ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF MINNESOTA WOMEN'S CLUB
WE, THE UNDERSIGNED, of full age, for the purpose of forming a corporation under and pursuant to the provision of Chapter 317A, Minnesota Statutes, known as the Minnesota Non-Profit Corporation Act, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves together as a body corporate and accept the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be the UNIVERSITY OF MINNESOTA WOMEN'S CLUB.

ARTICLE II

REGISTERED OFFICE

The registered office of this corporation shall be as follows:
University of Minnesota Women's Club
McNamara Alumni Center
University of Minnesota Gateway
200 Oak Street SE, Suite 250
Minneapolis, MN 55455

ARTICLE III

DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of this corporation shall be to link the University community across individual schools and colleges, to give University scholarships, to promote educational, charitable, cultural and recreational endeavors, and to promote friendship, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law. All funds whether income or principal and whether acquired by gifts or contributions, or otherwise, shall be devoted to said purposes.

ARTICLE V

NO PECUNIARY GAIN

The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article IV above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (7) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the
Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI
Dissolution
At the time of dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sections 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the Board shall determine. Specifically, any monies in the treasury or on deposit in the University of Minnesota Women's Club account(s) shall be given to the University of Minnesota Scholarship Fund and Student Loan Fund in equal amounts. Any such remaining funds, property or other assets not so distributed shall be disposed of by petition or application to district court, according to state law, for such purposes or to such organization(s) as the court may decree, which are organized and operated exclusively for such purposes.

ARTICLE VII
Incorporators
The name and address of the incorporator of this corporation is:
Norma Crewdson, President
4159 Coffman Lane, Mpls, MN 55406

ARTICLE VIII
Governing Board
The number of persons on the first Governing Board of this corporation shall be 3, each of whom shall continue in office until the first annual meeting of the members and until a successor is elected and qualified, or removed as provided by law or in these Bylaws. The name and address of each of the first Governing Board members are:
Norma Crewdson, 4159 Coffman Lane, Mpls, MN 55406,
Marilee Ward, 48 Groveland Ter., #307, Mpls, MN 55403.
Delores Weaver, 7110 Riverview Ter., NE, Mpls, MN 55432

ARTICLE IX
Personal Liability
There shall be no personal liability of any of the members of this corporation for any corporation obligation.

ARTICLE X
Amendments
The voting membership shall have the power to adopt, amend and repeal the Bylaws or to amend these Articles of Incorporation. This power, as provided by statute, shall be vested only with the membership. Witness whereof in testimony, whereof, I have hereunto subscribed my name this 26\textsuperscript{th}
day of April, 1995
Norma Crewdson.
BYLAWS OF THE UNIVERSITY OF MINNESOTA WOMEN'S CLUB

ARTICLE I: NAME OF ORGANIZATION

The name of this organization is the University of Minnesota Women's Club. Hereinafter it shall be known as UMWC.

ARTICLE II: PURPOSE

The purpose of the UMWC is to provide educational, cultural, recreational and leadership opportunities for women of all ages; to provide support to Minnesota undergraduate women through scholarships at the University of Minnesota; and to promote a continuing connection with the broader University community.

ARTICLE III: LOCATION

The office of the UMWC shall be located on the Twin Cities campus of the University of Minnesota, as may be fixed from time to time by the UMWC Board of Directors.

ARTICLE IV: MEMBERSHIP

ALL WOMEN who support the purposes and activities of the University of Minnesota Women’s Club may become members. Members in good standing – with paid-up dues – are eligible for full participation in UMWC programs and activities, including ALL-UMWC events and Interest Sections.

The following categories of women are invited to become fully participating members of the UMWC and are NOT required to pay dues:

Honorary Members: Honorary Members include the wife of the President of the University of Minnesota and the wives of past Presidents; woman members of the University of Minnesota Board of Regents and wives of other members of this Board; the wife of the Governor of Minnesota or the Governor, if female.

