

**BYLAWS
OF THE
WOMEN'S GIVING ALLIANCE**
As Amended September 2021

ARTICLE I – NAME

The name of the organization is the Women's Giving Alliance ("WGA").

ARTICLE II – AFFILIATION WITH THE COMMUNITY FOUNDATION

Section 2.01 – Relationship

The Women's Giving Alliance is an initiative of The Community Foundation for Northeast Florida, Inc. (the "Foundation"). The Foundation provides guidance and financial and staff support for the activities and programs of the WGA. The WGA adheres to all policies and operating procedures of the Foundation and to all laws applicable to component advised funds under federal tax laws.

Section 2.02 – Offices

WGA's principal office for the transaction of business is The Community Foundation.

ARTICLE III – PURPOSE

The purpose of the Women's Giving Alliance is to inspire the women of Northeast Florida to be strategic philanthropists and to improve the lives of women and girls through collective giving.

ARTICLE IV – MEMBERSHIP

Membership in WGA is open to all women who make the required annual financial contribution. All members have the same membership rights.

ARTICLE V – FINANCIAL CONTRIBUTION

Section 5.1 – Annual Contribution of Members

(a) To be a member of WGA requires an annual contribution of \$1,500.

(b) The sole exception to this equal contribution is the DBW 4Sight program, designed to permit new members 40 and under to hold a one-year, one-time-only trial membership, during which the annual contribution is \$750.

Section 5.2 – Allocation of Member Contribution

(a) Collective Grant Pool. From each member's annual contribution of \$1500, \$1000 is allocated to the collective "grant pool" to be used to fund initiatives and programs that enhance the lives of women and girls in Northeast Florida. The allocation for DBW 4Sight members follows the same proportions: \$500 to the grant pool.

(b) Other Allocation. The remaining \$500 (\$250 for DBW 4Sight members) is allocated to the Women's Endowment Fund and administrative expenses.

Section 5.3 – Changes to Allocations

Any proposed change to Section 5.1 or 5.2 must be approved by the membership as described in Section 12.01. Members may vote on the amendment as provided in Sections 6.6 and 6.8.

ARTICLE VI – MEMBERSHIP MEETINGS

Section 6.1 – Member Forum

WGA will hold a Member Forum annually. The President, working with an appointed Member Forum Committee, will determine the purpose of the Member Forum and will set a date, time and place for the meeting. The notice of the Member Forum will specify its purpose and describe any business to be conducted at the meeting.

Section 6.2 – Annual Meeting

WGA will hold an annual meeting of its members. The President, working with an appointed Annual Meeting Committee, will determine the business to be conducted at the meeting and will set the date, time and place of the meeting. The notice of the meeting will specify the business to be conducted at the meeting and any matters requiring a vote of the membership.

Section 6.3 – Special Meetings

The Steering Committee may call a special meeting of the membership whenever the Steering Committee believes a matter requires consideration and approval by the membership.

Section 6.4 – Notice of Meetings

The Secretary shall provide at least 10 days' written notice of the Member Forum, Annual Meeting and any special meetings at which business will be transacted. The notice will include the date, time, place and purpose of the meeting and describe any matters to be voted on at the meeting.

Section 6.5 – Quorum

The presence (in person or by valid proxy under Section 6.6) of one-quarter of the members of WGA shall be required to constitute a quorum for the transaction of business at meetings of WGA members.

Section 6.6 – Voting at Meetings

Members shall be allowed to cast their votes on any matter brought before the membership for a vote by voting in person at the meeting or by written proxy in lieu of attending the meeting. In order to be counted, the proxy must identify the member by name, must be in writing and must be delivered prior to the meeting. Proxies may be delivered by mail, facsimile transmission, email, or private carrier to the address indicated in the notice of the meeting. Members voting by valid proxy shall be considered present at the meeting for purposes of determining the presence of a quorum.

