

# **WOMEN GRADUATES-USA**

## **BYLAWS**

## **BYLAWS OF WOMEN GRADUATES - USA, Inc.**

### **ARTICLE I. NAME**

The name of this organization shall be WOMEN GRADUATES – USA, Inc.

### **ARTICLE II. PURPOSE**

1. To promote international cooperation, friendship, peace and respect for human rights for all, irrespective of their gender, age, race, nationality, religion, political opinion, gender and sexual orientation or other status;
2. To advocate for the advancement of the status of all women and girls;
3. To encourage and enable all women and girls to apply their knowledge and skills in leadership and decision-making in all forms of public and private life; and
4. To promote lifelong education for all women and girls.

### **ARTICLE III. AFFILIATION**

1. Women Graduates – USA, Inc., hereinafter referred to as WG-USA, shall be affiliated as a national federation or association (NFA) to the International Federation of University Women, hereinafter referred to as IFUW.
2. WG-USA is empowered to work with other appropriate national, regional and international organizations, the policies of which should be consistent with those of IFUW.

### **ARTICLE IV. MEMBERSHIP**

1. Membership in WG-USA shall be open to all women graduates with recognized qualifications.
2. WG-USA recognizes qualifications that meet the following criteria:
  - a. The degree, diploma or similar qualification is awarded for a program that normally requires at least three (3) years of study at a university or educational institution of comparable standing.
  - b. In the case of educational institutions other than universities, the entrance requirements are the same as required for university entry.

- c. The resulting degree, diploma or similar qualification would make the holder eligible for entry into a Master's or Doctorate level study program.

## **ARTICLE V. RIGHTS AND OBLIGATIONS OF MEMBERS**

1. Members of WG-USA have the following rights and obligations:
  - a. To promote the purposes of WG-USA and their application;
  - b. To comply with the WG-USA Bylaws and decisions taken by the organization;
  - c. To pay annual membership dues at the rate fixed by the Board of Directors;
  - d. To participate in the activities of WG-USA;
  - e. To propose, oppose, and to be informed of any activities, work or decisions of the organization; and
  - f. To ensure the smooth functioning of the WG-USA.
2. The policies and program of the WG-USA shall be binding on all members. No member shall use the name of the organization to oppose such policies or program. This does not abridge the right of individual members to present personal opinions in their own names.
3. Each member, in good standing, shall be entitled to one vote on each matter submitted to a vote of the members.
4. A member is in good standing as long as the member's dues are paid.
5. Membership is not transferable or assignable.

## **ARTICLE VI. CESSATION OF MEMBERSHIP**

1. A member wishing to resign from WG-USA should communicate her resignation in writing to the Secretary.
2. WG-USA shall strike from the membership roll a member who has failed to pay dues for a period of one (1) year.
3. The Board of Directors, by a two-thirds (2/3) affirmative vote of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

4. If the expelled member is not satisfied with the decision of the Board, the expelled member has the right to appeal to the Membership Committee of the IFUW.

## **ARTICLE VII. OFFICERS**

The officers of the WG-USA shall be a President, a Secretary, a Treasurer, and a Coordinator for International Relations (CIR), and such other officers as the Board of Directors shall determine. Officers are the representatives of the membership and shall be elected by them. Officers shall present reports to the membership annually.

1. The President shall preside at all meetings of the members and the Board of Directors; be ex-officio member of all committees except the Nominating Committee; have the executive power of supervision and management pertaining to the office and as designated by the Board of Directors; and be the official representative of the WG-USA except as noted in Art. VII. 4. The President may call upon the Coordinator for International Relations or another member to act on her behalf.
2. The Secretary shall keep the minutes of all meetings of the members and the Board of Directors; maintain updated lists of Officers, Board members and membership; maintain a permanent Record Book; be the authorizing officer for the use of the corporate seal; file any certificates required by any federal or state statute; attend to all correspondence of the organization except as otherwise provided; send every member mailings as needed; and execute all other duties of the office of Secretary.
3. The Treasurer shall be responsible for the supervision of the financial affairs of WG-USA; see that full and accurate accounts are kept of all receipts and disbursements, and all monies are deposited in the name and to the credit of WG-USA; be authorized to sign or endorse checks, drafts, notes and orders for payment of money; make extraordinary disbursements only on the authority of the Board of Directors; furnish a bond, at the expense of WG-USA, the amount of such bond to be approved by the Board of Directors. The Treasurer shall prepare regular financial reports and annual financial statements for the Board and the membership.
4. The Coordinator for International Relations (CIR) shall be the official liaison between WG-USA and IFUW; shall coordinate the implementation of IFUW resolutions that refer to action recommended be taken by the National Federations and Associations (NFAs); oversee the management of an international visitors program; and any other duties designated by the Board of Directors.

