

THE AWC ADVANCEMENT FUND BYLAWS

Article 1: NAME AND LOCATION

The name of the corporation is the AWC Advancement Fund and it is registered as a 501(c)(3) non-profit corporation in the state of Missouri. The AWC Advancement Fund is the charitable and educational affiliate of the Association for Women in Communications (AWC).

Article II. PURPOSE

Section 1. Nonprofit Purpose

This foundation is organized exclusively for charitable and educational purposes. The foundation will not support or oppose candidates in political campaigns in any way. Nor will the foundation attempt to influence legislation.

Section 2. Organization Purpose

The purpose of the foundation is to support the activities of the Association for Women in Communications which are exclusively educational or charitable in nature.

The specific objectives and purpose of this organization shall be:

- a. to provide funding for professional development and educational opportunities for AWC chapters and members.
- b. to provide opportunities for AWC members and chapters to be socially responsible through charitable and philanthropic endeavors.
- c. to sponsor and/or participate in events and activities that promote the mission of AWC.

Article III. MEMBERS

The membership of the foundation shall consist of the members of the Advancement Fund Board of Directors.

Article IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs and the property of the foundation shall be managed by its board of directors and the administrative office as defined in Article X.

Section 2. Number, Tenure, Requirements, and Qualifications

- a. The board of directors shall consist of no fewer than three (3) members and no more than fifteen (15) members who are also members or advisory members of the AWC Board of Directors.
- b. The first board of directors shall be as set forth in the Articles of Incorporation.
- c. The members of the board of directors shall, upon appointment or election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly qualified and appointed or elected.
- d. Each director's term of office shall be for a period of one year or until her successor is duly qualified and appointed or elected.
- e. Each member of the board of directors shall attend at least two-thirds (2/3) of the meetings of the board per year.
- f. If a member of the board of directors is unable to complete his or her term due to death, disability or incapacity, the Association for Women in Communications shall appoint a successor who shall serve the unexpired term of such member.
- g. Each member of the board of directors shall contribute at least one hundred cash dollars (\$100) to the organization annually, all or part of which may come from the tax- deductible value paid for or solicited by the Board member and received by the foundation.

Section 3. Regular and Annual Meetings

The board of directors shall meet annually and at such other times as the board shall determine to be necessary to fulfill the purposes of the corporation.

Section 4. Special Meetings and Notice

Special meetings of the board of directors may be called by or at the request of the president or any two members of the board of directors. The person or persons authorized to call special meetings of the board of directors may fix any location as the place for holding any special meeting of the board called by them. Notice of any special meeting shall be sent to each director at least five (5) days prior to the meeting.

Section 5. Quorum

A majority of the members of the board of directors shall constitute a quorum for the transaction of business at any properly called meeting of the board.

Section 6. Committees

The board of directors shall appoint such committees as it deems proper and helpful in the management of the foundation's affairs. Members of the committees need not be directors of the Advancement Fund. The board of directors may assign such duties and responsibilities to these committees as it deems fit and proper. Committee members must be members of AWC in good standing.

Section 7. Compensation

No board member or officer of the board or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the foundation. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered. Such compensation shall be fixed by the board of directors from time to time.

Section 8. Advisory Council

An advisory council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory council members may attend said meetings at the invitation of a member of the board of directors.

Section 9. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the president by reference to Robert's Rules of Order.

Section 10. Removal

A director may be removed from office at any time for cause, including lack of attendance or participation, when it is reasonably believed that the best interests of the foundation would be served by such removal, and provided that a majority of the remaining directors shall consent by vote.

Article V. OFFICERS

The officers of this board shall be the President, Secretary, Treasurer. All officers must have the status of active members of the AWC board. Officers shall serve one-year terms and be elected or appointed or re-appointed or re-elected annually.

Section 1. President

The president is an appointed position. The president shall be the current AWC Board of Directors Vice-Chair. The President shall be the principal executive officer of the foundation and shall in general supervise and control all the business and affairs of the foundation. The President shall preside at all meetings of the directors.

