

5-18-2009

UA80 By-Laws

W Club

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BY-LAWS

WESTERN KENTUCKY UNIVERSITY ALUMNI W-CLUB

ARTICLE I-NAME

Section 1. The name of the organization shall be the **Western Kentucky University Alumni W-Club**

ARTICLE II-PURPOSE

Section 1. The purposes of the organization are to:

1. serve by all proper means the interests and needs of the Alumni W-Club membership;
2. advance the ideals and standards of WKU and promote and support it's athletic programs and student athletes;
3. educate the Alumni W-Club membership about it's mission, services and benefits;
4. foster a closer fellowship, cultivate friendships, and promote goodwill among Alumni W-Club members.

Section 2. The Alumni W-Club is a not-for profit organization. The Board of Directors will approve a budget at the beginning of each fiscal year and shall provide for the distribution and allocation of all revenues. The Treasurer of the Alumni W-Club shall update the Board on the Club's revenues and expenses at each scheduled meeting. Any revenue in excess of expenditures at the end of the fiscal year shall be placed in the appropriate Alumni W-Club account.

ARTICLE III-MEMBERSHIP *(amended 5-18-09)*

Section 1. There shall be four classifications of membership in the organization: (1) Letterwinner; (2) Associate Member; (3) Honorary Member; and (4) Adjunct Member.

Section 2. Letterwinner – Any alumnus who has earned an athletic letter awarded by Western Kentucky University.

Section 3. Associate Member – Any person who does not fulfill the requirements of Letterwinner membership shall be eligible for membership by vote of the Alumni W-Club Board of Directors (minimum 75% support).

Such memberships are awarded to individuals employed at WKU in athletic support administrative positions (i.e., University President, Director of Athletics, Coaches, Director of Alumni Affairs, Executive Director of the Hilltopper Athletic Foundation, Athletics Faculty Representative, etc.).

Also eligible for Associate membership are former athletes who were on an active roster, but did not earn a letter (such former athletes must pay annual dues to remain active in the organization). And, Associate Members also include dues-paying spouses of deceased W-Club members.

Section 4. Honorary Member -- Any individual who over a long period of time establishes a record of selfless giving of his/her time, energy, support or financial resources toward the advancement of WKU athletics and/or W-Club shall be eligible for Honorary membership status. Individuals may be nominated by any W-Club member. Upon nomination, the Membership Committee will submit the name to the W-Club Board of Directors for approval. Membership as a Honorary Member will require a seventy-five percent (75%) vote of those Board Members present at a scheduled meeting (such individual must also pay annual dues to remain active in the

organization).

Section 5. Adjunct Member – Any individual who has an interest in the W-Club and has financially supported W-Club activities during the membership year at an amount accepted as worthy of membership status by the Board of Directors.

Section 6. Only Letterwinners may serve as voting members on the W-Club Board of Directors. Honorary members may fill Board positions such as secretary and treasurer. Honorary and Associate members may serve on ad hoc committees as authorized by the Board.

ARTICLE IV-OFFICERS

Section 1. The officers of the organization shall be the Immediate Past President, President, President-Elect, Treasurer, and Secretary. These officers will constitute the Executive Committee of the Board. The officers will be voted in by the Alumni W-Club membership and will officially assume their responsibilities at the first regularly scheduled Board Meeting following the annual Alumni W-Club football Homecoming Brunch.

Section 2. The Immediate Past-President shall be the individual who immediately preceded the organization's current President.

Section 3 The President shall preside at meetings of the Board of Directors and shall be privileged to attend and participate in meetings of all committees. Acting under the direction of the Board of Directors and, on its behalf, the President shall perform all acts, execute and deliver all documents, and take all steps authorized by the Board in order to effectuate the actions and policies of the Board. The President shall be entitled to vote only in the case of a tie.

Section 4. The President-Elect shall be selected annually from the membership of the Board. In the absence or disability of the President, the President-Elect shall perform all duties of the President and when so acting shall have all of the powers and be subject to all of the restrictions of the President. The President-Elect shall serve as President in the year following his/her term as President-Elect.

Section 5. The Secretary shall keep an accurate record of the proceedings of the Alumni W-Club Board of Directors. The Secretary shall keep an exact roll of the membership, and perform other duties as determined by the Board of Directors, i.e. developing and distributing the Alumni W-Club Newsletter, notifying the membership about scheduled meetings, etc.

Section 6. The Treasurer shall record and monitor all revenues for the Alumni W-Club. He/she will initiate any transactions of said revenues in the name of the WKU Alumni W-Club in the appropriate account and disperse revenues as designated by the Board of Directors on behalf of the W-Club membership.

Section 7. Any Officer of the Board of Directors may be removed with cause by a seventy-five percent (75%) of a majority of the Directors at any special meeting of the Board of Directors called for that purpose or at any regularly scheduled meeting of the Board of Directors.

ARTICLE V-BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the President, Immediate Past President, President Elect, Secretary, and, Treasurer, and not less than sixteen members that shall be elected by the

Alumni W-Club membership. Further, the Board of Directors may consist of a number of Associate and Honorary members. All members of the Board will have voting privileges. The Board of Directors shall serve as the legislative body of the Alumni W-Club possessing the power to recommend and adopt policies, procedures, and activities pursuant to the actions of the organization.

Section 2. In order to qualify as a Director, the individual must be a paying member of the Alumni W-Club and remain a member in good standing during that Director's tenure.

