



# San Antonio Iowa Club

## Board of Directors

and

## Officers

Source Document: August 2018 BY- LAWS of the San Antonio Iowa Club, Article VIII, IX and XII

As of 06/01/2021

**VOL II**

## Directors and Elected Officers

		Term	Elected	Next Election @Annual Mtg
1. President:	H. Scott Hanson	1	May 2021	May 2022
2. Vice President:	Alyssa Smith	1	May 2021	May 2022
3. Secretary:	Ilene Devlin	1	May 2021	May 2022
4. At-Large:	Nicholas Clayton	2	May 2021	May 2023
5. At-Large:	Kelsi Fraser	2	May 2021	May 2023
6. At-Large:	Cathy Hanson	1	May 2021	May 2022
7. At-Large:	Steven Newman	1	May 2021	May 2022

The general management and control of the activities and affairs of the San Antonio Iowa Club shall be vested in its Board of Directors.

## Duties\* of Elected Officers

### 1. President

- a. Shall preside at all meetings of the Board.
- b. Shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee.
- c. Shall see that all directions and resolutions of the Board are carried out.
- d. Shall make reports to the Board.
- e. Shall appoint all committee chairpersons.
- f. Shall perform such other duties as are necessarily incident to the office or are properly required of the President of the Board, these Bylaws or applicable law.
- g. Shall serve as the San Antonio Iowa Club (SAIC) liaison to the University of Iowa Center for Advancement (UICA).
- h. Shall become familiar with resources available from the UICA for Recognized Iowa Clubs.
- i. Shall attend, when possible, UICA training workshops.

#### Additional Duties:

- a. Attend, when possible, and represent the SAIC at meetings of the Big Ten Alumni Council of San Antonio.

### 2. Vice President

- a. Shall perform the duties and exercise the powers of the President in the President's absence.
- b. Shall perform such duties as are necessarily incident to the office or are properly required of the Vice President by the Board.

#### Additional Duties:

- a. Responsible for Club scholarship fund raising during One Day for Iowa campaign.
- b. Responsible for Club scholarship fund raising at Calendar Year End Giving.

### 3. Secretary

- a. Shall keep a record of all meetings of the Board in a minute book belonging to the San Antonio Iowa Club to be kept for that purpose. See **Article 8.14**
- b. Shall have charge of the San Antonio Iowa Club's organizational records.
- c. Shall see that proper notice is given of all meetings of the Board requiring notice.
- d. Shall make such reports and perform such other duties as are necessarily incident to the office or are properly required of the Secretary of the Board.
- e. Shall maintain the official membership roster of the San Antonio Iowa Club.

Additional Duties:

- a. Responsible for Club business cards.
  - b. Responsible for Club web management.
  - c. Responsible for Club social media management.
- \* Elected Officer Duties will be accomplished as required in the By- laws.  
Elected Officer Additional Duties will be accomplished to achieve organizational goals.

Indemnification: The Officers and Directors are covered by UICA'S general liability insurance policy.

## SUMMARY

1. The San Antonio Iowa Club is aka the Club.
2. The San Antonio Iowa Club Board of Directors is aka the Board.
3. Officers are also acting Directors.
4. Nominations for elected Officers are made from the acting Directors of the SAIC.
5. Elected Officer Duties will be accomplished as required in the By- laws.
6. Elected Officer Additional Duties will be accomplished to achieve organizational goals.
7. Can add or subtract Additional Duties as determined by the Board or Committee.
8. Election of Officers and Directors usually occurs at the Annual meeting in April or May.
9. Directors are protected from litigation.

### **ARTICLE VIII - Board of Directors**

8.1 Management. The general management and control of the activities and affairs of the IOWA Club shall be vested in its Board of Directors.

8.2 Number, Qualification, and Terms of Office. The Board shall consist of three (3) to eleven (11) Directors. Within this range the number of Directors shall be set, from time to time, by the Board. Each acting Director of the IOWA Club must be a member in good standing of the IOWA Club during his or her term in office. At the organizational meeting of the Board when these Bylaws are adopted the following shall occur: 1) the initial Directors of a newly formed club, or the acting Directors for an existing club, shall be confirmed by Board resolution; and 2) each such Director shall be assigned a term of either one or two years, as the Board may determine, to stagger terms of office so that approximately half of the Directors' terms are expiring each year. At the Annual Meeting of the Board in all subsequent years, elections shall be held to replace the Directors whose terms are then expiring and to add Directors up to the maximum number prescribed. Elected Directors shall serve a term of two (2) years or until their successors are elected and qualified. Directors may serve an unlimited number of consecutive two years terms. [\[Maximum Board size can be more than eleven \(11\) if desired.\]](#)

