

# **Yale University Women's Organization Constitution and Bylaws**

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## **ARTICLE I. NAME**

The name of this organization shall be the Yale University Women's Organization (YUWO).

## **ARTICLE II. PURPOSE**

The purpose of the organization is to provide women in the Yale community with opportunities to pursue intellectual and social interests; to develop friendships; and to support the scholarship awards program.

## **ARTICLE III. MEMBERSHIP**

Membership shall be open to any person who by virtue of individual or family affiliation, past or present, is associated with the Yale community. . The governing board may designate honorary members and honorary advisors. Participation in YUWO activities is open to members of the organization, to honorary members, honorary advisors, and, when specified, to guests.

## **ARTICLE IV. FINANCE**

### Section 1. Dues

The annual dues for all members payable at the beginning of the academic year, shall be proposed by the Finance Committee and approved by a vote of the governing board.

### Section 2. Budget

The Finance Committee (see Article VII, Section 1) shall present a proposed budget to the governing board for approval, and then to the membership at the annual meeting for final approval.

## **ARTICLE V. OFFICERS**

### Section 1. Elected Officers

#### A. Definition

The officers elected by the general membership shall be the president, the vice president, the recording secretary, the treasurer, the assistant treasurer, the corresponding secretary, the membership chair, the scholarship chair, and the activities chair. These officers shall assume office on June 1 following the annual meeting at which their election took place.

#### B. Eligibility

Individuals elected to positions on the governing board must have been members of the organization in good standing for at least one year.

## C. Duties

### 1. Elected officers shall perform duties, as listed below:

(a) The president shall preside at all meetings of the organization and the governing board. The president shall select all appointed and special officers with the approval of the governing board and shall serve as an ex officio member on all committees with the exception of the nominating committee.

(b) The vice president is responsible for filling in during the president's absence, maintaining current versions of board documents at the request of the board or the president, and fulfilling additional responsibilities as requested by the president or the board.

(c) The recording secretary shall keep records of the proceedings of all board meetings and general meetings of the organization. In addition, the recording secretary shall provide minutes of the previous board meeting to the board prior to the next meeting

(d) The treasurer shall keep a record of financial transactions of the organization and shall be responsible for all deposits and disbursements. She shall serve as chair of the Finance Committee.

(e) The assistant treasurer shall record and deposit the scholarship donations, pay scholarship awards after approval of the scholarship chair, and may handle other responsibilities as necessary. She also serves as liaison to the Community Foundation of Greater New Haven.

(f) The corresponding secretary shall be responsible for all correspondence of the organization as designated by the president.

(g) The membership chair shall be responsible for collecting dues, maintaining an updated list of members with all available contact information, and for compiling a membership list to be distributed to the membership.

(h) The Scholarship Committee chair shall be responsible for distribution of applications and information pertaining to the scholarships and shall preside at meetings of the Scholarship Committee.

(i) The activities chair shall be responsible for coordinating YUWO's interest groups and special activities.

2. Elected officers shall perform other duties, as listed in the most recent YUWO job descriptions and as designated by the Board.

## D. Term of Office

1. The elected officers shall be elected for a term of two years, and are eligible to be elected for a second, consecutive two-year term. These officers are eligible for re-election to the same office after a lapse of at least two years from conclusion of their term limit.

2. The following officers shall be elected in even-numbered years: president, vice president, treasurer, corresponding secretary, and activities chair. The following officers shall be elected in odd-numbered years: assistant treasurer, recording secretary, membership chair, and scholarship chair.

#### E. Filling a Vacancy

If a vacancy should occur, the president shall appoint a member, with the approval of the governing board, to fill the position for the remaining portion of the term.

### Section 2. Appointed Officers

#### A. Definition

Officers with responsibility for functions or programs with organization-wide focus will be appointed by the president. These shall include Lecture Series, Lunch and Learn, Newcomers, Newsletter, Publicity, and other appointed officer positions as may be needed, subject to approval by the board.

#### B. Duties

Appointed officers shall perform those duties set forth for their positions in the most current YUWO job descriptions.

