

**CONSTITUTION AND BYLAWS**  
**FACULTY WOMEN'S CLUB**  
**UNIVERSITY OF CALIFORNIA, LOS ANGELES**

**CONSTITUTION**

**ARTICLE I — NAME**

The name of this organization shall be the Faculty Women's Club of the University of California, Los Angeles.

**ARTICLE II — PURPOSE**

The purpose of the Club shall be to promote good fellowship among the faculty, their spouses, and the entire UCLA community, through educational and social activities, and to assist UCLA students through a scholarship program.

**ARTICLE III — MEMBERSHIP**

There shall be six classes of membership: Annual, Life, Golden\*, Guest, Honorary, and Associate. (\*2008)

**ARTICLE IV — CLUB GOVERNMENT AND ELECTION OF OFFICERS**

**Section 1 Officers** The elected officers of the Club shall be President, Vice President/Sections, Vice President/Programs, Corresponding Secretary, Recording Secretary, Treasurer, and Historian/Archivist. (2012)

**Section 2 Executive Board**

**A.** Administration of the Club shall be the responsibility of an Executive Board of no fewer than 16 members. This Board shall comprise the elected officers; chairs of standing committees, including those specifically mentioned in this Constitution and Bylaws; and other members of the Board appointed by the President, including a representative to the Faculty Center Board of Governors. The Chancellor of the University of California, Los Angeles shall be an ex-officio member of the Executive Board. No member of the Board other than the President shall serve more than two consecutive years on the Board, and no more than one-third of the Board shall be reelected or reappointed in any one year.

**B.** The President of the University of California, if a woman, or the Associate of the President, and the Associate of the Chancellor of the University of California, Los Angeles, shall serve as ex-officio members of the Board. An ex-officio member holds all the privileges of membership, including the right to vote, but none of the obligations and is not counted in calculating a quorum.

**Section 3 Nominating Committee** The President, with the approval of the Executive Board, shall appoint a Nominating Committee of five members no later than the end of December of each year. This committee shall prepare a slate of officers and, with the consent of the nominees, shall submit the slate for a vote by the members at the annual business meeting of the Club. The slate shall be published in the last Bulletin sent before the meeting or shall be sent to the members in a separate mailing no later than three weeks before that meeting. Nominations may also be made from the floor at the time of the election with the consent of those so nominated. If there is more than one candidate for any one office, the vote shall be by written ballot. The nominees receiving the highest number of votes shall be declared elected, and shall assume office at a joint meeting of the incoming and outgoing Boards no later than June 30.

**Section 4 President** A nominee for President shall be selected from among the members of the current Executive Board or the Executive Board for the preceding three years. An individual who qualified for membership under the provisions of Article VI of the Bylaws, Section 1F, Section 1G, Section 3 (Golden) or Section 4 (Guest) shall not be eligible to serve as President.

**Section 5 Vice President /Sections** A nominee for Vice President Sections shall be selected from among the members who are serving, or who have served, on the Executive Board and shall have been active in a section.

## **ARTICLE V — MEETINGS OF THE CLUB**

**Section 1** A minimum of four regular General Meetings a year shall be held, one of which shall be an annual business meeting in March or April. The date of the Annual Business Meeting shall be designated by the Executive Board, and the membership notified thereof.

**Section 2** Special meetings of the Club may be called at any time by the President upon the written request of three members of the Executive Board, or upon the written request of ten members of the Club. An advance notice stating the purpose of the meeting thus requested shall be sent to all members.

## **ARTICLE VI — AMENDMENTS**

This Constitution may be amended at any General Meeting of the Club by a three-fourths vote, if a quorum is present, provided written notice of the amendment(s) has been sent to the current membership at least twenty-one days prior to the meeting at which such amendment(s) is/are to be voted upon.

# **BYLAWS**

## **ARTICLE I — DUTIES OF THE OFFICERS**

**Section 1** The President shall preside at all meetings of the Club and of the Executive Board. She shall appoint the members of the Executive Board not elected by the membership and shall establish all committees necessary for the proper functioning of the Club. The President shall be an ex-officio member of all committees except the

Nominating Committee.

**Section 2** The Vice President/Sections shall perform all duties of the President in her absence. Under the direction of the Vice President/Sections, sections may be formed by members of the Club. Each section shall adopt such rules as are necessary to carry out the intention of its organization. Membership in the various sections shall be limited to members of the Faculty Women's Club.

