

**COLLEGE CLUB WEST**  
**ARTICLES OF INCORPORATION**  
**As of July 1, 1954**  
**(Selected Sections)**

**Section 1. Name.** The name of this organization shall be College Club West.

**Section 2. Purposes.**

- To promote and stimulate the educational, cultural, civic and social interests of its members and the residents of the community.
- To accomplish the aforesaid on a non-partisan, non-sectional, non-sectarian basis, without lending its influence or participating in the election of, or appointment of any candidate for any public office.
- To accomplish the aforesaid purposes without pecuniary gain or profit to any of its members, officers, or trustees.

**CODE OF REGULATIONS**

**Amended and Restated as of November 2, 2022**

**ARTICLE I. Membership.**

**Section 1.** Membership in College Club West (the “Club”) shall be of two classes: Regular and Life.

**a. Regular Members.** Any woman who has a bachelor’s degree from an accredited degree-granting college or is a Registered Nurse may be eligible for Regular membership.

**b. Life Members.** Past Presidents of the Club who have been members for 25 years shall be made Life Members. Any member who has had 50 years of membership shall also be made a Life Member. They shall have all the privileges of Regular members, but shall not pay dues; however, but shall pay for printed publications as requested.

**Section 2. Applications.** Applications for membership and academic credentials shall be submitted to the Membership Director for verification. A meeting with the Membership Director shall be required for admission to membership.

**Section 3. Foreign Certificates.** The Board of Directors shall determine in individual cases what foreign, higher or honorary degree or certificate shall qualify the holder for membership in the Club.

**Section 4. Reinstatement.** Any former member of the Club shall be eligible for readmission upon payment of current dues.

**Section 5. Resignations.** All resignations shall be presented in writing to the Treasurer or the Membership Director.

## **ARTICLE II. Officer and Director Elections.**

**Section 1. The Officers** shall be President, President-Elect, Secretary, Treasurer, Assistant Treasurer and Webmaster.

The Officers shall be elected annually by the Board of Directors at its April meeting. A majority of the Directors at a meeting at which a quorum is present shall elect the Officers.

The President, President-Elect and Secretary shall be elected from those members of the Board of Directors whose terms of office do not expire at the next Annual Meeting.

The Treasurer and Assistant Treasurer need not be Directors and shall be elected by the Board of Directors with the recommendation of the Funds Investment Committee. The Treasurer will receive an annual stipend to be determined by the Board of Directors and will be committed to no less than a three-year term.

The Webmaster need not be a Director and shall be elected by the Board of Directors with the recommendation of the President. The Webmaster will receive an annual stipend to be determined by the Board of Directors and will be committed to no less than a three-year term.

The newly elected Officers shall transition roles starting at the close of the regular Annual Meeting.

**Section 2. Board of Directors** The Club shall be governed by a Board of Directors consisting of at least three and no more than twelve members, which number will be fixed by the Board of Directors. The Directors will be classified into two classes, nearly equal in number as possible, designated Class I and Class II. The Directors first elected to Class I will hold office for a term expiring at the Annual Meeting in 2024 and the Directors first elected to Class II will hold office for a term expiring at the Annual Meeting in 2025. At each succeeding Annual Meeting, the successors to the class of Directors whose term expires at that meeting will be elected to hold office for a term expiring at the Annual Meeting held in the second year following the year of their election. Whenever any vacancy occurs, the Nominating Committee shall make recommendations and the Board shall elect a new member to fill the unexpired term.

The Board of Directors shall meet once each month, with the exception of one summer month. Any member of the Board of Directors who is absent from fifty percent of the meetings may be removed as a Director at the discretion of the Board.

The Board of Directors shall have the power to transact all business of the Club, except as limited by Article IX.

**Section 3. Tenure of Office.** No member of the Board of Directors shall serve more than two successive terms. However, any Director who is filling an unexpired term and has served for only one year or less, is eligible to serve on the Board for two successive full two-year terms.

