

UWC Proposed By-law Changes Winter 2020

Four bylaw changes were referred to the Long-Range Planning Committee by the 2018/2019 Executive Committee (from the UWC Strategic Plan #1012). Two of those bylaw changes were deemed by LRP to be redundant with what is already in the UWC Bylaws. The other two were revised as follows. **Red text** are words added to the existing bylaws.

1. "Rewrite the definition of Member in Good Standing to include payment of dues, payment of all other Club fees and assessments."

The four members in attendance at the 8/13/2019 LRP meeting voted unanimously to recommend the following bylaw change to the Executive Committee at its October 2019 meeting.

ARTICLE III. MEMBERSHIP

Section 5. Requirements for Good Standing

Any individual who has paid dues **and all other Club fees and assessments** for the current year, or is a courtesy member, is considered to be a member in good standing.

2. "Implement a bylaw on how to enforce a remedy to any violation of the stated Conflict of Interest, Bylaws, and *Duty Sheets*."

After discussion, LRP members in attendance voted unanimously to recommend the following bylaw change to the Executive Committee at its October 2019 meeting:

ARTICLE III. MEMBERSHIP

Section 6. A member deemed to have violated the UWC Conflict of Interest statement, Bylaws, or Duty Sheets will, first, be referred to the Membership Chair for discussion of membership responsibilities. If the issue cannot be resolved by the Membership Chair, it will be referred to the Executive Committee for possible termination according to the procedure used for removal of an Elected Officer.

At the January 27, 2020 Governing Board meeting, both bylaw revisions were approved with voted amendments noted in **bold blue**. A ~~strike through~~ indicates elimination of a word.

ARTICLE III. MEMBERSHIP

Section 5. Requirements for Good Standing

Any individual who has paid dues **and all other Club fees and assessments** for the ~~current~~ **Club** year, or is a courtesy member, is considered to be a member in good standing.

ARTICLE III. MEMBERSHIP

Section 6. A member deemed to have violated the UWC Conflict of Interest statement, Bylaws, or Duty Sheets will, first, be referred to the Membership Chair for discussion of membership responsibilities. If the issue cannot be resolved by the Membership Chair, ~~#~~ **the member** will be referred to the Executive Committee for possible termination according to the procedure used for removal of an Elected Officer.

Bylaws of the University Women's Club

Revised May 2016

ARTICLE I. NAME

The name of this organization shall be: **The University Women's Club of The Ohio State University.**

ARTICLE II. PURPOSE

The purpose of The University Women's Club of The Ohio State University, hereafter known as the Club, shall be to promote friendly association among its members; to provide organized opportunities for participation in social, cultural, recreational and intellectual activities; to promote service projects for educational and philanthropic endeavors; and to support interests of the University community.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Membership

Active and Courtesy

Section 2. Active Membership

Any person interested in the activities, well-being and continuance of The Ohio State University and the Club is eligible for membership.

Section 3. Courtesy Membership

A. Included as courtesy members are: the wife of the President of The Ohio State University or the university president if a woman; women members or spouses of members of the Board of Trustees, the Club's fifty (50) year members and persons nominated by the Membership Committee.

B. Courtesy membership with dues waived may also be granted by a majority vote of the Executive Committee.

Section 4. Annual Dues

The Executive Committee shall determine the annual dues. Dues shall be paid in May; failure to pay dues by July 15 shall inactivate membership in the Club and Interest Groups.

Section 5. Requirements for Good Standing

Any individual who has paid dues for the current year, or is a courtesy member, is considered to be a member in good standing.

ARTICLE IV. GENERAL MEMBERSHIP MEETINGS

Section 1. Meeting Days

The General Membership Meetings of the Club shall be held on the first Monday of the Month, October through May, with the exception of January.

Section 2. Annual Meeting

The Annual General Membership Meeting shall be held the first Monday of May.

Section 3. Special Meetings

The Executive Committee shall have the authority to call special meetings should the need occur.

ARTICLE V. GOVERNING BOARD

Section 1. Composition

- A. The elected officers, appointed positions, chairs of the Standing and Ad Hoc Committees, and chairs of Interest Groups shall constitute the Governing Board, hereafter referred to as the Board.
- B. The president of the Club serves as chair of the Board.

Section 2. Powers

- A. The Board shall approve the formation of Interest Groups.
- B. During the Joint Board Meeting, the incoming Board shall elect two (2) members to the Nominating Committee. Attendees shall make nominations from the general membership, with the two (2) individuals receiving the most votes being elected.
- C. The incoming Board shall vote on the proposed Club budget for the coming year.

Section 3. Rules of Conduct

- A. The Annual Board Meeting of the Club shall be held as a Joint Board Meeting with the incoming Board after the Annual General Membership Meeting in May.
- B. Additional Board Meetings shall be convened whenever business of the Club indicates and/or when called by the president.
- C. Actions of the Board shall be reported in an issue of the *Newsletter*.
- D. Members of the Board shall not be held personally liable for the obligations of the organization.

