit corporation organized and operated exclusively for charitable and educational purposes which shall have as the organization's purpose those objectives most similar to those of Cabrillo Club, and which shall have been qualified as tax-exempt under the United States Internal Revenue Code.

Section 2. In the event of a possible dissolution of a Subordinate Club, either by operation of the law, action of the State Board of Directors, or action of the State Council, after the payment of all creditors, the Club's assets shall be distributed to Cabrillo Civic Clubs, Incorporated as a donation to the scholarship fund prior to the final vote to dissolve.

Section 3. If a Subordinate Club voluntarily dissolves the Club may request that a minimum of seventy-five percent (75%) of the funds sent to Cabrillo Civic Clubs, Incorporated be considered as a donation to scholarship fund and the remaining amount of the funds be placed in an interest-bearing account for the future reactivation of the Club.

Section 4. Cabrillo Civic Clubs, Incorporated does not undertake the liabilities of the Subordinate Club in the event of the Club's dissolution.

#### **ARTICLE XXIV: Amendments**

Section 1. This Constitution may be amended by a majority vote of the delegates at any Annual or Special Session of the State Council.

Section 2. All amendments and resolutions shall be submitted, in writing, to the Constitution Committee Chairman no less than 60 days prior to the Annual Session at which they are to be considered.

Section 3. The State Recording Secretary shall submit all proposed amendments to the State Board of Directors for recommendations. The State Board of Directors shall cause said amendment or amendments to be published and distributed to the active members of the council for discussion and voting at the next Annual Session following their publication.

#### **ARTICLE XXV: Scope**

All former Constitutions and Bylaws or parts of Constitutions and Bylaws inconsistent herewith are hereby revised.

**RESOLUTIONS ADOPTED**

**January, 1993**

**WHEREAS**, the papers relative to the founding and early activities of the Cabrillo Civic Clubs of California, collected and preserved by Past State President, Manuel Reis, were offered by him to the Club, during the Presidency of State President Judi Serpa, who at the time appointed Mr. Richard Azinheira of Club No. 1 of San Francisco as Chairman of a committee to receive the papers on behalf of the State President and the Clubs;

**WHEREAS**, Mr. Azinheira formed a committee of three members for that purpose, namely, himself as Chairman, and the members, Philo Remedios, Gene Santos and Manuel Reis, the donor;

**WHEREAS**, the papers required the services of some person to place them in proper order and sequence, the Committee, with the assistance of State President Judi Serpa, was able to secure the technical services and assistance of Mr. Ronald Silveira, Retired Librarian of the University of California at San Diego, who offered his technical services;

**WHEREAS**, the papers were sent to him by Manuel Reis and returned to him in excellent order and camera ready to be microfilmed or microfiche, as recommended by Mr. Silveira;

**NOW THEREFORE**, be it resolved, that the Committee of which Mr. Azinheira is Chairman, be authorized and empowered to have the papers property microfiche at the expense of the State Council, and to make final disposition of the papers.

**January, 1993**

**RESOLVED** by this body, representing the State Council of Cabrillo Civic Clubs, that Mr. Ronald Silveira, Retired Librarian of the University of California at San Diego, be and the same is hereby thanked for the outstanding services rendered to the Cabrillo Civic Clubs of California, by reviewing and organizing and preparing for microfilming the files containing the papers pertaining to the formation and early activities of the Cabrillo Civic Clubs, donated to the State Council by the Past State President, Manuel Reis;

**AND, BE IT FURTHER RESOLVED**, that a copy of this resolution be spread upon the minutes of this meeting and a copy thereof sent to Mr. Ronald Silveira.

**January, 1995**

**RESOLVED** by this body, representing the State Council of Cabrillo Civic Clubs of California, Inc.

**THAT**, a Youth Program be formed to promote youth participation in our organization, and to build a future generation of Cabrillians.

**WHEREAS**, Rick Azinheira, State Membership Chairman, did seek and receive consent from Rollie Serpa, State President, to spearhead a State Membership Drive "Go for More in '94".

**WHEREAS**, to maintain the Declaration of Principles of the Cabrillo Civic Clubs of California, we must have a sound Membership Program and with foresight for an equally strong Youth Program.

**NOW THEREFORE**, be it resolved, that Rick Azinheira be authorized and empowered to select a person or persons to chair this Youth Program on a State Council level, then broaden it out to Subordinate Clubs.

**WHEREAS**, to achieve this, it is mandated to solicit interest amongst our youth and to render whatever guidance necessary, but all functions to be carried out by the youngsters themselves, with provisio that such Youth Programs be in alignment with the Constitution and Bylaws of the State Council and/or Subordinate clubs.

**AND**, be it further resolved that a copy of this resolution be included in the minutes of this meeting and copies thereof be sent to all Subordinate clubs.

**January, 2001**

**WHEREAS**, one Council can pass a resolution that is binding on future Councils until they vote to change it; and

**WHEREAS**, the 1999 Council voted to give the full \$400.00 to each scholarship winner, regardless of whether they are attending a 2 or 4 year institution; and

**WHEREAS**, the 1999 Council also voted to present the monetary amount directly to the individual winner, after receiving proof of enrollment from the winner;

**NOW THEREFORE**, be it resolved, that the Treasurer be directed to make all scholarship checks for \$400.00 and mail to each student upon proof of enrollment.



**January, 2003  
(Amended January, 2009)**

**WHEREAS**, volunteer screeners very often offer their sleeping rooms for the two days of screening to reduce costs of additional rooms for screening, a clarification of the 2001 State Convention resolution passed January 20, 2002. A substitute resolution is necessary.

**NOW THEREFORE BE IT RESOLVED**, that the State Treasury shall cover those costs directly related to the scholarship screening process, including volunteer screeners' sleeping rooms or other screening rooms after receipt of an appropriate request with hotel documentation attached not to exceed \$500.00 and that Subordinate clubs hosting Spring or Fall Board meetings may request up to \$500.00 to cover any loss suffered by the Subordinate club after having submitted to the State President and State Treasurer a report of revenue and expenditures reflecting said loss. In the event a Subordinate club hosting a Spring or Fall Board meeting is required to place a deposit with the contracted facility, the Subordinate club may request the advance amount of the deposit not to exceed \$500.00 to cover the advance payment request. Said request shall be accompanied with appropriate documentation. Any unused funds shall be returned to the State Treasury. The funding source to the State Council for these such requests shall be 5% of the net profits from Conventions, which shall be placed in a special fund. The aforementioned special fund shall not exceed \$2,500.00; any excess funds shall revert to the General Treasury.

**October, 2006**

**WHEREAS** one Council can pass a resolution that is binding on future councils until they vote to change it, and

**WHEREAS** the 2004 State Council voted by ballot to change the annual scholarship amount of \$400.00 per student, who will be attending a 2 or 4 year college to \$500.00 per student, and

**WHEREAS**, the 2006 student awardees received the \$500.00 scholarships

**NOW THEREFORE BE IT RESOLVED**, that the \$500.00 per student annual amount be binding until another Council votes to change the amount.