

BYLAWS

WOMEN & PHILANTHROPY AT THE UNIVERSITY OF TOLEDO

ARTICLE I

Name

The official name of this organization shall be Women & Philanthropy at The University of Toledo, hereinafter referred to as “W&P.”

ARTICLE II

Mission and Purpose

Women & Philanthropy at The University of Toledo aspires to promote the University through investments and grants to University initiatives. We are committed to forging new relationships and building a community of thoughtful, effective philanthropists among women, diverse in age, interests and backgrounds.

ARTICLE III

Goals

The goals of W&P are to:

- A. Influence and help shape the future of The University of Toledo through contributions of time, talent, grants and other monetary resources.
- B. Encourage a sense of community among W&P members.
- C. Educate and increase awareness of University needs.
- D. Promote volunteerism and effective philanthropy.
- E. Build a network that is a catalyst for positive change.

ARTICLE IV

Sponsor

The official sponsor shall be The University of Toledo.

ARTICLE V

Fiscal Resources

- A. Yearly W&P membership contributions are deposited in a spending account held within The University of Toledo Foundation. This spending account is to be used to fund W&P operating expenses and W&P grants.
- B. Interest earned from the W&P Endowed Fund is deposited in a spending account held within The University of Toledo Foundation. As directed by a majority vote of the Officers, this spending account is to be used to fund W&P operating expenses and W&P grants.
- C. The W&P Endowed Fund, a donor-advised fund within The University of Toledo Foundation, accepts contributions from members and other interested donors.
- D. The fiscal year shall run from July 1 through June 30.

ARTICLE VI

Membership

- A. Membership in W&P shall be open to all people who wish to further the mission and goals of W&P through financial support.
- B. Membership is open to any interested individual, in accordance with The University of Toledo Non-Discrimination Policy.
- C. Membership contributions are non-refundable.
- D. Members who have existing charitable pledges to The University of Toledo may not divert those pledges to fulfill their membership in W&P.
- E. Members who make their contributions on a year-by-year basis are billed on the anniversary of their join date.

F. The following categories of membership are available:

- 1) Contributing Member
 - a) Member makes a minimum of \$1,000 contribution per year to W&P.
 - b) Only members whose contributions are current shall be eligible to exercise voting privileges.
- 2) Junior Contributing Member
 - a) Member must be 40 years of age or under.
 - b) Member makes a minimum contribution of \$500 per year to W&P.
 - c) Members whose contributions are current shall be eligible to exercise voting privileges.
- 3) Legacy Member
 - a) Member makes a minimum of \$25,000 contribution to W&P that is applied to the W&P Endowment Fund. The money is invested, and W&P is able to spend the earnings from the endowment in accordance with the terms and conditions of the Endowed Fund Agreement.
 - b) Only members whose contributions are current shall be eligible to exercise voting privileges.

G. No Legacy, Contributing, or Junior Contributing Member shall have more than one vote.

H. Special Recognition Membership Categories. In order to recognize the generosity and leadership of philanthropic women at The University of Toledo, there will be two non-voting membership categories either by the request of the donor, or by the recommendation of the Executive Committee of the W&P Advisory Board. These non-voting members will be listed as members on the roster and will receive all correspondence and courtesies granted to voting members.

- 1) Honorary Member
 - a) Any woman who makes a gift of \$1 million or more to any University area. The gift must be in her name (i.e., a gift as a single woman or on her own behalf should she be married).
 - b) Cumulative giving does not apply.
 - c) The Honorary Member does not have voting privileges.
 - d) W&P will only track back to the inception of W&P (January 2006) for eligible members.
- 2) Supporting Member
 - a) Any woman, either singly or as a spouse, who makes a significant single contribution to the University of \$250,000 or more in any area.
 - b) Cumulative giving does not apply.
 - c) The Supporting Member does not have voting privileges.

- d) W&P will only track back to the inception of W&P (January 2006) for eligible members.

ARTICLE VII

Benefits of Membership

- A. Make a greater philanthropic impact with collective monetary resources.
- B. Participate in a dynamic, philanthropic, and fun organization through networking opportunities.
- C. Achieve personal enrichment from educational programming.
- D. Collaborate with others with shared values.
- E. Offer input to W&P's goals and grant awards.
- F. Share talents through participation in meetings, projects, and special events, in an environment that fosters individual and group empowerment.
- G. Learn about The University of Toledo and its various needs throughout the institution.
- H. Benefit from an opportunity to assist in building a stronger University, thereby strengthening the community.

