

Now come the members of,
College Club West, Inc.,
to cause an amendment to the constitution of,

College Club West, Inc.,
herein to be known as the 'Bylaws'.

Revised May 7, 2025

BYLAWS

ARTICLE I. – The Corporation.

A. The name of this organization shall be College Club West, Inc., herein the 'Club', incorporated in the State of Ohio.

ARTICLE II. – Purpose.

A. The purpose of the Club is to promote and stimulate the educational, cultural, civic, and social interests of its female members and the residents of the community. The Club shall attempt to pull other women forward through the awarding of educational grants as well as through other activities which promote the well-being of women in society. To accomplish the aforementioned 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.

ARTICLE III. – Membership.

A. Membership in College Club West, Inc. shall be of two classes: Regular and Life.

1. 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.

2. 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.

B. 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.

C. Reinstatement.

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

D. Resignations.

All resignations shall be presented in writing to the Treasurer or the Membership Director.

ARTICLE IV. – Directors and Officers.

A. Directors.

1. The Corporation shall be governed by a Board of Directors consisting of at least three and no more than fourteen members, which number shall be fixed by the Board of Directors. In an effort to maintain continuity of functioning, the Board of Directors shall attempt to establish a staggered board configuration to the greatest extent possible. 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 delineated by Article X.

2. The Club shall have a Self-Perpetuating Board. The directors shall be elected by the sitting Board of Directors from nominations made by the Nominating Committee. Only persons nominated as candidates for director shall be eligible for election as directors. Directors may vote in person, by authorized communication methods, or by mail. The candidate(s) receiving the largest number of votes shall be elected. The election of new Directors shall occur annually at a Board of Directors meeting held in the month of April. Newly elected Directors shall transition roles commencing at the close of the annual Board of Director meeting in June.

3. No contractual obligation shall exist between the Club and its Directors.

4. There shall be no remuneration made to the directors, officers, or committee members of the Club at any time, save the exceptions made in Article V, Items D and E.

B. Officers.

1. The Board of Directors of the Club shall nominate and elect individuals from the Club's board of directors to serve as Officers of the Club. The following Officer positions shall be elected: President, President-elect, Treasurer, and Secretary. Only persons nominated as Officer candidates shall be eligible for election as an Officer. A simple majority of the Directors at a meeting at which a quorum is present shall elect the Officers. Directors may vote in person, by authorized communication methods, or by mail. The Officer candidate receiving the largest number of votes shall be elected to the designated Officer position. The length of term of an elected officer shall be one year save the offices of the Treasurer and the Secretary. The newly elected Officers shall transition roles commencing at the close of the annual Board of Director meeting in June. An officer's term of office shall cease upon the expiration or termination of the officer's position as a director of the Club.

2. No contractual obligation shall exist between the Club and its Officers.

3. There shall be no remuneration made to the directors, officers, or committee members of the Club at any time, save the exceptions made in Article V, Items D and E.

C. Length of term.

The length of term for Officers and Directors shall be as follows: The terms for all Directors shall be two years save the President, President-elect, Treasurer, and Webmaster. The length of term for the offices of President and President-elect shall be for one year. The length of term for the office of Treasurer shall be three years. The length of term for the Webmaster shall be three years.

ARTICLE V. – Duties of Officers and Directors.

A. 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. The President shall be a member of the Funds Investment Committee. In the event a tie vote occurs in any matters requiring a vote by the Board of Directors, the President shall cast the tie-breaking vote.

B. 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 shall serve as the President. The President-Elect shall prepare the proposed budget for the coming year with the assistance of the Treasurer to be presented to the Board of Directors for review and approval. She shall assist in the organization of the Club's Interest Groups. She shall 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 shall be placed on hiatus.

C. 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 shall 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, invitations to new Life Members and new Board members to the spring luncheon, and send invitations to others designated by the Board, to the Annual Meeting.

