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 26th 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 UMWC is 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 friendships.

ARTICLE III
LOCATION
The principal office of UMWC, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis-St. Paul, State of Minnesota, as may be fixed from time to time by the Governing Board of UMWC.

ARTICLE IV
MEMBERSHIP
There shall be three classes of membership. Membership is contingent upon payment of dues as specified in the Bylaws.

Section 1. Active. All women interested in the purposes and activities of the University of Minnesota may become active members. Active status is required for membership in interest sections of UMWC.

Section 2. Honorary. Honorary membership shall be extended to: the wife of the president of the University, the wives of former presidents of the University, women members and the wives of members of the Board of Regents, and the wife of the Governor of Minnesota or the governor, if female. Honorary members are not required to pay dues.

Section 3. International Women Visitors. International women visitors associated with the University are welcome to participate in UMWC activities with guest membership up to three years.

ARTICLE V
GOVERNING BOARD

Section 1. Government. The elected officers of UMWC shall be a President, a President-Elect, two Vice-Presidents for Program (elected in alternate years), Secretary, Treasurer and Records and Dues. The UMWC Governing Board (the Board of Directors) shall consist of the elected officers together with the Corresponding Secretary, the Historian, the Chairs of all sections, and the Chairs of Standing and Special committees.

Section 2. Governing Powers. The Governing Board shall have all the powers and duties necessary or appropriate for the overall direction of UMWC. It may engage in such acts and do such things as are not prohibited by law or these Bylaws.

Section 3. Vacancies. A vacancy of an officer on the Governing Board shall be filled by a vote of the majority of the remaining members of the Board. Each person so elected shall hold that position until a successor is elected by the members at the next annual meeting. In the case of an appointment by the Governing Board to fill an unexpired term, that appointed officer, when she has completed that term, shall be eligible for election to any vacant office or to one more two-year term. The President shall appoint another committee chair if a vacancy occurs. If a vacancy occurs for a section chair, she may be replaced by members of that section at their next regular meeting.
Section 4. Duties of Officers. The officers shall perform the duties customary to their respective offices and such other duties as are specified in these Bylaws.

Section 5. Removal of Member of the Governing Board. 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 their next meeting by 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 6. Compensation. No compensation shall be paid to Board members for their services to UMWC. Board members may be reimbursed for actual expenses incurred by them in the performance of regular or special duties.

Section 7. Board Meetings. The Governing Board shall hold regular meetings to transact business and to determine the policies of UMWC. 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 8. Special Meetings. Special meetings of the Governing Board 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 state the place, time and the purpose of the meeting. The Secretary of UMWC in like manner and in like notice shall call a special meeting upon the written request of at least three members of the Governing Board.

Section 9. Quorum. A majority of the Board members shall constitute a quorum for the transaction of business.

Section 10. Proxies. No voting by proxy shall be permitted in the meetings of the Governing Board of UMWC.

Section 11. Robert's Rules of Order Revised will be the authority for all questions and procedures at any meetings of UMWC, unless otherwise provided.

ARTICLE VI
GENERAL MEETING OF MEMBERS

Section 1. Presiding Officer. The President of the Board of UMWC shall be the presiding officer of all meetings of the membership. In the absence of the President, the President-Elect shall preside. In the absence of both persons, the members may elect a Chair Pro Tem for that one meeting.

Section 2. Notice of Meetings. Notice shall be sent via newsletter, of each annual, regular and special meeting, stating the purpose thereof, as well as the time and place where the meeting is to be held. The notices of such meetings shall be sent so as to be received at least seven (7) calendar days, but not more than forty-five (45) days prior to such meetings.

Section 3. Quorum. Except as otherwise provided by statute or these Bylaws, the presence, at any time, of ten percent (10%) of the active members of record shall constitute a quorum.

Section 4. Voting. Each active general member shall be entitled to cast one vote on each question. The vote of the majority of those members present shall decide any questions brought before the meeting, unless the question is one upon which, by law or by these Bylaws, a different vote is required, in which case such express provisions shall govern and control. No voting by proxy shall be permitted at meetings of the membership.

Section 5. UMWC Meetings. Unless otherwise ordered by the Governing Board, there shall be no fewer than three meetings during the year. The first meeting shall be in honor of the U of MN women who are the recent scholarship recipients. The annual business meeting shall be held in the spring (May).

Section 6. Members List For Meetings. After fixing a record date for notice of and voting at a meeting, which shall not be more than 60 days before the meeting, the President shall direct the Secretary to prepare an alphabetical list of the names and addresses of all members who are entitled to notice and to vote. Said list shall be available for inspection by members, beginning two working days after the meeting notice is given and continuing through the meeting, at the principal office of UMWC or at a reasonable place identified in the meeting notice. The total membership list shall also be available at the meeting.
**Section 7. Guests.** Members may bring guests to any meeting of UMWC not declared closed by the Board.

**ARTICLE VII**

**OFFICERS**

**Section 1. Honorary President.** The wife of the President of the University shall be Honorary President of UMWC.

**Section 2. Nomination and Election of Officers.** A nominating committee of five members shall be appointed by the President and approved by the Board; this committee shall remain in existence until another one is appointed the following year. The committee shall nominate one candidate for each office to be filled. The names of the candidates shall be sent to each member of UMWC not less than ten days in advance of the annual meeting. Further nominations may be made from the floor at the annual meeting. Election shall be by ballot whenever nominations are made from the floor. Upon completion of their term, the officers elected by UMWC shall be eligible for reelection to a second term or election to any other vacant office.