ARTICLE VIII

Responsibilities of Membership

- A. Support the mission and goals of W&P.
- B. Act as an ambassador for W&P, assisting to attract new members.
- C. Participate at will in the work of the organization. Attendance and participation at meetings, projects, and special events is at the convenience of the member.
- D. In addition, Legacy, Contributing, and Junior Contributing Members shall:
 - 1) Vote on matters including, but not limited to, grant selections, and operational matters.
 - 2) Elect the Executive Committee members of the Board and Members-at-Large, in accordance with the procedures set forth in the W&P Bylaws.
 - 3) Honor financial commitments to W&P.

ARTICLE IX

Governance

A. The Officers of the W&P Advisory Board (“Advisory Board” hereinafter referred to as the “Board”) shall govern the organization.

- 1) The Executive Committee of the Board shall be the Chair, Vice Chair, Secretary, and Treasurer. Only members of the Executive Committee shall be eligible to vote at meetings of the Executive Committee.
- 2) The Officers of the Board shall be the elected members of the Board: Executive Committee (Chair, Vice Chair, Secretary, Treasurer), and three (3) Members-at-Large. Only Officers shall be eligible to vote at meetings of the Board.

The duties of the Officers of the Board shall be:

- a) Supporting the mission and goals of W&P through community connections, personal financial support, and new donor development.
- b) Attending meetings of the Board as established by the yearly schedule or called by the Chair of W&P, and other meetings and events of the organization.
- c) Reporting the organization’s financial condition annually to the members.
- d) Developing and overseeing policies, procedures, and programs that reflect the organization’s mission and goals.
- e) The **Chair** has general supervision of the business of the organization and presides at Board and Executive Committee meetings, and meetings of the organization. The Chair appoints all committees, subcommittees, and task forces. The Chair is the official spokesperson for the organization and all of its committees, subcommittees, and task forces.
- f) The **Vice Chair** assists the Chair and presides at meetings in the absence of the Chair.
- g) The **Secretary** keeps the minutes of all the meetings of the Board, Executive Committee, and of the organization, and performs such duties as generally relate to the office.
- h) The **Treasurer** oversees the management and reporting of the organization’s finances. The Treasurer is responsible for reviewing and reporting the

financial position of the organization at every Board and Executive Committee meeting. The Treasurer is responsible for submitting the proposed annual budget allotment for grants to the Officers for final approval.

- i) The **Members-at-Large** shall represent the general membership and serve as their advocates to the Board. There shall be three (3) Members-at-Large.
- 3) The Board shall be comprised of the Officers, the Immediate Past Chair, and the Chairs of any standing committees established by the organization.

The duties of the Board shall be:

- a) Supporting the mission and goals of W&P through community connections, personal financial support, and new donor development.
 - b) Attending meetings of the Board as established by the yearly schedule or called by the Chair of W&P, and other meetings and events of the organization.
 - c) In coordination with the organization's committees, and at the request of the W&P Chair, provide consultation, recommendations, and suggestions for policies, procedures, and programs that reflect the organization's mission and goals.
- B. The Board shall be assisted by and counseled by a Past Chairs' Council. Membership on this Council shall consist of all individuals who have served as a Chair of W&P.
- 1) The Chair of the Past Chairs' Council shall be the Immediate Past Chair who also serves on the Board.
 - 2) The Past Chairs' Council shall be available to assist with any special projects as identified by the Executive Committee and/or the Board.
- C. Breaking Ties

- 1) In the case of a tie in the general election for any of the elected positions of the Board, other than for the office of Chair, the Chair of Women & Philanthropy shall cast a vote to break that tie.
- 2) In the case of a tie for the office of Chair of Women & Philanthropy in the general election, a second ballot will be distributed to all members.
- 3) In the case of a tie in the voting process for grants, the tie will be broken by the Grants Committee Chair and the Executive Committee of Women & Philanthropy.

ARTICLE X

Terms of Service

- A. The members of the Executive Committee shall serve one-year terms with a maximum of five (5) consecutive terms. The consecutive term maximum may be extended on a year-by-year basis upon the recommendation of the Officers.
- B. Members-at-Large shall serve three-year terms; these terms shall be staggered. [Implementation: For the 2015-2016 election, one Member-At-Large will be elected for a one-year term, one for a two-year term, and the third for a three-year term. Thereafter, the terms of Members-At-Large shall be three years.]
- C. If a vacancy on the W&P Board occurs mid-term, the Chair shall appoint a Contributing, Junior Contributing and/or Legacy Member to fill the unexpired term.