Section 6.7 – Voting by Written Ballot

Members may vote for officers by written ballot without being present or represented by proxy at the meeting at which officers are to be elected. Ballots may be delivered by mail, facsimile

transmission, email, or private carrier to the address indicated in the notice of elections by the deadline specified in the notice.

Section 6.8 – Action without a Meeting

The Steering Committee may present any business matter to the membership for a vote without a meeting by giving written notice to the membership at least 10 days prior to the deadline for voting. The notice will describe the matters to be voted upon and the deadline for voting. Members may submit their votes in writing by mail, facsimile transmission, email, or private carrier. The affirmative vote of at least one-half of the members shall be required for the approval of any matter presented to the membership without a meeting, except for any proposed amendment to the Bylaws requiring approval of two-thirds of the members as provided in Section 12.1.

ARTICLE VII – STEERING COMMITTEE

Section 7.1 – General Powers

A Steering Committee will manage WGA's business and affairs, except as otherwise provided by these Bylaws and applicable law.

Section 7.2 – Composition

(a) The Steering Committee shall consist of no fewer than 12 or more than 28 WGA members. The exact number of Steering Committee members will be determined from time to time by the Steering Committee.

(b) The Steering Committee shall include the following:

The officers listed in Section 8.1;

The members appointed chair or co-chair of standing committees under Article IX;

The immediate past President of WGA;

Representatives of the Foundation designated under Section 7.3; and

At-large members elected under Section 7.4.

In addition, the chair or co-chair of any special committees created by the Steering Committee may serve on the Steering Committee in an official or ex-officio capacity, as determined by the Steering Committee when the special committee is created. An ex-officio member does not count in the maximum number of official Steering Committee members allowed in Section 7.2 (a).

Section 7.3 – Community Foundation Representatives

The Community Foundation's Board of Trustees will send a representative to each Steering Committee meeting to serve as a liaison between the Foundation's Board and WGA. The President of the Foundation will designate a member of the Foundation's staff to serve on the Steering Committee as a liaison between the Foundation and the WGA.

Section 7.4 – Members-At-Large

The Governance Committee each year will present to the membership for a vote a slate of at-large members of the Steering Committee. The Steering Committee will set the number of at-large members to be elected each year, but the number will not exceed nine (9). Members-at-large elected to the Steering Committee will serve in a generalist capacity. They may serve on

one or more committees and may also head up special projects or special committees as requested by the President.

Section 7.5 – Appointment of Committee Chairs and Co-Chairs

The President will select committee chairs and co-chairs, with the approval of the Steering Committee.

Section 7.6 – Terms of Office

(a) A member of the Steering Committee who is an officer, committee chair or co-chair, will serve on the Steering Committee during the time that member holds office or chairs or co-chairs a committee.

(b) The Foundation’s representatives on the Steering Committee serve at the discretion of the Foundation.

(c) At-large members of the Steering Committee will be elected for a two-year term. In order to serve an additional term, the at-large member must be re-elected. An at-large member may serve on the Steering Committee for no more than two consecutive two-year terms but may continue to serve on the Steering Committee as an officer or Committee Chair or Co-Chair. With the exception of members elected as officers, no member of the Steering Committee may serve more than six consecutive years on that Committee.

Section 7.7 – Removal and Resignation

(a) Any member of the Steering Committee may be removed with or without cause by the majority vote of the other members of the committee at any regular or special meeting of the committee. The Steering Committee may adopt policies setting expectations for attendance and participation of its members.

(b) Any member may resign at any time by giving written notice to the President. The resignation will be effective as of the receipt of the notice unless another date is specified in the notice.

Section 7.8 – Vacancies

The Steering Committee may convene the Governance Committee whenever a vacancy occurs among the at-large members of the Steering Committee for any reason. The Governance Committee will identify and recommend to the Steering Committee a candidate or candidates to fill the vacancy. The remaining Steering Committee members will select the replacement member by majority vote. A member selected to fill a vacancy shall serve for the unexpired term of her predecessor.

