

ARTICLE 1. NAME OF ORGANIZATION

The name of this organization is Collegiate Alumnae of Wheeling INC

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, 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.

Section 2. Specific Purpose

The purpose of this organization is to advance the cause of education, to promote fraternal relations among college women, and to provide assistance to women in institutions of higher learning.

The specific objectives and purpose of this organization shall be:

- a. To provide scholarships to young women to complete their college degrees at the local community college and public university.
- b. To provide programs of interest to members to enrich their knowledge of community organizations and local issues
- c. To provide networking opportunities for members
- d. To raise funds for scholarship recipients
- e. To provide support and hospitality for naturalized citizens of the United States

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any woman of the local region who supports the purpose statement in Article II, Section 2. Qualifications for membership shall be graduation with an associate degree from an accredited 2-year college or a bachelor's degree or higher degree from an accredited four-year college or recognized equivalent institution of higher education. Membership is granted upon completion and receipt of a membership application that has been signed by a current member as sponsor. The completed application with annual dues shall be returned to the chair of the Membership Committee or President/Co-Presidents. All memberships shall be granted upon approval of the President or Co-Presidents.

Section 2. Annual Dues

The amount required for annual dues shall be \$25.00 each year payable at the October meeting unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

Section 6. Honorary Membership

Honorary membership is presented to people who served in the association for at least three years and are no longer able to attend meetings either due to moving from the area or because of health issues.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the membership shall be held on the second Saturday of the months of October, November, December, March and April at a time and place designated by the President/Co-Presidents.

Section 2. Annual Meetings

The annual meeting shall take place in month of April . The specific date, time and location will be designated by the President/Co-Presidents. At the annual meeting the members shall elect officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Meetings

Special meetings may be called by the President/Co-Presidents, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4. Notice of Meetings

Notice of each meeting shall be given to each voting member, by email, mail, or phone call not less than two weeks prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (30%) of the active membership.

Section 6. Voting

All issues to be voted on shall be decided by simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the corporation.

Section 2. Number, Tenure, Requirements, Qualifications

The number of Directors shall be fixed from time to time by the Directors and shall consist of no less than five nor no more than 16 including the following officers: The President or two Co-Presidents, the Vice-President, the Secretary, and the Treasurer. The immediate past president shall be an ex-officio member. They shall be designated as the Executive Committee.

The Board of Directors shall consist of the Executive Committee and the Chairs of the standing committees. The standing committees shall include Program, American Citizenship, Finance, Bylaws, Scholarship, Membership, Publicity, Yearbook, Hospitality, and Website.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All officers on the Board of Directors must be approved by majority vote of the members present and voting. No vote on new officers shall be held unless a quorum of the voting membership is present as indicated in Article IV Section 5.

Each member of the Board of Directors shall be a member of the corporation whose membership dues are paid in full and shall hold office as designated by their position.

Section 3. Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of June of each calendar year and at a location designated by the Executive Committee of the Board of Directors. Notice of these meetings shall be sent to all members of the Board of Directors at least ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or Co-Presidents or any two members of the Board of Directors. The time, day, and location will be determined by the person authorized to call the special meeting.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or email. Neither the business transacted at nor the purpose of such meeting needs to be specified in the notice.

Section 6. Quorum

The presence, in person of 30% of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum and transact business.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by July 1st shall automatically forfeit his or her seat on the Board. The Secretary

shall notify the President in writing that her seat has been declared vacant and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements in Section 2 of this Article are not entitled to vote at the annual meeting.

Section 8. Vacancies

Whenever a vacancy occurs in the Board of Directors, it shall be filled without due delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting. However, consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President or Co-Presidents by reference to Robert's Rules of Order.

Section 13. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in this Section 13 of this Article.

ARTICLE VI. OFFICERS

Section 1. President

The President or Co-Presidents shall preside at all meetings of the membership. The President or Co-Presidents shall have the following duties:

- a) She shall preside at all meetings of the Executive Committee.
- b) She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c) She shall submit a report of the operations of the organization for the fiscal year to the members at their annual meeting, and from time to time, shall report to the Board all matters that may affect this program.
- d) She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. She shall have the duty of chairing the program committee.
- b. She shall poll the membership for possible programs for the upcoming year.
- c. She shall present a draft of possible programs at the annual Board of Directors' meeting.
- d. She shall communicate with all presenters and arrange for equipment needed.
- e. She shall notify the treasurer of the payee to be written on the honorarium check for the presenter.
- f. She shall delegate duties as she deems appropriate to Program committee members.

Section 3. Secretary

The Secretary shall attend all meetings of the Executive Committee, Board of Directors ,and all meetings of members. The Secretary's duties shall consist of:

- a. She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. She in concert with the President or Co-Presidents shall make the arrangements for all meetings of the membership and Board of Directors including the annual meeting of the organization.
- b. She shall send notices of all meetings and minutes to the membership.
- c. She shall perform all official correspondence from the organization as may be prescribed by the President or Co-Presidents.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. She shall submit for approval all expenditures of funds raised by the organization such as scholarship funds, lunch expenditures, honorariums, and naturalization ceremony expenses.
- b. She shall maintain a separate fund for scholarships. Contributions to the scholarship fund shall be used for that purpose only and the Treasurer shall keep all funds in a designated scholarship account.

