

April 17, 2007

THE UNIVERSITY OF WASHINGTON CLUB

BYLAWS

ARTICLE I – NAME

The name of the club shall be The University of Washington Club (also referred to as the UW Club or Club).

ARTICLE II – PURPOSES

The purposes of the UW Club shall be to establish and maintain a center and operating facility which makes it possible for the members to meet regularly both formally and informally, and thus to provide for the interchange of ideas and information necessary to further the social, educational, intellectual and research objectives of the University of Washington.

ARTICLE III – MEMBERSHIP

**Section 1.** There shall be six classes of membership in the UW Club: Active, Honorary, Retired, Guest, Reciprocal and Alumni.

a. Active membership shall be open to all permanent employees of the University of Washington.

b. Honorary membership shall be open to current members of the Board of Regents.

c. Retired membership shall be open to retired Active members who are retired from employment at the University of Washington.

d. Guest membership shall be open to:

(1) Visiting faculty whose appointments are for not more than three consecutive quarters.

(2) Other professional personnel or researchers who are on campus for not more than three consecutive quarters for independent research or study, and upon recommendation of the General Manager.

e. Reciprocal membership shall be available to members in good standing in Faculty [or University] Clubs at other institutions with which the UW Club has reciprocity.

f. Alumni membership shall be open to dues-paying members of the University of Washington Alumni Association. The Board of Trustees shall set the conditions of Alumni membership.

**Section 2.** Privileges of membership:

a. Active members shall enjoy all the privileges of membership.

b. Honorary, Retired, Guest, Reciprocal and Alumni members shall enjoy all privileges of membership except for voting and holding elected office.

**Section 3.** The Board of Trustees shall have the authority to establish Club rules, regulations, and policies regarding the issuing and use of membership cards and the use of the Clubhouse.

**Section 4.** The Board of Trustees shall have the authority to cancel the membership of any person for nonpayment of dues, for failure to meet financial obligations to the UW Club for more than 90 days, or for other violations of the rules and regulations of the Club. Members may request reinstatement of their membership by written petition to the Board of Trustees.

ARTICLE IV – DUES AND ASSESSMENTS

**Section 1.** Amount of dues.

a. Annual dues for Active, Retired, Guest and Alumni members shall be set by the Board of Trustees at such rates and with such payment schedules as the Board determines.

b. Honorary members shall pay no dues.

**Section 2.** A majority of the Board of Trustees must approve any proposal for special assessments on the Active membership of the UW Club. The UW Club may levy a special assessment only if such assessment is approved by an affirmative vote of two thirds of those Active members who cast valid votes. Notice of any such proposal, together with notice of a membership meeting to discuss the proposal, shall be provided to Active members at least fourteen calendar days in advance of the date of such meeting. Ballots which contain the text of the proposed assessment shall also be distributed to Active members. The date for return of the ballots shall be specified thereon and shall be at least fourteen calendar days after the date of distributing the ballots.

## ARTICLE V – GOVERNANCE

**Section 1.** The governance of this club shall be vested in a board of nine Trustees. The Board of Trustees shall be responsible for: (a) setting the strategic direction for the UW Club; (b) supervising the General Manager of the UW Club in the operation of the Club; (c) approving the annual budget for the UW Club and any subsequent budget modifications; and (d) recommending special assessments.

**Section 2.** Each Trustee shall serve for a term of three years. The terms of the Trustees shall be staggered so that the terms of three of the nine Trustees shall expire at the end of each year. All Trustees shall be elected to numbered positions by a ballot with their terms of office to begin at the close of the annual meeting. No Trustee shall be elected for more than two consecutive three-year terms. The Board of Trustees shall have the authority to fill vacancies occurring in the Board until the next annual election. The Board of Trustees shall annually appoint a retired UW Club member to serve a one-year term as a Board member, ex-officio.

**Section 3.** The Board of Trustees shall elect from its members a President, Vice President, Secretary and Treasurer. The duties of these officers shall be those customary to their several offices, in addition to any other duties assigned to them by the President.

a. The President shall preside at meetings of the Board. The President may sign contracts and other legal instruments on behalf of the UW Club, unless applicable law or the Board expressly requires that some other Officer or agent of the Club sign and execute such documents.

b. The Vice President shall, during the absence or disability of the President, exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to the Vice President from time to time by the President. The Vice President shall have, to the extent authorized by the Board, the power to sign contracts, or other legal instruments on behalf of the UW Club.

c. The Treasurer, or his or her designee, shall retain custody of all financial accounts of the Club and shall maintain regular books of account. The Treasurer, or his or her designee, shall disburse the funds of the Club in payment of just demands against the Club or as may be ordered by the Board, and maintain proper records of such disbursements, and shall render to the Board from time to time an account of all such transactions and of the financial condition of the Club.

d. The Secretary shall ensure that minutes of the meetings of the Board are recorded, maintain the records and correspondence for the Board, and oversee Board elections and other membership votes.