Section 3. The Board of Directors may with cause remove a Board member from service. Such removal shall require an affirmative vote of seventy-five percent (75%) of the Board members.

Section 4. The duties of the Board of Directors are to advise the President and oversee the administration and management of the Alumni W-Club. The Board shall approve and authorize all Alumni W-Club publications and perform all duties and responsibilities deemed necessary for the welfare of the Alumni W-Club.

ARTICLE VI-MEETINGS

Section 1. The Board of Directors shall have regularly scheduled monthly meetings. The Board, at its discretion, may cancel any meeting by a majority vote of its members.

Section 2. The Board of Directors may meet on call by the President.

Section 3. A quorum is defined as a majority of the membership of the Board. The Alumni W-Club Board may convene a monthly business meeting without a quorum, but can not vote on motions or authorize the expenditure of funds.

Section 4. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by telephone conference call or other means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at such meeting. Business may also be conducted by polling the membership of the Board via telephone or in person. These means shall constitute a binding vote.

ARTICLE VII-NOMINATION AND ELECTION

Section 1. The President shall each year appoint a Membership Committee. The Membership Committee shall present nominations from the Alumni W-Club members for membership on the W-Club Board of Directors. The Membership Committee shall not nominate any person without first obtaining the candidate's assent to election to the Board.

Section 2. The President and President-Elect shall be elected for one year terms and shall not be eligible for re-election to the same office during the next ensuing year. The Secretary and Treasurer shall be elected to one year terms and be eligible for re-election to the same office during succeeding years.

Section 3. The Board of Directors shall be appointed to four year terms. The Membership Committee shall make nominations at the September board meeting and the newly elected officers and members of the Board shall assume their responsibilities at the first regularly scheduled meeting following

the annual W-Club

Homecoming Football Brunch. Such nominations shall reflect on-going efforts to ensure that the membership of the Board of Directors is a cross section representation of Western Kentucky University former letter winners.

Section 4. To be eligible for election to an officer, a Board member shall have served on the board for a minimum of one year.

Section 5. Any vacancy on the Board of Directors shall be filled by a seventy-five percent (75%) vote of the Board of Directors. The Membership Committee shall recommend an individual for election to the unexpired term.

Section 6. Board members, after serving their four-year terms, may be re-elected to membership on the Board of Directors.

ARTICLE VIII-COMMITTEES

Section 1. The duties of all officers and committees shall be to fulfill the purposes and goals of the Alumni W-Club.

Section 2. Committees of the Board shall be standing or ad hoc. Standing committees shall be the Executive Committee, Membership Committee, Welfare/Recognition Committee, and Advancement/Development Committee.

Section 3. The Executive Committee shall consist of the President (who shall serve as Chairman), Immediate Past President, President Elect, Secretary and Treasurer. The Executive Committee shall meet only as needed.

Section 4. The Membership Committee shall develop strategies designed to significantly enhance the membership and active participation of the Alumni W-Club, i.e. plan membership drives, recommend individuals for Associate and Honorary memberships, recommend new members to the Board of Directors, etc.

Section 5. The Welfare/Recognition Committee shall develop initiatives that will allow the Alumni W-Club to achieve the recognition and privileges it rightfully deserves, i.e. Hall of Fame Induction, W-Club publicity (print and television media), W-Club benefits (tickets), student athlete initiatives, etc.

Section 6. The Advancement/Development Committee shall propose and plan activities designed to significantly increase the Alumni W-Club's financial support of WKU athletics, i.e. planning and executing fund raising activities, providing support for HAF sponsored events, actively pursuing in-kind gifts, bequests, etc.

Section 7. Ad hoc or special committees may be appointed by the President or Board for such special tasks as circumstances warrant. Ad hoc or special committees shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specially conferred by action of the Board. Upon completion of the task for which created such special committee shall stand discharged.

ARTICLE IX-(FISCAL YEAR) FINANCIAL AFFAIRS

Section 1. The fiscal year of the Alumni W-Club shall be from July 1 to June 30.

Section 2. Monthly financial and membership statements as well as a fiscal year end financial report shall be provided by the Treasurer to the Board of Directors.

Section 3. The Treasurer shall serve as the chief financial officer of the Alumni W-Club Board. Duties shall include:

1. Custodian of all financial records of the organization.
2. Authorize and execute all financial disbursements, i.e. checks, vouchers and/or requisitions. In the absence of the Treasurer, the President shall serve as the alternate signor. An alternate signor may be designated with approval of the Board.
3. Responsibility for all fiscal duties and responsibilities including receipts and disbursements.
4. Execute contracts on behalf of the organization upon prior approval by the Board.
5. Funds of the Association shall be deposited through the Western Kentucky University Foundation.

Section 4. The annual dues of the Alumni W-Club shall be determined by its Board of Directors. Any change in fee structure should be implemented at the beginning of the new fiscal year (July 1).

ARTICLE X-PROCEDURES

Section 1. Roberts Rules of Order shall govern the proceedings of all meetings of the Alumni W-Club Board of Directors.

ARTICLE XI-AMENDMENTS

Section 1. The Bylaws of the Western Kentucky University Alumni W-Club may be amended by a seventy five percent (75%) vote of the Board of Directors. Votes of absentee members shall be secured by the President or designee.

Revised - August 25, 2005

2nd Revision - September 13, 2006

3rd Revision - May 18, 2009 (Article III – Membership Definitions)