ARTICLE VI. ELECTED OFFICERS

Section 1. Officers

- A. The wife of the President of the University or the university president if a woman, shall be invited to be the Honorary President of the Club.
- B. The elected officers of the Club shall be President, President Elect, Past President, First Vice President (Programs), Second Vice President (Hospitality), Third Vice President (Interest Groups), Membership Treasurer, Recording Secretary, Treasurer and Assistant Treasurer.
- C. These elected officers shall constitute the Executive Committee of the Club.

Section 2. Qualifications of Elected Officers

Any active member of the Club in good standing is eligible to serve as an elected officer of the Club.

Section 3. Nomination of Elected Officers

- A. The Nominating Committee will present the slate of officers to the Executive Committee at its February meeting.
- B. Nominations may be made from the membership at large by written petition of ten members with the written permission of the nominee and must be received before the nominations are closed.
- C. Nominations may be made from the floor, with the written or in person permission of the nominee.

Section 4. Election of Officers, Term of Office, Time at Which Term Begins

- A. The slate of officers for the coming year shall be announced at the March General Membership Meeting.
- B. The slate shall generally be elected by a show of hands at the April General Membership Meeting; the option also exists to vote by written ballot (either print or electronic) at the direction of the Executive Committee as appropriate. A positive vote of a simple majority of those present at a meeting, or of those voting by written ballot, will be needed for election.

- C. All officers shall be installed at the Annual General Membership Meeting in May.
- D. All officers shall be elected for a term of one year.
- E. No elected officer shall serve in the current position for more than four (4) consecutive years, unless approved by the Executive Committee upon recommendation from the Nominating Committee.
- F. All terms of office shall begin June 1.

Section 5. Duties of Officers

- A. Officers shall perform the duties included in the *Duty Sheets* and by the parliamentary authority adopted by the Club.
- B. The president shall be the chair of the Executive Committee.
- C. All officers, having signed a *Letter of Intent*, have signified agreement to participate fully in the governance of the Club, acknowledging that meetings of the Executive Committee are *not* an optional activity.
- D. Failure to comply with the provisions of Section 5.C above can result in an officer being removed from that office on a vote by the Executive Committee on the grounds of noncompliance. Replacements will be selected either by appointment or election, as appropriate. (See Section 6 below)

Section 6. Filling Vacancies

- A. The president has the authority to appoint new officers to fill any and all vacancies on the Executive Committee, except for President Elect.
- B. Should the office of President Elect become vacant, the Nominating Committee shall make a recommendation for a successor and this choice shall be presented and voted on at the next General Membership Meeting, or by a mail ballot (print or electronic). A positive vote of a simple majority of those present at a meeting, or of those voting by written ballot, will be needed for election.

ARTICLE VII. APPOINTED POSITIONS

Section 1. Appointed Positions

- A. The President Elect shall make the following appointments: the chair(s) of Buckeye Bargains, **the Communications Chair**, the Database Manager, the *Gray Book* Editor, **the Historian**, **the Member Concerns Chair**, **the New Member Intro Chair**, the *Newsletter* Editor, the Parliamentarian, the ~~Publicist~~, and the Webmaster.
- B. These positions shall be *ex officio* members of the Executive Committee, with the exception of the Parliamentarian. (See Article XI). Section 2 and Article VIII. Section 5. B)

ARTICLE VIII. COMMITTEES

Section 1. Executive Committee

- A. The elected officers of the Club shall serve as the Executive Committee; the Appointed Positions and Chairs of Committees shall serve as *ex officio* members.
- B. The president of the Club shall be the chair.
- C. The Executive Committee shall meet on the Monday preceding the General Membership Meetings, unless otherwise announced, and transact all necessary business, including the voting of monies.
- D. Two-thirds of the elected members of the Executive Committee shall constitute a quorum for the transaction of business either in person or electronically.
- E. The Executive Committee shall be empowered to create new committees, as needed.

- F. If business needs to be transacted between regularly scheduled meetings, a special meeting may be called, or the matter handled by electronic discussion and vote.

Section 2. Nominating Committee

- A. The President Elect shall appoint a chair to serve a one (1) year term.
- B. The Chair of the Nominating Committee shall be an *ex officio* member of the Executive Committee.
- C. Members of the Nominating Committee must be members in good standing of the Club. Two (2) new members are to be nominated and elected by the incoming Board members at the Joint Board Meeting each year.
- D. Those elected will serve a term of three (3) years each.
- E. Terms are rotational with two (2) members leaving and two (2) members being added each year.

