

**SIXTH
AMENDED AND RESTATED BYLAWS
OF
ANNE ARUNDEL WOMEN GIVING TOGETHER**

January 1, 2015

ARTICLE I: NAME

The name of this organization shall be Anne Arundel Women Giving Together (“AAWGT”).

ARTICLE II: MISSION AND PURPOSE

- Section 1. The purpose of AAWGT, a women’s giving circle, shall be to support initiatives that improve the quality of life for women and families in Anne Arundel County, Maryland. AAWGT will accomplish its mission through:
- ◆ Grant making programs that support women and families,
 - ◆ Engaging and educating women about issues affecting women and families in their community and about philanthropy and grant making, and
 - ◆ Building the power of collective philanthropy in Anne Arundel County.

To support these goals, AAWGT invites local women to support its philanthropic mission and, through their contributions, become participating members of AAWGT. AAWGT welcomes additional donations from its members and may also solicit funds from other local, regional, national, and international sources.

AAWGT provides financial resources to organizations and programs based on specific criteria established by AAWGT.

AAWGT intends to provide for its future by continually attracting new members.

- Section 2. AAWGT is operating as a Fund of the Community Foundation of Anne Arundel County, a Maryland Nonprofit Public Benefit Corporation (the “Community Foundation”).
- Section 3. AAWGT is organized solely for charitable, scientific, literary, or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III: MEMBERSHIP AND MINIMUM CONTRIBUTION;
DONATIONS**

- Section 1. The general membership shall be women interested in supporting the mission of AAWGT, who pay at least a minimum annual contribution to AAWGT in the amount set forth in Section 3 of this Article, as that amount may be amended from time to time by a vote of the Members. Annual membership contributions shall be payable according to a schedule established by the Steering Committee, with full payment due no later than December 31st of each calendar year. A member who does not pay the minimum annual contribution by December 31st of each calendar year loses

her membership privileges. Checks shall be payable to the Community Foundation of Anne Arundel County, including AAWGT on the memo line.

- Section 2. The contributions received from the Members shall be distributed through the awarding of grants in accordance with the provisions of these Bylaws, and the payment of administrative and other operating costs and expenses of AAWGT (“AAWGT Expenses”), as such amounts are more specifically delineated in Section 3 below.
- Section 3. Members of AAWGT include the following categories:
- a. Individual Members, which shall include all Members who have contributed at least the minimum contribution of \$550, \$50 of which will be allocated to the AAWGT Expense Fund and the balance of which will be allocated to the AAWGT Grant Funding.
 - b. Associate Members, which shall include Members thirty five years old or younger, who have contributed at least the minimum contribution of \$275 (but less than \$550), \$25 of which will be allocated to the AAWGT Expense Fund and the balance of which will be allocated to the AAWGT Grant Funding.
 - c. Corporate Members, which shall include corporations and other legally formed entities, who pay an annual contribution of at least \$2,200, \$200 of which will be allocated to the AAWGT Expense Fund and the balance of which will be allocated to the AAWGT Grant Funding. Such entity is entitled to appoint up to four women, who will be voting members of AAWGT.
- Section 4. Each Member participating in an AAWGT General Meeting shall have one vote.
- Section 5. AAWGT encourages and welcomes additional donations from the Members and other donors for purposes consistent with the mission of AAWGT, including administrative costs, membership sponsorships for prospective or current members as described in Article III, Section 3, the establishment of funds for distribution as may be determined by the Members to be appropriate, and such other purposes as may be allowable under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: OFFICERS AND STEERING COMMITTEE

- Section 1. The officers shall consist of a President, a Vice President/President Elect, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. Each Officer will serve a one-year term, with a limit of two consecutive terms unless otherwise approved by the Steering Committee. In the case of an officer position that includes an Assistant, the Assistant will generally assume the officer position after one year. Unless otherwise approved by the Steering Committee, no Officer shall be eligible for the same office for more than two consecutive terms.
- Section 2. All Officers shall be Members of AAWGT in good standing
- Section 3. The Officers, together with the Chairs and Assistant Chairs of the Committees, and the Immediate Past President, shall constitute the Steering Committee, as more fully described in Section 1 of Article VI below.