Section 7.9 – Meetings

The Steering Committee shall meet at least four times per year, on a schedule to be determined by the President. The President or her designee shall provide at least 10 days’ notice of the date, time and place of each Steering Committee meeting and shall provide a list of matters to be considered at the meeting. The notice may be given in person, or by telephone (including by a voice messaging system or other technology designed to record and communicate messages, if communicated in a comprehensible manner), facsimile, or electronic mail, or any combination of methods of delivery. The meetings may be held at any place designated by the President.

Section 7.10 – Quorum and Voting

The presence of one-half of the members of the Steering Committee shall be required to constitute a quorum for the transaction of business at any Steering Committee meeting. The affirmative vote of a majority of members of the Steering Committee present at the meeting will be required for approval of any matter put to the Steering Committee for a vote.

Section 7.11 – Action without Meetings

The Steering Committee may take any action without a meeting if a majority of the members of the Steering Committee consent in writing to that action. Action taken by written consent will have the same effect as a vote of the committee members in person. The request for consent to action without a meeting and the written consents to that action may be delivered by mail, facsimile transmission, email, or private carrier to the address indicated in the request for consent.

Section 7.12 — Electronic meetings

Members of the Steering Committee may participate in a meeting by electronic conference call as long as all members participating are able to hear one another. Actions taken by electronic conference call will have the same effect as a vote taken in person.

ARTICLE VIII – OFFICERS

Section 8.1 – Composition

WGA's elected officers shall be a President, First Vice President, Second Vice President, Secretary and Treasurer. During the second year of a President's term there shall also be a President-Elect, who may or may not serve simultaneously as an officer, a committee chair, or at-large member of the Steering Committee.

Section 8.2 – Election of Officers

Members will elect officers annually from a slate presented by the Governance Committee. Elections may be held by vote at any meeting of the membership, or by a written balloting process as provided under Section 6.7, or any combination of these methods, as determined by the Steering Committee.

Section 8.3 – Term of Office

Beginning in 2015, officers will assume their duties on November 1st following their election. Each officer will serve a two-year term of office. Officers shall be elected for staggered terms: The President, First Vice President and Second Vice President will be elected in the same year, and the Secretary and Treasurer will be elected in the following year. The President-Elect will be elected in the same year as the Secretary and Treasurer and will serve a one-year term.

Section 8.4 – Vacancies

The Steering Committee may convene the Governance Committee whenever an office becomes vacant for any reason. The Governance Committee will identify and recommend to the Steering Committee a candidate or candidates to fill the vacancy. The remaining members of the Steering Committee will select the replacement by a majority vote. An officer selected to fill a vacant office shall serve for the unexpired term of her predecessor.

Section 8.5 – Duties of Officers

(a) President – The President shall preside at all meetings of the WGA and Steering Committee and serve as an ex-officio member of all Committees. She will provide general supervision and direction for WGA and will coordinate directly with the Foundation staff on all matters related to the relationship between WGA and the Foundation.

(b) First Vice President – At the request of the President, the First Vice President may preside at any meeting in the President’s absence, serve as liaison with other organizations and the Foundation, and perform any other function delegated or assigned by the President.

(c) Second Vice President – At the request of the President, the Second Vice President may preside at any meeting in the President’s absence, serve as liaison with other organizations and the Foundation, and perform any other function delegated or assigned by the President.

(d) Secretary – The Secretary shall keep the minutes of all meetings of the WGA membership and of the Steering Committee.

(e) Treasurer – The Treasurer will serve as Chair of the Finance Committee and act as liaison on financial matters with the Foundation, which administers and invests the assets held in component funds for WGA and the Women’s Endowment Fund and provides administrative and other staff support for the WGA. The Treasurer will work closely with the Foundation staff to prepare the annual budget and other regular financial reports as required. She will work with the Foundation staff to monitor and ensure the timely collection of the annual financial contribution from members and to monitor WGA expenses.