- c. She shall present a complete and accurate report of the finances raised by the organization at each meeting of the members, or at any other time upon request to the Board of Directors.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. She shall perform such other duties as may be prescribed by the President or Co-Presidents under whose supervision she shall be.

Section 5. Election of Officers

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Executive Committee. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the membership. Those officers elected shall serve a term of two (2) years, commencing at the June meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices.

Section 6. Removal of Officer

The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Executive Board and elect a successor for the unexpired term. No officer of the Executive Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons for such expulsion.

Section 7. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Executive Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board of Directors may create or disband committees as needed, such as publicity, hospitality, and American Citizenship. The President/Co-Presidents appoint all committee chairs.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the members in the intervals between meetings of the members and is subject to the direction and control of the full membership.

Section 3. Program Committee

The Vice-President is the chair of the Program Committee which includes one other member. The Program Committee is responsible for polling the membership for possible programs and

preparing a list of programs for the Annual Board of Directors Meeting in June. The Program Committee will obtain biographical information from the presenters, a description of the program to be presented, and a photo of the presenter for the program. The committee will arrange for equipment needed for program presenters and notify the treasurer of the name to be written on the honorarium check for the presenter.

Section 4. Publicity Committee

The Publicity Committee consists of a chair and one other member. The committee is responsible for emailing an ad to the newspaper in September with the annual program schedule. Two weeks prior to each meeting and program, the committee will provide information to the local newspaper about the event. The committee will also pursue other publicity through the IN Wheeling magazine and local college or other professional newsletters.

Section 5: Yearbook Committee

The Yearbook Committee consists of the chair and one other member. This committee is responsible for preparing the program booklet for publication.

The committee keeps the membership list current. They organize the ads solicited by the membership and apply graphics for the ads. The chair collects money for the ads and provides it to the treasurer. The committee oversees printing of the publication and provides copies to the membership.

Section 6: Hospitality Committee

The Hospitality Committee consists of a chair and other members as needed for each luncheon. The chair recruits head hostesses and five members to serve lunches at each meeting. The November fundraiser requires a head hostess and seven hostesses.

Section 7: American Citizenship Committee

The chair of the American Citizenship Committee organizes the reception following the naturalization ceremony for new citizens at the Federal Courthouse in November each year. She works with one other member. She contacts the courthouse staff to coordinate the set up of tables. The committee is responsible for obtaining donations of food or money for the reception.

Section 8: Scholarship Committee

The chair of the Scholarship Committee is the liaison to colleges whose students are to receive the scholarships. The chair works with one other member. The committee is responsible for contacting the advisors at the respective colleges to disseminate scholarship applications.

Section 9. Membership Committee

The chair of the Membership Committee works with one other member. The Membership Committee is responsible for recruiting members, greeting new members, and providing applications for prospective members.

Section 10. Finance Committee

The treasurer is the chair of the Finance Committee, which includes one other member who is the auditor. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the monthly treasurer's report. The fiscal year shall begin on January 1 and end on December 31 of each year. Annual reports and an audit are required to be submitted to the Board of Directors at the Annual Meeting in June showing income and expenditures. The audit will be presented at the October regular meeting of the membership. The financial records of the organization are public information and shall be made available to the membership, board members, and the public. The treasurer will provide the 501(c) status at the request of a luncheon vendor or ad provider.

Section 11: Website Committee

The Website Committee consists of a chair and one other member. The committee maintains the website by posting the meeting dates and times, uploading photos and addressing inquiries about the organization sent to the website or Facebook.

Section 12. Bylaws Committee

The Bylaws Committee is an ad hoc committee consisting of members of the Executive Committee. The committee is responsible for facilitating the review of the bylaws biannually. Any suggestions for changes to the bylaws will be addressed by the committee and voted on by the membership.

Section 13. Nominating Committee

The Nominating Committee is an ad hoc committee of three members to prepare the ballot for the elections at the annual meeting. The committee is formed in December.

ARTICLE VIII. – CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit,

and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the District of Columbia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of

the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XI - DISSOLUTION

In the event of dissolution of Collegiate Alumnae of Wheeling Inc., any funds remaining shall be divided and donated to the existing Collegiate Alumnae of Wheeling scholarship funds designated for young women, especially those with economic need, to complete their college degrees at West Virginia Northern Community College and West Liberty University, both of which are public colleges that offer post-secondary degrees without regard to race, gender, religion or background.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Executive Committee may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each Executive Committee member within the time and the manner provided for the giving of notice of meetings of committee.

ADOPTION OF BYLAWS

We, the undersigned, are Co-Presidents of this corporation, and we consent to, and hereby do adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this corporation.

Collegiate Alumnae of Wheeling – Bylaws (updated 2019)

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Co-President - Collegiate Alumnae of Wheeling INC

Co-President - Collegiate Alumnae of Wheeling INC

ATTEST: Marlene Ingram Secretary - Collegiate Alumnae of Wheeling INC