D. 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 President 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 shall be responsible for the timely filing of annual income tax returns to the Internal Revenue Service and organizational reporting to the Ohio Attorney General. She shall disburse scholarship awards to the Bursar's Office of awardees' educational institution. The position of Treasurer shall be bonded; the bond premium shall be paid by the Club. The Treasurer shall be a member of the Funds Investment Committee. The Treasurer shall serve as the Statutory Agent for CCW, Inc. The Treasurer shall cause an audit of the financial records of College Club West, Inc. annually. The Treasurer shall be paid an annual stipend, the amount of which is to be determined by the Board of Directors.

E. 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 shall 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 shall distribute the email Bulletin and updates as needed. She shall assist other Committees and Interest Groups with technology issues. The

Webmaster shall be paid an annual stipend, the amount of which is to be determined by the Board of Directors.

F. Hospitality and House Directors.

Two Directors shall be appointed by the Board of Directors to serve as the Hospitality Directors and shall 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(s) shall invite new members and Regular members to assist with refreshment at the General Meetings as needed. She/they shall 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 shall provide the Welcoming Table at each General Meeting, including a sign-in process, guest book and nametags.

G. Membership Director.

A member of the Board of Directors shall be appointed by the Board of Directors as the Membership Director and shall 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 shall provide an accurate mailing list to the Club and handle all returned mail. She shall meet with applicants for membership and present their application to the Board of Directors. She shall provide opportunities for new members to meet and socialize. She shall provide and distribute informational materials to assist in recruiting new members.

H. 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.

I. Press/Historian Director.

A member of the Board of Directors shall 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 shall 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.

J. Program/Special Events Director.

A member(s) of the Board of Directors shall 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/they shall secure venues, food service, speakers and programs for the Club's meetings and special events and handle all communications concerning them. She/they 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 shall serve as Chairs of the special events.

K. Publications Director.

A member of the Board of Directors shall 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 shall provide articles and event information in a timely manner to the Publications Director. She shall supply the Webmaster with an electronic version of the Bulletin and other pertinent information.

ARTICLE VI. – Meetings and Reports.

A. Club Meetings.

Regular meetings of the Club shall be scheduled by the Board of Directors. The annual meeting of the Club shall be the last General Meeting of the year which is the Scholarship Banquet. Notice of the meeting shall be made by mail or by authorized communication methods.

B. Board Meetings.

A meeting of the Board of Directors shall be convened each month, unless otherwise directed by the President, with a minimum of one meeting required annually. Sufficient notice shall be given to the Directors of the regular meetings and any special meeting of the Board.

C. 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.

D. Quorum and Voting.

A simple majority of the members of the Board of Directors shall constitute a quorum. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be necessary for approval of Board actions.

With respect to meetings of the membership at which a vote is to be taken, the members present casting a vote in person, by mail, or by authorized communication methods 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.

ARTICLE VII. – Committees.

A. Formation.

Committees shall be established by the Board of Directors as needed. The Chairs of the Committees shall be a Director or member 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.

B. 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.

1. The Nominating Committee shall identify and enlist qualified nominees to be selected for positions as Directors annually and to make recommendations to fill any vacancy on the Board. The Nominating Committee shall identify and enlist qualified nominees to serve on the next Nominating Committee.

C. Funds Investment Committee.

The purpose of the Funds Investment Committee, herein the 'FIC', shall be to manage the investment assets held by the College Club West Scholarship Foundation, Inc., herein the 'Foundation'. Pursuant to the Bylaws of the Foundation, the Board of directors from CCW, Inc. shall appoint three members to serve on the FIC. Two of the three members of the FIC emanating from CCW, Inc. shall consist of the President, the Treasurer, as well as, one other member of CCW, Inc. Donations received by the Foundation in any given fiscal year from members of CCW, Inc. are to be awarded in the subsequent fiscal year. Up to 20% of donations made in a given fiscal year may be allocated toward the investment assets held by the Foundation at the discretion of the FIC. The CCW Scholarship Foundation has final authority over the Foundation's investment assets.