## **ARTICLE VIII. BOARD OF DIRECTORS AND COMMITTEES**

1. The Board of Directors shall be composed of no fewer than nine (9) members nor more than eleven (11) members including the President, Secretary, Treasurer, Coordinator for International Relations (CIR), Program Convener, Membership Convener, Communications Convener, Public Policy Director and three (3) members-at-large, all of whom shall be elected by the membership. The Board shall be the governing body of the Corporation and shall conduct the business of the Corporation between meetings of the membership. A quorum of the Board shall be a majority of its members.
2. There shall be Standing Committees; Task Forces and others committees, as deemed necessary, which shall be appointed by the Board of Directors.

#### **ARTICLE IX. VOTING**

1. All members whose dues are currently paid shall be entitled to vote at membership meetings.
2. Membership meetings may be conducted in person, or through electronic means.
3. Unless otherwise stipulated in these Bylaws (see Article XV. Amendments to the Bylaws), decisions shall require a majority vote. Election of officers and Board members shall require a majority vote when one or two (2) candidates are running for a position; more than two (2) candidates for a position, preferential voting shall elect.
4. Voting in person, electronically and mail-in ballots shall be allowed.
5. Visiting IFUW members shall have the right to speak, but not to vote.

#### **ARTICLE X. MEETINGS**

1. Meetings of the Board of Directors shall be held at least twice a year, in person, or by electronic communication.
2. The Annual General Meeting (AGM) of the membership shall be held within the last six (6) months of each year for the purpose of voting on WG-USA business including officer and Board elections, bylaws amendments, resolutions and approval of the annual financial review. The time and method of meeting shall be set by the Board of Directors. The date of the Annual General Meeting may be changed by the Board of Directors upon notification to the membership at least thirty (30) days prior to said meeting.
3. A quorum shall be ten percent (10%) of the membership.

4. Special meetings of the membership may be called by the President, the Board of Directors, or not less than one-third (1/3) of the membership.
5. Written or electronic notice stating the place, day and hour of any meeting of the membership shall be delivered not less than thirty (30) days before the date of such meeting.

#### **ARTICLE XI. NOMINATIONS, ELECTIONS AND TERMS OF OFFICE**

1. Members of the Board of Directors shall be elected by the membership at the AGM for a term of three (3) years. No member shall serve on the Board for more than two consecutive terms except to accede to the presidency for one further term.
2. The Nominating Committee shall circulate a call for nominations to the membership at least two (2) months prior to the election. Candidates for office may be proposed by any member, provided written consent of the candidate is obtained in advance.
3. No member shall hold more than one elected position on the Board at the same time, nor shall any member be nominated for more than one position in an election.
4. In the event that there are not enough candidates to fill all the positions, the Board of Directors may call for candidates at the time of the Annual General Meeting.
5. All vacancies in office shall be filled by the Board of Directors.

#### **ARTICLE XII. FINANCES**

1. The WG-USA shall be a non-profit corporation and as such no direct financial benefit shall accrue to any member or donor.
2. The assets of the WG-USA shall be comprised of the dues of the members, donations from the private and public sector, gifts and legacies, and tangible purchases.
3. The WG-USA shall pay the annual membership dues to the International Federation of University Women as required in the IFUW Constitution.
4. The fiscal year shall be from January 1 through December 31 inclusive.

#### **ARTICLE XIII. INTERNATIONAL RELATIONS**

1. The Coordinator for International Relations (CIR) shall be elected to represent the WG-USA on the IFUW Council.
2. All meetings and activities of WG-USA shall be open to visiting members of other IFUW national federations and associations and to IFUW Independent Members.

#### **ARTICLE XIV. PARLIAMENTARY PROCEDURE**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the WG-USA in all instances in which they are applicable and in which they are not inconsistent with these Bylaws and the laws of the State of Iowa.

#### **ARTICLE XV. AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended at any Annual General Meeting or Special Meeting called for that purpose by a majority vote of those voting at the Annual General Meeting or Special Meeting, provided notice of intention shall have been contained in the notice of the meeting. A two-thirds (2/3) vote of the members voting shall be needed to amend without previous notice. The vote on an amendment, without previous notice, shall be ratified by the membership within two (2) months of the vote taken.

#### **ARTICLE XVI. INDEMNIFICATION**

The Officers, Board of Directors, and Appointed Representatives of WG-USA shall be indemnified and held harmless for any acts and/or omissions in connection with their official duties on behalf of WG-USA unless the aforementioned person (s) are adjudged therein to be guilty of malfeasance and/or gross negligence in the performance of her/their respective duties.

#### **ARTICLE XVII. CONFLICT OF INTEREST**

WG-USA shall adhere to a Conflict of Interest Policy which shall be regularly reviewed.

#### **ARTICLE XVIII. DISSOLUTION**

A vote to dissolve WG-USA shall be approved by a two-thirds (2/3) vote of the membership.

In the event of the dissolution of Women Graduates - USA, Inc., the Board of Directors, after payment of all liabilities has been made, shall make assignments and disbursements of the remaining assets to such organizations as qualify under the Internal Revenue Code and subject to the laws of the State of Iowa.

Adopted: October 25, 2007  
Amended: April 9, 2008  
Amended: April 24, 2008  
Amended: October 17, 2009