

BYLAWS OF THE WOMEN'S GIVING ALLIANCE

(Revised September 2024)

ARTICLE I - NAME

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

ARTICLE II - AFFILIATION WITH THE COMMUNITY FOUNDATION FOR NORTHEAST FLORIDA, INC.

Section 2.1 - Relationship. The WGA is an initiative of The Community Foundation for Northeast Florida, Inc. ("The Community Foundation"). The Community 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 Community Foundation, to all signed operating agreements with The Community Foundation, and to all laws applicable to component advised funds under federal tax laws.

Section 2.2 - Offices. The WGA's principal office for the transaction of business is at 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

Section 4.1 - Qualification for Membership. Membership in WGA is open to all women who make the required financial contribution.

Section 4.2 - Rights of Members. All Members have the same Membership rights.

ARTICLE V - FINANCIAL CONTRIBUTION AND ALLOCATION

Section 5.1 - Annual Contribution of Members.

(a) Membership in WGA requires an annual contribution of \$1,500 or a one-time contribution of \$25,000 to be a Legacy (lifetime) Member in perpetuity of the organization.

(b) Members under 40 years of age may hold a one-year trial Membership for \$750, which is known as the Delores Barr Weaver (DBW) 4Sight program. Subsequent years will be at the \$1,500 level. DBW 4Sight Members have full voting rights.

Section 5.2 - Allocation of Member Contribution.

(a) From each Member's annual contribution, \$1,100 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 remaining \$400 is allocated to the Women's Endowment Fund and administrative expenses.

(b) The allocation for DBW 4Sight Members follows the same proportions: \$500 to the grant pool, and \$250 to the Women's Endowment Fund and administrative expenses.

Section 5.3 - Changes to Allocations. Any proposed changes to Sections 5.1 or 5.2 must be approved by the Membership as described in Article XIV Section 14.1. Members may vote on the amendment as provided in Sections 6.4 and 6.6.

ARTICLE VI - MEETINGS OF THE MEMBERSHIP

Section 6.1 - Required Number of Meetings. WGA shall hold at least two meetings of the Membership during the fiscal year.

Section 6.2 - Notice. The Secretary will provide at least 30 days written notice for meetings of the Membership. 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 6.3 - Quorum. The presence in person or by valid proxy under Section 6.6 of one-quarter ($1/4$) of the Members of WGA shall be required to constitute a quorum for the transaction of business at meetings of the Membership.

Section 6.4 - Voting at Meetings. Members shall be allowed to cast their votes on any matter brought before the Membership for a vote either in person 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, electronic transmission, or private carrier to the address indicated in the notice of meeting. Members voting by valid proxy shall be considered present at the meeting for purposes of determining quorum.

Section 6.5 - Voting by Written Ballot. Members may vote for Officers and At-Large Members of the Operating Board by written ballot without being present or represented by proxy at a meeting where the election takes place. Ballots may be delivered by mail, electronic transmission, or private carrier to the address indicated in the notice of elections by the date specified in the notice.

Section 6.6 - Action Without a Meeting. The Operating Board 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, electronic transmission, or private carrier. The affirmative vote of at least one-half ($1/2$) 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 ($2/3$ rds) of the Members as provided in Article XIV Section 14.1.

ARTICLE VII - OPERATING BOARD

Section 7.1 - General Powers. The Operating Board plans, develops, manages, promotes, and oversees the WGA's activities and programs.

Section 7.2 - Required Number of Meetings. The Operating Board shall hold at least four (4) meetings annually as determined by the Executive Committee prior to the first meeting of the fiscal year.

Section 7.3 - Notice of Meetings. Notice of meeting can be given by mail or electronic means. Notices of regular meetings of the Operating Board need not be given unless the meeting time, date, or place changes.

Section 7.4 - Special Meetings. Special meetings of the Operating Board may be called by the President, the Executive Committee, or by at least four voting Members of the Operating Board with at least five (5) days' notice.

Section 7.5 - Quorum. A quorum shall consist of the majority of Members currently serving.