**Section 3. President.** The President shall be the principal officer of the corporation. Subject to the direction and control of the Board, the President shall see that the resolutions and directives of the Board are carried into effect, and in general, shall discharge all duties incident to the office of President and as prescribed by the Board. The President shall preside at all meetings of the Governing Board, the Executive Committee, and at all meetings of the membership, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation. The President may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Governing Board. The President shall be a voting ex officio member of all Board committees except the Nominating Committee.

**Section 4. President-Elect.** It will be the duty of the President-Elect to act in the absence or disability of the President and to perform such duties as may be assigned to her by the President.

**Section 5. Two Vice-Presidents for Program.** The two Vice-Presidents for Program shall plan and execute all of the social events for members.

**Section 6. Secretary.** The Secretary of UMWC shall be responsible for keeping the organization's records. She shall keep or cause to be kept the minutes of all meetings of the Governing Board, of the membership, and of the Executive Committee. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these Bylaws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of UMWC, except those of the Treasurer.

**Section 7A. Treasurer.** The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep or cause to be kept financial records belonging to UMWC. The Treasurer shall present to the membership at the annual meeting a report of the finances of UMWC and shall from time to time make other financial reports to the Governing Board as it may require.

**Section 7B. Records and Dues.** There shall be a Co–Treasurer elected to serve as keeper of Records and Dues. This position can be terminated at any time that a majority of the voting members vote to have another means of keeping Records and Dues.

**Section 8. Special Appointments.** The President shall appoint a Corresponding Secretary and an Historian annually.

**Section 9. Term of Office.** Officers shall be elected for a term of two years—The President-Elect shall serve the first year as President-Elect and the succeeding year as President. The Treasurer will serve as Chair of the Finance Committee both years. One Vice-President, the lead person, and the Secretary shall be elected in the odd years; and the second Vice-President in the even years; the President-Elect shall be elected every year.

**Section 10.** 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 Governing Board.

**ARTICLE VIII**
COMMITTEES

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

Section 2. Executive Committee. The elected officers of the Club shall constitute the Executive Committee. This committee may serve in place of the Governing Board 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 UMWC.

Section 3. Powers. The Executive Committee may serve in place of the Governing Board on the call of the President. Actions taken by the Executive Committee shall be reported to the Governing Board and recorded.

Section 4. Standing committees. The President shall appoint the chairs of the standing committees, except for the Finance Committee. The standing committees shall be: Finance, Scholarship, Audit, Membership, Publications, and such other committees as from time to time may be considered necessary. Each chair shall appoint her own committee with the advice of the President. The Chairs of the standing committees shall be members of the Governing Board. The dissolution of any such standing committee shall be accomplished by a resolution of a majority of the Board as a whole.

Section 5. Term of Office. Term of office for standing committee chairs shall be for two years. Appointments shall be rotated, so that each president shall share this responsibility. In the even years the committee chairs to be appointed are: Benefit, Dayton Scholarship, Hospitality for International Women Visitors, Membership, and Community Relations. In the odd years committee chairs to be appointed are: Auditing, Conversations with Women Leaders, House, Publications, and Scholarship. Reappointment is permissible.

ARTICLE IX

SECTIONS OF UMWC

Only paid members, honorary members and international women visitors are entitled to membership in any section.

1. Any group of ten or more members may, upon recommendation by the Board and authorization by UMWC, organize as a section of UMWC.
2. A section may divide at its own discretion.
3. Dues shall be assessed each member of a section
4. No person may serve as chair of a section more than two consecutive years.
5. No person may hold more than one section chair in a given year unless approved by President.

ARTICLE X

ANNUAL REPORTS

Section 1. The Chair of each section and of each committee head shall submit a written report to the President not later than the Board meeting which precedes the annual meeting. These reports shall be included in the bound volume of UMWC records compiled by the President at the end of her term of office.

Section 2. The Treasurer of UMWC shall make reports to the Governing Board at its regular meetings and a report to UMWC at its annual meeting. All general UMWC funds shall reviewed annually by an auditor appointed by the President. Said auditor shall provide a report to the Governing Board at the first meeting in the fall.

ARTICLE XI

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of UMWC shall begin on the first day of July in each year.
Section 2. Dues. The annual membership dues shall be set by the Governing Board. Only the names of those whose dues are paid at the close of the academic year, and continuing honorary members, shall appear in the yearbook.

Notification of annual dues shall be sent to members in the annual Yearbook, arriving in August. Payments are due immediately thereafter. If payments are not received by October 1, the member will receive a reminder. If dues are still unpaid by November 15, the member will be considered delinquent and her name will be dropped from the roster.

Section 3. Books and Accounts. Books and accounts of UMWC shall be kept by the Treasurer of UMWC. At the end of each fiscal year, the books shall be reviewed by the Audit Committee, and the auditor shall provide a written report to the board.

Section 4. Loans. No loans shall be contracted on behalf of UMWC.

Section 5. Deposits. All funds of UMWC not otherwise employed shall be deposited from time to time to the credit of UMWC in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its Board members, (b) a director of a related organization or (c) an organization in or of which a UMWC Board member is a director, officer or legal representative, or in some other way has a material financial interest unless:

1) That interest is disclosed or known to the Governing Board,
2) The Board approves, authorizes or ratifies the action in good faith,
3) The approval is by a majority of Board members (not counting the interested Board member), and
4) Approval is given at a meeting where a quorum is present (not counting the interested Board member).

The interested Board member may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Governing Board shall designate in its approved financial policies.

Section 8. Indemnity. UMWC shall indemnify and hold harmless any officer or Board member 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 Governing Board shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Board Members. Every member of the Governing Board 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 and make extracts or copies there from.

ARTICLE XII AMENDMENTS

The membership shall have the power to amend the Articles of Incorporation and these Bylaws. Subject to restrictions imposed by statute, the Board 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.