

**THE UNIVERSITY OF KENTUCKY WOMAN'S CLUB
CONSTITUTION AND BY-LAWS**
Revised April 2019

CONSTITUTION

ARTICLE I—NAME

The name of this Club shall be The University of Kentucky Woman's Club, Inc. (as incorporated by the Commonwealth of Kentucky under Kentucky's Revised Statutes 273.161 to 273.390). Because UK Woman's Club uses the University of Kentucky's name, it is required, for continuity that the Club use the official logos provided by the University's Public Relations Department.

ARTICLE II—PURPOSE

The Purpose of the Club shall be twofold. The University of Kentucky Woman's Club, Inc. provides social contact and offers cultural opportunities to its members {IRS 501(c) 7}. The University of Kentucky Woman's Club Aid Fund {IRS 501(c) 3} provides supportive services for students and helps advance the best interests of the University.

ARTICLE III—MEMBERSHIP

Women are eligible for membership as provided in the Bylaws (Bylaws Article I).

ARTICLE IV—OFFICERS

Section 1. The officers of this Club shall be President, Vice-President, President-Elect, Recording Secretary, Corresponding Secretary and Treasurer. Officers shall be elected for one year and may succeed themselves. The term of the officers will start on July 1st.

Section 2. In case of vacancy in the office of President or President-Elect, the Vice-President shall fill out the unexpired term. In this event, or whenever a vacancy occurs in the vice-presidency, a new Vice-President shall be chosen by special election as provided in the Bylaws. A vacancy in the office of President or President-Elect at a time when the vice-presidency is also vacant, shall be filled by special election as provided in the Bylaws (Bylaws Article X).

Section 3. A vacancy in the office of Recording Secretary, Corresponding Secretary, or Treasurer shall be filled by appointment by the President, with the approval of the

Executive Board.

ARTICLE V—NOMINATING COMMITTEE ELECTIONS

Section 1. The Nominating Committee shall consist of at least three members in good standing who agree to serve. They shall be selected with the intention of achieving a broad representation of members of the Club. The Vice-President will oversee this process, to be completed before November 1.

Section 2. At the November meeting of the Executive Board, the Vice-President will report the names of the women selected to serve.

Section 3. The Vice-President (not a member of the Nominating Committee) shall convene the Nominating Committee before December 1, at which time they will select a chair within the group.

Section 4. Members of the Nominating Committee must have been members of UKWC for at least one year.

Section 5. The responsibilities of the chairwoman will be to direct the work of the Committee and to report the slate of nominees to the Executive Board a board meeting before the general meeting at which the slate will be voted on.

Section 6. To maintain the integrity of the vetting process, Committee members should refrain from nominating themselves or anyone whose status would present a conflict of interest for that Committee member. However, Committee members may be nominated by another committee member.

Section 7. Nominees for officers of the Executive Board—President, President-Elect, Vice President, Recording Secretary, Corresponding Secretary, Treasurer—must have been members of UK Woman’s Club for at least two out of the last five years.

Section 8. A prospective nominee must consent to serve before her name is placed on the slate.

Section 9. Upon approval by the Executive Board, the slate of officers shall be reported to Club members at least ten days prior to the election.

ARTICLE VI—ELECTION OF OFFICERS

The election of officers shall occur at the last general membership meeting of the Club year, at which time the report of the Nominating Committee shall be presented.

Nominations may be made from the floor provided that the person so nominated has given her consent. In case of withdrawal of a nominee before the election, the Nominating Committee shall present a new candidate at the meeting at which the election is held. The new officers shall be installed at the conclusion of the election.

ARTICLE VII—EXECUTIVE BOARD

The Executive Board consists of the officers, the chairwoman of each Standing Committee, and the spouse or partner of the President of the University, ex officio, or a female President of the University, ex officio, and other positions, either temporary or permanent, as added or removed with discussion and approval of the Executive Board. The Board shall meet at regular intervals as provided in the Bylaws to formulate plans and to transact the routine business of the Club (Bylaws Article III).

ARTICLE VIII—BUDGET AND INVESTMENT

Functions of Budget and Investment:

1. To meet at least annually to prepare a budget for the following year.
2. To invest available funds. Investments must be approved by the President, Treasurer and at least three other members of the Committee.
3. To be continually aware of the amount of funds available for disposition in the form of scholarships or other charitable uses and to advise the Executive Board regarding the transfer of surplus funds from the General Fund to the Aid Fund.
4. To report to the UKWC Board all activities of the Committee.

ARTICLE IX—EXECUTIVE COMMITTEE

An Executive Committee, consisting of the officers and two representatives elected by the Executive Board from its members, may transact necessary business of the Club between regular meetings of the Executive Board. All activities of the Executive Committee will be reported to the Executive Board at its next meeting.

ARTICLE X—ASSETS

In the event the University of Kentucky Woman's Club should cease to exist, its assets, including the assets of the University of Kentucky Woman's Club Aid Fund, shall become the property of the University of Kentucky Woman's Club Fund held by the University's Philanthropic Office.

ARTICLE XI—AMENDMENTS

When a quorum (Bylaws Article IV) is present at any regular meeting of the Club, this Constitution may be amended by a two-thirds vote of the members. The membership must be notified in writing prior to the date of the Club meeting. No amendment shall be considered unless recommended by the Executive Board.

BYLAWS

BYLAWS ARTICLE I—MEMBERSHIP

The membership shall consist of:

- (a) Women who are or who have been affiliated with the University.
- (b) Individuals who demonstrate particular interest in the Club.
- (c) Spouses or partners of current and former Presidents of the University shall be honorary members. The Executive Board may elect other honorary members.

