

**BYLAWS OF THE UNIVERSITY OF MINNESOTA WOMEN’S CLUB
AMENDED AND RESTATED AS OF MAY 9, 2023**

ARTICLE I: NAME OF ORGANIZATION

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

ARTICLE II: PURPOSE

The purpose of the UMWC is to promote education, cultural, recreational and leadership opportunities for women of all ages, to promote support to undergraduate students at the University of Minnesota through scholarships, 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 Board of Directors.

ARTICLE IV: MEMBERSHIP

All women who support the purposes and activities of the UMWC 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 shall be designated and shall be invited by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Definitions: The Board of Directors shall consist of a total of sixteen (16) members, including seven (7) elected positions, and nine (9) appointed positions, including Chairs of Standing Committees. One Board position may be shared, in which the title “Co-” is placed before the title and only one vote is counted for the shared position. Members of shared positions shall be elected in alternate years. No member may occupy more than one Board position.

Elected Officers: President, President-elect, Vice President for Scholarship Fundraising, Co-Event Coordinators, Recording Secretary, Co-Treasurers, Records and Dues Officer.

Appointed Positions including Chairs of Standing Committees: Auditor, Conversations Chair, Corresponding Secretary, Historian, Membership Chair, Newsletter Editor, Directory Editor, Scholarship Awards Chair, Website Manager.

Special Committees: or ad hoc committees may be appointed from time to time.

Section 2: The Board of Directors shall consist of elected officers, appointed officers, and chairs of standing committees, as defined above.

Section 3: Power of the Board of Directors: The Board of Directors is responsible for running the organization pursuant to the Bylaws and any rules and regulations which may be enacted to assist in the 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 Board member so elected shall retain the 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 appointed officer shall be eligible for election to any vacant office or to an additional term. If a Committee Chair vacates her position before her term is expired, the President shall appoint another Committee Chair to serve out her term until the next Annual Meeting. Vacancies among Section Chairs may be filled by members of the respective Section.

Section 5. Officers' Duties: The officers shall perform the duties of the respective offices as described in the Bylaws and spelled out in the 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 majority of the entire voting membership of record. An officer may then and there be elected to fill the open vacancy. In the case of a Committee Chair, the President may appoint another Committee Chair. A Section Chair may be elected at the next meeting of the members of that Section. Any Board Member whose removal has been proposed shall have at least thirty (30) days' notice of the intent to take such action and have 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 and ratifies the action in good faith. Board Members may be reimbursed for actual expenses.

Section 8: Regular Meetings: The Board of Directors shall hold regular business meetings to determine the policies of the UMWC and to transact business.

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, email, or telephone. The notice shall include the time, place and purpose of the meeting. The Recording Secretary in like manner and in like notice shall call a Special Meeting upon the written request of 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 or at the Annual Meeting.

Section 12: Roberts Rules of Order, Revised: will be the authority for all questions and procedures at any meeting of the Board of Directors and the Annual Meeting. The President may appoint a Parliamentarian.

ARTICLE VI: BOARD MEETINGS AND ANNUAL MEETING

Section 1: The following **Board Meetings** will take place each year:

Annual Scholarship Luncheon which honors the recipients of the year's scholarships

Business Meetings of the Board of Directors, currently taking place four times a year

Annual Meeting of the General Membership, currently held in the spring

Joint Meeting of Outgoing and Incoming Boards of Directors, held at the end of the fiscal year.

In addition, special meetings may be called by the President.

Section 2: The President Presides at all Board Meetings: The President-elect presides in the absence of the President. In the absence of both the President and the President-elect, the Recording Secretary shall serve as Chair Pro Temp for the meeting.

Section 3: Notice of Meetings: All meeting notices shall be sent to the membership via newsletter and email 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 the same schedule.

Section 4: Quorum for the Purposes of Voting:

Business Meetings of the Board of Directors. A simple majority of the Board of Directors shall constitute a quorum for the purpose of voting.

Annual Meeting of the Membership. Ten percent of the total membership of record shall constitute a quorum for the purpose of voting. The Records and Dues Officer shall provide a report of Members of Record as of the date of 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. Each UMWC member 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: Proxies: There will be no proxies at any meeting of the UMWC.

Section 7 Roberts Rules of Order: Robert’s Rules of Order, Revised, is the authority for all questions of procedures at UMWC meetings.

Section 8: Guests: Members may be guests at meetings of the UMWC not declared closed by the Board, including the Scholarship Luncheon, regular Board Meetings, Conversation Luncheons and the Annual Meeting.

ARTICLE VII: ELECTED AND APPOINTED OFFICERS

Section 1: Nomination and Election of Officers: The President shall announce the Chair of the Nominating Committee for the current fiscal year at the November Board Meeting. The Chair shall assemble a committee of advisors charged with the task of identifying members who would be willing to be candidates for open elective offices for the next fiscal year. The Committee shall consist of not less than five (5) members. The President and President-elect shall 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 willing to fill Appointed Offices and Committee Chairs for the next fiscal year. The Committee shall remain in existence for the entire fiscal year to assist in filling any Board vacancies that may occur.