Section 3. Standing Committees

- A. Standing committees are created through a Motion to Commit by a member of a quorum present at an Executive Committee meeting. This action requires a second, can be debated and amended, and for adoption, requires a two-thirds vote of those members in attendance.
- B. **Chairs of Standing Committees shall be appointed by the President Elect.**
- C. Chairs of Standing Committees shall be *ex officio* members of the Executive Committee.

Section 4. Ad Hoc Committees

- A. *Ad Hoc* committees serve a particular purpose, are created through adoption of a Motion to Commit, as described in Section 3 above, and will only exist until their work is finished and their reports have been submitted.
- B. Chairs of *Ad Hoc* committees shall be *ex officio* members of the Executive Committee.

Section 5. Ex officio membership

- A. The president shall be an *ex officio* member of all committees except the Nominating Committee
- B. Appointed positions and chairs of Standing and *Ad Hoc* Committees shall be *ex officio* members of the Executive Committee.
- C. *Ex officio* members are not obligated to attend meetings, unless specifically invited by the chair; will have a voice, but no vote; and are not counted in determining the quorum of the committee.

Section 6. Responsibilities of Standing and Ad Hoc Committee Chairs

- A. See that all committee members, including the *ex officio* members, are notified of the date, time and place of every meeting.
- B. Familiarize committee members with their exact duties and help them to obtain information needed to accomplish the committee's purpose.
- C. Provide updates at the Executive Committee meetings.

ARTICLE IX. INTEREST GROUPS

Section 1. Establishment

When ten (10) or more members in good standing wish to establish an Interest Group for any special purpose, a petition is to be submitted to the Executive Committee for forwarding to the Board for approval at the Joint Board Meeting in May or at a special meeting. It is preferred that the chosen meeting day and time of the new interest group not conflict with an already established Interest Group. After approval by the Board, the **Operating Procedures** document of the new Interest Group is to be submitted to the Long Range Planning Committee for review.

Section 2. Membership

All members of Interest Groups must be members of the Club in good standing.

Section 3. Governance

- ~~A.~~ Interest Groups shall conform to the **Operating Procedures** that define their activities within the boundaries of the *Bylaws* of the Club. ~~The Board of the Club shall approve amendments of Interest Group Operating Procedures Bylaws.~~
- B. The parliamentary authority of the Interest Groups shall be the current edition of *Roberts Rules of Order, Newly Revised*.
- C. The Interest Group shall determine and elect that set of officers and positions necessary for the administration of the group. At a minimum, each group must have a chair.
- D. Interest Group chairs are automatically members of the Board and are expected to participate as requested by the president of the Club or the Executive Committee.
- E. Fees shall be an option of each Interest Group, to be set within their program requirements.
- F. Each Interest Group shall provide to the Third Vice President of the Club annual documentation of its activities as specified in the Interest Group **Operating Procedures**.

Section 4. Dissolution

In the event of dissolution of an Interest group, all funds left in the treasury shall be donated to The University Women's Club of Ohio State Scholarship Fund.

ARTICLE X. QUORUM

Section 1. Defining a Quorum

- A. For the Executive Committee two-thirds of the elected members shall constitute a quorum for the transaction of business in person or electronically.
- B. For all other Standing and *Ad Hoc* Committees two-thirds of the membership shall constitute a quorum for the transaction of business.
- C. For the Board, the Interest Groups, and the General Membership Meetings a quorum shall consist of the members present.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Section 1. Rules

The rules contained in the current edition of *Roberts Rules of Order, Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these *Bylaws* and any special rules of order the Club may adopt.

Section 2. Parliamentarian

A Parliamentarian may be appointed by, and serve at the pleasure of, the president and shall be a non-voting member of the Executive Committee and the Board, unless already a member of the Executive Committee in another capacity.

ARTICLE XII. AMENDMENT OF BYLAWS

Section 1. Procedure

- A. The Long Range Planning Committee shall be responsible for review of the *Bylaws* at the direction of the Executive Committee. Recommendations will be forwarded to the Executive Committee for

approval.

- B. Voting on the proposed amendments by the Executive Committee requires the presence of a quorum, and passage will be by a two-thirds vote of those present. (See also Article X)
- C. Proposed amendments approved by the Executive Committee will be forwarded to the Board for approval at the Joint Board meeting or at a special meeting called by the president. Passage will be by a majority vote of the members present.
- D. Amendments approved by the Board will be forwarded to the general membership for approval. Written notice of the proposed change(s) must be provided via the *Newsletter* or separate mailing (print or electronic) at least two weeks prior to the General Membership Meeting at which a vote will be taken.
- E. Passage at the General Membership Meeting will be by a majority vote of the members present.

ARTICLE XIII. DISSOLUTION

Section 1. Dissolution

Upon dissolution of any part of the Club (e.g., Interest Groups, Committees), or the Club itself, all monies in the treasury of said part should be donated to The University Women's Club of Ohio State Scholarship Fund.