ARTICLE XI

Elections

- A. The W&P Chair shall appoint the Chair of the Nominating Committee by the January meeting of the Board. Prior to the February Board meeting, the Chair of the Nominating Committee will present a minimum of three potential committee members to the W&P Chair, for her approval.
- B. From the roster of eligible members, the Nominating Committee will prepare a slate of candidates to serve as Officers for those positions that will have expired terms, or have unfilled vacancies. Each candidate on the slate must have given prior consent to serve if elected. The Nominating Committee shall submit the slate of candidates to the Officers for approval at the April Board meeting.
- C. The Nominating Committee shall present the slate of candidates to the general membership in May of each year.
- D. Voting will take place by U. S. mail or by email. Ballots must be received by a deadline to be established by the Nominating Committee.
- E. Voting shall be by secret ballot. The procedure for submitting the vote shall be as delineated in the Appendix to these Bylaws for voting by U.S. mail ballot. The procedure for submitting the vote by email shall be approved by the Executive Committee each year based upon current technology available through the University of Toledo Foundation. That procedure shall be clearly set forth in directions accompanying the email ballot.

- F. The person with the most votes for the office for which she is a candidate will be elected to that office.
- G. Newly elected Officers shall assume their responsibilities at the conclusion of the June Board meeting.

ARTICLE XII

Meetings

- A. The Board shall meet at the discretion of the Chair, but shall meet at least four times per year. Board meetings are open. General membership is welcome to attend.
- B. At Board meetings, a quorum shall be defined as the participation of a majority (51%) of the Officers.

ARTICLE XIII

Committees

- A. Membership on all committees, subcommittees, and task forces is by appointment of the Chair of W&P, and voluntary on the part of the members.
- B. W&P shall have the following Standing Committees and Standing Committee Subcommittees:
 1. Bylaws Committee. This Standing Committee is responsible for reviewing the W&P Bylaws and drafting amendments and revisions as needed for approval by the Officers and membership. In addition, this Committee shall draft operational policies and procedures as directed by the Officers for their review and approval. The Bylaws Committee shall maintain and distribute W&P operational policies and procedures as necessary.
 2. Communication and Marketing. This Standing Committee is responsible for developing, distributing and maintaining promotional materials for the organization.
 3. Educational Programming. This Standing Committee is responsible for developing, coordinating and presenting educational programs utilizing primarily University of Toledo resources.
 4. Grants. This Standing Committee is responsible for the design and implementation of the grant-making process. It determines grant eligibility

criteria, the grant cycle, grant evaluation and makes grant recommendations to the Officers of the Board.

- A. Grant Dedications Subcommittee. This Subcommittee is responsible for coordinating grant dedication events. The Chair of the Subcommittee coordinates Subcommittee activities with the Chair of the Grants Committee.
5. Membership. This Standing Committee is responsible for the recruitment, growth and retention of the membership.
- A. Cultivation and Social Events Subcommittee. This Subcommittee is responsible for coordinating social events related to the recruitment, growth and retention of the membership. The Chair of the Subcommittee coordinates Subcommittee activities with the Chair of the Membership Committee.
6. Nominating. This Standing Committee is responsible for developing an annual slate of Board candidates. The Committee shall be made up of a minimum of three Contributing, Junior Contributing and/or Legacy Members, none of whom shall be a candidate for office.
- C. Committees are subject to Board directives and oversight.
- D. Task Forces shall be created by the Chair as temporary groups with a timeline to accomplish a specific task or objective of the organization or to solve a problem within the organization. When the task has been completed to the satisfaction of the W&P Chair, the Task Force is disbanded.

ARTICLE XIV

Grants

- A. Grants may be awarded in an amount up to the balance of the spending account outlined in Article V, (A) as long as a minimum of \$1,000 is maintained in that account after disbursement of the grant(s).
- B. After its review of all qualified grant applications, the Grants Committee will present its recommendations to the Officers for final approval before sending the recommendations to the membership via U. S. mail and/or electronically at least two weeks prior to the time set for votes to be cast.
- C. A ballot will be prepared listing the recommended grant applicants and amounts, with requests not to exceed W&P's available funds.
- D. Voting on grants will take place by U. S. mail or email. Grant applications must be received by a deadline to be established by the Grants Committee.

- E. Voting shall be by secret ballot. The procedure for submitting the vote will be as delineated in the Appendix to these Bylaws for voting by U.S. mail ballot. The procedure for submitting the vote for email shall be approved by the Executive Committee each year based upon current technology available through the University of Toledo Foundation. That procedure shall be clearly set forth in directions accompanying the email ballot.
- F. The recommended grant application(s) receiving the most votes of all votes cast will be awarded the W&P grant(s) for that grant cycle.