(f) President-Elect – The President-Elect will assist the President in her duties and will be an active member of the leadership team of the Women’s Giving Alliance, in order to prepare her for her term as President. She will appear on the ballot as a candidate for President at the end of her one-year term as President-Elect.

ARTICLE IX – COMMITTEES

Section 9.1 – Standing and Other Committees

WGA will have the standing committees described in this Article IX. The President may establish such other standing or special committees as she deems necessary from time to time for the effective operation of WGA, with the approval of the Steering Committee.

Section 9.2 – Advocacy Committee

Through emails, education and outreach, the Advocacy Committee works to extend the impact of WGA grantmaking. Its activities include informing members of ways to make their voices heard about issues they care about personally. In line with the policies of The Foundation and WGA, the committee also may recommend to Steering advocacy focus areas that are in alignment with one or more of WGA’s grantmaking initiatives current or past..

Section 9.3 – Communications Committee

The Communications Committee is responsible for all communication (both internal and external) that supports the members’ awareness and understanding of WGA’s mission, vision, guiding principles, grants

and key messages. Additionally, the committee coordinates publicity and media relations for WGA.

Section 9.4 – Education Committee

The Education Committee is responsible for organizing meetings and activities which expand members' awareness and knowledge about strategic philanthropy, the WGA's fields of interest for grantmaking, and WGA's grants.

Section 9.5 – Finance Committee

The Finance/Operations Committee coordinates with the Foundation in connection with all financial and operational matters, including preparation, monitoring and oversight of the annual budget and management of the Women's Endowment Fund. Additionally, the committee is responsible for working with the Foundation staff to improve efficiency and cost-effectiveness of WGA's day-to-day and longer term operations.

Section 9.6 –Governance Committee

The Governance Committee shall assist the Steering Committee to carry out its responsibilities relating to WGA's governance practices as well as matters relating to leadership development and selection, Steering Committee composition and evaluation. The Governance Committee shall consist of two co-chairs, a co-chair of Governance selected by the President, and the immediate past President as co-chair of the Nominating Subcommittee, no fewer than five (5) members of the WGA selected by the Chair in consultation with WGA officers. If the immediate past President is unable to serve, the President, after consultation with the WGA officers and with the approval of the Steering Committee will name a replacement. The President and President-Elect shall serve with voice but no vote. The Committee may form subcommittees to carry out one or more of its responsibilities.

Section 9.7– Grants Committee

The Grants Committee researches issues for grantmaking focus, reviews grant applications, recommends recipients of grants from the pooled fund, and monitors the progress and outcome of active and prior grants.

Section 9.8 – Membership

The Membership Committee is responsible for recruitment and retention of members.

Section 9.9 – DEI Committee

Diversity, equity and inclusion are central to WGA's vision and mission. The DEI Committee is responsible for exploring actions WGA can take to view all of our work through a DEI lens to become more effective strategic philanthropists and improve the lives of women and girls. Through integration with all WGA committees, the DEI Committee aids WGA in becoming more inclusive in all aspects of our work -- including but not limited to membership recruitment and retention, leadership development, grantmaking policies and procedures, advocacy, and internal and external communications.

Section 9.10 – Special Committees

The Steering Committee may establish other committees as needed to conduct the work of the WGA. The President will appoint a chair or co-chair of the special committee. The Steering Committee will determine whether the chair or co-chair of the special committee will serve as an official or ex-officio member of the Steering Committee. If ex-officio, the chair or co-chair will

not count in the maximum number prescribed for Steering Committee in Section 7.2.

Section 9.11 – Subcommittees

In consultation with the Steering Committee, the chair or co-chairs of any standing committee may create subcommittees as necessary to accomplish the work of the committee and appoint a chair of the subcommittee. Subcommittee chairs will not serve on the Steering Committee.

Section 9.12 – Ethical Conduct

Each member of the Finance Committee, the Grants Committee, the Governance Committee and the Steering Committee is required annually to sign an agreement to abide by the policies on Confidentiality and Conflict of Interest adopted by the Steering Committee and approved by the Foundation. In addition, any other WGA members who have access to confidential information also will be required to sign a similar confidentiality agreement in a form approved by the Steering Committee and by the Foundation.