**Section 4.** There shall be at least one meeting of the Board of Trustees each academic quarter except during the summer quarter. Additional meetings of the Board of Trustees

may be held at any time upon a call of the President or three members of the Board of Trustees. The President or Secretary must provide Board members with notice at least five business days prior to any additional Board meetings. Five members of the Board shall constitute a quorum for the transaction of business.

**Section 5.** The Board of Trustees shall make decisions based on majority vote of those Trustees present at a Board meeting.

#### ARTICLE VI – COMMITTEES

**Section 1.** The President of the Board of Trustees shall establish a Nominating Committee.

**Section 2.** Special committees may be established, as the Board of Trustees deems necessary. Chairpersons of special committees shall be appointed by the President from among the members of the Club.

**Section 3.** The appointment of members to special committees shall be at the discretion of the committee chair, with the advice of the Board of Trustees.

#### ARTICLE VII – NOMINATIONS AND ELECTIONS

**Section 1.** The Nominating Committee shall nominate one or more candidates for each vacant position on the Board of Trustees, by position number, and report its nominations to the Secretary. The Secretary shall post in the UW Club not later than April 1, a slate of candidates. Additional nominations for the specified Board positions may be made by a petition bearing the signatures of at least twenty Active members and filed with the Secretary by April 15.

**Section 2.** The Secretary shall prepare a ballot setting forth the names of all nominees and the position numbers for which they are nominated, and shall provide such ballot to all Active members no later than May 1. The date for return of the ballots shall be specified thereon and shall be at least ten calendar days after the date of distributing the ballots. Ballots may be distributed to the membership electronically and members may participate in voting electronically.

**Section 3.** The Secretary shall tabulate votes, with the assistance of such members as the President shall designate, and the candidates receiving the greatest number of votes for the position for which they were nominated shall be elected. In case of a tie, the winner shall be determined by lot.

#### ARTICLE VIII – CLUB FINANCES

**Section 1.** The General Manager shall prepare a budget for the following year, to be presented to the Board of Trustees for consideration at a meeting during the spring quarter. After approval by the Board, a condensed statement of the budget shall be made

available to members and also posted at the UW Club. The Board may make changes to the budget at any time during the year based upon an affirmative vote of the majority of members present at a meeting.

**Section 2.** The General Manager, at the designation and under the direction of the Treasurer, shall be responsible for the receipt, custody, and disbursement of the funds of the Club, and shall formulate and administer rules and regulations for the collection and disbursement of the Club's money.

**Section 3.** The Board of Trustees shall have the Club's accounts audited at the end of each fiscal year. The Treasurer shall present a report of such audit to the Board.

**Section 4.** The fiscal year shall be from July 1 through June 30.

#### ARTICLE IX – MEMBERSHIP MEETINGS

**Section 1.** The annual meeting of the club shall be scheduled each year, notice of which shall be delivered to the membership not less than ten business days before the meeting.

**Section 2.** Special meetings of the club may be called at the discretion of the Board of Trustees or by petition of ten percent of the Active members.

**Section 3.** Meetings of the membership may be called for the purpose of receiving reports from the Board of Trustees and for discussion and exchange of views.

#### ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Revised* shall govern meetings of this club in all cases to which they are applicable and in which they are not inconsistent with the statutes of the State of Washington, the Articles of Incorporation, or these bylaws.

#### ARTICLE XI – AMENDMENTS

These bylaws may be amended only by membership vote. Any proposed amendments must be approved by the Board of Trustees or presented to the Secretary by a petition signed by at least twenty percent of the voting membership. Notice of such proposed amendments shall be sent to each voting member at least fourteen calendar days in advance of the date by which a vote will occur. A simple majority affirmative vote, of the total valid votes cast, is required for the adoption of any amendment.

#### ARTICLE XII – NOTICE AND VOTING

**Section 1.** Notice. Notice of meetings or of votes shall be provided to members either in written form or via electronic mail to the last known address provided by the member. If the member is an employee of UW, his or her university email address shall be used to

provide the member with notice. Notice shall also be provided through publication on the UW Club's official web page.

**Section 2.** Votes. Elections and other types of votes may be conducted by mail and electronically via an electronic voting system set up through the University of Washington's computing services.