

**BYLAWS OF GIVING WoMN**  
*PROPOSED: Fifth Amended and Restated*  
*May 18, 2020*

**ARTICLE I**

1. Name of the Organization

As originally adopted at the first annual meeting of the Organization on May 9, 2006 under the name “Women of Courage” and shall hereafter do business under the name “GIVING WoMN”, or such other name as the Organization may by vote determine.

2. Incorporation

The Organization operates under the incorporation and IRS 501(c) (3) tax exempt status of the St. Paul and Minnesota Foundation and the laws of the State of Minnesota. GIVING WoMN is a charitable community fund of the St. Paul and Minnesota Foundation known as the GIVING WoMN Community Fund.

**ARTICLE II**

Principal Office

The Principal Office of the Organization will be located in Minnesota, at a location specified by the Board of Directors.

**ARTICLE III**

Purpose

The Purpose of GIVING WoMN is charitable giving and philanthropy.

**ARTICLE IV**

Membership

Section 1. Classes

The Classes of Membership of the Organization shall consist of one class of Active Members.

Section 2. Active Members

The Active Members of the Organization shall consist of individuals whose background, experiences or interests indicate that they will support the purposes of the Organization and who meet the Membership requirements and annual contribution established by the Board of Directors, from time to time, as necessary.

Active Members have the right to hold office, and to vote at annual or other meetings.

Section 3. Status of Membership

Status of Membership in the Organization shall be personal, shall not survive the death of any individual member and may not be transferred by any means.

Section 4. Resignation and Termination of Membership

The Organization may terminate Membership for failure to make the annual contribution, or for good and sufficient cause, by a majority vote of the Board of Directors, after reasonable notice and a hearing, if requested by the member in writing.

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid annual contribution(s) or other charges previously accrued.

Reinstatement shall be upon approval by a majority vote of the Board of Directors and upon payment of the annual contribution.

#### **Section 5. Rights of Members**

Each member shall be eligible to cast one vote for (1) the Board of Directors; (2) distribution of the pooled funds, and (3) alteration, amendment, or revision of the Bylaws.

### **ARTICLE V**

#### **Meetings of Members**

##### **Section 1. Annual Meeting**

The Annual Meeting of the members for the transaction of such business as determined by the Board of Directors shall be held each year at a location as determined by the Board of Directors, during the month of May, or such other date as may be determined by the Board of Directors, on such date and at such time as shall be specified in a written notice from the Organization.

##### **Section 2. Special Meetings**

A Special Meeting of the members may be called by the chair or by members of the Board of Directors. A Special Meeting must be called by the chair or secretary on receipt of written request of one-third (1/3) of the Membership of the Organization.

##### **Section 3. Notice of Meetings**

Notice of each Annual Meeting or Special Meeting of the Organization shall be delivered to each member in writing by United States post or electronic mail no less than ten (10) days nor more than forty-five (45) days prior to the meeting. The purpose of the meeting shall be stated in the meeting notice.

##### **Section 4. Quorum**

A Quorum for the Annual Meeting and Special Meeting of the Organization shall be one-tenth (1/10<sup>th</sup>) of the Membership of the Organization.

##### **Section 5. Proxies**

Proxy voting is not permitted.

##### **Section 6. Voting by Ballot**

Membership Voting by Ballot for election of the Board of Directors, disbursal of funds to grantees, and amendment of Bylaws, is done by written ballot sent in paper and/or electronic survey in advance of the Annual Meeting or funds disbursal.

**Section 7. Meetings Held by Telephone or Similar Communications Equipment**

Meetings of members may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation by such means shall constitute presence in person at a meeting.

**ARTICLE VI**

**Board of Directors**

**Section 1. Powers and Qualifications**

The affairs of the Organization shall be managed by the Board of Directors, who shall be elected from the Active Members of the Organization.

**Section 2. Number and Term**

The number of Board members of the Organization shall be not less than five (5) nor more than fifteen (15). The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of Board members, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Each Board member shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. The term of office for the Board members shall be two (2) years. A Board member may be elected for a maximum of five (5) consecutive terms.

