

Bylaws of the University of Nebraska-Lincoln Women's Club

Article I Name

The name of the Corporation is The University of Nebraska-Lincoln Women's Club, hereinafter referred to as "UNLWC".

Article II Purpose

The purpose of UNLWC is to provide friendship among members, strengthen their bond of common interest, and to provide service to the University including funding scholarships.

Article III Membership

Section 1 Eligibility

Membership is open to any person who is interested in the activities, well-being, and continuance of the University of Nebraska and the UNL Women's Club.

Section 2 Voting

At every meeting of Members, each Member shall be entitled to vote in person, or by written proxy delivered to an Executive Committee Member prior to the meeting.

Section 3 Dues

UNLWC dues shall be payable September 30 for the UNL academic year. Returning members' dues are \$40 with a \$5.00 discount when paid prior to September 30. First-time members' dues are \$35 regardless of date joined.

Any individual joining UNL Women's Club for the first time at the Spring Luncheon, no matter the date of the luncheon, will be considered a fully paid member for the following membership year.

Section 4 Resignation

Any Member may resign from the UNLWC by delivering a written resignation to the President or Secretary of the UNLWC at any time, or by not paying annual dues.

Section 5 Privileges

Members in good standing shall have the right to vote, hold office and participate in the activities of the UNLWC. A person must be a member of UNLWC to participate in UNLWC Interest Groups.

Article IV The Executive Committee

Section 1 Titles

The Executive Committee shall be the President, President-Elect, Second Vice President, Third Vice President, Recording Secretary, and Treasurer.

Section 2 Election, Term of Office, and Qualifications

The Executive Committee shall be elected annually by the members at the Annual Business Meeting of the members except the position of President, which is filled by the President-Elect. Each elected Committee Member is a member of the Board of Directors.

Section 3 Vacancies

In case any office of the corporation becomes vacant by death, resignation, disqualification, or any other cause, a majority of the Executive Committee then in office, may elect a member to fill such vacancy and that person, so elected, shall hold office for the unexpired term of the vacant office.

Section 4 President

The President shall preside at all meetings of Members and of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the UNLWC, appoint Ad Hoc Committees, prepare the annual budget with the treasurer, and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 5 President-Elect

The President-Elect shall serve as First Vice President and Corresponding Secretary of the UNLWC. In the absence or disability of the President, the President-Elect shall perform the duties and possess and exercise the power of the President and shall have such powers as the Board of Directors may determine and shall perform such other duties as may be assigned by the Board of Directors. The President-Elect shall serve as chairperson of the Nominating Committee.

Section 6 Second Vice President

The Second Vice President shall serve as Newcomers Liaison, shall be second in line in the event of the absence or disability of the President and President-Elect, shall welcome and recruit new members, and shall perform other duties as assigned by the Board of Directors. Newcomers' activities are organized to support those members new to the University of Nebraska-Lincoln Women's Club. Newcomers activities are open to all UNLWC members.

Section 7 Third Vice President

The Third Vice President shall serve as Chairperson of the Membership Committee; shall be third in line in the event of the absence or disability of the President, President-Elect, and Second Vice President; shall share new member information with the Second Vice President; shall create a membership roster and distribute such to each UNLWC member via electronic mailing list or mail no later than Nov 15; shall communicate to the membership changes of address or new member information as needed; manage and maintain the database of member information, manage and maintain the electronic mailing list of General membership and Board of Directors; and shall perform such other duties as assigned by the Board of Directors.

Section 8 Recording Secretary

The Recording Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall attend and keep minutes of all meetings of the Board of Directors and Members. The Recording Secretary shall sign with the President or the President-Elect, in the name and on behalf of the UNLWC, any contracts or agreements authorized by the Board of Directors and shall perform other duties as assigned by the Board of Directors.

Section 9 Treasurer

The Treasurer shall have charge of all funds of the UNLWC; shall collect the dues and scholarship contributions, pay all bills and provide a treasurer's report at each Board Meeting for approval of the Board of Directors; keep an accurate record of all transactions; and notify the Third Vice-President of all paid members. She shall see that the financial books of the UNL academic year are ready for the auditor in July. The Treasurer, in conjunction with the President, shall prepare an annual budget for the Club.

Section 10 Compensation

No salaries shall be paid to any Executive Committee Member. Executive Committee Members shall be reimbursed for any expenses authorized by the Board of Directors, which were incurred on behalf of the UNLWC.

Section 11 Removal

Any member of the Executive Committee may be removed from office by a 2/3 majority affirmative vote of the Board of Directors at any regular or special meeting called for that purpose. (See Article V, Section 4)

Article V Meetings of Members**Section 1 Annual Business Meeting**

The Annual Business Meeting shall be held in March or April for the purpose of electing the Executive Committee, and for the transaction of such other business as deemed necessary. The date of the Annual Meeting shall be designated by the Board of Directors, and the membership notified thereof.

Section 2 General Meetings

General Meetings of the Members shall be scheduled at the discretion of the Chairperson of General Meetings/Programs. Each Member shall receive written notification, or e-mail message of General Meetings.