8.3 Procedure for Nomination of Directors.

- a. Nominating Committee. At least forty-five (45) days before each Annual Meeting of the Board, the then serving President of the IOWA Club shall appoint a Nominating Committee of not less than two (2) acting Directors. The Nominating Committee shall meet in person or other reasonable means for the purpose of making nominations for Director positions to be filled at the upcoming Annual Meeting on account of expiring terms and any Board authorized enlargement in the number of Directors. The nominating committee shall also nominate a slate of officers to serve for the upcoming year.
- b. Report of Nominating Committee. The report of the nominating committee shall be provided personally or by mail, telephone, fax or email to all acting Directors at least fifteen (15) days before the Annual Meeting.
- c. Election. Directors and officers shall be elected from among those persons nominated on the Nominating Committee report or from among other persons nominated by an acting Director at the Annual Meeting of the Board. Election shall be by majority vote of the Directors attending the Annual Meeting, assuming a quorum is present. If no quorum is present, a special meeting for elections shall be promptly called by the President.

8.4 **Removal.** Whenever the best interests of the IOWA Club will be served by such action, any Director of the IOWA Club may be removed from office by a vote of 2/3rds of the Directors then in office, excluding the Director at issue, at a special meeting of the Board duly called for the purpose of considering such removal.

8.5 **Vacancies.** Vacancies during the term of Directors shall be filled by majority vote of the remaining Directors at either a regular or special meeting of the Board. Each person elected to fill a vacancy shall serve until the expiration of the term for which his or her predecessor was elected.

8.6 **Annual Meeting.** An Annual Meeting of the Board shall be held during the month of April or May of each year at a time and place determined by the Board. Directors and officers shall be elected and a full report of the affairs of the Corporation shall be submitted. The general membership of the IOWA Club may be invited to observe. The agenda for the Annual Meeting shall include:

- Approval of the Minutes of the prior Annual (or other) Board meeting;
- Report of officers;
- Report of committee chairs;
- Review of IOWA Club's finances;
- Review of IOWA Club's activities;
- Review of the IOWA Club's compliance with applicable *UICA Standards for Recognized IOWA Clubs*;
- Review of compliance with any applicable federal and state reporting requirements;
- Election of Directors for the upcoming year;
- Election of officers for the upcoming year; and
- Any additional items as may be appropriate.

8.7 **Regular Meetings.** Regular meetings of the Board shall be held at times and places as may be determined by the Board.

8.8 **Special Meetings.** Special meetings of the Board may be called by i) the President or ii) by the Secretary on the written request of the lesser of three (3) Directors or 1/3 of the Directors then serving.

8.9 **Notice of Meetings.** At least ten (10) days notice of any regular meeting, or five (5) days notice of any special meeting, shall be given personally or by mail, telephone, fax or email stating the time and place of the meeting. In the case of a special meeting, the notice shall also state the matters to be considered. A Director's attendance at a meeting for any purpose other than objecting to the sufficiency of notice shall constitute a waiver of notice.

8.10 **Quorum.** At all meetings of the Board, a majority of the then acting Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless a different vote is required by these Bylaws, the Articles of Incorporation of the IOWA Club (if incorporated), or applicable laws. Vacancies or unfilled Directorships shall not be counted in determining the number of then acting Directors.

8.11 **Place of Meetings.** The Board may hold its meetings at such place or places within the Geographic Region as the Board may from time to time determine. Directors may participate in any meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director so participating is deemed to be present in person at the meeting.

8.12 **Action by Consent.** Any action that may be taken by the Board at a meeting may be taken without a meeting if consent, in writing, to the action to be so taken is signed by all acting Directors. Such action shall be effective on the date on which the last signed consent is obtained. A Director's signed consent may be transmitted electronically.

8.13 **Procedure.** The Board may adopt its own rules of procedure that are not inconsistent with these Bylaws. It shall keep regular minutes of its meetings.

8.14 **Availability of Minutes.** The minutes of the Annual and other meetings of the Board shall be made reasonably available to the UICA and the general membership of the IOWA Club.