**Section 3. Executive Committee**

The Board of Directors, by resolution adopted by a majority of the Board members in office, may designate and appoint an executive committee. Such executive committee shall consist of four (4) or more officers and shall have and exercise such authority of the Board in the management of the Organization as may be specified in said resolution. However, no such executive committee shall have the authority of the Board to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any officer of the Organization; adopt a plan of merger or adopt a plan of consolidation with another organization; authorize the voluntary dissolution of the Organization or revoke proceedings therefore; adopt a plan for the distribution of the assets of the Organization not in the ordinary course of business; or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such a committee. The designation and appointment of any such executive committee and the delegation of authority to it shall not operate to relieve the Board of Directors or any individual Board member of any responsibility imposed upon it, him or her by law.

**Section 4. Committees**

The Board of Directors, by resolution adopted by a majority of the Board members in office, may create Committees as needed.

**Section 5. Election**

Board members shall be elected by a majority vote of the Active Members to hold office until the expiration of the term of office of the class of officers into which elected, and until his, her or their respective successors are elected and qualified.

**Section 6. Vacancies**

The Board of Directors shall have power to fill any vacancy occurring in the Board and any office to be filled by reason of an increase in the number of Board members by amendment to these bylaws. The Board member appointed or elected, as the case may be, to fill a vacancy shall be appointed or elected for the unexpired term of his or her predecessor in office. Any Board member appointed by the Board of Directors for reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next Annual Meeting.

**ARTICLE VII**

**Meetings of the Board of Directors**

**Section 1. Annual Meeting of the Board of Directors**

The Annual Meeting of the Board of Directors shall be held after the Annual Meeting or any Membership meeting at which any members of the Board are elected. Notice of time and place of the Annual Meeting shall be delivered personally to each member by United States post or electronic mail at least ten (10) days before the date of the meeting.

**Section 2. Special Meetings of the Board of Directors**

Special Meetings of the Board of Directors may be held at any place and time, whenever called by the chair, secretary, or a majority of the officers.

**Section 3. Notice of Meetings of the Board of Directors**

Notice of Meetings of the Board of Directors for the time and place shall be given by the secretary, or by the person or persons calling the meeting, by United States post or electronic mail, at least three (3) days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice of any such meeting.

**Section 4. Quorum of the Board of Directors**

A majority of the Board of Directors shall constitute a Quorum of the Board for the transaction of business.

**Section 5. Board of Directors Meetings held by Telephone or Similar Communications**

**Equipment**

Members of the Board of Directors or its Committees may participate in an Annual Meeting of the Board of Directors or Special Meeting of the Board of Directors or such Committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear or communicate with each other and participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VIII**

### **Officers**

Officers of the Organization must be members of the organization in good standing and will be Board members of the Organization.

#### **Section 1. Officers Enumerated**

The Officers of the Organization shall be a president, vice president, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors, each of whom shall serve until their successors are duly elected and qualified. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.

#### **Section 2. President**

The President shall serve as the Chief Executive Officer of the Organization and shall preside at all meetings of the Membership, the Board of Directors and the executive committee. The President shall serve as a nonvoting member of the nominating committee, and shall be a voting member of all other Committees. The President may sign all contracts and orders on the treasury for disbursement of monies with the consent of the executive committee. The President shall perform all other duties pertaining to the office. The office of President may be shared by no more than two (2) people.

#### **Section 3. Vice President**

In the absence or disability of the President, the Vice President shall act as President. The Vice President shall also chair the research and planning committee. The office of Vice President may be shared by no more than two (2) people.

#### **Section 4. Chair(s)**

Chairs will chair other Committees as designated by the Board of Directors. The office of Chair may be shared by no more than two (2) people. If a Committee has two co-chairs, both will be members of the Board of Directors and each will have a full vote.

#### **Section 5. Secretary**

It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and of the Membership, and when requested by the President to do so, to sign and execute with the president all deeds, bonds, contracts in the name of the Organization.