ARTICLE X – GRANTS

Section 10.1 – Grant Policies

The Grants Committee, with approval of the Steering Committee, will establish policies and procedures to be followed in selecting grant recipients.

Section 10.2 – Annual Grant Pool

Each year a sum of money will be available for grantmaking (the “grant pool”). The grant pool will consist of the (1) amount allocated from the membership contributions under Section 5.2(a), (2) funds distributed to WGA from the Women’s Endowment Fund as described in Section 10.3 (b) and Article XI, and (3) any contributions from members or other sources to be used for grantmaking.

Section 10.3 – Grant Recommendations

(a) Annual Cycle Grants from the Grant Pool -- On an annual basis, the Grants Committee will consider applications and recommend grants to be made from the grant pool available in that year. The Grants Committee’s recommendations of grants to be made from the grant pool must be approved by the Steering Committee, ratified by the membership and approved by the Board of Trustees of the Foundation.

(b) Other –The Grants Leadership Team may recommend that a portion of the Grant pool be separated out for a special initiative. The Steering Committee will determine annually how much money, if any, will be allocated for this purpose. Any funds allocated for a special initiative that are not used for that purpose will be added to the grant pool.

Section 10.4 – Ethical Conduct

Each member of the Finance Committee, the Grants Committee and the Steering Committee is required annually to sign an agreement to abide by the policies on Confidentiality and Conflict of Interest adopted by the Steering Committee and approved by the Foundation. In addition, any other WGA members who have access to confidential information also will be required to sign a similar confidentiality agreement in a form approved by the Steering Committee and by the Foundation.

ARTICLE XI – WOMEN’S ENDOWMENT FUND

The Women’s Endowment Fund is a permanent fund at the Foundation that was created by the WGA to support issues affecting women and girls of Northeast Florida in perpetuity. A portion of each member’s annual membership contribution is added to the Women’s Endowment Fund. Funds from the endowment are made available to WGA each year based on the Foundation’s spending policies. The Steering Committee will determine annually how much of this “available for grantmaking” amount will be added to the grants pool and how much will be used to fund other grant initiatives (as described in Article X Section 10.3 (b) above) or other projects of importance to WGA. However, the amount put aside from the “available for grantmaking” income from the Endowment Fund may not be greater than 25% of the “available for grantmaking” income, and in any case may not exceed \$25,000. The awarding of these funds will be determined in consultation with the Grants Leadership Team, as detailed in Steering Committee policy and procedure.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Business shall be conducted following parliamentary procedures in accordance with Robert’s Rules of Order.

ARTICLE XIII – AMENDMENT OF BYLAWS

Section 12.01 – Amendments Approved by Members

No amendment may be made to Section 5.1 or Section 5.2 of the Bylaws without the approval of two-thirds of the members. The Secretary will give notice to the members setting forth the proposed amendment at least 10 days prior to the voting deadline. Members may cast their votes on the proposed amendment at a meeting called for that purpose as provided in Section 6.6 or without a meeting as provided in Section 6.8.

Section 12.02 – Other Amendments

Any amendment to the Bylaws, except those specifically requiring approval by the members under Section 12.01, may be made by the Steering Committee without a vote by the members.

ARTICLE XIV – DISSOLUTION

In the event of the dissolution of the Women’s Giving Alliance, any funds remaining in the “grant pool” shall be added to the Women’s Endowment Fund.

ARTICLE XV – MISCELLANEOUS

Section 15.1 – Notices

Written notices required or permitted under these Bylaws may be sent by mail, email, facsimile transmission, private carrier, or by any combination of those methods.

Section 15.2 – Calendar Year

The WGA operates on a calendar year for purposes of financial reporting.

Section 15.3 – Effective Date

These Bylaws will become effective as of September 22, 2021.