

UNIVERSITY WOMEN OF SEDONA

BYLAWS

Article I: NAME

Section 1. Name. The organization shall be called University Women of Sedona.

Article II: PURPOSE

Section 1. Purpose.

- a. Develop a fund to provide financial scholarships and support to women in furthering their educational opportunities to an accredited local college or university.
- b. Provide educational, inspirational and/or entertaining programs at monthly meetings and social events that build relationships with other members and the community.

Article III: ORGANIZATIONAL STRUCTURE

Section 1. Nonprofit Status. The University Women of Sedona is a nonprofit 501(c)(3) organization.

Section 2. Fiscal Year. The University Women of Sedona's fiscal year shall be from August 1 to July 31 of each calendar year.

Section 3. Governance and Management: A Board of Directors, elected by the membership, will manage the affairs of the University Women of Sedona and make recommendations to the general membership, for their approval, for the governance of the organization, including establishing organizational goals and executive limitations.

Section 4. AAUW Affiliation. The University Women of Sedona is *not* an affiliate of the national organization of the American Association of University Women.

Section 5. Parliamentary Authority. The rules in the most current edition of *Robert's Rules of Order* shall govern in all instances where applicable.

Article IV: MEMBERSHIP AND DUES

Section 1. Membership Eligibility.

- a. Any woman holding an associate's, RN's, bachelor's or higher degree from an accredited institution of higher education is eligible.

Approved by the General Membership of The University Women of Sedona on June 5, 2023.

- b. There shall be no barriers to full participation in the organization on the basis of race, creed, age, sexual orientation, gender identity or disability.

Section 2. Dues.

- a. Membership in the University Women of Sedona requires an annual payment of dues, payable in accordance with the procedures established by the Board of Directors.
- b. Annual dues shall be recommended by a majority vote of UWS Board of Directors and presented to the general membership for their approval.
- c. Members shall be notified of the intent to change the dues, the proposed amount and the rationale for the change thirty (30) days prior to the membership vote.

Article V: GENERAL MEMBERSHIP MEETINGS

Section 1. Meetings. Meetings of the general membership shall be held monthly with summer recess for the months of July, August and September.

Section 2. Annual Meeting. An annual meeting of the membership shall be held once a year in May.

Section 3. Canceling or Rescheduling. The Board of Directors shall have the authority, for good and sufficient reason, to cancel or reschedule any regular monthly meeting.

Section 4. Quorum. A quorum shall be established by one-third of the membership being in attendance at any general meeting.

Section 5. Passing a Resolution. A quorum must be present and a majority vote of members in attendance shall be required.

Article VI: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- a. Composition and Appointment. The President shall appoint members (Board and/or non-Board members) to serve on the Nominating Committee at a

Approved by the General Membership of The University Women of Sedona on June 5, 2023.

minimum of at least two months prior to the annual election to be held at the May annual meeting of the general membership.

- b. b. The President shall appoint a replacement for any member of the Nominating Committee who resigns.

Section 2. Nominations.

- a. The Nominating Committee shall solicit and provide the general membership a list of nominees for the Board of Directors (Officers and Committee Chairs) at least one month prior to the May annual meeting.
- b. Nominations for various Board (Officer and Committee Chair) positions may be made from the floor of the general membership meeting up to the time of election provided consent of the nominee has been obtained.

Section 3. Elections. Election of board members (officers and chair positions) shall be held at the May annual meeting by the general membership. If there is only one nominee per office the entire slate of officers and committee chairs will be voted on by voice. If there are two or more nominees for a position, those positions will be voted on by paper ballot. A majority vote will carry the election.

Article VI: BOARD OF DIRECTORS

Section 1. Membership. From a slate of nominees, the general membership elects the Board of Directors at the May annual meeting.

Section 2. Composition. The Board of Directors shall consist of no less than nine (9) members and no more than thirteen (13) members. It shall include 1) the President, 2) the immediate past President, 3) Program Vice President, 4) Membership Chair, 5) Secretary, 6) Treasurer, 7) Communications Chair, 8) Hospitality Chair, 9) Social Chair, 10), Scholarship Chair, 11) Ways and Means Chair and any other position created and deemed appropriate to hold a Board position.

Section 3. Powers and Duties. The Board of Directors shall:

- a. Provide the overall oversight and management of the affairs of the organization;
- b. Recommend to the general membership, by majority vote, revisions to the bylaws;
- c. Establish task forces or special committees as needed.

Approved by the General Membership of The University Women of Sedona on June 5, 2023.

Section 4. Meetings. A meeting of the Board of Directors shall be held prior to the first general meeting, and at other times at the call of the President.

Section 5. Quorum. A quorum for a meeting of the Board of Directors shall be a majority of its members.

Section 6. Term Commencement. The term of each incoming Director shall commence on August 1st and expire July 31st to coincide with the organization's fiscal year, or commence immediately if appointed by the Board to fill a vacancy.

Section 7. Term Limitations. The President, whose term is one year, may be re-elected for a second term. Other officers and elected board members shall have no term limits.

Section 8. Resignations. Any Board member may resign at any time by giving written notice to the President or the Board of Directors. A formal acceptance of such resignation shall not be necessary to make it effective.

Section 9. Filling Vacancies. The Board of Directors shall appoint candidate(s) for filling a Board vacancy for the remainder of that year's term.