Section 2: 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 Standing Committees except the Nominating Committee, where she is a non-voting “ex officio” member. The President serves for two years, the first as President-elect and the second as President.

Section 3: 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 as President-elect and the second as President.

Section 4 Vice President for Scholarship Fundraising: The Vice President for Scholarship Fundraising leads the UMWC's scholarship fundraising efforts, in collaboration with the Board of Directors and with the assistance of the University of Minnesota Foundation. She encourages members and friends to make honoring and memorial contributions to our fund, as well as to fund one year named scholarships. She conducts an annual fundraising campaign each fall. The Vice President for Scholarship Fundraising serves for two years, renewable for one or more years.

Section 5: Co-Event Coordinators: The Co-Event Coordinators coordinate with the venues to plan menus and set-up for the UMWC's Scholarship Luncheon, Conversation Luncheons, Board Meetings the Annual Meeting and the Joint Business Meeting. They oversee the reservations and receipts for the events. The Co-Event Coordinators serve for two years, renewable for one or more years.

Section 6: Recording Secretary: Records the minutes of the Board of Directors Meetings and the Annual and Joint Board Meeting. She provides notice of all Board Meetings to the Board Members and Section Chairs as required by the bylaws. At the end of the fiscal year, she gives the Board Meeting minutes to the Historian. After the Annual Meeting, she sends a notice to Board Members, Standing Committee Chairs and Section Chairs to review Job Descriptions and submit them to her. She then sends them to the Website Manager to be posted on the website. She serves as Chair Pro Temp of the Board of Directors at Board Meetings in the absence of the President and the President-elect. She serves for two years, renewable for one or more years.

Section 7: Financial Officers:

7a: Co-Treasurers: Are the Chief Financial Officers and serve as the Chairs of the Finance Committee. They maintain all of the financial records of the organization, including the Operating Account and the Scholarship Account, separately. They prepare financial reports for the Board Meetings, the Annual Meeting and from time to time as requested and the Annual Budget. They are responsible for information for tax preparation. They serve for two years, renewable for one or more years.

7b: Records and Dues Officer: The Records and Dues Officer receives and deposits dues, maintains the Membership Database including members' contact information, provides officers with the membership list and contact information upon request, provides a list of new members and contact information changes for Newsletter. She provides a written report at the Annual Meeting with the membership count for quorum purposes. The Records and Dues Officer serves for two years, renewable for one or more years.

Section 8 Appointed Positions: The incoming President appoints members to serve in appointed positions for one or two years, renewable for one or more years.

Auditor: The Auditor reviews all general UMWC funds at the end of the fiscal year, including the Operating Account, the Scholarship Fund and the records of the Records and Dues Officer. She provides a report to the Board of Directors at the first Board Meeting of the next fiscal year. The Auditor serves for two years, renewable for one or more years.

Correspondence Secretary: The Correspondence Secretary sends notes of condolence and encouragement to members and families, as well as other correspondence when required. She serves for one year, which is renewable for one or more years.

Conversations Chair: The Conversations Chair selects speakers for the Conversation Luncheons and makes arrangements for their presentations. She provides information for the Directory and articles for the Newsletters. The Conversations Chair serves for one year, renewable for one or more years.

Historian: The Historian is responsible for maintaining permanent records of the UMWC. She serves for one year, which is renewable for one or more years.

Membership Chair: The Membership Chair develops materials and programs to welcome new members and encourage membership. She works with the Records and Dues Officer to maintain a current membership list. She serves for one year, which is renewable for one or more years.

Newsletter Editor: The Newsletter Editor oversees the production of five newsletters each year. She assists with writing and editing articles and photographs for the newsletter. She serves for two years, renewable for one or more years.

Directory Editor: The Directory Editor oversees the production of the annual UMWC Directory, coordinating with the President, Board Members, Chairs of Standing Committees and Sections, as well as the Records and Dues Officer who provide information for the Directory. She assembles the information and prepares it for publication. She serves for two years, renewable for one or more years.

Scholarship Awards Chair: Coordinates the list of scholarship candidates and the scholarship awards, collaborating with the Vice President for Scholarship Fundraising, the University of Minnesota Foundation and the UM Office of Student Financial Assistance. She notifies scholarship recipients and invites them to the Fall Scholarship Luncheon. She plans and leads the program for the Fall Luncheon. She serves for one year, renewable for one or more years.

Website Manager: The Website Manager oversees the website by providing accurate and current information to the Web Developer. She also provides information to the membership via email. She serves for one year, renewable for one or more years.

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 the majority of the members of the Board of Directors. Each such committee shall have the 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 the 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 the 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 Committee: Members of the Committee are appointed by the Conversations Chair to identify local and national woman leaders to address the Conversation Luncheon audiences with informative and stimulating programs.

Finance Committee: The Co-Treasurers will chair the Finance Committee, which includes, but not limited to, the Records and Dues Officer, the Auditor and the Vice President for Scholarship Fundraising.