ARTICLE V: DUTIES OF THE OFFICERS AND STEERING COMMITTEE

Section 1. The President

- a. shall, with the assistance of the Vice President, call all Steering Committee meetings and General Meetings of the Members and set the agendas for the same under advisement of the other members of the Steering Committee, and provide the agendas to the Secretary for distribution to the Steering Committee and the Members, respectively;
- b. shall be an ex-officio member of all committees;
- c. shall attend Steering Committee and General Meetings monthly;
- d. shall be the public representative of AAWGT;
- e. shall be the liaison between AAWGT and the Community Foundation;
- f. shall job share chairmanship of the Steering Committee and the General Meetings of the Members with the Vice President;
- g. shall serve as a non-voting advisor to the Leadership Development Committee;
- h. shall ensure that the Community Foundation has performed an appropriate audit of its books as they pertain to AAWGT on or about July 31 of each calendar year (see Section 4 of this Article with respect to the Treasurer's duties);
- i. may make special appointments of Members to serve on the Steering Committee to assist in the performance of its duties, which, with the approval of the other members of the Steering Committee, may be ex officio voting members of the Steering Committee; and
- j. shall, together with the other members of the Steering Committee, review the Bylaws annually in accordance with the provisions of Article X.

Section 2. The Vice President / President-Elect

- a. shall assist the President in the preparation of the agendas for the Steering Committee Meetings and the General Meetings, and also perform any other duties of the President in the absence of the President;
- b. shall serve as President the year following the end of the current President's term;
- c. shall be an ex-officio member of all committees
- d. shall attend Steering Committee meetings and General Meetings monthly;
- e. shall job share chairmanship of the Steering Committee and the General Meetings of the Members with the President
- f. shall serve as a voting member of the Leadership Development Committee; and
- g. shall act as Parliamentarian.

Section 3. The Secretary and Assistant Secretary

- a. shall prepare and distribute agendas provided by the President for all AAWGT Steering Committee meetings and General Meetings of the Members, as much in advance of the respective meeting as possible;
- b. shall conduct official correspondence for the organization;
- c. shall prepare and distribute minutes of Steering Committee meetings to the Steering Committee members and minutes of the General Meetings to the Members, prior to the next meeting, which minutes may be transmitted by e-mail sent to the most current email address provided by the respective Member, and will maintain and make available electronic copies of all approved minutes and other records of proceedings for the above;
- d. shall use the contact information, including, without limitation, street addresses, phone numbers and email addresses, provided by Members only for AAWGT purposes and shall request that Members and others with access to such information respect the intended usage and not use such information for commercial or other purposes;
- e. shall maintain a current copy of the Bylaws of the AAWGT and the Community Foundation, together with the Fund Agreement and other governing documents pertaining to the Community Foundation; and
- f. shall maintain a current list of the Officers and Committee Chairs and Assistant Chairs.

Section 4.

The Treasurer and Assistant Treasurer

- a. shall forward any monies received by them to the Community Foundation for deposit in the AAWGT account;
- b. shall ensure that the designated use of unspecified monies received which exceed \$2,500 is determined by a vote of the Members at a General Meeting, providing at least one week prior notice of such vote (see Section 5 of this Article with respect to amounts of \$2,500 or less);
- c. shall ensure that the allocation of non-budget expenses which exceed \$2,500 is determined by a vote of the Members at a General Meeting, providing at least one week prior notice of such vote (see Section 5 of this Article with respect to amounts of \$2,500 or less);
- d. shall authorize the Community Foundation to pay out all funds approved by the Steering Committee and/or the Members, as appropriate ;
- e. shall submit a financial report to the members of the Steering Committee at each Steering Committee meeting and to the Members at each General Meeting;
- f. shall ensure that the Community Foundation maintains permanent books and records with sufficient detail to adequately reflect all sources of income and nature of expenditures for AAWGT, and shall request that such books and records be made available for inspection, at reasonable times, upon request of an authorized representative of AAWGT;
- g. shall ensure that the Community Foundation submits its financial records for review by an independent auditor, such records to be submitted in a timely fashion so that the review may be completed on or about July 31 of each calendar year (see Section 1 of this Article with respect to the President's duties); and
- h. shall prepare the annual budget with the assistance of the Steering Committee for approval by the Steering Committee and ratification by the Members.

Section 5.