International Visitors: Female international visitors who are associated with the University of Minnesota, including female spouses of international visitors, are invited to be guest members of the UMWC for a period of up to three years.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Definitions: The Board of Directors will consist of a total of seventeen (17) members, including eight (8) Elected Officers, and nine (9) Appointed Positions, including Chairs of Standing Committees.

Elected Officers – a total of 8: President; President-Elect; Vice President for Fundraising; Vice President for Programs (elected in odd year); Vice President for Programs (elected in even year); Recording Secretary; Treasurer; Records and Dues Officer

Appointed Positions, including Chairs of Standing Committees – a total of 9: Auditor; Conversations Chair; Correspondence Secretary; Historian; Membership Chair; Newsletter Editor/Photography Chair; Publications Chair; Scholarship Chair; Website Liaison.
**Special Committees** may be appointed from time to time. The Chair of such a Committee would serve on the Board of Directors during her tenure in this position.

**Section 2:** The Board of Directors of the UMWC will consist of the Elected Officers, Appointed Officers, and the Chairs of Standing and Special Committees, as defined above.

**Section 3:** Power of the Board of Directors The Board of Directors is responsible for running the organization pursuant to our Bylaws and any Rules and Regulations which we may enact to help us in our management.

**Section 4:** Vacancies A vacancy on the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board. The person so elected shall hold their position until a successor is elected by the membership at the next Annual Meeting. In the case of an appointment by the Board of Directors to fill an unexpired term, the officer so appointed shall be eligible upon completing her interim term for election to any vacant office or to an additional term. If a Committee Chair vacates her position before her term has expired, the President shall appoint another Committee Chair to replace her to serve out her term until the next Annual Meeting. Vacancies among Section Chairs may be replaced by members of the respective Section at their next convenient meeting.

**Section 5:** Officers’ Duties The officers shall perform the duties of their respective office as described in the Bylaws and spelled out in their respective Job Descriptions.

**Section 6:** Removal of a Member of the Board of Directors At any annual or duly called special meeting of the membership, any officer or member of the Board may be removed with or without cause by a vote of the majority of the entire voting members of record. An officer may then and there be elected to fill the vacancy thus created. In the case of a committee chair, the President may appoint another chair. A section chair may be elected at the next meeting of members of that section. Any Board member whose removal has been proposed shall be given at least thirty (30) days' notice of the intent to take such action and an opportunity to be heard at this meeting.

**Section 7:** Compensation and Reimbursement for Expenses Incurred Board members may not be compensated for their service to the UMWC unless the Board approves, authorizes or ratifies the action in good faith. Board members may be reimbursed for actual expenses. (See also ARTICLE X, Section 7.)

**Section 8:** The Board of Directors shall hold regular meetings to determine the policies of the UMWC and to transact business. The Board shall present to its members for their approval an Annual Budget, which may include a miscellaneous fund to be used at the discretion of the Board.

**Section 9:** Special Meetings Special Meetings of the Board of Directors may be called by the President with at least seven (7) calendar days’ notice to each Board Member. This notice shall be given personally, by mail or by telephone. The notice shall the time, place and purpose of the meeting. The Secretary of the UMWC in like manner and in like notice shall call a special meeting upon the written request of at least three members of the Board of Directors.

**Section 10:** Quorum A majority of the Board of Directors shall constitute a quorum for transaction of business.

**Section 11:** Proxies No voting by proxy shall be permitted at any meeting of the Board of Directors.

**Section 12:** Robert’s Rules of Order, Revised, will be the authority for all questions and procedures at any meetings of the Board of Directors.
ARTICLE VI: UMWC BOARD MEETINGS & THE ANNUAL MEETING

Section 1: The following UMWC meetings take place each year:
- Annual Scholarship Luncheon, which honors the U of MN women who are the years’ UMWC scholarship recipients.
- Meetings of the Board of Directors, currently taking place four times each year
- An Annual Meeting of the General Membership, held in the spring (May).
- A Joint Meeting of Outgoing and Incoming Boards of Directors, held at the end of the fiscal year.
In addition, Special meetings of the Board of Directors may be called by the President.