Section 7.6 - Composition and Voting. The Operating Board shall consist of Officers, the immediate Past President, Chair or Co-Chair of Standing Committees, and At-Large Member(s). The Chair or Co-Chair of Standing Committees, if both are present, shall cast one vote on behalf of their committee. All other Members of the Operating Board each have one vote. No member of the Operating Board may cast their votes by proxy. A majority of votes cast at which a quorum is present shall prevail on any issue unless a super-majority is required by these Bylaws.

Section 7.7 - The Community Foundation Representatives. The Community Foundation's Board of Trustees shall send a representative to the Operating Board meeting to serve as a liaison between The Community Foundation and WGA. The Community Foundation Representative serves on an ex-officio basis and has one vote.

Section 7.8 - Resignation and Removal. A member of the Operating Board may resign at any time by giving written notice to the President by mail or electronic means. A member of the Operating Board may be removed with or without cause subject to quorum requirements and a vote of two-thirds (2/3rds) of the Operating Board.

ARTICLE VIII - OFFICERS

Section 8.1 - Composition. The WGA's elected officers shall be a President, up to three (3) Vice Presidents, a Secretary, and a Treasurer. There may also be a President-Elect, who may serve simultaneously as an Officer, Committee Chair, and/or At-Large Member of the Operating Board.

Section 8.2 - Duties of Officers.

(a) President - The President is the Executive Officer of the Women's Giving Alliance. She shall preside at all meetings of the Operating Board, Executive Committee, and Membership and shall exercise oversight of WGA in accordance with the policies of The Community Foundation and the signed operating agreement, these Bylaws, and applicable state and federal laws. The President is an ex-officio member with voting rights on all committees with the exception of the Nominating Subcommittee and the Grants Decision Team, on which she may serve as a member, but without voting rights.

(b) Vice President(s) - The Executive Committee assigns responsibility for one or more Standing and/or Special Committees to each Vice President. The Vice President is an ex-officio member

with voting rights on her assigned committees; serves as a resource to the Committee Chairs and Co-Chairs; and refers issues for deliberation and decision making to the Executive Committee and Operating Board.

(c) Secretary - The Secretary shall oversee the preparation of minutes of the Executive Committee, Operating Board and meetings of the Membership.

(d) Treasurer - The Treasurer serves as the Chair of the Finance Committee and acts as liaison on financial matters with The Community Foundation. The Treasurer works closely with The Community Foundation to finalize the annual budget, prepare required financial reports, ensure the timely collection of financial contributions from Members, and oversee WGA financial affairs.

(3) President-Elect - The President-Elect assists the President in her duties in order to prepare for her term as President. The President-Elect is an ex-officio member of all committees with voting rights, with the exception of the Nominating Subcommittee.

Section 8.3 - Election of Officers. Members will elect officers annually from a slate presented by the Nominating Subcommittee at a Meeting of the Membership. A majority of votes cast where a quorum is present will determine the result.

Section 8.4 - Term of Office. The Officers will assume their duties at the start of the fiscal year following their election. Each Officer will serve a two (2)-year term and may serve a total of two (2) consecutive terms in their elected office. During the final year of a President's term, there shall also be a President-Elect who may serve simultaneously as an Officer, a Committee Chair or an At-Large Member of the Operating Board.

Section 8.5 - Vacancies. The Operating Board may convene the Nominating Subcommittee to fill vacancies in an office for any reason. The Nominating Subcommittee will recommend a candidate or candidates to fill the vacancy for the unexpired term of her predecessor. The Operating Board will elect the replacement subject to quorum requirements and a majority of voting members.

ARTICLE IX - AT- LARGE MEMBERS OF THE OPERATING BOARD

Section 9.1 - Composition. The number of At-Large Members will be set by the Executive Committee each year in consultation with the Operating Board, but in no case will the number of At-Large Members exceed nine (9).

Section 9.2 - Election. The Nominating Subcommittee may present to the Membership for a vote a slate of At-Large Members who serve in a generalist capacity.