#### C. Term of Office

All appointed officers shall be appointed for a term of two years, and are eligible for a second, consecutive two year term. They are eligible for re-appointment to the same office after a lapse of at least two years from the conclusion of their term limit.

### Section 3. Special Officers

#### A. Definition

Special Officers are individuals, such as an Excursion chair, Explore New Haven chair, Information Technology specialist, or Webmaster who perform specialized tasks . that are of value to the organization but are not within the scope of another office, program, committee or activity group. They are appointed by the president, subject to approval by the board. These positions shall be created and terminated by approval of the board.

#### B. Duties

Special officers shall perform those duties set forth for their positions as listed in the most recent YUWO job descriptions and as designated by the board.

#### C. Term of Office

Special officers are appointed for two-year terms and may be reappointed for an unlimited number of subsequent terms, subject to approval by the board.

### Section 4. Advisors

#### A. Definition

Advisors are individuals who provide counsel to the organization and are appointed by the president. There shall be up to three advisors. In addition to these appointed advisors, the immediate past president shall serve as an advisor *ex officio*.

#### B. Eligibility

Individuals appointed as advisors must have a thorough knowledge of the organization, preferably with service on the governing board.

#### C. Duties

The advisors are expected to attend board meetings and to provide counsel to the organization as requested.

#### D. Term of Office

Advisors are appointed for two-year terms and may be reappointed for an unlimited number of subsequent terms, subject to approval by the board.

### **ARTICLE VI. MEETINGS**

#### Section 1. Governing Board

The governing board shall consist of the elected officers, appointed officers, the special officers and the advisors. The governing board shall be responsible for the organization's business and programs, and shall have regular meetings during the academic year.

- A. Quorum - a simple majority of members of board
- B. Voting – 1. simple majority - show of hands  
2. special voting - email or phone

#### Section 2: Annual Meeting

The annual meeting shall be held in May; the date shall be set by the governing board. The approval of the budget and election of officers shall take place at this time. Other general meetings may be called at the direction of the governing board.

- A. Quorum - 25 members
- B. Voting - voice or standing at discretion of president

### **ARTICLE VII. COMMITTEES**

#### Section 1. Finance Committee

The Finance Committee shall consist of at least seven members: the treasurer (as chair), the president, vice president, assistant treasurer, past treasurer and the past president, scholarship chair. Additional members may be appointed by the president. The committee is charged with establishing annual dues and the proposed budget for the next fiscal year, June 1 to May 31, to be approved by the membership at the annual meeting. Additionally, it is the responsibility of the committee to manage all investments and disbursements for YUWO with Board approval.

#### Section 2. Scholarship Committee

The Scholarship Committee shall be made up of from five to eight YUWO members. Members of the committee include the scholarship chair and additional committee members selected by the chair in consultation with the president. They shall have two-year terms and shall be eligible for a second two-year term. A member of the committee who ascends to the position of chair shall be eligible for an additional two terms, time spent as a committee member will not count against the chair's two term limit. The

president and the vice president and the past scholarship chair are members *ex officio*. They may attend meetings but shall not have a vote. The committee shall also be responsible for publicity for the scholarship program, preparation and distribution of applications, evaluation of the applications, selection of scholarship recipients and award amounts, and award presentations at the Annual Meeting.

### Section 3. Nominating Committee

The Nominating Committee shall consist of five members. The president shall appoint a chair and two members from the governing board. The governing board shall appoint two members from the membership at large by the end of January. The committee shall prepare a slate of officers to be put forward to the board by the March Board meeting. This information must be circulated to the membership no later than two weeks prior to the annual meeting.

### Section 4. By-laws Committee

A By-laws Committee shall be appointed by the president to review and, if necessary recommend changes to the by-laws at least every five years. The committee shall consist of a chair and at least four other members.

### Section 5. Ad Hoc Committees

Ad Hoc Committees may be appointed by the president, with the approval of the governing board, as needed.

## **ARTICLE VIII. INTEREST GROUPS**

### Section 1. Definition

New interest groups to further common interests may be formed upon written request and approval by the governing board. An interest group whose membership decreases may be discontinued at the discretion of the board.