Section 2: The President presides at all UMWC meetings. The President Elect presides in the absence of the President. In the absence of both the President and President Elect, the Recording Secretary shall serve as Chair Pro Tem for the affected meeting. (See Roberts Rules of Order.)

Section 3: Notice of Meetings All meeting notices will be sent to the membership via Newsletter at least seven days – but not more than 45 days – prior to each meeting. Meeting notices will also be posted on the UMWC website according to this same schedule.

Section 4: Quorums for purposes of Voting

Meetings of the Board of Directors: A simple majority of the members of the Board of Directors shall constitute a quorum for purposes of voting. (See ARTICLE V, Section 1, above, for a listing of members of the Board of Directors, which consists of Elected and Appointed Officers, and Chairs of Standing Committees and any Special Committees that may be formed from time to time.)

Annual Meeting: Ten percent (10%) of the total UMWC membership of record at the time of the Annual Meeting shall constitute a quorum for purposes of voting. The Records and Dues Officer will provide a report of Members of Record as of the date of the Annual Meeting. This report will be used to determine the number of votes necessary to reach the 10% quorum for voting purposes. This report will be available for inspection at the Annual Meeting.

Section 5: Voting Each member of the Board of Directors is entitled to cast one vote on each question brought before any meeting of the Board of Directors. Each member of the UMWC in good standing at the time of the Annual Meeting is entitled to cast one vote on each question brought before the Annual Meeting.

Section 6: There will be no voting by proxy at any meeting of the UMWC.

Section 7: Roberts Rules of Order The Board of Directors will use Robert’s Rules of Order Revised as its authority for all questions of procedures at its Meetings.

Section 8: Guests Members may bring guests to any meeting of the UMWC not declared closed by the Board. This includes the Scholarship Luncheon in the fall, any regular meetings of the Board of Directors and the Annual Meeting.
ARTICLE VII: ELECTED AND APPOINTED OFFICERS

Section 1: Honorary President: The wife of the President of the University of Minnesota shall be Honorary President of the UMWC

Section 2: Nomination and Election of Officers The President shall appoint the Chair of the Nominating Committee for the upcoming fiscal year at the November meeting of the Board of Directors. The Chair of this Committee shall assemble a Committee of advisors charged with the task of identifying members who would be willing to be candidates to fill vacancies for elective offices for the next fiscal year. The Committee would consist of not less than five UMWC members. The President and President-Elect would serve as advisors in a non-voting “ex officio” capacity.

The committee shall nominate one candidate for each elective office to be filled. Further nominations may be made from the floor at the Annual Meeting. The Nominating Committee may assist the President in identifying members who would be willing to fill Appointed Offices and Committee Chairs for the next fiscal year. This committee shall remain in existence for the entire fiscal year to assist in filling any vacancies that might occur.

Section 3: President The President is the principal officer of the UMWC. She presides at all meetings of the Board of Directors and at all general membership meetings. The President or Board Members may execute for the UMWC all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The President shall be a voting “ex officio” member of all Board committees except the Nominating Committee, where she is a non-voting “ex officio” advisor. The President serves for two years, the first year as President Elect and the second year as President.

Section 4: President Elect The President-Elect acts in the absence of the President and performs such duties as are delegated to her by the President. The President-Elect serves for two years, the first year as President-Elect and the second year as President.

Section 5: Vice President for Fundraising: The Vice President for Fundraising leads the UMWC’s fundraising efforts, in collaboration with the Board of Directors and with the assistance of the University of Minnesota Foundation. She sends receipts and thank you notes for all gifts to UMWC Scholarship Fund donors and develops ways to recognize all those making contributions. She encourages members and friends to make “honoring or memorial” contributions to our Scholarship fund as well as one-year named scholarships. She conducts an annual fundraising campaign each fall. The Vice President for Fundraising serves for two years, renewable for one or more years.