#### **Section 6. Treasurer**

The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Organization and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Organization in such depositories as may be designated by the Board of Directors, and in general, shall perform all of the duties incident to the office of Treasurer. The Treasurer shall also administer the Membership register.

#### **Section 7. Vacancies**

Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

**Section 8. Removal**

Any officer elected or appointed may be removed by the Board of Directors for failure to actively participate in corporate activities, for non-payment of the annual contribution, or for good and sufficient cause, by a majority vote of the Board of Directors, after reasonable notice and a hearing, if requested by the member in writing.

Reinstatement shall be upon approval by a majority vote of the Board of Directors and upon payment of the annual contribution.

**ARTICLE IX**

Administration and Financial Provisions

**Section 1. Fiscal Year**

The fiscal year of the Organization shall be January 1 through December 31.

**Section 2. Grants and Disbursal of Funds**

The Organization will limit grants to recognized organizations in the seven-county metro area of the Twin Cities, Minnesota who have IRS section 501(c)(3) tax exempt status, and work in the areas of health, human services and education. The Organization will fully disburse all annual contributions according to the vote of the Membership prior to the designated grant disbursal date. In the event of any extraordinary circumstance contributions, the Organization will fully disburse these funds within the calendar year received to grantees who meet our giving criteria by Board vote in lieu of an entire membership vote.

Disbursal of Funds will be made in accordance with Standing Rules regarding financial policies.

**Section 3. Dissolution of the Organization**

In the event the Board of Directors and the Membership vote for the Dissolution of the Organization, such vote must be affirmed by unanimous vote of the Board of Directors and the majority vote of members eligible to vote. All such assets held by the Organization at that time will be disbursed as directed by the Board of Directors for charitable purposes.

**Section 4. Books and Records**

The Organization shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following: current Bylaws; a record of members, including names, addresses; correct and adequate records of accounts and finances; a record of officers' and officers' names and addresses; minutes of the proceedings of the members, the Board of Directors, and any minutes which may be maintained by Committees of the board. Books and Records may be written or electronic if capable of being converted to writing.

The Books and Records shall be open to inspection for any Active Member in good standing or a representative of more than five percent (5%) of the Membership. Costs of inspecting or copying shall be borne by such member except for copies of Bylaws. Any such Active Member must have

a purpose for inspection reasonably related to Membership interests. User sale of members' lists by such member if obtained by inspection is prohibited.

Requests to inspect Books and Records must be made in writing to the Secretary at least ten (10) days in advance. Books and Records may be reviewed during normal business hours, 9:00am to 5:00pm, Monday through Friday.

#### Section 5. Amendment of Bylaws

These Bylaws may be amended by the affirmative majority vote of the Active Members of the Organization at or prior to any Annual Meeting or Special Meeting of the Membership. A notice of the proposed amendment shall be sent to all Active Members of the Organization by the Secretary at least ten (10) days in advance of the meeting at which the vote is to be taken.

#### Section 6. Rules of Procedure

The most current edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by specific rules of procedure adopted by the Organization.

### **CERTIFICATION**

Jackie Fallenstein, Secretary, hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors in May, 2006, and by the Membership on May 9, 2006.

Jackie Fallenstein, Secretary, hereby certifies that the foregoing Bylaws, originally adopted on May 9, 2006, were duly revised by vote of the Membership on May 13, 2008.

Margo Esson, Secretary, hereby certifies that the foregoing Bylaws, revised on May 13, 2008, were duly revised by electronic vote of the Membership and announced at the Annual Meeting on May 1, 2012.

Ann Bjorklund, Secretary, hereby certifies that the foregoing Bylaws, revised on May 1, 2014, were duly revised by electronic vote of the Membership and announced at the Annual Meeting on May 6, 2014.

Susan Dowd, Vice President, hereby certifies that the foregoing Bylaws, revised on May 6, 2014 were reviewed by the Board on February 21, 2018, and no changes were made.

Lorri Anderson, Secretary, hereby certifies that the foregoing Bylaws, revised on \_\_\_\_\_, were duly revised by electronic vote of the Membership and announced at the Annual Meeting on \_\_\_\_\_.