D. The Scholarship Committee.

The purpose of this committee is to select women to receive scholarship grants to further educational achievement. The Scholarship Committee shall consist of at least three and no more than six members, each of whom shall serve for three years, plus the President. 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.

1. Funding.

The funding of scholarships shall come from the CCW Scholarship Foundation, Inc. There shall be no solicitation of donations outside the membership of CCW.

2. Eligibility.

Priority is to be given to women seeking bachelor's or advanced post-secondary educational degrees who have delayed pursuing post-secondary educational degrees subsequent to the completion of secondary educational requirements or to women who have reentered the work force or to women transitioning careers or to women pursuing career advancement. Scholarship awards may also be given to women who are in at least their third year of a bachelor's program. All award candidates must live in Cuyahoga County or surrounding counties.

- a. As gender disparities continue to exist in many areas of occupational endeavor, it remains necessary to remediate these disparities. The Scholarship Committee shall attempt to remediate these disparities through the awarding of scholarship awards to women seeking bachelor's or advanced post-secondary educational degrees in areas of occupational endeavor underrepresented by women.
- b. It shall fall upon the Scholarship Committee to identify areas of occupational endeavor in which gender disparities exist, and with good care and thoughtful consideration, execute the award of scholarship grants to women seeking bachelor's or advanced post-secondary educational degrees in areas of occupational endeavor underrepresented by women.

3. Awards.

One or more grants may be awarded for secondary education costs in any given fiscal year, the amount of each to be determined by the Scholarship Committee. Recipients may reapply annually. Grants may be used for any field of study leading to a degree. Awards are for tuition only and are to be paid directly to the Bursar's Office of the recipient's educational institution.

4. 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 shall be announced at the Annual Meeting.

5. Scholarship Recipients.

Recipients shall 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 VIII. – Dues.

A. Annual Dues.

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

B. New Members.

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

ARTICLE IX. – Fiscal Year.

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

ARTICLE X. – Debt and Extraordinary Financial Action

A. No debt shall be incurred nor shall any extraordinary financial action be taken by the Board of Directors without the approval of the membership of the Club obtained at a meeting called for such purpose.

ARTICLE XI. – Parliamentary Authority.

A. The rules contained in the current edition of 'Robert's Rules of Order' shall govern the Club in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII. – Ex Officio Director.

A. The Board of Directors may appoint an Ex Officio Director(s) at any time to serve in an advisory capacity. The Ex Officio Director(s) shall not be authorized to vote upon any matters which require a vote by the Board of Directors.

ARTICLE XIII. – Authorized Communication Methods.

A. Authorized communication methods as referenced in this document shall refer to modes of communication including electronic mail (i.e., 'email'), video conferencing or other audio-visual means, or telefacsimile (i.e., 'fax').

ARTICLE XIV. – Indemnification.

A. The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Club against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which she may become involved by reason of her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Club.

B. The indemnification provided hereunder shall inure to the benefit to the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and exclusive of all rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

C. Purchase of Insurance.

The Club may purchase and maintain Director and Officer insurance for the benefit of any person who is or was a Director, Officer, employee, agent or volunteer of the Club.

ARTICLE XV. – Amendments.

A. These Bylaws may be amended, added to, or replaced at any regular meeting of the Club, or at a special meeting called for such 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, by mail, or by authorized communications equipment, shall count toward the establishment of a quorum. A simple majority of all members present and voting 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 subsequently disseminated to each member of the Club via mail or authorized communications equipment not less than 10 days nor more than 60 days before the meeting upon which action is to be taken.

ARTICLE XVI. – Dissolution.

A. In the event the membership of the CCW, Inc. or its Board of Directors votes to accept a resolution of dissolution at a special meeting called for such purpose, in accordance with the Ohio Nonprofit Corporation Law, 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 seeking bachelor's or advanced post-secondary educational degrees who have delayed pursuing post-secondary educational degrees subsequent to the completion of secondary educational requirements or to women who have reentered the work force or to women transitioning careers or to women pursuing career advancement within Cuyahoga County or surrounding counties.

Rev. 04/04/25