Section 3 Quorum

At any meeting of the Members of the UNLWC, the presence of ten percent (10%) of the Members shall be necessary to constitute a quorum for all purposes and the act of a majority of the Members present at any

meeting at which there is a quorum shall be the act of the full Membership.

Section 4 Removal from Board of Directors

Any member of the Board of Directors may be removed from office by the affirmative vote of two-thirds (2/3) affirmative vote of the Board of Directors, voting either in person or by proxy, at any regular or special meeting called for that purpose. (See Article IV, Section 2)

Article VI Board of Directors

Section 1 Election

The affairs of the Corporation shall be managed by its Board of Directors, who shall be elected by the Members or appointed by the Executive Committee as follows:

- a. The Members at the Annual Business Meeting, by a majority vote of the quorum, elect the Executive Committee specified in Article IV, Section 1, of the Bylaws. These members, when elected, constitute the Executive Committee.
- b. Following each Annual Business Meeting of the members, The President-Elect, after meeting with the Nominating Committee, shall appoint not more than twenty-four (24) additional Members to serve as Chairpersons. Those persons appointed to serve as Chairperson of a Committee shall also serve as appointed members of the Board of Directors and shall have the right to vote on all matters coming before the Board of Directors.

Section 2 Number

The number of Board of Directors (both elected and appointed) shall be no fewer than six (6) nor more than thirty (30) and may be increased or decreased by amendment of these Bylaws.

Section 3 Resignation

Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the Board of Directors or by not paying annual dues.

Section 4 Joint Meeting

Following each Annual Business Meeting of the Members, the newly elected Board of Directors will be the guests of the current Board of Directors. The purpose of the meeting shall be for the sharing of duties/information from the current Board of Directors to the new Board of Directors for the upcoming UNL academic year.

Section 5 Special meetings

Special meetings of the Board of Directors may be called by the President or any Vice President and must be called by the President or any Vice President on the written request of any five (5) members of the Board of Directors. (See Article 6, Section 6, Notice of Meetings.)

Section 6 Notice of Meetings

Notice of all Board of Directors meetings shall be given by notification of Board Members at least 3 business days, or by e-mail or telephone at least one (1) day, before the meeting, to the usual address, e-mail address, or telephone number of each Board Member. Non-regular Meetings may be held to conduct business of a timely nature as determined by the Executive Committee without the need to comply with any notice or waiver requirements listed herein. At any such Meeting, a majority of Executive Committee Members must be present for any business to be transacted.

Section 7 Chairperson

The President shall preside at all meetings of the Board of Directors. In the absence of the President, the President-Elect shall preside at such meeting. In the absence of both President and President-Elect, the Second Vice President shall preside at said meeting only.

Section 8 Quorum

At all meetings of the Board of Directors a majority of the Executive Committee shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of the majority of the Executive Committee present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Executive Committee Member and may take such other and further action as is provided in Article VI of these Bylaws.

Section 9 Compensation

No salaries shall be paid to any Board of Directors of the Corporation, but this shall not prevent the reimbursement to any Member of the Board of Directors of any expenses authorized by the Board of Directors which were incurred on behalf of the Board of Directors.

Section 10 Powers

All the UNLWC powers, subject to those limitations set forth in the Articles of Incorporation, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees or to the Executive Committee such powers as they may determine.

Section 11 Term

The term of office for each member of the Board of Directors (Elected or Appointed) shall commence at the adjournment of the Joint Meeting (Article VI, Section 4) following the annual business meeting at which the Executive Committee was elected and shall continue until the adjournment of the Joint Meeting (Article VI, Section 4) of the following year.

Article VII Board of Directors Committee Chairpersons

Section 1 Designation

The University of Nebraska-Lincoln Women's Club shall have the following Board of Directors Committees and Chairpersons:

- a. **Advisor/Parliamentarian:** The immediate Past President of the UNLWC shall serve as the Advisor/ Parliamentarian. If the Past President is unable to fill this role, the President shall appoint the Advisor/Parliamentarian.
- b. **Budget/Finance Committee**
This Committee consists of President as Chairperson, President-Elect, Advisor, and Treasurer, meeting two to three times per year to bring recommendations to the Board of Directors regarding the UNLWC Budget. This includes, but is not limited to, the amount to give for scholarships, amount to put in the Foundation accounts. The Board of Directors then votes on the recommendations from this committee.
- c. **Bylaws:** This Committee, consisting of President as Chairperson, President-Elect and up to two other Board of Director Members appointed by the current President, shall review current Bylaws on a yearly basis and make recommendations for any needed revision to the Board of Directors.
- d. **Communication:** The Chairperson will be responsible for submitting articles and photos to local media regarding UNLWC activities. All articles must have President's approval.
- e. **Courtesy/Outreach:** Chairperson will send cards to members acknowledging congratulatory events, illness, and death of either a member, or the immediate family of a member of the UNLWC. Chairperson will notify President, Treasurer (for purposes of sending a memorial) and Third Vice President (to take member off UNLWC membership list) of any UNLWC member's death.
- f. **Fall Brunch:** Chairperson shall be responsible for all scheduling, venue, menu, program and reservations for the Fall Brunch.
- g. **Fundraising:** Chairperson shall serve as a coordinator for all fundraising events of the UNLWC. This Chairperson may also conduct fundraising activities for the UNLWC and encourage or create new fundraising activities for the UNLWC. The purpose of fundraising is for funding Scholarships for UNL Students.
- h. **General Meeting /Program:** Chairperson shall be responsible for all scheduling, venue and program for general meetings of the UNLWC.
- i. **Historian:** Chairperson shall maintain an historical record including photos of UNLWC activities and events per UNL Academic Year.
- j. **Hospitality:** Chairperson shall coordinate refreshments for all general meetings.