Section 6: Vice Presidents for Programs The Vice Presidents for Programs plan and execute the UMWC’s Scholarship Luncheon and program, “Conversation Luncheons” and the Annual Meeting. Vice Presidents for Programs are elected for two year terms in alternate years.

Section 7: Recording Secretary
- Provides notices of all meetings to the Board of Directors and the Section leaders, as required by the bylaws.
- Keeps the Minutes of the meetings of the Board of Directors and the Minutes of the Annual Meeting.
- Leads any meeting of the Board of Directors in the absence of both the President and the President-Elect. The Recording Secretary serves a two year term, which is renewable for one or more years.
Section 8: Financial Officers

Section 8a: Treasurer  The Treasurer is the organization’s chief financial officer and serves as the Chair of the Finance Committee. She
- Keeps all records relating to the finances of the organization, including maintenance of our regular operating account and management of our Scholarship account.
- Provides a financial report at each meeting of the Board of Directors
- Presents a Financial Report to the membership at our Annual Meeting.
- Makes other reports to the Board of Directors from time to time, as requested.
- Prepares and oversees the Annual Budget.
- Keeps the organization in good standing as a registered non-profit corporation with the state of Minnesota and tax-exempt status with the IRS.

The Treasurer serves for a two year term, which is renewable for one or more years.

Section 8b: The Records and Dues Officer
- Receives and deposits annual Dues checks
- Maintains the UMWC Membership Data base, including contact information for each member
- Provides various UMWC officers, upon request, with our membership list and contact information for our Members
- Provides a written report on Membership Numbers and Dues Receipts at each Regular Board Meeting
- Compiles a list of new members and any changes in contact information for each Newsletter
- Works with the Newsletter Editor to arrange for printing and mailing of UMWC newsletters.
- Distributes each Newsletter electronically to the UMWC membership.
- Assumes responsibilities, as needed, in the absence of the Treasurer.
- Provides a written report for the Annual Meeting, which will include a list of all members of record as of that date. This list will be used to determine the quorum for voting purposes, which is 10% of total membership, and is to be made available for inspection at the Annual Meeting.

The Records and Dues Officer serves a two year term, renewable for one or more years.

Section 9: Appointed Positions: Auditor; Correspondence Secretary; Conversations Chair; Historian; Membership Chair; Newsletter Editor/Photography Chair; Publications Chair; Scholarship Chair; and Website Liaison

Auditor:  The Auditor reviews all general UMWC funds at the end of each fiscal year, including the regular Operating Fund, the Scholarship Fund, and the records of the Co-Treasurer for Records and Dues. She provides a report to the Board of Directors at the first regular meeting each fall. The Auditor is appointed by the President, with the recommendation of the Treasurer. The Auditor serves a two year term, which is renewable for one or more years.

Correspondence Secretary:  The Correspondence Secretary sends notes of condolence to families of members at the time of the death of a UMWC member or her spouse. She sends notes of encouragement to members who are experiencing health challenges. She is appointed by the President and serves a one year term, which is renewable for one or more years.

Conversations Chair:  The Conversations Chair coordinates the task of identifying speakers for each of our three “Conversations” luncheons throughout the year and making all necessary arrangements for their programs. She arranges for publicizing these programs in the annual Membership Directory and in periodic UMWC newsletters throughout the year. The Conversations Chair serves for two years, renewable for one or more years.
Historian: The Historian is responsible for maintaining permanent records of the UMWC. The Historian is appointed by the President. She serves a one year term, which is renewable for one or more years.

Membership Chair: The Membership Chair coordinates the work of the Membership Committee. She provides written reports on the status of membership at each Board Meeting and at the Annual Meeting. She works with the Records and Dues Officer to maintain our membership roster. The Membership Chair serves for one year, which is renewable for one or more years.

Newsletter Editor/Photographer: The Newspaper Editor oversees the production and distribution of five (5) UNWC newsletters each year. She provides guidance to reporters and photographers who submit input for each Newsletter during the year.