**Section 4. Annual Election.** Nominations for the Board of Directors shall come from the Nominating Committee or from a member physically present at the Annual Meeting. Nominees for the Board shall be announced in the College Club West Bulletin and at a General Meeting. Each member shall be permitted to cast one vote for each of the authorized number of nominees standing for election to the Board, but may not cumulate their votes for one nominee. A member's ballot may be mailed to the Club or submitted to the Club by electronic means, such as email, but must be received by the Club by the end of business the day before the Annual Meeting. The Nominees receiving the greatest number of votes shall be elected.

### **ARTICLE III. Duties of Officers and Directors.**

**Section 1. President.** The President shall preside at all meetings of the Club. She shall be an ex-officio member of all Committees, except the Nominating Committee. She shall report to the Club from time to time any actions taken by the Board of Directors, which are deemed to be of general interest to the membership.

**Section 2. President-Elect.** In the absence of the President, the President-Elect shall perform the duties of the President. In the second year of her two-year term as a Director, the President-Elect will serve as the President. She will assist in the organization of the Club's Interest Groups. She will assist members on a waiting list of any Interest Groups to form a new Interest Group. If an Interest Group is without a Chair, said Interest Group will be placed on hiatus.

**Section 3. Secretary.** The Secretary shall keep the minutes of the Annual Meeting of the Club, all minutes of meetings of the Board of Directors, and of all General Meetings where voting occurs. She will keep copies of all minutes and handouts and compile and publish an annual report of the major actions of the Board of Directors. She shall give notice of all meetings and shall conduct the business and social correspondence of the Club, welcome notes to new members, invitations to new Life Members and new Board members to the spring luncheon, and send invitations to the Auditor, and others designated by the Board, to the Annual Meeting.

**Section 4. Treasurer.** The Treasurer shall collect all annual dues and deposit the same, together with all other monies received by the Club, in a bank approved by the Board of Directors. She or the Assistant Treasurer shall sign all checks and pay all bills when the same have been properly approved for payment by the Board of Directors. She shall keep the books of the Club, make monthly reports at meetings of the Board of Directors, and submit a yearly report to the members at the Organizational Meeting of the Club in September. She will file annual reports with the U. S. Internal Revenue Service and the Ohio Attorney General's Office. She will send the Club's scholarship checks directly to the recipients' educational institution. The position of Treasurer shall be bonded; the bond premium shall be paid by the Club. The amount of the bond shall be determined by the Board of Directors. The Treasurer shall be a member of the Funds Investment Committee.

**Section 5. Assistant Treasurer.** In the Treasurer's absence or in the event of her inability to act, the Assistant Treasurer shall perform all the duties of the Treasurer. The Assistant Treasurer shall be a member of the Scholarship Committee and the Funds Investment Committee. The Assistant Treasurer will prepare a proposed budget for the coming year with the assistance of the Treasurer. She will chair the Budget Meeting for the coming year where the budget is approved by the Board of Directors, receive and deposit all donations to the Club's scholarship fund, and send letters of acknowledgment to all donors and honoraria. She will prepare the scholarship fund report for publication and inform the Board of Directors and Scholarship Director of the amount available for scholarship grants. The position of Assistant Treasurer shall be bonded; the bond premium shall be paid by the Club. The amount of the bond shall be determined by the Board of Directors.

**Section 6. Webmaster.** The Webmaster shall be responsible for updating and maintaining the Club's website, the Club's various email accounts and the Club's social media. She will advise Board members on improvements to the sites, and act as a clearinghouse for all information being added to all social media with Board interface as needed. She will distribute the email Bulletin and updates as needed. She will assist other Committees and Interest Groups with technology issues.

**Section 7. Hospitality/House Directors.** Two members of the Board of Directors will be appointed by the Board of Directors as the House/Hospitality Directors and will work together and support each other to carry out their duties. They shall purchase supplies and provide refreshments for the General Meetings. The Hospitality Director shall invite new members and Regular members to assist with refreshment at the General Meetings as needed. She will handle all details of the fall and holiday meals. The House Director shall be the representative of the Board of Directors who shall make arrangements for the use of space and facilities for General Meetings of the Club. Together with the President, she shall sign all contracts for such space and facilities upon approval by the Board of Directors. She will provide the Welcoming Table at each General Meeting, including a sign-in process, guest book and nametags.