### Section 2. Procedures

Each interest group shall nominate a chair, arrange for time and place of its meetings, and impose such requirements and fees as are deemed desirable or necessary by its members. Each interest group shall pay its own expenses, for no part of which shall YUWO be liable. Any interest group may seek support and guidance of the Activities Chair and the Governing Board.

## **ARTICLE IX. LIMITATIONS**

Announcements involving the expenditure or solicitation of funds for organizations not affiliated with YUWO may not be made at any YUWO meeting or function, nor may any such organizations be sponsored by YUWO.

## **ARTICLE X. YUWO SCHOLARSHIPS FOR CONTINUING EDUCATION**

### Section 1. Purpose

The scholarships shall provide encouragement and financial assistance to women of the Yale community who wish to resume their formal education, change careers, or enhance present careers with supplemental courses.

## Section 2. Eligibility

An applicant must be associated with the Yale community, by either her own or her family's affiliation. Current members of YUWO and immediate members of their families are not eligible for scholarships.

## Section 3. Funding

**A. Annual Scholarship Fund:** The Scholarship Fund shall be an annual accumulation of monies through donations and fundraising from June 1 to May 31 of the prior year.

**B. Scholarship Trust Fund:** The Scholarship Trust Fund was established to ensure a guaranteed source of revenue to augment the monies received from other fundraising activities. The Scholarship Trust Fund consists of funds irrevocably transferred in 1998 to the Community Foundation for Greater New Haven (CFGNH), together with any subsequent contributions thereto. The Scholarship Trust Fund shall be managed for investment by CFGNH pursuant to the instrument of transfer. The governing board may authorize distributions from the fund for scholarship awards in an amount not exceeding the proceeds available for annual distribution pursuant to CFGNH's Spending Rule.

**C. Named Scholarship Trust Funds:** Named scholarship trust funds may be established. A minimum contribution of \$50,000 is required to provide scholarships for named awards.

**D. Annual Awards:** The total amount of scholarship awards shall be determined each year by the Finance Committee and shall be reported to and approved by the governing board. The awards shall not exceed the combined total of the Annual Scholarship Fund and the distributions from the Scholarship Trust Fund and any other named scholarship funds. The awards shall be made at the annual meeting.

**E. Dissolution of the YUWO Scholarships For Continuing Education Program:**

1. In the event of dissolution of YUWO's Scholarships for Continuing Education Program, all monies in the YUWO Annual Scholarship Fund or other general scholarship funds shall be distributed as scholarship awards prior to the dissolution of the YUWO Scholarships for Continuing Education Program.

2. The YUWO Trust Fund and Named Trust Funds are component funds of the CFGNH and subject to Section II of the CFGNH Resolution and Declaration of Trust. Should YUWO cease to exist, these Funds will then support Scholarships for Women of the Yale Community as defined by Article X Sections 1 and 2. Disbursements from the Funds will be made subject to ongoing stewardship and due diligence by CFGNH which may include, but is not limited to, inquiries as to whether the recipient organization has good organizational and financial health and the ability to carry out the purposes of the scholarship, and is operating and intends to operate in accordance with its stated mission and has a mission that is consistent with the Donor's Intent.

## ARTICLE XI. AMENDMENTS TO THE CONSTITUTION AND BYLAWS

An amendment to the constitution and bylaws may be proposed at any general meeting or by written notice. A proposed amendment must be approved by two-thirds of the governing board and, for adoption, must be approved by a majority of those voting at the next general meeting. A proposed amendment must be provided to the membership prior to the general meeting at which it is presented for adoption.

## **ARTICLE XII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order* govern the organization in all cases to which they are applicable and in which they are not inconsistent with this constitution and bylaws and any special rules of order that the organization may adopt.

## **ARTICLE XIII. COMPLIANCE WITH SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE OF 1954**

1. Yale University Women's Organization is organized exclusively for charitable, educational, and scientific purposes, 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 section of any future federal tax code.
2. No part of the net earnings of Yale University Women's Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
3. No substantial part of the activities of Yale University Women's Organization 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(d)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. Upon the dissolution of Yale University Women's Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be disposed of by a court of competent jurisdiction of the State of Connecticut, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.