ARTICLE VII: OFFICERS

Section 1. Membership. From a slate of nominees provided by the Nominating Committee, the general membership elects the Officers at the May annual meeting.

Section 2. Composition. Officers shall be the President, Program Vice President, Secretary and Treasurer.

Section 3. Term Limitations. With the exception of the President, all officers shall have no term limits. The President may serve up to two consecutive terms. All officers shall take office August 1 to coincide with the organization's fiscal year and expire July 31.

Section 4. Vacancies. The vacancy of President shall be filled for the unexpired term by the Program Vice President. If the Program Vice President should be unable to serve, Approved by the General Membership of The University Women of Sedona on June 5, 2023.

the unexpired term of the President, as well as vacancies of other officer positions, shall be filled by a majority vote of the Board of Directors.

Section 5. Removal from Office. An officer or director can be removed for just cause by a majority vote at an in-person meeting of the Board of Directors.

Section 6. Duties. Officers shall perform the duties described by these Bylaws.

- a. President. The President shall:
 - i. Preside at all general meetings, Board of Director’s meetings and Executive Committee meetings;
 - ii. Serve as an ex-officio member of all committees;
 - iii. Call special meetings of the general membership, Board of Directors or Executive Committee.
- b. Program Vice President. The Program Vice President shall:
 - i. Serve as chair of the Program Committee;
 - ii. Prepares and submits all publicity regarding upcoming meetings;
 - iii. Preside at meetings in the absence of the president;
 - iv. Perform other such duties as are requested by the president or the Board of Directors.
- c. Secretary. The Secretary shall:
 - i. Record and keep in custody digitally the minutes of all meetings of the general membership meetings, Board of Director’s and the Executive Committee meetings;
 - ii. Have available for reference at all meetings a copy of the Bylaws, list of the organization’s officers, committee chairs and committee members;
 - iii. Keep on file digital copies of all correspondence sent and received between the President/Board of Directors and the general membership;
 - iv. Perform other such duties as are requested by the president or the Board of Directors.
- d. Treasurer. The Treasurer shall:
 - i. Pay all expenses;
 - ii. Maintain and keep a proper set of financial records;
 - iii. Render a monthly financial report at meetings or at any other time the president or Board of Directors requests such a report.

VIII. EXECUTIVE COMMITTEE

Approved by the General Membership of The University Women of Sedona on June 5, 2023.

Section 1. Membership. The Executive Committee of the Board of Directors shall consist of the elected officers of President, Program Vice President, Secretary, Treasurer and Immediate Past President.

Section 2. Powers and Duties.

- a. The President shall serve as Chair of the Executive Committee.
- b. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim during summer recess. It will report to the Board of Directors its work and actions.
- c. The Executive Committee shall have and may exercise the powers of the Board of Directors to manage the affairs of the organization, except the Executive Committee may not elect officers, fill vacancies on the Board of Directors or change established policies.

Section 3. Meetings. Meetings of the Executive Committee shall be called by the President. It may conduct its meetings in person or through the use of any communications by which all committee members can participate as being present such as by conference call, Skype or email, in accordance with Arizona law.

Section 4. Quorum. A majority of its members shall constitute a quorum.

ARTICLE IX. COMMITTEES

Section 1. Membership. With the exception of the Program Vice President, Committee Chairs are not officers but are members of the Board of Directors.

Section 2. Standing Committees.

- a. Communications Committee.
- b. Hospitality Committee.
- c. Membership Committee.
- d. Program Committee
- e. Scholarship Committee.

Approved by the General Membership of The University Women of Sedona on June 5, 2023.

- f. Social Committee.
- g. Ways and Means Committee

Section 3. Duties. Duties of the Standing Committees are described in Policies and Procedures.

ARTICLE X. USE OF NAME

Section 1. Policies and Procedures. Policies and procedures shall be binding on all members and no member shall use the name and/or logo University Women of Sedona to oppose such policies and/or procedures.

Section 2. Proper Use of Name and Logo. With the exception of the Board of Directors, the University Women of Sedona name and logo can only be used by members and others according to written approval by a majority vote of the Board of Directors.

Section 3. Freedom of Speech. These Bylaws shall not abridge the freedom of speech of any University Women of Sedona member to speak an opinion in the member's own name.

ARTICLE XI. AMENDMENTS

Section 1. Revisions to Bylaws

Amendments to these Bylaws may be proposed in writing by the Board of Directors or any member of the organization and shall be submitted to the Board of Directors for discussion and recommendations. After the Board approves the proposed revision to the Bylaws, it is sent to the general membership for a vote. Thirty (30) days from date of submittal to the members shall be allowed for consideration before voting at the next general meeting. Amendment(s) shall be approved by two-thirds vote of those present at the meeting providing a quorum is met.

ARTICLE XII. DISSOLUTION

Section 1. Event of Dissolution: In the event of the dissolution of the University Women of Sedona, any monies remaining in the treasury after all outstanding bills are paid will be divided equally between the Financial Aid Offices of Yavapai Community Approved by the General Membership of The University Women of Sedona on June 5, 2023.

College, Coconino Community College and Northern Arizona University, to be used in the Scholarship Aid program for re-entry women.

Approved by the General Membership of The University Women of Sedona on June 5, 2023.