**WEST VIRGINIA UNIVERSITY CLUB BY-LAWS**

(As amended 12/4/2012)

**ARTICLE I**

NAME AND OBJECT

This association shall be known as the West Virginia University Club. Its objects shall be to promote the unity and fellowship essential for the enhancement of the social, educational, and intellectual environment of West Virginia University.

**ARTICLE II**

MEMBERSHIP

**2.1 Membership.** There shall be two categories of membership, regular and honorary. Membership shall not be restricted on the basis of race, creed, sex, or national origin. Applications for membership may be made on forms obtained from an officer or student worker of the University Club. At its discretion, the Executive Committee may determine the maximum number of members of any particular class of membership.

**A**. Regular Membership shall be open to both employed and retired members of staff, faculty and administration of West Virginia University and their spouses, alumni of the University, trustees of the West Virginia University Foundation, and administrators and employees of non-profit institutions, associations, and foundations affiliated with the University. **(e.g. WVNET)**

**B**. Honorary Membership shall be open to members in good standing in Faculty Clubs at other institutions with which the University Club has a reciprocal agreement, and individuals in the University, Community, or State who, in the opinion of the Membership and Executive committees have distinguished themselves by particularly significant service rendered to the University or to the Club. Election to honorary membership shall be conducted under the supervision of the Executive Committee and in such a manner as it shall determine.

**2.2 Privileges of Membership.** Members shall be entitled to attend meetings, to vote, to serve on committees, to hold office, and to enjoy all other rights and privileges as afforded to the members of the University Club.

**2.3 Termination of Membership.**

**A.** Membership in the University Club shall terminate by reason of death, discharge from the University, or non-payment of dues or any other amount owed to the Club **within 30 days of written notification of amount due the Club. The Executive Committee shall determine the process and procedure for hearing and determining the status of membership, and shall be the final authority on such questions.**

**B.** A member of the Club who retires from the University, or who is on sabbatical or on leave of absence from the University, and does not remain on campus, shall retain membership in the Club with proper payments of dues and fees.

**ARTICLE III**

GOVERNANCE

**3.1** The officers of the Club shall include a President, a President-elect, a Secretary, and a Treasurer. **In addition to their specific duties,** each officer shall complete an annual written report, one copy to be included in the University Club files, and a second copy to be distributed **to incoming board members and discussed at the orientation meeting.** A brief summary of each officer’s report shall be included in the annual summer written report to the general membership.

**A. The President.** The President shall have general supervision over the operations and affairs of the Club, as well as over the student workers of the Club, subject to the review of the Executive Committee. The University Club President shall meet with the President of the University annually to report on the Club’s activities, needs and membership. The President shall serve as a liaison between the student workers and the membership of the University Club. The President shall preside over all meetings of the Club, the Executive Committee and the Advisory Board. In the name of the Club s/he shall sign, execute, and acknowledge all instruments authorized by the Executive Committee, except in cases where the signing and executions thereof shall be expressly delegated by the Executive Committee to some other officer or agent of the Club. S/he shall have the power to appoint committees in conjunction with the Executive Committee as set forth by these by-laws. In general, s/he shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to her/him by the Executive Committee.

**B. The President-elect.** The President-elect shall assume the Presidency one year after her/his election. The President-elect shall sit on the Executive Committee. S/he shall perform such other duties as may be assigned to her/him by the Executive Committee or President. In absence or disability of the president, the President elect shall perform all the duties of the President, and when acting in such a capacity shall have all the powers of and be subject to all the restrictions upon the President. The President-elect shall preside over all meetings of the social/cultural and **scholarship committees.**

**C. The Secretary.** The Secretary shall record the minutes of the meetings and all votes of the members of the Club, Executive Committee and Advisory Board. These minutes shall be reviewed by the President and other officers. The Secretary shall forward to the officers a copy of these minutes within two weeks after meetings. The Secretary shall receive any formal letters of resignation from officers. **The Secretary shall preside over the Scholarship Committee meetings.**

**D. The Treasurer.** The Treasurer **oversees** the use of Club funds and must approve all expenditures. The Treasurer shall have or provide for custody of the funds and other property of the Club, and shall keep proper books or accounts. **S/he shall prepare a budget for the ensuing fiscal year in conjunction with the Executive Committee.** The Treasurer shall possess a good working knowledge of University rules and regulations as related to University, WVU Foundation and Club invoicing, billing and accounting procedures for event related expenses, payroll deduction, membership dues, and awarding of University Club Scholarships. S/he shall provide for the collection and receipt of any moneys earned by or in any manner due the Club. S/he shall maintain permanent records of dues charged to and collected from members of the club. S/he shall deposit all funds in her/his custody. With such other persons as the Executive Committee designates s/he shall sign **all necessary documents** for the withdrawal of funds. **At every regular board meeting, the Treasurer shall provide a report** showing her/his transactions as Treasurer and the financial conditions of the Club. S/he shall sit on the Executive Committee. S/he shall perform such other duties as may be assigned to her/him by the Executive Committee.