- k. **Interest Groups:** Chairperson shall maintain and update annually a master list of Interest Groups, Chairpersons, Members, and Meeting days and times. This Chairperson will work closely with the Third Vice President to ensure all interest group Chairpersons and Members are University of Nebraska-Lincoln Women's Club Members in good standing. Chairperson shall be responsible for the schedule, venue, menu, and program for the Interest Group Chairpersons Appreciation Luncheon.
- l. **Newsletter:** Chairperson is responsible for publishing two newsletters throughout the UNL academic year. These newsletters include information about UNLWC activities and are available to members through e-mail attachment or by postal service.
- m. **Nominating:** Committee shall be chaired by the President-Elect. The President-Elect will select a minimum of two additional individuals from the Board of Directors to serve on this committee. The Executive Committee (except for the President position, which is filled by the President-Elect) will be presented at the Annual Business Meeting for a vote. The Nominating Committee shall fill all remaining vacancies on the Board of Directors.
- n. **Scholarship:** The Scholarship Committee is responsible for the annual selection of UNLWC scholarship recipients. The UNL Office of Scholarships and Financial Aid, based upon minimum criteria established by the UN Foundation and the UNLWC, shall do an initial screening of applicants. The UNL Office of Scholarships and Financial Aid will then provide a pool of potential recipients to the UNLWC Scholarship Committee for final selection. The number of scholarship recipient(s) may vary each year. The Scholarship Committee shall award the monies allocated annually by the UNLWC Board of Directors to the Recipient(s) in whole or in part, and not necessarily in equal amounts. The Chairperson of the Scholarship Committee may recommend proposed changes to the screening and selection process to the Board of Directors for discussion and vote.

Each year, the Nominating Committee shall select one member to join the Scholarship Committee for a three-year term. During the first year, the member shall be known as "Junior Member". During the second year, the member shall progress to the position of "Senior Member". During the third and final year, the member shall progress to the position of "Chairperson".

The Board of Directors shall retain the right to increase or decrease the number of persons on the Scholarship Committee at any time. In addition, the Board of Directors may remove or replace a Committee Member upon recommendation of the Chairperson of the Scholarship Committee or for other extenuating circumstances.
- o. **Spring Luncheon:** Chairperson shall be responsible for scheduling, venue, menu, program and reservations for the spring luncheon.
- p. **Telephone:** Chairperson is responsible for contacting those members who have requested telephone reminders for general meetings and events of the UNLWC.

- q. **Tour:** Chairperson shall be responsible for deciding location, cost, program, reservations and transportation for the general membership and their guests.
- r. **Web Administrator:** Chairperson shall be responsible for providing members with news and information concerning programs, activities, and business through the UNLWC web site. The Chairperson shall act as liaison with the University of Nebraska-Lincoln Technology Services Staff.

Section 2 Committee Membership

The Chairperson of each Committee listed in Article VII, Section 1, may appoint as many members as deemed necessary to carry out the duties of the Committee. However, membership of the Scholarship Committee, in keeping with the provisions of Article VII, Section 1 n, shall be fixed at three, unless changed by vote of the Board of Directors in accordance with these Bylaws.

ARTICLE VIII Meetings/Events

- A. There shall be no less than four events during the academic year, including but not limited to an Annual Welcome Event, Tour, Fall Brunch and Spring Luncheon.
- B. Board meetings shall be called at the discretion of the President. There shall be no less than eight Board Meetings annually.

ARTICLE IX Parliamentary Procedure

Robert's Rules of Order, most recently revised, shall govern the UNLWC on all points not herein provided for.

ARTICLE X Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the University of Nebraska-Lincoln Women's Club by affirmative vote of a majority of the Board of Directors; provided, however, that the action is proposed at a regular or special meeting of the Board of Directors and adopted at a subsequent regular meeting. All Bylaws made by the Board of Directors may be altered, amended, or repealed by 2/3 vote of the general Membership of UNLWC.

Revisions approved by the Board of Directors, April 23, 2025

Bylaw Committee Members:

Cheryl Trzupke, Chairperson, Nancy Weller, Tina Shrader, Linda Collins, Penny McCord and Kelly Powell