The Officers

- a. shall submit detailed agenda items to the President at least one week in advance of a scheduled meeting if she has other than a routine report to give at such meeting;
- b. may conduct business of the organization requiring immediate action and report such action taken at the next General Meeting of the Members;
- c. may form such ad hoc committees as they deem appropriate to carry out the mission of AAWGT and notify the Members of such formation at the next General Meeting;
- d. shall, together with the other members of the Steering Committee, assist the Treasurer in preparing a yearly budget to be submitted for ratification by the Members;
- e. shall, together with the other members of the Steering Committee, designate the use of unspecified monies received and the allocation of non-budget funds for expenses, for amounts of \$2,500 or less (see Section 4 of this Article with respect to amounts exceeding \$2,500);
- f. shall, together with the Chair of the Membership and Outreach Committee and the Chair of the Leadership Development and Nominating Committee, determine the recipients of member sponsorships available for the payment of the minimum contribution for prospective or current Members, unless the recipient is designated by the donor;
- g. shall attend as many of the Steering Committee meetings and General Meetings as possible; any Officer who misses three consecutive meetings of either the Steering Committee or the General Meetings may be asked to resign;
- h. may be removed at any time by a two-thirds vote of the Steering Committee and may resign at any time by giving written notice to the President or to the Steering Committee; and
- i. shall, at the close of the calendar year, present a written report to the incoming Officers.

Section 6.

A meeting of the Officers or the Steering Committee may be called at any time by the President or by no fewer than two Officers.

Section 7. A majority of the Officers, Chairs and Assistant Chairs (or their designees) must be present to constitute a quorum for a Steering Committee meeting. Decisions shall be determined by a majority vote of those present and voting.

ARTICLE VI: COMMITTEES

The following Committees are established for the stated purposes. Upon a vote of the Members, Committees may be added, revised or eliminated. Each Committee shall have a Charter which documents the Committee's detailed responsibilities, governing policies, procedures, and task timelines.

Section 1. Steering Committee
The Steering Committee shall be comprised of the Officers and the Chairs and Assistant Chairs of the other Committees, the immediate past President, who will serve as an ex officio voting member, and special appointees of the President in accordance with the provisions of Section 1.i of Article V. The Steering Committee shall be responsible for making decisions to enable AAWGT to fulfill its mission in accordance with the provisions of Article V above.

Section 2. Education and Program Committee
The Education and Program Committee shall plan programs, provide resources and create educational opportunities for the Members to learn about various issues affecting women and families in Anne Arundel County and general issues of philanthropy and giving circles. As appropriate, the Education and Program Committee shall find speakers, secure meeting venues and arrange specific educational session for Members.

Section 3. Grants Committee
The Grants Committee shall manage the process for selecting grantee organizations each year, develop the timeline, and oversee the request for proposals process and the review and evaluation of the grant proposals submitted to AAWGT. In addition, the Committee shall develop and update the grant application and other forms that AAWGT uses to evaluate grant proposals. Finally, the Reviewers Subcommittee shall review grant proposals, conduct site visits, and recommend grant funding to the Members.

Section 4. Marketing and Communications Committee
The Marketing and Communications Committee shall strive to gain greater visibility for AAWGT and ensure effective communications with Members and external audiences. The Committee will accomplish this through such activities as producing marketing materials, handling media relations in conjunction with the AAWGT President, developing the AAWGT brand and image, managing the AAWGT website, and publishing an electronic newsletter. (Subject to the prior review and approval required by the Community Foundation, as more fully described in Article XII, Section 1.)

Section 5. Membership and Outreach Committee
The Membership and Outreach Committee shall provide information to prospective members and welcome new Members. The Committee will also plan events for Members and prospective members during the year, support membership renewals, and oversee sponsored memberships.

Section 6. Leadership Development and Nominating Committee
As more fully described in Article VIII below, the Leadership Development and Nominating Committee shall be responsible for managing a fair, inclusive and comprehensive process for electing AAWGT Officers and Committee Chairs and Assistant Chairs, ensuring that the most qualified candidates are presented to the Members. Annually, the Committee shall nominate a

slate of Officers and Committee Chairs and Assistant Chairs. In addition, the Committee will facilitate the participation of existing and new Members in AAWGT committees and in assuming leadership roles by supporting their development through orientations, training and other events.

Section 7. Governance Committee

The Governance Committee shall develop and recommend changes to bylaws and other governing documentation for AAWGT and its constituent committees, which incorporate the mission, goals and procedures of AAWGT, and prepare amended documentation as needed.