**E. Additional Officers and Agents.** The Executive Committee may appoint additional officers and agents from time to time to perform such duties as the Committee determines.

1. The Student Workers. Hiring of the student workers shall be accomplished by the Special Committee appointed by the Executive Committee, subject to the approval of the Advisory Board. The student workers are supervised by the University Club President, and shall perform tasks as assigned by the President. Those tasks may include preparation of the annual event brochure for mailing to the University community, preparation and mailing of the monthly newsletter to members, and updating the calendar of events. Other tasks may include program and event scheduling, locating facilities, contracting for entertainment, receiving reservations, arranging transportation, as well as attending and coordinating Club events. The student worker may serve as a liaison between the Club, University administration and the general University community, and may maintain membership and event databases. The student workers shall also report to others on the Executive Committee.

**3.2 The Executive Committee.** The four officers of the Club comprise the Executive Committee. The President shall chair the committee. **All decisions of the President are subject to the approval of the Executive Committee and/or Advisory Board OR all decisions of the President shall be consistent with the policy and procedures of the Executive Committee. The Executive Committee shall seek the advice of the Advisory Board.**

A. In conjunction with the Advisory Board, the Executive Committee shall be empowered to conduct, manage and direct the operations and affairs of the Club, including the powers to borrow money and to purchase, acquire, mortgage, sell, lease, and otherwise dispose of any real estate or other property. The committee shall fix the fees for admission to the Club, the annual dues, and such other assessments and charges as it considers necessary. Unless otherwise provided in the by-laws the acts of a majority of the Committee shall be the acts of the Committee.

B. The Executive Committee may appoint ex-officio members from time to time as it deems necessary.

**3.4 The Advisory Board. In conjunction with the Executive Committee, the Advisory Board shall be empowered to conduct, manage and direct the operations and affairs of the Club as described above in 3.3 Part A. The primary role of the** Advisory Board is to provide continuity, guidance and insight to the Club in decision and policy-making processes. All decisions reached by the Advisory Board must be passed by a two-thirds quorum of the Board. The Advisory Board shall be comprised of current officers, past officers, presidents and one at-large board member elected annually as described below. The Advisory Board shall meet at least two times a year, in October and June. Other meetings of the Advisory Board shall be held as needed. **The board will develop policies and procedures guiding its activities.**

A. Current officers (the Executive Committee) are Advisory Board members during their terms of office.

B. All past officers of the Club are eligible to serve on the Advisory Board for the two years immediately following their respective terms of office.

C. All past Presidents of the Club are eligible to serve on the Advisory Board for as many years as they choose to actively participate following their respective terms of office.

D. One At-Large board member shall be elected directly from the membership annually (during officer elections) and shall serve a one year term.

**3.5. Resignation of Officers.**

A. Any officers may resign at any time by giving written notice to the Secretary of the Club. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified the acceptance of such resignation shall not be necessary to make it effective.

B. Upon resignation of the President, the President–Elect shall become President without affecting her/his subsequent tenure as President. Upon resignation of the President–Elect, the Executive Committee shall call a special election to fill this position. Upon resignation of officers and agents of the Club, the Executive Committee shall appoint a regular member of the Club to complete the unexpired term.

**3.6 Removal of Officers.** Any officer or agent of the Club may be removed by the Executive Committee, whenever in its judgment the best interests of the Club will be served thereby. The Executive Committee shall establish the policies and procedures for conducting such proceedings.

**3.7 Standing Committees.** The standing committees of the University Club shall include the Social/Cultural, Membership, Publicity and Scholarship Committees. Committee memberships shall be volunteers canvassed annually from the membership (during officer elections) subject to approval by the Executive Committee. Committee members shall be Club members who are in good standing. Every year each committee chair shall provide a report of its committee’s activities for the annual Club files. The President shall be an ex-officio member of all committees. Each member of a standing committee shall serve for a period of one year. As vacancies occur, the Executive Committee shall appoint new members to complete the terms of service.

A. Social/Cultural Committee. This committee shall be responsible for the final approval of the University Club program of events commensurate with the wishes and diversity of the membership. The President-elect shall chair this committee. Members of the committee shall be appointed by the Executive Committee from those members of the University Club who have expressed an interest in such a capacity.

B. Membership Committee. The Membership Committee shall be responsible for recruitment of new members, the recommendation of candidates for honorary membership, and for interpreting qualifications for membership. The chair shall be appointed from interested members of the Executive Committee.