**Section 3** The Vice President/Programs, in consultation with the President, shall select the programs and speakers for the General Meetings, invite speakers and Board members to a meal preceding the events, and introduce the speakers.

**Section 4** The Recording Secretary shall record and maintain a notebook of the minutes of the meetings of the Club and of the Executive Board.

**Section 5** The Corresponding Secretary shall be responsible for all correspondence of the Club and shall issue invitations to special functions of the Club. At the direction of the President she shall issue calls for meetings of the Executive Board.

**Section 6** The Treasurer shall receive all monies and, with the approval of the Executive Board, pay all bills. She shall keep an account of all receipts and disbursements, maintain a list of members in good standing, and report monthly to the Executive Board concerning the finances of the Club. Upon the request of the Executive Board, she shall make the books available for audit.

**Section 7** The Historian/Archivist shall acquire all pertinent and important Club records and publications, be responsible for their safekeeping, organize them for use, be responsible for preservation and digitizing, and supply historical data from them when needed. At the end of her term of office, she shall file these materials in the University Archives. (2012)

## **ARTICLE II — EXECUTIVE BOARD**

**Section 1** The Executive Board shall comprise elected officers, members appointed by the President, and ex-officio members as stated in the Constitution.

**Section 2** Standing committees shall be Bulletin, Departmental Liaison, Membership, Nominating, and Scholarship. In addition to the chairs of these committees, the President shall appoint additional committee chairs necessary for the functioning of the Club.

**Section 3** There shall be a permanent standing committee known as the Past Presidents Panel. The Panel shall consist of all past Presidents of the Club who are members of the Club. The Panel shall advise the Executive Board on such matters as the Board may request, including, but not limited to, making recommendations to the Executive Board for the Woman of Distinction Award and the Outstanding Member Award.

The Panel shall elect a Chair to preside at the meetings and a Vice Chair/Chair-Elect who shall preside if the Chair is unable to preside. Election of the Chair and Vice Chair/Chair-Elect shall occur each year in May. The term of office of the Chair and Vice Chair/Chair-Elect shall commence on July 1 and terminate the following June 30. (2015)

**Section 4** Each member of the Executive Board shall be responsible for maintaining an up-to-date written statement of duties, functions, and policies. She shall also submit three copies of her annual report: one to the President, one to her successor, and one to the Historian. (renumbered 2015)

### **ARTICLE III — MEETINGS OF THE CLUB**

**Section 1** The time and place of the General Meetings of the Club shall be determined by the Executive Board.

**Section 2** The meetings of the Executive Board shall be held at the call of the President. The Board may include at its meetings representatives of any committees or sections of the Club.

**Section 3** Special Functions may be sponsored by the Club at the discretion of the Executive Board.

### **ARTICLE IV — VACANCIES**

All vacancies in the elective offices shall be filled by appointment by the Executive Board.

### **ARTICLE V — FINANCES**

**Section 1 Dues** Faculty Women's Club dues shall be payable October 1 for the academic year or any part thereof and shall become delinquent December 1. Members whose dues are delinquent may be reinstated on payment of dues for the current year. Dues shall not be required of Honorary members, Associate members, or Life members. However, Life members are encouraged to support the Club by contributing to the operating budget in order to help maintain the fiscal soundness of the Club. Upon recommendation of the Executive Board, changes in the amount of dues may be made at the annual business meeting of the Club by a two-thirds vote of the members present, provided written notice of the proposed change of dues has been sent to the current membership at least twenty-one days prior to the meeting.

**Section 2** The fiscal year shall be from July 1 to June 30.

**Section 3** This organization shall maintain an operating and such savings accounts as deemed necessary. Authorized signatories to the accounts shall be the President and the Treasurer, but only one signature shall be required for financial transactions. The Executive Board shall authorize all financial transactions of the Club. Any expenditures or financial commitments of \$1,000 or more must bear the signatures of two persons designated by the Board.

**Section 4** The Treasurer, the University Auditor, the Chancellor (or designee), or UCLA Audit and Advisory Services shall be authorized to receive, from any financial institution with which the organization maintains accounts, any information, records, or photocopies of transactions relating to the accounts as UCLA may at any time request from a financial institution, along with all other records and documents of the organization.