Publications Chair: The Publications Chair oversees the design and publication of all UMWC publications, including our Annual Directory, the Membership Brochure, UMWC Calling Cards, Member Name Tags and such other publications that we may need from time to time. The Publications Designer may assist various Committees with her design expertise, e.g., the letter which the Membership Committee sends to in-arrears members each year.

Scholarship Chair: The Scholarship Chair coordinates the work of the Scholarship Committee, collaborating closely with the UMWC’s Vice President for Fundraising, the University of Minnesota Foundation, and the University’s Office of Student Financial Assistance -- to determine funding availabilities for scholarships each year and eligibility for undergraduate women to apply for our scholarships. Once awardees are chosen, she notifies them of their awards and invites them to attend the Fall Scholarship Luncheon as our guests. She plans and leads the Scholarship Luncheon program, where she introduces each awardee and invites her to speak. She serves a one year term, renewable for one or more years.

Website Liaison: The Website Liaison oversees the website by providing accurate and current information to the Web Developer. The Website Liaison is appointed by the President and serves a one year term, which is renewable for one or more years.

Section 9: Additional Duties of Elective and Appointed Officers
Any officer of UMWC, in addition to powers conferred on her by these Bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VIII: COMMITTEES

Section 1: Authority The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors.

Section 2: Executive Committee The Elected Officers of the UMWC shall constitute the Executive Committee. This Committee may serve in place of the Board of Directors on call of the President. No individual shall continue to be a member of the Executive Committee after she ceases to be an officer of the UMWC.
Section 3: Powers  The Executive Committee may serve in place of the Board of Directors on the call of the President. Actions taken by the Executive Committee shall be reported to the Board of Directors and recorded.

Section 4: Standing Committees Conversations; Finance; Fundraising; Membership; Newsletter; Publications; Program; Scholarship; Website Liaison and such other Committees as from time to time may be considered necessary. The President shall appoint the Chairs of the Standing Committees with the assistance of the Nominating Committee, except for the Finance Committee, which is chaired by the Treasurer and the Fundraising Committee which is chaired by the Vice President for Fundraising. Committee Chairs may select their own Committee members with the concurrence of the President.

Conversations Committee: Members of this committee, appointed by the Conversations Chair, assist in identifying local women leaders to address our Conversation luncheon audiences with informative and stimulating programs.

Finance Committee: The Treasurer will chair the Finance Committee, which shall also include the Dues and Records Officer, the Auditor and the Vice President for Fundraising. The Treasurer’s term is for two years, renewable for one or more years.

Fundraising Committee: The Vice President for Fundraising, with the assistance of the President, and the Newsletter Editor, appoints a committee to assist her with fundraising and donor recognition projects throughout the year.

The Membership Committee:
- Welcomes new members, providing them with copies of our Membership Directory, the latest newsletter, a UMWC name tag, and a welcoming e-mail.
- Assists our membership in recruiting new members.
- Provides membership brochures and UMWC calling cards at All-UMWC events and also provides these materials to Interest Section Representatives to our Board for distribution within their respective sections.
- Works with our Records and Dues Officer to maintain our membership roster.
- Follows up with in-arrears members as needed to remind them to keep their membership current.

Program Committee: This Committee, under the direction of the two Vice Presidents for Program, will plan and execute the UMWC’s Scholarship Luncheon and program, “Conversation Luncheons” and the Annual Meeting.

Scholarship Committee: The Scholarship Committee reads the applications of students applying for UMWC Scholarships and selects awardees, based on available funding.

Section 9: Additional Duties of Elective and Appointed Officers The Chairs of the Standing Committees shall be members of the Board of Directors. The dissolution of any Standing Committee shall be accomplished by a resolution of the majority of the Board of Directors.
ARTICLE IX: INTEREST SECTIONS

Section 1: Members in good standing may participate in UMWC Interest Sections. Guests are always welcome.