C. Publicity Committee. The Publicity Committee shall seek to promote Club activities to the University community.

D. Scholarship Committee. This committee shall be responsible for the annual evaluation of candidates for the University Club scholarship awards. Based on established criteria, the committee will make final award decisions. This committee shall also formulate policies for the awarding of scholarship funds, subject to the approval of the Executive Committee and/or Advisory Board.

**3.8 Special Committees.** Special committees may be established as the Executive Committee deems necessary. With the advice of the Executive Committee, the chair and members of special committees shall be appointed by the President from among the members of the Club.

**3.9 Limitations.** No officer or agent of the Club shall have any power of authority to bind the Club by any contract or engagement to borrow money, to issue or endorse negotiable or other paper in its name, to pledge its credit, to mortgage, pledge, hypothecate or transfer its real or personal property, or to render it liable pecuniarily for any amount, except within the scope and to the extent of the authority delegate by these by-laws, or by resolution of the Executive Committee. Authority may be given by the Executive Committee for any of the above purposes and may be general or confined to specific instances.

**ARTICLE IV**

FISCAL CONTROL

**4.1** The Treasurer shall be responsible for the preparation of the budget for the ensuing year, based upon estimated revenues and expenditures. The budget shall be presented to the Executive Committee and Advisory Board at the annual summer meeting. After approval by the Advisory Board, a summary budget shall be posted for the information of the members. Changes in the budget may be made at any time during the year by the Executive Committee.

**4.2** The Treasurer shall be responsible for the receipt, custody, and disbursement of the funds of the Club. With the executive Committee, s/he shall formulate and administer the rules of regulations of the collection and disbursement of the Club’s funds.

**4.3 The Executive Committee shall have the Club’s accounts audited at the end of each fiscal year. A report of the audit shall be presented to the Committee by the Treasurer. OR The Club’s accounts shall be subject to independent review.**

**4.4** The fiscal year shall be from September 1 to August 31.

**ARTICLE V**

NOMINATION AND ELECTION OF OFFICERS AND AGENTS OF THE CLUB

**5.1** Each spring the Executive Committee shall appoint a Nominating Committee, which shall consist of no fewer than three regular members. This committee shall poll the regular membership for nominees for positions of President-elect, Secretary, Treasurer, At-Large Board member, and Committee members. The Nominating Committee shall nominate one or more candidates for each position and report its nominations to the Executive Committee.

**5.2** The student worker may prepare a final election ballot setting forth the names of all nominees and shall mail such ballot to all Regular members no later than March 15. The date for return shall be specified thereon and shall be at least ten calendar days after the date of the mailing of the ballots.

**5.3** The votes may be tabulated by the student worker, with the assistance of such members as the Executive Committee may designate. The candidate receiving a plurality of the votes cast for the position for which they were nominated shall be elected. By a majority opinion, the Executive Committee shall decide cases of a tie vote.

**ARTICLE VI**

**MEETINGS**

**6.1** The Advisory Board shall meet at least two times a year, in October and June. Other meetings of the Advisory Board shall be held as needed. The dates for the meetings shall be determined by the Executive Committee. The purpose of the meetings shall be to receive reports from Club officers, student workers, and Committee Chairs, to introduce new officers, to set Club policy and discuss ideas and views from the membership.

**6.2** Special meetings of the Advisory Board or Executive Committee may be called at their discretion, or by petition of the regular members.

**6.3** An Annual Member Dinner is to be held the Saturday of Spring finals week as a general membership meeting. The Club President shall preside over the Annual Dinner and serve as a Master of Ceremonies. Outgoing Club Officers, Committee Chairs and the student workers shall present brief annual reports. Incoming Officers shall be installed. Scholarship Awardees shall present brief remarks about their progress last year. The evening shall conclude with a discussion of event planning and suggestions for the upcoming year.

**6.4** An annual orientation meeting shall be held for incoming and outgoing officers to be held as soon as possible after the installation of new officers in the spring.

**ARTICLE VII**

MISCELLANEOUS PROVISIONS

**7.1** Upon dissolution of the Club all property and assets of the association, real and personal, shall vest in the West Virginia University Foundation, its successors and assigns, absolutely and in fee, and shall be so transferred and conveyed by the club or its liquidating trustee or trustees.

**ARTICLE VIII**

ADOPTION AND AMENDMENTS

**8.1** Any or all the provisions of these By-laws may be amended, altered, or repealed. The proposed changes either shall have been adopted by the Executive Committee or shall have been presented to the Secretary by a petition signed by a least twenty percent of the regular membership. A written notice of the proposed changes shall be sent to each voting members at least two weeks in advance of the voting date. A two-thirds majority of the votes returned to the Executive Committee or its assignee shall be necessary for the adoption of each change.

**8.2** These By-laws shall be considered adopted by a majority vote of the Board of Advisors for the Club.