**Section 5** In the event of dissolution, or if a support group elects to become a non-recognized organization, its assets shall be transferred within three months to The UCLA Foundation or The Regents, as designated by the Chancellor, for purposes consistent

with the terms of the individual gifts and purposes of the support group.

## **ARTICLE VI — MEMBERSHIP**

### **Section 1 Annual**

- A. Those eligible for Annual membership shall include women and men who are members or retired members of the UCLA faculty or staff, as well as present or former spouses and domestic partners of such persons. (2014)
- B. Also eligible are visiting faculty members and distinguished scholars, post-doctoral fellows, and spouses and domestic partners of such persons. (2014)
- C. To be a member, each such person shall annually submit a membership application and pay annual dues. (2014)
- D. The Executive Board shall have the power to act upon other applications for annual membership. (2014)

**Section 2 Life** Life membership shall be available to those who have been members of the FWC for fifty years or more. Life members will not be required to pay dues, but may continue to do so if they wish. As of July 1, 2008, Life membership shall be restricted to those who are currently classified as Life members; no additions shall be added in the future. (2008)

**Section 3 Golden** Golden membership shall be available as of July 1, 2008, for Annual members who have reached the age of 85 years. They shall not be required to pay dues, but may continue to do so if they wish. (2008, 2010)

**Section 4 Guest** Guest members are individuals who are invited to participate in a Section but who are ineligible for Annual or other categories of membership in the Faculty Women's Club. Guest members shall pay a fee equivalent to Faculty Women's Club dues. Guest members may not vote nor serve on the Executive Board, except as specified in the Standing Rules. Additional guidelines for Guest membership can be found in the Standing Rules. (2010)

**Section 5 Honorary** The Executive Board shall have the power to bestow honorary membership on persons who have made an outstanding contribution to the welfare of the University.

**Section 6 Associate** Associate membership may be offered to women Regents and wives of male Regents, women Statewide officers and wives of Statewide officers of the University of California, and to others designated by the Executive Board, including presidents of other UCLA support organizations.

## **ARTICLE VII — PRIVILEGES OF MEMBERS**

**Section 1** Annual members in good standing, Life members, and Golden\* members shall have the right to vote, hold office, and participate in the activities of the Club, with the exceptions noted in Constitution Article IV, Section 4. (\*2010)

**Section 2** Honorary and Associate members shall have the privilege of participating in the activities of the Club, but shall not vote or hold office.

**Section 3** All members may invite guests to any General Meeting of the Club. Any guest, however, who is eligible to be a member may not attend more than two meetings annually without paying a guest fee, the amount of which shall be established by the Executive Board.

**ARTICLE VIII — QUORUM**

**Section 1** Ten per cent of the voting membership of the Club shall constitute a quorum at a General Meeting.

**Section 2** A majority of the members of the Executive Board shall constitute a quorum of that Body.

**ARTICLE IX — RULES OF ORDER**

*Robert's Rules of Order, Newly Revised* shall be the preferred guide regarding parliamentary law at meetings of the Club and the Executive Board when not in conflict with this Constitution and Bylaws, or with the Standing Rules. The President shall appoint a Parliamentarian to advise on points of order.

**ARTICLE X — STANDING RULES**

The Standing Rules shall serve to amplify and/or clarify provisions of the Constitution and Bylaws, deemed necessary and/or desirable.

**ARTICLE XI — AMENDMENTS**

**Section 1** These Bylaws may be amended at any General Meeting of the Club by a two-thirds vote, if a quorum is present, provided written notice of the proposed amendment(s) has been sent to the current membership at least twenty-one days prior to the meeting at which such amendment(s) is/are to be voted upon.

**Section 2** Amendments to the Standing Rules may be presented by any member at a meeting of the Board. Amendments may also be presented by any member at a General Meeting provided prior written notice has been given to the Executive Board. In both cases ratification shall be by a simple majority of the attending members, provided there is a quorum.