Section 9.3 - Duties. At-Large Members may be assigned by the Executive Committee or Operating Board to assist Standing Committees or to serve as a Chair of a Special Committee. At-Large Members have voting rights on committees to which they are assigned.

Section 9.4 - Vacancies. The Operating Board may convene the Nominating Subcommittee when a vacancy exists for any reason among At-Large Members. The Nominating Subcommittee will recommend a candidate or candidates to fill vacancies. The Operating Board will select the replacement subject to quorum requirements and a majority of voting members.

An At-Large Member selected to fill a vacancy shall serve until the end of the fiscal year, at which point they may be nominated for a full term.

Section 9.5 - Term of Office. At-Large Members who are elected by the Membership serve for two (2) years and may serve two (2) consecutive terms.

ARTICLE X - STANDING COMMITTEES

Section 10.1 - Executive Committee. The Executive Committee is chaired by the President and is comprised of the Officers of WGA and the senior Co-Chair of the Grants Leadership Team. The Executive Committee establishes the direction for WGA, provides resources for mission achievement, and establishes the date, time and materials for meetings of the Operating Board. The Executive Committee appoints Chairs and, if needed, Co-Chairs for all Standing Committees. The Executive Committee shall act for the Operating Board between meetings except as to the following which require action by the Operating Board: approval of the budget, approval of WGA's annual activities and events calendar, election or removal of Operating Committee members, and amendments to the Bylaws. The Executive Committee shall report any action taken by it at the next meeting of the Operating Board.

Section 10.2 - Communications Committee. The Communications Committee, in coordination with The Community Foundation, is responsible for all internal and external communication that supports Members' awareness and understanding of WGA's mission, vision, values, grants, programs, and activities.

Section 10.3 - Finance Committee. The Finance Committee coordinates with The Community Foundation on all financial and operational matters, including, but not limited to, the budget, the performance of WGA investments, and by recommending improvements to the efficiency and effectiveness of WGA's operations.

Section 10.4 - Governance Committee.

(a) The Governance Committee shall assist the Executive Committee and Operating Board in carrying out its responsibilities relating to WGA's governance practices, including, but not limited to: making recommendations regarding the role and responsibilities of Officers and Operating Board members, evaluating participation and performance of Operating Board members, evaluating participation and performance of WGA Committees, and in leading the Operating Board in an annual review of performance.

(b) **The Nominating Subcommittee of Governance** is chaired by the immediate past-President. In the event the immediate Past President is unable to serve, the Executive Committee will appoint a member who is not currently serving as an officer of WGA to chair the committee. The Chair of the Nominating Committee, in consultation with the Executive Committee, will select no fewer than eight (8) and no more than fourteen (14) members to ensure a diversity of age, expertise, geographic, racial/ethnic representation and thought leadership to serve on the Nominating Subcommittee. The quorum required to conduct business at a meeting of the Nominating Subcommittee is the majority of members currently serving. The Chair of the Nominating Subcommittee serves until she is replaced. Members of the Nominating Subcommittee have staggered terms and can serve a maximum of three (3) years.

Section 10.5 - Grants Committee. The Grants Committee researches issues for WGA's grant making focus, reviews grant applications, recommends recipients of grants from the pooled fund, and monitors the progress and outcome of active and prior grants. The Grants Committee is headed by the Grants Leadership Team which oversees all aspects of the grants process to include Grants Decision Team, Grants Evaluation Team, and other subcommittees that are deemed necessary.

Section 10.6 - Membership Committee. The Membership Committee is responsible for attracting, onboarding, and retaining WGA Members.

Section 10.7 - Programs Committee. The Programs Committee has general responsibility and oversight over all mission-related programs and events sponsored by WGA.

Section 10.8 - Subcommittees of Standing Committees. The Chair(s) of any Standing Committee may create subcommittees as necessary to accomplish the work of the committee.

Section 10.9 - Terms of Standing Committee Chairs. The terms of Standing Committee Chairs are two (2) years. A Committee Chair may serve no more than two (2) terms on the same committee.