Section 8. Post-Grants Evaluation Committee

The Post-Grants Evaluation Committee will serve as the initial point of contact to the recipients of the grants awarded by AAWGT. The Committee shall have periodic interaction with the grantee organizations to gain a greater understanding of the successes and challenges that occurred with programs funded, in part, by AAWGT. The Committee will share the information with the Grants Committee to enhance future AAWGT grant making.

ARTICLE VII: COMMITTEE CHAIRS and ASSISTANT CHAIRS

Section 1. Each Committee will have a Chair and, if determined to be necessary by the Officers, an Assistant Chair. All Committee Chairs and Assistant Chairs shall be Members of AAWGT in good standing. Each Chair will be elected to serve a one-year term, with a limit of two consecutive terms unless otherwise approved by the Steering Committee. In the case of a committee that includes an Assistant Chair, the Assistant will generally assume the position of Chair after one year. The Chair of the Leadership Development Committee may not serve for two consecutive terms.

Section 2. All Committee Chairs and Assistant Chairs shall attend as many of the Steering Committee meetings and General Meetings as possible; any Chair or Assistant Chair who misses three consecutive meetings of either the Steering Committee or the General Meetings may be asked to resign. All Committee Chairs and Assistant Chairs may be removed at any time by a two-thirds vote of the Steering Committee and may resign at any time by giving written notice to the President or to the Steering Committee.

Section 3. Each Committee Chair shall submit detailed agenda items to the President at least one week in advance of a scheduled Steering Committee or General Meeting if the Chair has other than a routine report to give at such meeting.

Section 4. Each Committee Chair shall review and update as necessary the Committee's Charters and supplemental materials for transfer to, and discussion with, the incoming Chair of the Committee.

ARTICLE VIII: ELECTION OF OFFICERS AND COMMITTEE CHAIRS

Section 1. The Leadership Development and Nominating Committee (the "Leadership Development Committee") shall be responsible for preparing the proposed slate of Officer candidates and the proposed slate of Committee Chairs and Assistant Chairs to be presented to the Members at the November General Meeting in accordance with the provisions of Section 3 of this Article. At least thirty (30) days prior to the November General Meeting, or earlier at the request of the President, the Leadership Development Committee shall begin the process of developing the proposed slates. The Leadership Development Committee shall also, with the assistance of the

current President and Vice President, revise job descriptions for Officers and Committee Chairs as needed and provide notice of such revisions to each prospective or newly elected Officer or Committee Chair as soon as possible and to the Members at the next General Meeting.

- Section 2. The Leadership Development and Nominating Committee
- a. shall be led by a Chair and an Assistant Chair elected in accordance with the provisions of this Article, provided that no person may serve as Chair for two consecutive years;
 - b. shall allow Members who have agreed to be considered for Officer positions for the following calendar year to participate in committee activities, with the exception of the nominating process. The Vice President, however, may take part in the nominating process;
 - c. shall consist of at least five voting members who shall serve no more than two consecutive years, except that the Chair may be a member who is serving a third consecutive year as a Leadership Development Committee member; and
 - d. shall include as members the current President as a non-voting member and the current Vice President as a voting member.
- Section 3. The Leadership Development Committee's slate of Officer candidates and slate of candidates for Committee Chairs and Assistant Chairs shall consist of at least one person for each office or committee position. The slate will be sent out to all Members at least 48 hours prior to the November meeting and it will be presented at the November General Meeting, at which time nominations may be made from the floor, provided the consent of the nominee has been obtained. Following this, the nominations will be closed. The slate of Officer candidates shall include at least two candidates who are current Officers or Committee Chairs or who have previously served as Officers or Committee Chairs.
- Section 4. The election of Officers and the approval of Committee Chairs and Assistant Chairs shall occur in December, at a General Meeting or by email, fax or regular mail as determined by the Leadership Development Committee and the Steering Committee.
- Section 5. Officers and Committee Chairs and Assistant Chairs newly elected in accordance with the provisions of Section 4 of this Article will assume their duties as of January 1 of the immediately following calendar year.
- Section 6. Vacancies that occur on the Officer or Committee Chair roster:
- a. In the event that the President cannot fulfill the term of office, the Vice President/President Elect shall become President;
 - b. Should a vacancy occur in another Officer position or in a Committee Chair or Assistant Chair position, that position may be filled for the unexpired term by a person selected by the Leadership Development Committee Chair and Assistant Chair and the current Officers and presented to the Members at the next monthly General Meeting, and approved or not approved at the following General Meeting of the Members; and
 - c. In the event an Officer or Committee Chair or Assistant Chair position has either never been filled or is vacated, and there is an immediate need for such position to be filled, the position may be filled by a person selected by the Leadership Development Committee Chair and Assistant Chair and current Officers to act on an interim basis until the approval of the Members can be obtained in accordance with the provisions of this Section 6, subsections a and b above.
- Section 7. Unless otherwise approved by the Steering Committee, no Officer or Committee Chair shall be eligible for the same office or position for more than two consecutive terms.