8.15 **Authorizing Resolutions.** Periodically the Board shall adopt an authorizing resolution, to be in writing and maintained as part of the IOWA Club's official records, designating a depository, if applicable, for the IOWA Club's funds and specifying the persons, from among the Directors and officers, who are authorized to make deposits and withdrawals, sign checks, and enter into approved contracts on behalf of the IOWA Club. At least two persons acting in their official capacities as an officer or Director shall be required to make withdrawals and sign checks unless otherwise specified in the authorizing resolution.

#### **ARTICLE IX - Officers**

9.1 **Titles.** The elected officers of the IOWA Club shall consist of the President, Vice-President, Secretary and Treasurer, each of whom shall be an acting Director of the IOWA Club.

9.2 **Nominating Committee.** In accordance with Section 8.3 of these Bylaws, the Nominating Committee shall make nominations for the elected officers from among the acting Directors to serve during the upcoming year.

9.3 Election and Term. Officers shall be elected by a majority vote of Directors at the Board's Annual Meeting, assuming a quorum is present. If no quorum is then present, a special meeting for elections shall be promptly called by the President. Officers may be elected from those Directors proposed by the Nominating Committee or otherwise nominated by a Director at the time of the meeting. A Director serving as President may serve in no other elected position. Other elected positions may be held by the same person. Each officer shall serve a term of one year from the date of election or until his or her successor is elected and qualified. Officers may serve successive terms.

9.4 Duties of Elected Officers.

a. The **President** shall preside at all meetings of the Board; shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee; shall see that all directions and resolutions of the Board are carried out; shall make reports to the Board; shall appoint all committee chairpersons; and shall perform such other duties as are necessarily incident to the office or are properly required of the President by the Board, the Articles of Incorporation of the IOWA Club (if incorporated), these Bylaws or applicable law. Additionally, the President shall serve as the IOWA Club's liaison to the UICA; shall become familiar with resources available from the UICA for Recognized IOWA Clubs; and shall attend, when possible, UICA training workshops (such as the annual IOWA Club Leaders' Workshop).

b. The **Vice President** shall perform the duties and exercise the powers of the President in the President's absence. The Vice President shall also perform such duties as are necessarily incident to the office or are properly required of the Vice President by the Board.

c. The **Secretary** shall keep a record of all meetings of the Board in a minute book belonging to the IOWA Club to be kept for that purpose; shall have charge of the IOWA Clubs organizational records; shall see that proper notice is given of all meetings of the Board requiring notice; and shall make such reports and perform such other duties as are necessarily incident to the office or are properly required of the Secretary by the Board. Additionally, the Secretary shall maintain the official membership roster of the IOWA Club.

d. The **Treasurer** shall oversee the receipt of all revenues and the deposit of the same in the name and to the credit of the IOWA Club in such depositories as may be designated by the Board; shall oversee the payment of all bills; shall keep and maintain the financial records of the IOWA Club; shall make a report of the financial condition of the IOWA Club at the Annual Meeting and when otherwise called upon by the President or Board; and shall perform such other duties as are necessarily incident to the office or are properly required of the Treasurer by the Board.

9.5. Removal. Whenever the best interests of the IOWA Club will be served by such action, any elected officer of the IOWA Club may be removed from office by a vote of 2/3rds of the acting Directors, excluding the officer at issue, at a special meeting duly called for the purpose of considering such removal.

9.6. Vacancies. Vacancies in any elected office arising from any cause may be filled by majority vote of the Directors at either a regular or special meeting of the Board. Each person elected to fill a vacancy shall serve until the expiration of the term for which his or her predecessor was elected.

9.7. Appointed Officers. The Board may, from time to time, appoint one or more assistant officers as it deems appropriate for carrying out the activities of the IOWA Club. Any appointed officer employed by the IOWA Club may be reasonably compensated for services performed. Day to day operational responsibilities of the elected officers may be reasonably delegated to and among appointed officers.

**ARTICLE XII – Indemnification** [Optional – Local Counsel should determine if another indemnification provision is appropriate under applicable state law.]

12.1 To the full extent permitted by applicable laws [and Articles of Incorporation], and subject to procedures reasonably established by the Board from time to time, the IOWA Club shall indemnify any Director or officer who becomes a party to any threatened, pending or completed action, suit or proceedings (other than an action by or in the right of the IOWA Club) by reason of the fact that he or she is or was a Director or officer of the IOWA Club, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Iowa Club, and had no reasonable cause to believe his or her conduct was unlawful.