

Board of Directors: Governing Rules and Regulations

Board Membership Requirements:

(A) A Regular Member shall be called a "Board Member." Regular (voting) Membership is open to individuals of good moral character who have lived and/or worked in Palm Beach County.

(B) Sponsorship by a Regular Member in good standing who is familiar with the applicant and his or her qualifications for membership. Sponsor shall be responsible for introducing the applicant to the membership and for monitoring the applicant during his or her initial years as a Regular Member.

(C) Applicants for Regular Membership must attend at least one Girls II Women event prior to making application.

(D) Recommendation for Regular Membership by the Membership Committee and an affirmative vote by the majority of the Board is required for approval for membership.

(E) To retain Regular Membership status, the member must:

1. Attend monthly board meetings and a minimum of five (5) Girls II Women functions (e.g. committee meetings, in-school activity, out-of-school activity or fundraising event) per year.
2. Must be an active participant in at least one committee her initial year of membership,
3. After year one, participate on a committee at least two years out of every five years of service on the Board.
4. Board members must also commit to sell ten tickets to the annual fundraiser and contribute \$500.00 (i.e. paid directly by the member; by solicitation(s), sponsorships or individual sponsored events to benefit the GIIW program).

The Executive Board of Directors/ Officers:

Directors of the corporation shall be elected by a majority of the members present and voting at the annual meeting of the members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

The Executive Board of Directors shall consist of five elected board of directors, a president, a vice-president, corresponding secretary, recording secretary, and a treasurer.

Powers and Duties:

President: The president shall be the principal executive officer of the corporation. Subject to the control of the board of directors, the president shall supervise and direct generally all the business and affairs of the corporation. The president shall preside at all meetings at which she is present. The president shall preside at all meetings of the board of directors at which she is present.

The president may sign, with the secretary, or any other officer of the corporation so authorized by the board of directors, any contracts, or other instruments that the board of directors has authorized for execution, except when the signing and execution has been expressly delegated by the board of directors or by the By-Laws to some other officer or agent of the corporation or is required by law to be otherwise signed or executed. The president shall also make reports to the board of directors and members and in general shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

Vice-President: In the absence of the president of the corporation or in the event of her death or inability or refusal to act, the vice-president shall perform the duties of the president and, when so acting, shall act with

all of the powers of and be subject to all the restrictions on the president. The vice-president shall also perform such other duties as may be assigned from time to time, by the president or the board of directors.

Treasurer: The treasurer of the corporation shall have the following powers and duties:

- (a) To be custodian and take charge of and be responsible for all funds and securities of the corporation;
- (b) To receive and give receipts for money due and paid to the corporation from any source;
- (c) To deposit all such monies paid to the corporation in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of these By-Laws;
- (d) To perform all of the duties incidental to the office of treasurer and such other duties as may be assigned to the treasurer, from time to time, by the president or the board of directors;
- (e) To provide monthly financial reports to the board of directors;
- (f) To sign checks with the president or agents of the corporation as the board of directors may determine for checks drawn upon bank accounts of the corporation;
- (g) To prepare and deliver to an office of this state or to the members, any annual or periodic report required and within the time limits set by law.
- (h) To sign and have countersigned by the president of the corporation checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation, except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law;
- (i) To deposit all funds of the corporation to such banks, trust companies, or other depositories as the Board of Directors may select.

Corresponding Secretary: The corresponding secretary of the corporation shall have the following powers and duties:

- (a) To see that all notices of the monthly meetings of the board of directors are duly given, in accordance with these By-Laws or as required by law;
- (b) To see that all notices and reminders of upcoming in-school and out of school notices are duly given, in accordance with these By-Laws or as required by law;
- (c) To keep a current list of each member's address, telephone number and e-mail address;
- (d) To keep the minutes for the meetings (regular or special) of the board of directors in the absence of the Recording Secretary.

Recording Secretary: The recording secretary of the corporation shall have the following powers and duties:

- (a) To keep the minutes for the meetings of the board of directors;
- (b) To keep a current list of each members address, telephone number and e-mail address;
- (c) To permit the Executive Board and board of directors access at any reasonable time to inspect the books and records of this corporation as may be required under the Articles of Incorporation, other provisions of these By-Laws and provisions of law.
- (d) To perform all duties incidental to the office of secretary and such other duties as may be assigned to the secretary, from time to time, by the president or the board of directors.

Absence or Disability of Officers: In the case of the absence or disability of any officer of the corporation and of any person authorized to act in his or her place during such absence or disability, the board of directors may by resolution delegate the powers and duties of such officer to any other officer, or to any director, or to any other person whom it may select.

Meetings:

(a) The board of directors shall hold an organizational meeting immediately following each annual meeting of the members. Additionally, regular monthly meetings of the board of directors shall be held at such times as shall be fixed from time to time by resolution of the board. All board members are required to attend.

(b) The annual meeting of the GIIW Board shall be held during the month of June of each year. All board members are required to attend

(c) Notice shall be in writing of the regular monthly meetings of the board, by giving ten (10) days advance notification.

(e) Members of the board may participate in a meeting of the board by means of a conference call by telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. Face to face meetings are encouraged.

Quorum and Voting:

A majority of directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of directors present at a meeting at which a quorum is present shall constitute the acts of the board of directors. If, at any meeting of the board of directors, less than a quorum is present, a majority of those present may adjourn the meeting, from time to time, until a quorum is present. In the event vacancies exist on the board of directors, other than vacancies created by the removal of a director or directors by the members or by an increase in the number of directors, the remaining directors, although less than a quorum, may elect a successor or successors, for the unexpired term or terms by majority vote.

Vacancies:

(a) A vacancy in the board of directors shall exist on the happening of any of the following events:

(1) A director dies, resigns, or is removed from office;

(2) The authorized number of directors is increased without the simultaneous election of a director or directors to fill the newly authorized position.

(3) The board of directors declares vacant the office of a director who has been adjudicated of unsound mind or has been finally convicted of a felony, or who, within seven days after notice of his or her election to the board, neither accepts the office in writing nor attends a meeting of the board of directors.

(b) A vacancy in the board of directors, except a vacancy occurring by the removal of a director, may be filled by the vote of a majority of the remaining directors, even though less than a quorum is present. Each director so elected shall hold office for the unexpired term of his or her predecessor in office. Any directorship that is to be filled as a result of an increase in the number of directors must be filled by election at an annual or special meeting of members called for that purpose.

Removal:

(a) At any regular monthly meeting of members, or at any special meeting called for such purpose, any director or directors may be removed from office, with or without cause, by majority vote.

(b) New directors may be elected by the members for the unexpired terms of directors removed from office at the same meetings at which such removals are voted. If the members fail to elect persons to

fill the unexpired terms of removed directors, such terms shall be considered vacancies to be filled by the remaining directors as provided in Section Five, above.

Compensation:

Directors shall serve without compensation, except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Indemnification:

The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by her in connection with such action, suit, or proceeding, including any appeal of such action, if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. However, no indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of her duty to the corporation. Indemnification under this section shall be made by the corporation only as authorized in the specific case on a determination by a majority of disinterested directors, that such individual met the applicable standard of conduct set forth above. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

