

UNIVERSITY WOMEN'S FOUNDATION of Jefferson County
BYLAWS

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. This foundation shall be named the University Women's Foundation of Jefferson County, State of Washington, hereinafter called the Foundation or UWF.

Section 2. Governance. The Foundation Bylaws shall govern this branch in all practices.

ARTICLE II. PURPOSE

The purpose of the Foundation is to promote education and equity for women and girls in East Jefferson County and any other charitable or educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code. The University Women's Foundation of Jefferson County is the philanthropic organization through which the members of AAUW Port Townsend in Jefferson County may carry out their charitable, educational and public service endeavors.

ARTICLE III. USE OF NAME

Section 1. UWF Policy. The policies and program of the Foundation shall be binding on all members and no member shall use the name of the Foundation to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Violations. Violation of the use of Foundation's name shall result in action taken in accordance with Foundation policy.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Membership. The membership of the Foundation shall consist of individuals in Jefferson County who are AAUW Port Townsend branch members.

Section 2. Dues. The annual Foundation dues for voting members shall be fixed by the Foundation Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. There shall be a Nominating Committee composed of three members appointed by the Board of Directors. The Board shall specify the number of positions to be filled. The Chair shall be a member of the Foundation but not a Director.

Section 2. Nominations. The Nominating Committee shall be empowered to seek

and to propose qualified candidates.

- a. The chair of the Nominating Committee shall notify the entire voting membership of the names of these nominees with their credentials in an approved publication at least two weeks prior to the Foundation Annual Meeting.
- b. The Nominating Committee shall submit to the next Annual Meeting the names of one or more nominees for each elected position to be filled in the Foundation. Additional nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 3. Elections. Elections shall be held at the Foundation Annual Meeting.

ARTICLE VI. OFFICERS

Section 1. Officers.

- a. The elected officers of the Foundation shall be the President, Vice President of Development, Vice President of Finance, and Secretary.
- b. The appointed officers of the Foundation shall be the Director of Scholarship and other directors approved by the board.
- c. All Directors shall serve for a term of two years each, or until their successors are elected and take office. No member shall be eligible to serve in a given position more than two consecutive terms. Service on the Board for one-half or more of the term shall be considered a full term.
- d. The term of each officer shall begin on the first day of the month following the Annual Meeting.
- e. No member shall hold more than one office, elected or appointed, at any given time.
- f. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Foundation Board of Directors. A vacancy in the office of President shall be filled by the Vice President of Development or the Vice President of Finance.

Section 2. Duties. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*.

- a. The President shall be the official spokesperson and representative for the Foundation.
- b. The President shall be an ex-officio member of all Foundation committees except the Nominating Committee.
- c. The Vice President of Development shall serve as chair of the Development Committee and shall assume the office of President in the event of a vacancy in that office and perform the duties of the president in all cases in which the President is unable to serve.
- d. The Vice President of Finance shall serve as the Chief Financial Officer of the Foundation and chair of the Finance Committee. The Vice President of Finance shall be responsible for collecting, disbursing and accounting for the assets of the Foundation and for timely financial reporting to members and regulating bodies. Foundation accounting records must be made available to any director upon request.
- e. The Board Secretary shall serve as corporate secretary and shall be responsible for the recording and safekeeping of minutes of the Foundation and notices of meetings.
- f. The Director of Scholarships shall be responsible for managing the Scholarship Program.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include no less than five, but no more than twelve, elected directors from the membership and appointed by the board and, in addition, the President(s) of AAUW Port Townsend in Jefferson County. All directors shall serve as uncompensated volunteers.

Section 2. Powers and Duties.

- a. The Board shall have the general power to administer the affairs of the Foundation and to carry out its programs and policies, and shall act for the Foundation between Annual Meetings.
- b. The Board shall have fiscal responsibility as outlined in Article IX, Financial Administration.
- c. The Board may delegate to committees such authority as it deems necessary.

Section 3. Regular Meetings. Regular meetings of the Board shall be held at least four times a year, and at the call of the President, at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings of the Board may be called by the President and shall be called upon the written request of any three members of the Board provided that at least 10 days notice of such meeting and its agenda have been given to the members of the board.

Section 5. Quorum. The quorum of a meeting of the Board shall be the majority of its members.