ARTICLE IX: GENERAL MEETINGS OF THE MEMBERS; VOTING

- Section 1. This organization shall have regular General Meetings, at least quarterly, at such time and place as is designated in the notice of the meeting, which will be sent to all Members. Notices sent by email or other usual and customary communications technology shall be delivered or transmitted at least forty-eight (48) hours before the time set forth for the meeting.
- Section 2. Twenty percent (20%) of the Members in good standing shall constitute a quorum at a General Meeting. Unless the Steering Committee determines that the circumstances are appropriate for absentee voting, decisions shall be determined by a majority vote of those present and voting.
- Section 3. As deemed appropriate and guided and regulated by the Steering Committee, Members may participate in absentee voting by email, fax or regular mail for voting on grantees or on a slate after nominations have been closed.

ARTICLE X: AMENDMENTS OF THESE BYLAWS

- Section 1. The Governance Committee will ask the General Membership and the Steering Committee annually for suggestions for amendments to the bylaws and will develop amendments for review by the Steering Committee. Following approval by a two-thirds vote at a Steering Committee meeting, the proposed amendments will be presented to the Members for discussion and approval in accordance with the provisions of Section 2 below.
- Section 2. These Bylaws may be amended by a two-thirds vote of those present and voting, a quorum being present, at any General Meeting, provided that the proposed amendments were discussed at a prior General Meeting and the minutes of such General Meeting have been provided to each Member who has provided an email address, and written notice of the scheduled vote on such amendments shall have been given at least thirty (30) days prior to the meeting at which the vote occurs.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest revision, shall be the authority on parliamentary law for this organization except when in conflict with these Bylaws. The Members present at a General Meeting may suspend Robert's Rules of Order by majority vote or by general consent, so long as minutes are kept and no substantive voting occurs.

ARTICLE XII: ASSOCIATION WITH THE COMMUNITY FOUNDATION OF ANNE ARUNDEL COUNTY

- Section 1. AAWGT is operating under the auspices of the Community Foundation of Anne Arundel County as a Fund pursuant to a Fund Agreement. As long as the Fund Agreement so requires, AAWGT will submit any materials designed to raise money for or to otherwise publicize the fund to the Community Foundation for prior review and approval, including materials in written or electronic form or designed for broadcast.

Section 2. The Secretary, upon adoption, will forward a copy of these Bylaws, including any provisions that are required by the Community Foundation, to the Community Foundation. Further, when amendments are made to the Bylaws, a copy of the amended Bylaws will be provided to the Community Foundation.

Section 3. The Fund fee required annually by the Community Foundation shall be an obligation of this organization, which will be reviewed annually by the Officers. Unless otherwise agreed to by the parties, one-half of the fee shall be paid on or before June 30 of each calendar year and the remaining one-half of the fee shall be paid on or before December 31 of each calendar.

ARTICLE XIII: OPERATING PRINCIPLES

The following are operating principles to be followed by AAWGT:

1. No part of the revenues of the organization shall inure to the benefit of its members, directors, officers or other private persons. The organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
2. Upon the dissolution of AAWGT and after paying the debts of the organization, the remaining assets shall be distributed to one or more non-profit organizations which are tax exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV: FISCAL YEAR

The fiscal year of AAWGT shall begin on January 1 and end on December 31 of each year.

These Bylaws were APPROVED by vote of the Members of AAWGT and ADOPTED on November 12, 2014 to be in force January 1, 2015.

Maureen Cavaiola, President _____ Date: _____

Mary Grace Folwell, Vice-President _____ Date: _____