Section 2: Guidelines
- Any group of UMWC members may organize a new section, with notification to the Board of Directors.
- An Interest Section may divide at its own discretion.
- Interest Sections may determine their own dues
- There is no limitation to how long an Interest Section Chair may serve. It is suggested, however, that groups rotate their leadership among their members.

Section 3: The Chair or a Representative of each Section
- Attends meetings of the Board of Directors to contribute ideas and provide feedback to her Section.
- Reports changes in Section programs electronically to the Board’s Recording Secretary; to the President for inclusion in the Newsletter; and to the Website Liaison for inclusion on the website.
- Provides the Correspondence Secretary with a list of current Section members on or about October 1st of each fiscal year.
- Informs the Correspondence Secretary periodically of those who have joined the Section over the course of the year or who have decided to discontinue as members of the Section.
- Reminds any member in arrears as of October 1st that continued participation in the Section requires that they pay their UMWC membership dues (See Article X, Section 2 on dues.)
- Updates her job description at the end of her tenure as Chair. (See Article XI, on Job Descriptions.)
- Provides a sign-up table for new and returning members at the fall Welcome and Scholarship Luncheon
- Prepares an Annual Report and a Job Description at the end of her term. (See ARTICLES XI, XII AND XIII.)

Section 4: Each Interest Section shall honor their regularly scheduled meeting time as printed in the Directory. Any group that organizes a new section must verify that its scheduled meeting time does not conflict with any other section’s meeting time. Any section that wants to change its meeting time or arrange a special program must verify that their proposed meeting time does not conflict with any other section’s meeting plans.

ARTICLE X: FISCAL MANAGEMENT

Section 1: The Fiscal Year The UMWC’s fiscal year begins July 1st of each fiscal year and runs through June 30th of the following year.

Section 2: Dues The annual membership dues shall be set by the Board of Directors. Notification of annual dues shall be sent to members in the annual Membership Directory, arriving in August. Payments are due immediately thereafter. Members who have not made payment by October 1 will receive a reminder. If dues remain unpaid by November 15, the member’s name will be dropped from the membership roster.

The dues of any first time member joining the UMWC in March, April, May or June of a given program year will be considered paid-in-full through the entire subsequent program year.
Section 3: Accounting

Treasurer The Treasurer oversees two accounts, the Operating Account and the Scholarship Account and prepares written reports on the same.

The Records and Dues Officer oversees the payment of membership dues and prepares written reports on the same.

Auditor The Auditor reviews reports of both the Treasurer and the Records and Dues Officer and provides a written report to the Board at the first meeting of the Board of Directors in the fall.

Section 4: Policy regarding Advertising in UMWC Publications or on the Website
The University of Minnesota Women's Club is a philanthropic, non-profit organization and will not allow any information printed or otherwise that involves solicitation for profit of a service or product from a member or non-member.

Section 5: Conflict of Interest
The Board shall not enter into any contract or transaction with any UMWC member, director of a related organization or an organization in which a UMWC member is a director officer, or legal representative or in some other way has a material interest unless the Board approves, authorizes or ratifies the action in good faith. (See ARTICLE V, Section 7)

Section 6: Payments
Checks, drafts, and other orders for payment of funds will be signed by such officers or other persons designated by the Board of Directors in its approved financial policies.

Section 7: Indemnity
UMWC shall indemnify and hold harmless any member of the Board of Directors and any Section Chair from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of such person in her capacity as a Board member or officer except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. The Board of Directors shall have the responsibility to purchase or procure insurance for such purposes.

Section 8: Examination of Books by Board Members
Every member of the Board of Directors shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of UMWC.

ARTICLE XI – JOB DESCRIPTIONS

Each Officer, Chair of a Standing Committee or Special Committee, and Section Chair is to review her Job Description at the end of her term and revise it as needed to reflect any changes made during her term of office. She is to provide a signed and dated copy of this Job Description electronically to (1) her successor – whether an Officer, Committee Chair or Interest Section Chair; and (2) the Incoming President for her information and also for her use in connection with the work of the Nominating Committee during her Presidency. She will dispose of her copy of the Job Description at the end of her term.
ARTICLE XII: REPORTS

Section 1: Reports for Regular Board Meetings by Elected and Appointed Officers, Committee Chairs and Section Chairs or Representatives

Each Elected and Appointed Officer and each Chair of a Standing Committee shall submit a written report electronically to the Recording Secretary in advance of each meeting of the Board of Directors.