ARTICLE XV

Administrative Expenses and Support

- A. W&P may incur costs for supplies and services necessary to the operation of the organization. These expenses may include, but are not limited to: website design and maintenance; paper; printing; postage; room rental; refreshments and materials for service projects. Funds for administrative and extraordinary expenses may be obtained by private grant or special fundraising events, or other means as determined by the Officers of the Board.
- B. Administrative support for W&P, its Board and its various committees, will be given through the Office of Development at The University of Toledo.

ARTICLE XVI

Amendments

- A. These Bylaws may be amended by an affirmative majority (50 percent plus 1) vote of the eligible members voting. The proposed amendment(s) and ballots shall be sent to all voting members no later than two weeks before the date that the ballot must be returned.
- B. Unless otherwise specified, amendments shall be effective upon approval of the membership as indicated in Article XVI (A) above.
- C. When changes to the Bylaws are approved, a revised copy of the Bylaws shall be distributed to the members of the Board and filed with the official records of W&P.

ARTICLE XVII

Parliamentary Authority

Unless otherwise stated in these Bylaws, in all matters of procedure, the organization shall be governed by *Robert's Rules of Order Newly Revised*.

ARTICLE XVIII

Dissolution

In the event of dissolution, abandonment or termination of the organization, no income, contribution, or other revenue or funds shall accrue to the benefit of any individual members(s). Any and all assets then possessed by the organization, after current indebtedness has been paid, shall revert to The University of Toledo Foundation in accordance with the W&P Endowed Agreement.

ARTICLE XIX

Effective Date

These Bylaws shall become effective immediately upon the approval of the W&P membership, as indicated in Article XVI.

Draft: 12 January 2006
 31 January 2006
 13 February 2006
 Adopted 22 June 2006

Amended 28 March 2008: The membership category of “Associate Contributing Member” was abolished. Associate Contributing Members as of the date of this amendment are grandfathered, and will continue to have the option of paying yearly dues in the amount of \$100. Grandfathered members have the right to make donations to W&P of larger amounts. The voting privilege of the grandfathered Associate Contributing Members is limited to one block vote based on the majority vote of the Associate Contributing Members. Further Amended: Each Associate Contributing Member shall have one vote.

Amended 17 June 2010: Added office of Immediate Past Chair to the Advisory Board and established the Past Chairs Council.

Amended August 15, 2014: General revision to include wording for clarity, wording to address changes since the original Bylaws were written, adding Articles, Combining Articles, Changing the order of the Articles for flow and readability. Specific revisions to

include: Changing the Board's structure and responsibilities; Clarifying voting responsibilities at the Board level; Extending the terms of Members-at-Large from one year to three years; Changing the Standing Committees from Grants, Membership, Nominating and Program to Bylaws, Communication and Marketing, Educational Programming, Grants, Membership and Nominating; Adding a Grants Dedications Subcommittee; Adding a Cultivation and Social Events Subcommittee; Eliminating ad hoc committees; Requiring Board Officers' approval for grant recommendations prior to the grants ballot being sent to members; Eliminating general membership meetings; Adding an appendix to the Bylaws to specify the secret ballot process.

Amended 29 June 2016. Added Section C to Article IX regarding the Breaking of Ties

Amended 14 May 2018. General revision to include addition of Associate Contributing membership category and addition of balloting by email in addition to U.S. mail.

Amended 21 June 2019. Revision of Article XVI Section A to allow amendments to remove the requirement that amendments be approved by a two-thirds majority of the membership and replace it with an affirmative majority of members casting ballots.

APPENDIX

Voting: Secret Ballot by U.S. Mail

A) A secret ballot shall be required for the election of Officers and for selecting grant recipients. The procedure for submitting the vote will be as follows:

- 1) Each member eligible to vote will receive a ballot, one "plain" envelope and a "return" envelope;
- 2) After casting their vote, the member will place the ballot into the "plain" envelope and seal it;
- 3) The "plain" sealed envelope will then be placed into the "return" envelope.

Members will not identify themselves in any way on the plain envelope. Members must put their name and return address on the return envelope for their vote to count. Once the ballot is received, the person, or persons, counting the votes will record the member's name from the return address on the envelope, in order to verify that the member has voted. When that is done, the plain envelope will be removed and the return envelope will either be discarded or otherwise separated from the plain envelope containing the ballot.

- 4) All ballots will be held in the sealed envelopes until the deadline for casting votes is reached. At that time, the ballots will be removed from the envelopes and, for the election of Officers, counted by the person or persons designated by the Nominating Committee, and for grants by the person or persons designated by the Grants Committee.

June 2019