**Section 8. Membership Director.** A member of the Board of Directors will be appointed by the Board of Directors as the Membership Director and will have charge of all the membership records and applications. She must have email, computer and word processing skills. She shall keep an accurate and official list of names, addresses and pertinent information of all members. She is responsible for the preparation and accuracy of the membership roster. She will provide an accurate mailing list to the Club and handle all returned mail. She will meet with applicants for membership and present their application to the Board of Directors. She will provide opportunities for new members to meet and socialize. She will provide and distribute informational materials to assist in recruiting new members.

**Section 9. Parliamentarian.** The President shall appoint a Parliamentarian from the current Board of Directors. The Parliamentarian shall advise the Board regarding compliance with Robert's Rules of Order.

**Section 10. Press/Historian Director.** A member of the Board of Directors will be appointed by the Board of Directors as the Press/Historian Director, whose duties are to publicize the Club's events, programs and scholarship awards to local media. She will work together with the Webmaster to publicize events through social media. The Press/Historian Director collects and may create memorabilia of the current year activities of the Club and submit them to the Webmaster for archiving.

**Section 11. Program/Special Events Director.** A member of the Board of Directors will be appointed by the Board of Directors as the Program/Special Events Director and shall plan and supervise the programs and entertainment given by the Club. She will secure venues, food service, speakers and programs for the Club's meetings and special events and handle all communications concerning them. She shall notify the Hospitality/House Directors well in advance of any special facilities or equipment needed for each program. It is anticipated that Directors rotating off of the Board will serve as Chairs of the special events.

**Section 12. Publications Director.** A member of the Board of Directors will be appointed by the Board of Directors as the Publications Director who must have email, a computer and word processing skills. She shall assemble and edit to ensure accuracy the material for the Bulletin, the membership roster and any other Club publications, and meet deadlines for publication. The Club leadership and members will provide articles and event information in a timely manner to the Publications Director. She will supply the Webmaster with an electronic version of the Bulletin and other pertinent information.

#### **ARTICLE IV. Meetings and Reports.**

**Section 1. Regular Meetings** of the Club shall be scheduled by the Board of Directors. The Annual Meeting of the Club shall be held at the close of the Club's year. Not less than 10 days nor more than 60 days before the date fixed for any Regular Meeting, Annual Meeting or special meeting of the Club at which a vote is to be taken, notice of the meeting shall be given by mail or by electronic means, such as email.

**Section 2. Time of Board Meetings.** The regular meetings of the Board of Directors of the Club shall be held each month, with the exception of one summer month. Sufficient notice shall be given to the Directors of the regular meetings and any special meeting of the Board.

**Section 3. Reports.** The Officers and Directors shall report at each regular meeting of the Board of Directors as necessary and appropriate. Any member in good standing may attend any Club Board meeting as a non-voting observer.

**Section 4. Quorum and Voting.** A majority of the members of the Board of Directors shall constitute a quorum for Board meetings. The affirmative vote of a majority of the Directors present at a Board meeting at which a quorum is present shall be necessary for approval of Board actions. With respect to meetings of members at which a vote is to be taken, except with respect to meetings where votes are to be taken pursuant to Article XII, the members present casting a vote in person, by mail or by electronic means, such as email, shall constitute a quorum for the Club. The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for approval of Club actions, unless a higher percentage is required by Ohio law.

#### **ARTICLE V. Standing Committees.**

**Section 1. Standing Committees** are established by the Board of Directors. The Committee Chairs of the Standing Committees shall be a Director appointed by the Board of Directors. All Chairs shall maintain a notebook of their duties and pass this notebook to the new Chair at the Board of Directors meeting held in June.

**Section 2. Nominating Committee.** The Nominating Committee shall consist of at least three and no more than five members, who shall serve for one year, plus the President-Elect. No member of the Nominating Committee shall serve for more than two consecutive years.