**Amended:**

March 19, 1968	March 19, 1996	January 13, 2015
April 10, 1973	May 21, 1998	March 17, 2015
April 17, 1979	March 20, 2000	
March 16, 1982	March 18, 2008	
March 19, 1985	May 18, 2010	
May 15, 1990	May 15, 2012	
April 21, 1992	April 22, 2014	

# STANDING RULES

## Membership:

**1.0** The list of equivalent categories referred to in Article VI. Section 1C of the Bylaws shall be maintained by the Membership Chair and shall be considered to constitute Standing Rule 1.0. (1992)

**1.1** The maximum number of Guest members of any particular Section shall be determined by vote of the members of that Section. But because participation in all Sections must always be available primarily to Annual members of the FWC, the number of Guest members *shall be no greater than 50%* of the membership of a Section. The maximum number of Guest members decided on by the members of a Section *shall be no fewer than two or 10%* of its membership, whichever is greater. (1992, 2010)

**1.2** Guest members may be re-enrolled through the regular yearly membership solicitation, and their Guest membership category shall be clearly differentiated on the membership form from Annual and other membership categories. (1992, 2010)

**1.3** The Section Chair shall designate the guest members of the Section on the list of Section members submitted annually to the Vice-President and/or the Membership Chair. (1992)

**1.4** Guest members who have paid Guest-membership dues may attend FWC General Meetings and, upon the agreement of the Section Chair and payment of any individual Section dues, participate in any Section that has fewer than its maximum number of Guest members. Guest members shall receive the bulletin (“*Update*”) and other FWC notices in the year(s) of their Guest membership. (1992, 2010)

**1.5** Guest members shall no longer be restricted to participation only in Sections. The fee paid annually to FWC by a Guest member in lieu of FWC dues shall be called Guest-membership dues. Guest members may not vote nor serve on the Executive Board, except as specified in Standing Rule 1.6. (2004, 2010)

**1.6** Guest members may serve on the Executive Board in any elected or appointed position, except those of President and Nominating Committee Chair, so long as she/he has been a Guest member for at least the two years preceding her/his term of office. The maximum number of Guest members serving on the Executive Board shall be four or 25%, whichever is fewer. During her/his term of office on the Executive Board a Guest member may vote at meetings of the Board and at General meetings. (2010)

**1.7** If applicant's qualifications for membership are not addressed in the FWC BY-LAWS, the criteria for membership to the Faculty Center shall be used, including, but not limited to, salary and job description with the title code for nonfaculty positions. (2004)

## Finance:

**2.0** An auditor's report for the year shall be attached to the Treasurer's annual final report. (1992)

**2.1** The Scholarship Chair may receive scholarship donations. The Treasurer shall inform the Scholarship Chair of the source and amount of any donations received directly by the Treasurer.

The Scholarship Chair shall deposit all scholarship donations in the appropriate scholarship account at the UCLA Foundation and give a written accounting of the source and amount of each deposit to the Treasurer. (1992)

**General:**

**3.0** Each Standing Rule shall include the date of original adoption and most recent amendment. (1992)

**Awards:**

**4.0** Two Awards shall be given annually, as follows: (2015)

**4.1** Each year a Woman of Distinction shall be selected to receive an Award, to be presented in the fall by the President at a General Meeting of the Club. The FWC Annual Woman of Distinction Award recognizes a California woman's extraordinary achievement that results in a significant and enduring benefit to society. (2015)

**4.2** Each year an Outstanding Member shall be selected to receive an Award, to be presented in the spring by the President at a General Meeting of the Club. The Outstanding Member Award honors an exceptional member of the Faculty Women's Club who has provided exemplary service to the Club. The President, incoming President and Immediate Past President shall not be eligible to receive the Outstanding Member Award. (2015)

**4.3** Nominations may be made by any member of the Club for the Outstanding Member Award and the Woman of Distinction Award. Each nominator shall provide a complete nomination that includes the qualifications of the nominee and the name and contact information of the nominee and the nominator. The completed nominations shall be delivered to and considered by the Past Presidents Panel. The Panel shall choose a candidate and a runner-up from among those nominated and shall deliver its recommendation to the Executive Board for ratification. Following ratification, the President (or her designee) shall invite the recommended candidate to accept the Award. If the recommended candidate declines to accept the Award the President shall invite the recommended runner-up candidate to accept the Award. (2015)

**4.4** The Panel shall consider nominations for the Woman of Distinction Award that are submitted to the Panel not later than May 15. The Panel shall submit its recommendations to the Executive Board in time to be ratified not later than August 1. The Panel shall consider nominations for Outstanding Member Award that are submitted to the Panel not later than January 31. The Panel shall submit its recommendations to the Board in time to be ratified not later than March 1. (2015)