

BYLAWS
OF
FREMONT AREA AAUW
FOUNDATION FOR LOCAL SCHOLARSHIPS
A California Nonprofit Public Benefit Corporation

ARTICLE I OFFICES

Section 1.01 Principal Office. The principal office of the Corporation for transaction of its business is located in Alameda County, California. The Board of Directors of the Corporation may change the principal office from one location to another within the named county. Any change of location shall be noted by the Secretary on these Bylaws, or this section may be amended to state the new location.

Section 1.02. Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places within Alameda, Santa Clara or Contra Costa Counties.

ARTICLE II PURPOSES

Section 2.01 Objectives and Purposes. This Corporation is organized exclusively for the purpose of raising, maintaining and distributing funds for educational purposes. The Foundation may finance educational endeavors/activities supported by the AAUW Fremont Branch including, but not limited to, Tech Trek, Discovery Days, STEM, STEAM, Law Pathways, and local college scholarships within the meaning of section 501c(3) of the Internal Revenue Code or the corresponding provision of any future United State law.

ARTICLE III MEMBERSHIP

Section 3.01. Members. The Corporation shall make no provision for members. Any action, which under law or the provisions of the Bylaws of the Corporation would require approval by a majority of all members, shall require approval only by the Board of Directors. All rights which would otherwise vest in the members shall vest in the Directors of this Corporation.

Section 3.02. Associates. Nothing in Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone as a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. Number of Directors. The Corporation shall have five (5) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw. New director positions shall only be created as correlates to a job function.

Section 4.02. General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and the Bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised by the Board of Directors.

Section 4.03. Specific Powers. The Directors shall have the power to:

- (A) Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation or by these Bylaws.
- (B) Appoint, remove, employ, discharge and prescribe the duties of all officers, agents or employees of the Corporation.
- (C) Meet at such times and places as required by these Bylaws.
- (D) Invest and reinvest Corporate assets and deposit all funds and securities of the Corporation in the name of the Corporation in such banks, trusts or other depositories as shall be selected by the Board of Directors.
- (E) Register the addresses of the Directors with the Secretary of the Corporation and notices of meetings mailed to them at such addresses shall be valid notices thereof.
- (F) Solicit funding for the sole purpose of providing educational opportunities as generated by the AAUW Fremont Branch within the meaning of section 501c(3) of the Internal Revenue Code or the corresponding provision of any future United States law.

Section 4.04. Qualifications of Directors. The Board of Directors shall consist of five voting members, each of whom shall be a citizen of the State of California and a member in good standing of the American Association of University Women Fremont Branch. The Directors shall be selected for their knowledge of the educational, charitable and benevolent needs of the community.

Section 4.05. Term of Office. Each Director shall hold office of no less than one year and no more than two years. Directors may not be selected to more than two consecutive terms in the same office.

Section 4.06. Nominations. The AAUW Fremont Branch Executive Board may nominate any person qualified under Article IV, Section 4 of these Bylaws to serve as a member of this board. Other qualified candidates may be nominated by a method of nomination authorized by the Board of Directors of the Corporation. Nominations will be accepted up to the Spring meeting. Nominations may be taken from the floor with the candidate present.

Section 4.07. Election. Directors shall be elected at the Spring meeting of the Corporation. Nominees receiving the highest number of votes cast by the Board of Directors shall be deemed as elected. All terms of office shall be for two (2) years and shall be staggered so that the terms of two or three members shall expire each year. Directors shall be eligible to be elected for no more than two consecutive terms.

Section 4.08. Vacancies and Removal. Vacancies shall be filled for any expired term by the Board of Directors. Any Director may be removed without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all the Directors.

Section 4.09. Compensation. The Directors shall serve without compensation, except that they shall be allowed and paid such reimbursement for expenses as the Board may determine to be just and reasonable.

ARTICLE V MEETINGS

Section 5.01. Call for Meetings. Meetings of the Board may be called by the President or by any two-or more members of the Board of Directors.

Section 5.02. Place of Meetings. All meetings of the Board shall be held at a place designated by the Board of Directors. The location and time of each meeting will be made available to the AAUW Branch Executive Board via email or phone calls at least three (3) days prior to the event.

Section 5.03. Frequency of Meetings. There shall be at least one meeting of the Board of Directors during the calendar year, with the date and the time to be fixed by the Board of Directors. This meeting shall be called the Annual Meeting. Other meetings may be called by the President or by any two or more members of the Board of Directors. The Board will give the AAUW Fremont Branch seven (7) days' notice of the meetings.

Section 5.04. Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, provided all Directors shall have been notified of the meeting by email or by telephone at least five (5) days prior to the meeting. Waiver of the five (5) day notice may be approved by unanimous vote of the Board of Directors. Every action taken or decision made by the majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

Section 5.05. Conduct of Meetings. The President, or, in the case of his or her absence, any Director selected by the Board of Directors present shall preside at meetings of the Board. The Secretary of the Corporation, or in the Secretary's absence, any person appointed by the presiding officer shall act as a Secretary of the Board. Minutes will be taken and filed for each meeting.

Section 5.06. Action without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board.

All such actions shall be filed with the minutes of the proceedings of the Board.

ARTICLE VI OFFICERS

Section 6.01. Officers. The officers of the Corporation shall be a President, Secretary, Chief Financial Officer, Development Officer and Programs Officer.

