

**Bylaws**  
**of**  
**the ECU Women's Roundtable**

**Board of Directors**  
*Adopted October 19, 2017*

**ARTICLE I**  
**General**

**Section 1. Name.**

The formal name of this organization shall be the ECU Women's Roundtable, formerly known as The Women's Roundtable at East Carolina University. The organization was formed in 2003 as a supporting organization of the East Carolina University Foundation, Inc. (Foundation).

**Section 2. Purpose.**

The purpose of the ECU Women's Roundtable is to increase awareness among women of philanthropy as a force in shaping the future of East Carolina University (ECU) through creating a culture of giving, focusing on raising funds for ECU's Access and Honors Scholarship programs and endowed scholarships, building a strong volunteer base of women committed to advancing the university, and forming a deeper pool of women to be considered for other leadership roles at ECU and in the communities served by the university.

The ECU Women's Roundtable will use the following mission statement for concise communications of this purpose: The ECU Women's Roundtable promotes the educational mission of East Carolina University by funding student scholarships and building leadership and service capacity among women.

The ECU Women's Roundtable will use the following vision statement: The ECU Women's Roundtable is the key resource for increasing the engagement and philanthropic support of women leaders.

**Section 3. Engagement Strategy.**

The ECU Women's Roundtable will acknowledge and celebrate all female donors of the university through its activities and communications. Through this engagement, ECU Women's Roundtable will broadly share its mission and vision to engage women in support of the ECU Women's Roundtable. To accomplish this goal, the ECU Women's Roundtable will partner with ECU's Division of University Advancement and other divisions as needed to complement fundraising and engagement efforts and align with annual giving best practices.

#### **Section 4. Frequency of Meetings.**

The ECU Women's Roundtable Board of Directors (Board of Directors) shall hold a meeting in the fall and in the spring of each fiscal year and shall meet at other times on the call of the Chair of the Board of Directors.

#### **Section 5. Quorum.**

Fifty-one percent of the Board membership must be present at any regular meeting or special meeting to constitute an official meeting.

#### **Section 6. Voting.**

Any active member of the Board of Directors in attendance at any meeting provided for in Article 1, Section 5 of this document may vote on any matter.

#### **Section 7. Vote Without a Meeting.**

Any vote required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if an electronic vote on the action is submitted by all the members of the Board of Directors. The electronic vote shall have the same force and effect as a vote at a meeting.

#### **Section 8. Robert's Rules of Order Newly Revised.**

At any meeting of the ECU Women's Roundtable, Robert's Rules of Order Newly Revised shall govern the conduct of such meetings, except when these rules are inconsistent with the provisions of this document.

## **ARTICLE II Board of Directors**

#### **Section 1. Board Member Classification.**

**Elected Directors.** The Board of Directors shall not exceed thirty (30) women members with representatives from alumnae, friends, faculty and administration. No more than five (5) members shall be considered Associate Board members (age 35 or under at the start of their term). Associate Board members (age 35 or under at the start of their term) shall have the same rights and duties of Board members, except for a lower required annual gift to the ECU Foundation, Inc. for the ECU Women's Roundtable Operating Fund. The Associate Board member level is offered to attract young leaders to service on the Board of Directors. Associate Board members may remain Associate Board members for the duration of their term, however it is suggested that if an Associate Board member becomes age 36 or older during their term, they participate at the higher Board member level, if they are able to do so.

**Emerita Members.** Once a member of the Board of Directors retires from a minimum of four (4) years of service on the board, she moves into emerita status. There shall be an undetermined number of emerita non-voting members. These members will be invited to all Board meetings, special events and receive all publications and notices.

**Ex-Officio Members.** There shall be five voting ex-officio members invited to serve on the Board of Directors: the spouse of the ECU Chancellor, the Vice Chancellor for University Advancement, Director for Outreach at the East Carolina Alumni Association, Advancement Officer within University Advancement with a focus on women's philanthropy, and the highest ranking female officer of the Student Government Association. This student shall be a member of the Executive Branch of the Student Government Association; however, if no female student is a member of the Executive Branch then a recommendation shall be made by the Student Body President and voted on by the ECU Women's Roundtable Executive Committee.

## **Section 2. Board Member Responsibilities.**

**Elected Directors.** Board and Associate Board Members shall be expected to attend the fall and spring Board meetings, to actively participate in facilitating the mission of the ECU Women's Roundtable by supporting programs, to help target donor prospects, and to serve on a standing and/or ad hoc committee. If needed, Board members may participate in Board meetings via a telephone conference.

**Emerita Members.** Emerita Members will be encouraged to participate in all of the ECU Women's Roundtable meetings and activities but will not be required to attend board meetings.

## **Section 3. Financial Responsibilities.**

Board members shall be expected to make an annual gift of at least \$1,000 to the ECU Women's Roundtable Operating Fund each fiscal year (July 1 through June 30) during their term on the Board of Directors. Associate members shall be expected to make an annual gift of at least \$500 to the ECU Women's Roundtable Operating Fund each fiscal year (July 1 through June 30) during their term on the Board of Directors. Ex-officio members are exempt from this expectation. The annual financial commitment of each board member is waived with a minimum gift of \$50,000 to support an endowed Access or Honors Scholarship sponsored by the ECU Women's Roundtable. Emerita and ex-officio members are encouraged to financially support the programs of the ECU Women's Roundtable.