Each Section Chair – or Interest Section Representative to the Board of Directors -- shall submit a written report electronically to the Recording Secretary before each meeting of the Board of Directors if there is a change to report. Each Section Chair – or Interest Section Representative to the Board of Directors – will also notify the President and the Website Coordinator of any changes for use in producing the Newsletters and updating the Website.

The contents of these reports will be included in Annual Reports made at the end of the year; therefore they can be disposed of once Annual Reports have been submitted to the Historian.

Section 2: Annual Reports

Each officer, both elective and appointed, each Committee Chair, and each Section Chair shall submit a written summary/annual report electronically to the Historian three to seven business days prior to the June Board Meeting, updated at the end of the fiscal year as needed.

The Historian will make one copy of each Report for record/historical purposes and transmit a second copy electronically to the Incoming President for her information. The President’s copies shall be disposed of at the end of her term.

Section 3: End-of-the-Fiscal Year Financial Reports

The Treasurer and Records and Dues Officer will submit final reports to the Historian at the end of the fiscal year. The Historian will make one copy of each of these reports for record/historical purposes and transmit a second copy of this report electronically to the incoming President for her information. Her copies shall be disposed of at the end of her term.

Annual Auditor’s Report  The UMWC Auditor shall review all general UMWC Funds at the end of each Fiscal Year and shall provide a report to the Board of Directors at the first meeting of the Board of Directors in the fall. She will transmit a copy of this report electronically to the Historian, who will retain one copy for archival records and provide a second copy to the President for informational purposes, to be disposed of at the end of her term.

ARTICLE XIII: RECORDS MANAGEMENT

Section 1:  The UMWC is responsible for keeping certain documents each year for historical and archival purposes. These documents will be provided to the UMWC Historian, who will print them out as needed and arrange for their storage for five years in the office of the UMWC in McNamara Alumni Center. At the end of this time, the sitting Historian will arrange for their transfer to University Archives for permanent storage.
Section 2: This Section lists the documents to be retained each year, together with the title of the UMWC Officer, Committee Chair or Section Chair who will provide each document to the Historian:

- A copy of the Annual Directory – provided by the Directory Chairperson
- A copy of each of our Five Annual Newsletters – provided by the Newsletter Editor
- A copy of the Minutes of each of our four Regular Board meetings and the Minutes of the Annual Meeting – provided electronically by the Recording Secretary and printed by the Historian
- A copy of the Annual Reports of each Officer, Chair of a Standing Committee and Section Chair – provided electronically by those Officers, Committee Chairs and Section Chairs and printed by the Historian.
- A copy of any document/documents provided by the President or any other Officer, Committee Chair or Section Chair deemed to be of historical value. The Historian in collaboration with the President and/or the provider of any such documents will make the determination as to which documents so submitted will be retained.

Section 3: Archiving of photographs: The U of M Archives accepts printed photos or digitized materials (e.g., photographs or videos) as electronic records. They can be submitted via a jump drive or a CD. All photos submitted for historical/archival purposes are to be identified by event and date, with names of those pictured.

ARTICLE XIV: AMENDMENTS

The membership shall have the power to amend the Articles of Incorporation and these Bylaws. Subject to restrictions imposed by statute, the Board of Directors may amend the Articles and Bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the members present at a duly constituted meeting.

This By-Laws Revision has been adopted by the University of Minnesota Women’s Club at their Annual Meeting on Tuesday, May 16, 2017:

Ruth V. Jones, President, 2016-2017

Mary Abuan, Recording Secretary

Kathi Treston, Recording Secretary