Section 2. Treasurer

The treasurer is an appointed position. The treasurer is the current AWC Board of Directors Treasurer. The treasurer shall be responsible for conducting the financial affairs of the foundation as directed and authorized by the foundation board of directors and shall make reports of corporate finances as required, but no less often than at each meeting of the foundation board of directors.

Section 3. Secretary

The secretary is elected by the AWC board of directors. The secretary shall keep the minutes of the meetings of the Board of Directors in one or more books or files provided for that purpose; see that all notices are fully given in accordance with the provisions of the bylaws or as required by law, and in general perform all the duties incident with the office of secretary.

Section 4. Additional Directors

Additional directors of the foundation board may be elected by the AWC board of directors. Additional directors must be current members or advisors to the AWC board of directors.

Article VI. INDEMNIFICATION

Section 1. General

The Foundation:

- a) shall indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the foundation) or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the foundation), by reason of the fact that such person is or was or has agreed to become a director or officer of the foundation, or is or was serving or has agreed to serve at the request of the foundation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, in the manner set forth by the corporation laws of the State of Missouri, as from time to time in effect, and
- b) may indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the foundation) or is threatened to be made a party to such action, suit or proceeding by reason of the fact that such person is or was or has agreed to become an employee or agent of the foundation, or is or was serving or has agreed to serve at the request of the foundation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, upon a determination of the board of directors of the foundation that such person should be indemnified, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. All indemnification provided by the foundation shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The foundation may also from time to time enter into agreements providing for indemnification of any such person upon a vote of a majority of the disinterested directors of the foundation, to the fullest extent permitted by law.

Section 2. Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the foundation in advance of the final disposition of the action, suit, or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is lawfully entitled to be indemnified by the foundation.

Section 3. Insurance

The foundation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the foundation would have the power or obligation to indemnify such person against such liability under this Article.

Section 4. Definitions

For the purpose of this Article of these bylaws, references to "corporation", "director", "expenses", "liability", "official capacity", "party", or "proceeding", shall be defined in accordance with Section 355.461 of the Missouri Revised Statutes, as amended, and references to "the corporation", "other enterprise", "fines", and "serving at the request of the corporation" shall be defined in accordance with Section 355.476 of the Missouri Revised Statutes, as amended.

Article VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The president of the foundation is authorized to enter into any contract or execute and deliver any instrument in the foundation of and on behalf of the foundation, to institute, join in, or become a party to any suit at law or inequity in which the foundation may have an interest. The secretary of the foundation may attest the signature of the president and affix the corporate seal to any such instrument. Other directors of the foundation may be empowered by the board of directors to execute such contracts or instruments as the board directs.

Section 2. Loans

No loans shall be contracted on behalf of the foundation and no evidence of indebtedness shall be issued in its name unless authorized by the resolution of the board of directors.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for payment of money issued in the name of the foundation shall be signed by the treasurer or such other officer, director or administrator of the foundation and in such manner as shall be, from time to time, determined by resolution of the board of directors.

Section 4. Deposits

All funds of the foundation not otherwise employed shall from time to time be deposited to the credit of the foundation in such financial institutions as the board of directors may select or may invest in the manner determined by the board of directors or any committee appointed for such purpose.

Section 5. Books and Records

- a) The foundation shall keep complete books and records of account and minutes of the proceedings of the board of directors. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the foundation.
- b) The board of directors shall approve the annual budget of the foundation at least one month prior to the beginning of the fiscal year.
- c) The directors shall not be personally liable for the debts, liabilities or other obligations of the foundation.

Article VIII. DISSOLUTION

In the event of the dissolution of foundation, the assets shall be applied and distributed as follows:

- a) All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
- b) Assets not held upon a condition requiring return, transfer or conveyance to any other organization or individual shall be distributed to one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code.

Article IX. AMENDMENTS

These bylaws may be amended by a majority vote of the board of directors at any regular or special meeting called for that purpose. The text of the proposed changes shall be distributed to all Advancement Fund board members at least 10 days before the meeting.

Article X. ADMINISTRATION

The foundation shall use the same management company as currently employed by the Association of Women in Communications. The principal of the administrative office shall be listed on official documents as Administrator.