Section 6. Voting between Meetings. Between meetings of the Foundation board, a written or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

Section 7. Open Meetings. Regular and special meetings of the Board shall be open to all members, not only directors. The Board, may, with the approval of a majority of a quorum of its members, adjourn a meeting and reconvene in executive session. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 8. Removal from Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board or by a majority of the voting members or any duly called, noticed and held annual or special meeting of the members.

ARTICLE VIII. COMMITTEES

Section 1. Committees.

- a. There shall be the following standing committees: Development, Scholarship, Finance, Audit, and Nominating.

b. There shall be other committees as the Board of Directors shall authorize.

Section 2. Qualifications. Only voting members of the Foundation shall be chairs and members of standing and special committees unless expressly approved by the Foundation Board of Directors.

ARTICLE IX. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall begin on January 1 and end on December 31.

Section 2. Financial Policies. The board shall set and maintain policies and procedures to control and account for the organization's resources and maintain financial records adequate to report to regulating bodies and the members.

Section 3. Budget. The board shall adopt an annual budget for presentation to the membership.

Section 4. Scholarship Endowment Fund. The Scholarship Endowment Fund shall be exclusively for the purpose of awarding scholarships to women scholars for continuing education toward the completion of an undergraduate or graduate degree.

- a. The first Endowed Named Scholarship shall be the Elmira K. Beyer Scholarship awarded annually in perpetuity in the amount not to exceed the current undergraduate tuition at the University of Washington subject to the availability of investment income.
- b. Endowed Named Scholarships may be established in perpetuity or for a limited duration.
- c. The funds in the Scholarship Endowment Fund shall not be co-mingled with any other Foundation funds.
- d. The Foundation Finance Committee's management of the Endowment Fund shall focus on preserving the principal by selecting investments that are investment grade or better and by re-investing at least 10 percent of the income generated each year in said fund.
- e. The Foundation Finance Committee shall monitor the Foundation Scholarship Endowment Fund and shall submit a written report to the board and to the membership annually.

ARTICLE X. MEETINGS

Section 1. Annual Meeting. Place, Date, Notification. The Foundation shall hold an Annual Meeting to conduct the business of the Foundation, including but not limited to, electing officers, amending bylaws, and receiving reports. This meeting shall be held in the second quarter of the fiscal year. The call to the Annual Meeting shall be sent to the voting membership through the Foundation publication or other medium distributed to members.

Section 2. Voting. The annual meeting shall be open to all members, and all members who are qualified to vote shall be entitled to vote.

Section 3. Quorum. The quorum of a Foundation Annual Meeting shall be 20 percent of the qualified members.

ARTICLE XI. PROPERTY

The title for all funds and assets of the Foundation, whether incorporated or not, shall at all times be vested in the Foundation for the joint use of members and no member or group of members shall have any severance right to all or any part of such property. The Foundation shall have complete control over the acquisition, administration and disposition of its property.

ARTICLE XII. DISSOLUTION

In the event that either by vote of the membership of this Foundation or by legal action or otherwise, this Foundation is dissolved, its assets, after the payment of all outstanding obligations, shall be transferred and delivered to an East Jefferson County nonprofit corporation such as will carry out, as near as practicable, the purposes and policies set forth in the Articles of Incorporation of this Foundation and Article II of these Bylaws. In any event, no part of the remaining assets shall inure to the benefit of any individual member of the Foundation.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Foundation in all instances in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Foundation may adopt.

ARTICLE XIV. INDEMNIFICATION

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Foundation board approves such settlement and reimbursement as being in the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

ARTICLE XV. AMENDMENT TO THE BYLAWS

These Bylaws may be amended at any Foundation Annual Meeting by a two-thirds vote of the voting members present and voting. All proposals for amendments shall be sent to the Board of Directors four months prior to the Foundation Annual Meeting. The Board shall appoint a special Bylaws Committee to review and report to the Board on any proposed amendments. The report of this committee shall be sent to the entire membership at least thirty days prior to the Annual Meeting. These Bylaws may also be amended at any Foundation meeting by unanimous vote,

provided the amendment has been sent to the entire voting membership at least thirty days prior to the vote. Every amendment to the Foundation Bylaws shall become effective and binding to all members.