BYLAWS ARTICLE II—DUES

Section 1. Changes in membership dues shall be recommended by the Executive Board and approved by a majority vote of members present at a regular meeting. Dues are payable at the beginning of the academic year.

Section 2. Payment of dues shall be a prerequisite for membership in any Interest Group. Upon approval of the Executive Board, Interest Groups, which provide a direct and individual service to their members, may impose an additional fee to cover the cost of the service.

Section 3. New members joining after April 15 shall have their membership dues credited to the following membership year.

BYLAWS ARTICLE III—MEETINGS

Section 1. General meetings of the Club membership shall be held four times during the academic year unless otherwise designated by the Executive Board.

Section 2. Regular meetings of the Executive Board shall be held once a month during the academic year except in December, and at such other times as the President deems necessary.

Section 3. Voting Guidelines for meetings of the Executive Board:

(a.) Co-Chairs/co-officers: Prior to the first meeting, the appointed co-chairs/co-officers determine which of them will be the voting co-chair. If co-chairwomen/co-officers are present, both may participate in discussion, but only one may vote.

(b.) Multiple Positions: When one member serves in more than one position, that individual will have only one vote.

BYLAWS ARTICLE IV—QUORUM

Section 1. Twenty-five members shall constitute a quorum of the Club.

Section 2. A majority of the voting members shall constitute a quorum of the Executive Board.

BYLAWS ARTICLE V—PARLIAMENTARY PROCEDURE

The rules contained in *Robert's Rules of Order, Revised*, govern this Club in all cases to which they are applicable and in which they are not inconsistent with this Constitution and these Bylaws.

BYLAWS ARTICLE VI—DUTIES OF OFFICERS

Section 1. The duties of the elected officers shall be the traditional duties of the respective offices. All officers shall file annual reports with the President at the end of the Club year.

Section 2. The President or an officer designated by the President may sign checks when the Treasurer is unable to do so.

Section 3. The Vice-President shall serve as assistant to the President and shall act as president pro tem in the absence of the President.

Section 4. The Treasurer shall receive and deposit all Club funds in banks or repositories approved by the Executive Board. She shall pay out funds as approved by the budget.

(a) Separate accounting shall be kept for the General Fund and the Aid Fund. Aid Fund money may not be used for General Fund expenses.

(b) An Audit Committee of two members will annually audit the Club's books.

(c) Any checks in the amount of \$2,000 or more must be cosigned by the President or in her absence, an officer designated by the President.

BYLAWS ARTICLE VII—STANDING COMMITTEES AND INTEREST GROUPS

Section 1. The President shall appoint or approve Chairwomen and all members of Standing Committees for a term of one year. Interest Groups shall select their Coordinators and report their selection to the President. All Committee and Interest Group Coordinators shall file annual reports with the President at the end of the Club year.

Section 2 The President shall appoint a Chairwoman and may appoint members of *ad hoc* committees.

Section 3. The President shall be an ex officio member of all committees except the Nominating Committee.

Section 4. Interest Groups may be formed when one or more members petition the Executive Board and receive Board approval.

BYLAWS ARTICLE VIII—BUDGET AND INVESTMENT COMMITTEE

Section 1. The Budget and Investment Committee explores investment opportunities and investing Aid Funds and/or other appropriate funds in instruments considered to be safe and yielding the highest returns.

Section 2. The Budget and Investment Committee also presents budgets for the General Fund Account and the Aid Fund Account for the coming fiscal year. This is to be presented at the March Meeting of the Executive Board. After approval by the Executive Board, the Budget shall be presented to the General Membership in April for final approval.

BYLAWS ARTICLE IX—UNBUDGETED EXPENDITURES

Section 1. The Executive Committee shall have the power to make any expenditure over and above the approved budget not exceeding five hundred dollars (\$500).

Section 2. The Executive Board shall have the power to make any expenditure over and above the approved budget, not exceeding one thousand dollars (\$1,000).

Section 3. The Executive Board will present expenditures in excess one thousand dollars (\$1,000) for approval by the membership at a General Meeting.

Section 4. The Executive Board may transfer funds from the General Fund to the Aid Fund, upon recommendation of the Budget and Investment Committee.

BYLAWS ARTICLE X—SPECIAL ELECTIONS AND VOTING

Section 1. When online voting is necessary as determined by the Executive Board, procedures will follow Robert's Rules of Order with accommodations for electronic communication. Members without access to electronic communication will be notified of the vote by mail. Results will be sent electronically and published in the newsletter. An official report of proceedings will be made at a succeeding Board meeting for inclusion in the minutes.

Section 2. When a special election is required to fill a vacancy, a nominee shall be chosen by the Nominating Committee, presented to and approved by the Executive Board. An election shall be held at the next General Meeting or online (Section 1). Notification of the general membership will be sent electronically and published in the newsletter. The person so elected shall assume office immediately.

BYLAWS ARTICLE XI—AID FUND

Section 1. The Aid Fund is a Division of the University of Kentucky Woman's Club which exists to provide supportive services for students and to help advance the best interest of the University {IRS 501 (c) 3}.

Section 2. Scholarships will be awarded annually in accordance with the guidelines established by the Scholarship and Fellowship Committee.

Section 3. Money in this fund may also be used for other supportive service, as budgeted or voted on by the Executive Board.

BYLAWS ARTICLE XII—ENDOWMENTS

The University of Kentucky Woman's Club Fund will award Fellowships annually, as funds permit, to graduate students. Fellowships will be awarded in accordance with the guidelines established by the Scholarship and Fellowship Committee in cooperation with the University's Philanthropic Office and University of Kentucky Graduate Office.

BYLAWS ARTICLE XIII—AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Club members when a quorum is present at any regular meeting of the Club. No amendment shall be considered unless recommended by the Executive Board.