## **Section 4. Election of Board Members and Terms of Office.**

Upon recommendation of the Nominating Committee, the Board shall elect new Board members, all who will be duly elected by a majority vote of the Board at the spring meeting and who will serve a four-year term. Terms are based on the fiscal year of July 1 to June 30. New board members will formally begin service at the fall board meeting. Terms will be staggered such that no more than one-fourth of the Board membership rotates off each year. Board members may be eligible to serve a second four-year term. Should a member resign or otherwise be unable to complete her term, the Executive Committee shall appoint a member to fulfill the un-expired term of office. The appointed member will then be eligible to serve two (2) consecutive four-year terms of her own if elected.

## **Section 5. Termination of Membership.**

By a unanimous affirmative vote of the Executive Committee, any member of the Board may be suspended for any reason deemed advisable and in the best interest of the ECU Women's Roundtable Board. Membership shall be terminated if the member has two unexcused absences from regular meetings and/or fails to fulfill responsibilities outlined in Sections 2 and 3.

## **ARTICLE III Officers and Terms**

### **Section 1. Officers Designation.**

The officers shall consist of a Chair, Chair-Elect, Secretary, and Treasurer.

### **Section 2. Election of Officers and Terms of Office.**

Upon recommendation of the Nominating Committee, the Board shall elect the Chair, Chair-Elect, Secretary, and Treasurer, all who will be duly elected by a majority vote of the Board at the spring meeting. The Chair shall appoint Standing and Ad Hoc Committee Chairs. New officers and committee chairs will formally begin service at the fall board meeting. Terms are based on the fiscal year of July 1 to June 30. Each officer shall serve for a two-year term or until her successor is elected. No former Chair shall be eligible for election to the office of Chair-Elect within three years after the expiration date of her term as Chair. The Chair-Elect shall automatically become Chair after serving as Chair-Elect.

## **ARTICLE IV Duties of Officers**

### **Section 1. Chair.**

The Chair shall take care that the purposes set forth in this document are carried out faithfully and shall preside over the affairs of the ECU Women's Roundtable. If the Chair's term is scheduled to end at the end of her service as Chair, she may serve on the board for an additional two-year term as Immediate Past Chair.

### **Section 2. Chair-Elect.**

The Chair-Elect shall have all the authority vested by these Articles in the absence of the Chair. The Chair-Elect will be responsible for reviewing the bylaws at the start of her term and determining if it should go through an update process.

### **Section 3. Secretary.**

The Secretary shall oversee the minutes of the meetings, and in general, shall perform all duties incidental to the office of Secretary, and other duties assigned to her by the Chair.

#### **Section 4. Treasurer.**

Working in compliance with the policies and procedures of the Foundation, the Treasurer shall monitor all of the ECU Women's Roundtable funds and all financial activities of the ECU Women's Roundtable. The Treasurer shall present financial reports to the Board, and in general, shall perform all duties incidental to the office of Treasurer, and other duties assigned to her by the Chair.

### **ARTICLE V Committees**

#### **Section 1. General Provisions.**

The Chair, in consultation with the chair-elect, shall appoint all committees and designate chairpersons for the following standing committees and ad hoc committees as she deems necessary to carry out the work of the organization. Additional standing committees may be appointed by the chair, with the approval of the executive committee, without requiring an amendment to the Bylaws.

#### **Section 2. Standing Committees.**

- A. Executive Committee** – The Executive Committee will be comprised of the Chair, Chair-Elect, immediate Past-Chair, Secretary, Treasurer, Standing Committee Chairs, and the ECU staff designee for the ECU Women's Roundtable (currently the Director for Outreach at the ECU Alumni Association).
- B. Engagement Committee** – The Engagement Committee shall facilitate relationships to donors and donor prospects, and plan and implement special fundraising events that include initiatives designed to advance female leadership.
- C. Nominating Committee** – The Nominating Committee shall be responsible for duties outlined in Article III, Section 2, including onboarding and orientation of new board members and ongoing evaluation of board member engagement. All board members are encouraged to make recommendations for officers and potential new board members.
- D. Marketing Committee** – The Marketing Committee shall develop and execute a marketing plan to support the goals of the ECU Women's Roundtable to include a plan to engage and sustain ECU Women's Roundtable donors and board members.

#### **Section 3. Ad Hoc Committee.**

- A.** Ad Hoc Committee formation will occur when deemed necessary by the Chair and Chair-Elect.
- B.** The recommendations of any Ad Hoc Committee will be acted on by the Board or Executive Committee as appropriate.

**ARTICLE VI**  
**Ratification and Amendments to the Bylaws**

**Section 1. Amendment Procedure.**

Any proposed amendment to this document must be submitted in writing to the Executive Committee thirty days prior to the next regular Board meeting for its consideration and subsequent recommendation at the meeting.

**Section 2. Ratification.**

Approval of bylaw changes must come as a result of two-thirds majority vote of those Board members present and voting during a regular board meeting or by proxy.