Section 6.02. Appointment. The officers of the Corporation shall be chosen by and serve at the pleasure of the Board.

Section 6.03. Duties of Officers.

A) President. The President shall be the Chief Executive Officer and shall, subject to the control of the Board of Directors, have supervision, direction and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Board. Such officer shall perform all duties incidental to the office of President and such other duties as required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed by the Board of Directors. The President shall sit as a member of the Board of Directors of the Fremont Branch of the American Association of University Women and shall represent the Corporation on this Board.

B) Secretary. The Secretary shall keep, at such place as the Board of Directors may order, a book of minutes of all meetings and proceedings of the Board. The Secretary shall give notice of all meetings of the Board required by these Bylaws to be given and shall perform such other duties as required by law or

the Board of Directors. The Secretary shall keep, at such place as the Board of Directors may order, a copy of the Articles of Incorporation and the Bylaws as amended to date. The Secretary shall keep a register of all officers' terms by date and advise the board as to the upcoming expiration of terms.

C) Chief Financial Officer. The Chief Financial Officer of the Corporation shall keep and maintain in written form, or in other form capable of being converted into written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Said officer shall deposit all moneys in the name of and to the credit of the Corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse funds of the Corporation as ordered by the Board and shall give to the President and the Board, on request, an account of all transactions. This Officer shall perform such duties as may be required by law, the Articles of Incorporation, the Bylaws or as may be prescribed by the Board of Directors. A minimum of two (2) times per year, this officer will produce a report of financial status for distribution to the AAUW Fremont Branch Executive board.

D) Development Officer. This officer will reach out to the local businesses, government and school entities, and the public at large to promote the educational programs being provided by AAUW Fremont Branch members and funded through the corporation. The officer will apply for grants and corporate funding for the foundation. This officer may form a committee to support development activities.

E) Programs Officer. This officer will be the liaison from the board for all programs being funded by the foundation. It is this officer's responsibility to determine the fitness of the projects to be funded through the foundation. The officer must assess the financial needs of each of the programs and work with the program leaders to create programs within the budget of the foundation. This officer may form a committee to support investigative activities.

Section 6.04. Resignation and Removal of Officers and Vacancy. Any officer may resign at any time on written notice to the Board of Directors. Officers may be removed with or without cause at any meeting of the Board by affirmative vote of a majority of all Directors. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

ARTICLE VII CORPORATE RECORDS AND REPORTS

Section 7.01. Keeping Records. The Corporation shall keep adequate and correct books and records of account and Minutes of the proceedings of its Board. The Minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 7.02. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 7.03. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times. The Secretary shall, on the written request of any Director, furnish to that Director a copy of the Articles of Incorporation and Bylaws, as amended to date.

Section 7.04. Annual Report. The Board shall cause an Annual Report to be sent to all Directors not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporation Code and shall be accompanied by any report thereon of independent accountants the Certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. This report shall be distributed to the AAUW Fremont Branch Executive Board at the Annual Meeting.

Section 7.05. Annual Statement of Certain Transactions and Indemnifications. The Corporation shall furnish annually to its Directors, a statement of any transaction or indemnification described in Section 6322(d) and e of the Corporations Code, if such transaction or indemnification took place. Such Annual Statement shall be affixed to and sent with the Annual Report described in Section 7.04. of these Bylaws.

ARTICLE VIII INDEMNIFICATION

Section 8.01. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 8.02. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine under Section 5238e of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) had been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, then in said situation the following shall apply: the Court in which such proceeding is or was pending, shall determine under Section 5238e of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) had been met and if so, shall authorize indemnification upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Section 8.03. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 8.01 and 8.02 of these Bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the

Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE IX. FINANCIAL ADMINISTRATION

Section 9.01. Fiscal Year. The fiscal year shall correspond with that of AAUW: July 1 through June 30.

Section 9.02. Financial Policies. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review. No indebtedness in excess of \$50 over amounts provided for in the budget shall be incurred by any Branch member except upon approval of the board.

Section 9.03. Budget. The board shall adopt an annual budget and provide a copy to the AAUW Fremont Branch Executive Board.

Section 9.04. Insurance

- a. The Branch is required to participate in the AAUW CA insurance programs in order to participate in AAUW CA sponsored activities and projects. The Branch must comply with all risk management requirements, AAUW CA program directives, and all other requirements as outlined in AAUW CA policy and procedures.
- b. The Branch must obtain separate insurance coverage for activities and projects not covered under the AAUW CA insurance coverage.
- c. As all officers of the board are members in good standing of the Branch, and the corporation is an entity of the Branch, officers are covered by Branch insurance.

ARTICLE X CONSTRUCTION AND DEFINITION

Section 10.01. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XI DISSOLUTION

Section 11.01. Being a 501c(3) non-profit organization and in order to comply with the Internal Revenue Code, in the event this corporation is dissolved, all net assets will be transferred to an allocated fund designated for the purpose of funding educational programs at the AAUW Fremont Branch. Such assets to be those remaining after all debts and obligations have been paid.

ARTICLE XII AMENDMENTS

Section 12.1. The Board may adopt, amend, or repeal Bylaws. It is required to review its bylaws annually.

Section 12.2. The Board is required to update its bylaws every three (3) years and file all documents to maintain its legal status under section 501c(3) of the Internal Revenue Code or the corresponding California governmental entity.

Origin of Bylaws: 7/8/1996

Date last amended by Board Vote: 4/8/2019