- a. The Nominating Committee shall prepare two slates of nominees to be elected annually: a slate of nominees for the Board of Directors and a slate of nominees for the next Nominating Committee.

- b. It shall be the duty of the Nominating Committee to provide the names of the in-coming Nominating Committee and to make recommendations to the Board of Directors to fill any vacancy on the Board, which may occur during the year.

**Section 3. Funds Investment Committee.** The purpose of the Funds Investment Committee shall be to invest the College Club West Scholarship Endowment Funds to obtain optimum return. In addition, the Funds Investment Committee shall make recommendations on the application of all funds beyond the budget. The Committee will consist of at least three and no more than four members, each of whom shall serve for four years, plus the President, Treasurer and Assistant Treasurer. The incoming President shall appoint one member to the Committee each year with the approval of the Board of Directors. Decisions of the Committee shall be final.

**Section 4. The Scholarship Committee.** The purpose of this committee is to select women to receive scholarship grants to further educational achievement. The Scholarship Committee will consist of at least three and no more than six members, each of whom will serve for three years, plus the President and Assistant Treasurer. The incoming President shall recommend two members to the Committee each year with the approval of the Board. Decisions of the Committee shall be final.

**a. Financing.** The money available for scholarships will come from interest and dividends accrued from the scholarship funds and donations received by June 30th of the fiscal year. [Consider adding: No donations can be added to the scholarship fund unless designated by the donor. All monies donated during the Club's year must be awarded in that year's scholarship grants.] There will be no money-making activities to benefit the scholarship fund.

**b. Eligibility.** Women who are at least 25 years of age, who live in Cuyahoga County and near-by counties, and who wish to pursue an undergraduate or graduate degree program may apply.

**c. Awards.** One or more tuition grants will be given for any fiscal year, the amount to be determined by the Scholarship Committee. Recipients may reapply. The grants may be used for any field of study leading to a degree. Tuition will be paid directly to the institution.

**d. Applications.** Applications are available at the Club's website. Completed forms and supporting letters must be submitted by the deadline set by the Chair of the Scholarship Committee. Awards will be announced at the Annual Meeting.

**e. Scholarship Recipients.** Recipients will be chosen on the basis of academic record, goals, commitment and need. No member of the Club or her family is eligible for tuition grants.

#### **ARTICLE VI. Dues.**

**Section 1. Annual Dues.** The annual dues shall be as determined by the Board of Directors. Dues are payable on or before April 15th for the ensuing fiscal year. If such dues are not paid by that date, dues will become delinquent. If the dues are not paid by June 30th, membership in the Club shall be forfeited.

**Section 2. New Members.** Applicants admitted to membership after January 1 of each year shall pay no dues until April 15th for the next year.

#### **ARTICLE VII. Fiscal Year.**

The fiscal year of the Club is from July 1 to June 30 of the following year.

#### **ARTICLE VIII. Auditor.**

The Board of Directors shall appoint an Auditor who shall receive for audit the accounts of the Treasurer within one month following the end of the fiscal year.

#### **ARTICLE IX. Extraordinary Indebtedness.**

No extraordinary debt shall be contracted, and no extraordinary financial action shall be taken by the Board of Directors without the consent of the Club obtained at a meeting called for that purpose.

#### **ARTICLE X. Parliamentary Authority.**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Club in all cases in which they are applicable and in which they are not inconsistent with this Code of Regulations.

#### **ARTICLE XI. Indemnification.**

**Section 1. Rights of Indemnification.** The Club shall indemnify any Director, Officer, employee, agent or volunteer of the Club to the fullest extent provided by or permissible under the Ohio Nonprofit Corporation Law.

**Section 2. Purchase of Insurance.** The Club may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, agent or volunteer of the Club.