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

Membership Committee: The Membership Chair heads this committee which works with other committees to welcome and orient new members, as well as retain members.

Event Planning Committee: The Committee under the direction of the Co-Event Coordinators plans and executes the Board Meetings, Fall Welcome Luncheon, the Conversation Luncheons, the Holiday Event and the Annual Meeting.

Scholarship Awards Committee: The Scholarship Awards Committee, headed by the Scholarship Awards Chair, receives and reads the scholarship applications, selects awardees, and awards scholarships, based on available funding.

Technological Services Committee: Members of the Technological Services Committee are appointed by the Website Manager to advise on the content of the website.

Section 5: Additional Duties of Elected 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 members may organize a new section, with notification to the Board of Directors. An Interest Section may divide at its own discretion and may determine its own dues. There is no limit to how long an Interest Section Chair may serve although it is suggested that Sections rotate their leadership among their members.

Section 3: Chair or Representative of Each Section: The Section Chairs may attend Board Meetings, report changes in their programs, keep a roster of their members, provide a signup and display sheet at the Fall Welcome Luncheon.

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 meetings do 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 this does not conflict with any other section's meeting plans or other scheduled Club events.

ARTICLE X: FISCAL MANAGEMENT

Section 1: The Fiscal Year: The UMWC's Fiscal Year begins on July 1 of each fiscal year and ends on June 30 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, published 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 in March, April, May or June of a fiscal year, will be considered paid in full through the entire following fiscal year.

Section 3: Accounting:

Treasurers: The Co-Treasurers oversee two accounts, the Operating Account and the Scholarship Account, and prepare written reports on the same. They coordinate tax preparation.

Records and Dues Officer: Oversees the payments of membership dues and establishes quorum at the Annual Meeting.

Auditor: The Auditor reviews the reports of the Co-Treasurers and the Records and Dues Officer and provides a written report to the Board at the first Board Meeting of the fiscal year.

Section 4: Policy Regarding Advertising in the UMWC Publications, Events 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 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.

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, or any member assisting or training in the work of the Board from any suit, damage, claim, judgement 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 the Books by Board Members: Every member of the Board of Directors shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, and at place or places usually kept, all books and records of the UMWC.

ARTICLE XI: JOB DESCRIPTIONS

Each Officer, Standing and Special Committee Chair, and Section Chair shall review and update her Job Description at the end of her term. She is to provide a dated copy of this Job Description electronically to her successor and the Recording Secretary.

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 and the President in advance of each meeting of the Board of Directors.

Each Section Chair, or each Interest Section Representative to the Board, 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, and will notify the President and the Website Manager of any changes for use in updating the website.

The contents of these reports will be included in Annual Reports made at the end of the fiscal year.

Section 2: Annual Reports.

Each officer, elected and appointed, each Committee Chair and each Section Chair shall submit a written Annual Report electronically to the Historian, Recording Secretary and the President prior to the Joint Board Meeting.

Section 3: End of the Fiscal Year Reports.

The Co-Treasurers and the Records and Dues Officer shall submit final reports to the Historian at the end of the fiscal year.

Section 4: Annual Auditor's Report. The UMWC Auditor shall review all UMWC funds at the end of each fiscal year and shall provide a written report to the Board of Directors at the first meeting of the Board of Directors in the next fiscal year. She shall submit a copy of this report electronically to the Historian.

ARTICLE XIII: RECORDS MANAGEMENT

Section 1: The UMWC is responsible for keeping certain documents each year for historical and archival purposes. These documents shall be provided to the Historian who shall arrange for their storage for a

minimum of five years. At the end of five years documents may be transferred to the UM Archives for permanent storage.

Section 2: 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 are:

A copy of the Annual Directory, provided by the Directory Editor.

A copy of each of the five annual Newsletters, provided by the Newsletter Editor.

A copy of the Minutes of each of the four regular Board Meetings and minutes of the Annual Meeting, provided by the Recording Secretary.

A copy of the Annual Reports of each Officer, Standing Committee Chair, and Section Chair, provided by the Officers, Standing Committee Chairs and Section Chairs.

A copy of any document, or 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 provider of such documents will make the determination as to which documents so submitted will be retained.

Section 3: Archiving of Photographs: The UM Archives accepts printed photos and digitalized materials (e.g., photographs or videos) as electronic records. All photos submitted for historical/archival purposes are to be identified by event and date, with names of those pictured, if possible.

ARTICLE XIV: AMENDMENTS

The membership shall have the power to amend the Articles of Incorporation and Bylaws through a simple majority of the quorum at the Annual Meeting.

Subject to restrictions imposed by Statute, the Board of Directors may amend an Article or Bylaw by adopting a resolution setting forth the Amendment, providing written notice of the proposed

Amendment 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 Bylaw Revision has been adopted by the University of Minnesota Women's Club at the Annual Meeting on May 9, 2023.

Catherine Holtzclaw, President

Bonnie Marten, Recording Secretary