ARTICLE XI - SPECIAL COMMITTEES

The Executive Committee and/or Operating Board may establish Special Committees for specific tasks or projects. The Chair of a Special Committee must be a member of the Operating Board. All Special Committees have one (1) year terms, which must be renewed annually.

ARTICLE XII - GRANTS

Section 12.1 - Grant Policies. The Grants Committee, with the approval of the Operating Board, shall establish policies and procedures to be followed in selecting grant recipients.

Section 12.2 - Annual Grant Pool. A sum of money will be available each fiscal year for grant making (the "grant pool"). The grant pool will consist of: (1) the amount allocated from the Membership contributions under Section 5.1; (2) funds to WGA from the Women's Endowment Fund as described in Section 12.3(b) and Article XIII; and (3) contributions from Members and other sources to be used for grant making.

Section 12.3 - Grant Recommendations, Approvals and Disbursements.

(a) The Grants Committee will consider and recommend grants each year to be made from the grant pool. The Grants Committee's recommendations must be approved by the Operating Board and ratified by the Membership. Disbursement of funds is subject to The Community Foundation approval and are remitted in accordance with the schedule in signed contracts.

(b) The Grants Leadership Team may recommend to the Operating Board that a portion of the grant pool be allocated for a special initiative, subject to the amounts detailed in Article XIII. Any funds approved by the Operating Board for a special initiative that are not used for that purpose will be added to the grant pool.

ARTICLE XIII - WOMEN'S ENDOWMENT FUND

The Women's Endowment Fund is a permanent fund at The Community 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 Community Foundation's spending policies. The Operating Committee, upon receipt of the recommendation from the Finance and Grants Committee, will determine how much of these funds will be added to the grant pool and how much will be used to fund special initiatives, as per Article XII Section 12.3(b). However, the amount used to fund special initiatives may not exceed the lesser of: (1) 25% of available funds or (2) \$25,000.

ARTICLE XIV - AMENDMENT OF BYLAWS

Section 14.1 - Amendments Requiring Membership Approval. No amendment may be made to Article V of these Bylaws without the approval of two-thirds (2/3rds) of the Membership. The Secretary will give notice to the Members setting forth the proposed amendment at least ten (10) days prior to the voting deadline. Members may cast their votes on the proposed amendment as provided in Sections 6.4 and 6.6.

Section 14.2 - Other Amendments. Any amendment to the Bylaws, except those specifically requiring Membership approval under Article V, may be made by the Operating Board subject to quorum and a majority of votes cast.

ARTICLE XV - 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 XVI - GENERAL PROVISIONS

Section 16.1 - Fiscal Year. The fiscal year for WGA starts on January 1st and ends on December 31st.

Section 16.2 - Ethical Conduct. Each member of the Operating Board, Finance Committee and Grants Committee will be required to sign annually an agreement to abide by the policies of Confidentiality and Conflict of Interest adopted by WGA and approved by The Community Foundation. Other Members who have access to confidential information shall be asked to sign similar agreements by the Governance Committee or Operating Board.

Section 16.3 - Notices. Written notices required or permitted under these Bylaws may be sent by mail, electronic transmission, private carrier, or by any combination of these methods.

Section 16.4 - Electronic Meetings. Members of the Executive Committee, Operating Board, and all Standing and Special Committees may participate in meetings by electronic conference as long as all Members are able to hear one another. Action taken by electronic conference will have the same effect as a vote taken in person.

Section 16.5 - Political Involvement. The WGA as an organization, the Operating Board as a body, and its committees shall not support political organizations, politicians, or candidates for political office.

Section 16.6 - Retention of Records. The records of the WGA, including: (1) minutes of the Operating Board, (2) actions approved by the Membership, and (3) Bylaws, including all amendments or alterations thereto approved by the Membership and Operating Board, will be kept at the registered office of The Community Foundation. WGA shall also maintain accurate books and records of account as required by The Community Foundation and by law.