**ARTICLE XII. Amendments.**

This Code of Regulations may be amended, added to or replaced at any regular meeting of the Club, or at a special meeting called for that purpose. A quorum of ten percent of the membership is required to amend the Club's Code of Regulations. Members present casting a vote in person shall count toward the establishment of a quorum. A majority of all members present and voting in person at such meeting is required for adoption. The proposed change or amendment must have been first presented to the Board of Directors at a regular meeting of the Board and then mailed or sent electronically, such as by email, to each member of the Club not less than 10 days nor more than 60 days before the meeting at which action thereon is taken.

**ARTICLE XIII. Dispersing College Club West Funds in Case of Club's Dissolution.**

The membership of the Club or its Board of Directors may vote to accept a resolution of dissolution at a special meeting called for that purpose in accordance with the Ohio Nonprofit Corporation Law. Upon the dissolution of the Club, the Board of Directors shall develop a detailed plan to satisfy all debts and obligations and to dispose of all remaining assets to a foundation(s) qualifying under section 501(c)(3) of the Internal Revenue Code. Assets of the Club shall be designated for the purpose of educational scholarships for women over 25 years of age within Cuyahoga County and adjacent counties

## **STANDING RULES FOR COLLEGE CLUB WEST**

### **Amended and Restated November 2, 2022**

Standing Rules are those rules adopted by the Board of Directors that relate to the details of administration of College Club West (the “Club”). They may be supplemented or amended by a majority vote of the Board of Directors.

1. All checks for all events should be made payable to College Club West, excluding groups.
2. A roster will be printed every year.
3. New members will be introduced at a General Meeting.
4. There will be a Statutory Agent in accordance with the Ohio Nonprofit Corporation Law.
5. Newly elected Directors and Nominating Committee members will be introduced at the Annual Meeting in June.
6. The Board of Directors will set the calendar of Board Meetings, General Meetings and special events.
7. The Annual Meeting will be held the first week in June.
8. College Club West Interest Groups:
  - a. Any Club members may form an Interest Group and inform the President-elect. Interest Groups should not schedule meetings on the same dates as General Meetings and special events of the Club.
  - b. A non-member is one who is not eligible to join the Club. All participants, if eligible, are expected to join the Club.
  - c. An Interest Group, which decides to include non-members, should limit this participation and must include all interested Club members before including non-members.
  - d. A non-member of the Club may participate in no more than two Interest Groups and shall pay an annual fee designated by the Board of Directors for each Interest Group she joins. The fee shall be collected by the Interest Group’s Chair and paid to the Treasurer of the Club.
9. The budget may include a carry-over from year-to-year.

**COLLEGE CLUB WEST SOCIAL MEDIA POLICY**

This policy governs the use of social media by College Club West (“CCW”) members and designated social media administrators, which may include Officers, Directors and Interest Group Chairs of CCW. For the purposes of this policy, “social media” means any facility for online publication and commentary, including blogs, wikis, and social networking sites, such as Facebook, LinkedIn, Twitter, Pinterest, Flickr and YouTube.

CCW uses social media to empower our purpose as a nonprofit organization. It is in the best interest of CCW to be aware of and participate in the sphere of the online community, interaction and idea exchange so that the CCW might promote the educational, cultural, civic and social interests of CCW’s current and potential new members.

By engaging in any aspect of CCW social media presence, which includes posting, commenting and sharing content, users of the CCW social media sites agree to uphold CCW values. Posts should be relevant to areas of interest for CCW members. Content posted should be short, respectful, authentic, honest and not inflammatory. Content may be removed at the discretion of an administrator. A simple request by members with no reason needed will have any photos removed or untagged immediately.

Individuals who do not wish photos of themselves to be used on any online site can **OPT OUT** by emailing the CCW Press/Historian Director and Webmaster or submitting the **OPT OUT** form below to either person. It is the responsibility of individual members to tell a photographer at CCW event that they do not wish to be in a picture.



**CCW PHOTOGRAPH OPT OUT FORM**

**I wish to OPT OUT of having my photograph published on any College Club West website or social media platform.**

- Fill out the form below.
- Send the form to the Press/Historian Director and/or Webmaster by mail to her home address or by handing the form to her at a General Meeting.
- Members also may email this information to the Press/Historian Director or Webmaster.

Name (please print) \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_