

FAWCO ALUMNAE USA
AMENDED AND RESTATED BYLAWS
October xx, 2016 (draft revised 8/27/16)

Article I. NAME AND OFFICE

Section 1. Name

The name of this corporation shall be “FAWCO Alumnae USA” (FAUSA). It is a not-for-profit corporation registered in the State of Texas. As the alumnae arm of the Federation of American Women’s Clubs Overseas (FAWCO) in the United States, FAUSA operates under its own bylaws, administrative guidelines, board of directors, and financial responsibilities.

Section 2. Operations and Activities Headquarters

The operations and activities headquarters of the corporation shall be in the city in which the current president resides.

Article II. PURPOSE AND POLICY

Section 1. Purpose

The objectives of the corporation shall be as stated in the Articles of Incorporation, and shall include charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the “Internal Revenue Code”) or the corresponding provision of any future United States internal revenue Law, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The corporation shall support the repatriation experience by maintaining an international network and committing its resources to the health, education, environment and human rights of women and children worldwide.

Section 2. Political Policy

The corporation was formed under the Texas Non-Profit Corporation Act, now the Texas Business Organizations Code, for the purposes described above, and it shall be nonprofit, non-sectarian and non-partisan. No substantial part of the activities of the corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code.

Section 3. Declaration of Assets

No part of the net income or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the corporation. This provision shall not prevent payment to such persons of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by law or these Bylaws. Specific policies and procedures upon liquidation or dissolution of the corporation are further described in Article XIV, Section 3.

Article III. MEMBERSHIP

Section 1. Membership Year

The membership year shall commence on January 1.

Section 2. Eligibility

Membership shall be open to individuals who have lived overseas or were born outside of the United States, whose goals are compatible with the purposes and basic policies of FAUSA, and whose admission will contribute to the corporation's ability to carry out its charitable purposes.

Section 3. Types of Membership

- a. Regular membership shall be open to members or former members of FAWCO clubs.
- b. Associate membership shall be open to individuals who have lived overseas but were not members of FAWCO Clubs. Associate members are limited to 35 percent of the total membership.
- c. Couple membership shall be open to regular and associate members and their partners. Partners shall not be eligible to hold office, nor shall they have a vote.
- d. Club-gifted honorary membership ("honorary membership") may be conferred after nomination by a member and approval of the board of directors of the corporation (the "board").

Article IV. OFFICERS

Section 1. Enumeration and Election of Officers

The officers of the corporation shall be a president, a first vice-president, a second vice-president, a treasurer and a secretary. These officers shall be elected at the annual meeting for a two-year (2-year) term, to begin at the conclusion of the annual meeting.

Section 2. The President

The president shall preside at all meetings of the corporation. The president shall be empowered to sign or endorse checks and to disburse funds for administrative purposes and for fundraising projects. The president shall file the Texas Periodic Report for Non-Profit Corporations (Form 802) with the Texas Secretary of State every four (4) years, in accordance with Section 22.357 of the Texas Business Organizations Code. The president shall be empowered to carry on the business of the corporation between the annual meetings, conferring with the board when necessary. The president shall, if possible, attend any regional meetings and represent the corporation at FAWCO conferences and interim meetings. The president shall have such usual powers of supervision and management as may pertain to the office of president. The president shall create and designate such special committees as she may deem necessary. She shall call a meeting of the board when necessary. The president shall perform all other duties as set forth in the Administrative Guidelines. The president has the honorary title of counselor upon the expiration of her term of office.

Section 3. The Vice Presidents

The vice presidents shall perform such duties as the president and/or board may designate,

as set forth in the Administrative Guidelines.

Section 4. Treasurer

The treasurer shall collect and, under the direction of the board, disburse the funds of the corporation, which shall at all times be open to the inspection of the board. The treasurer shall report in writing at every meeting of the board, giving the balance of money on hand and the outstanding obligations, with a full report of the receipts and payments made. The treasurer shall be empowered to sign or endorse checks and to disburse funds for administrative purposes and for fundraising projects. The treasurer shall file with the IRS the appropriate documents in compliance with the corporation's applicable tax-exempt status, and shall file the appropriate documents within the state of incorporation, except for the Texas Periodic Report for Non-Profits, which is filed by the president. The treasurer shall be responsible for all financial records up until the end of each fiscal year of her term(s) of office and have these records ready for independent review by a professional accountant before relinquishing her duties. The treasurer shall submit the accountant's report to the board.

Section 5. Secretary

The secretary shall take minutes of all meetings of the corporation. The secretary shall make a register of the names and addresses of the officers of the corporation and shall be responsible for any correspondence requested by the board. The records of the secretary shall at all times be open to the inspection of the board.

ARTICLE V. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year shall commence on January 1.

Section 2. Dues

Membership dues shall be fixed by the board, and any change shall be communicated to members three (3) months before the change goes into effect.

Section 3. Budget

- a. The treasurer, along with the board and committee chairs, shall prepare a two-year (2-year) budget.
- b. The treasurer shall report to the president any significant variations in expenditures.

Section 4. Budget Administration

The board shall keep a positive balance fund in the corporation's bank account at all times. The board shall authorize operating capital and shall administer the budget.

Section 5. Debt

No committee or individual shall have the right to incur any debt or involve the corporation in any way unless given full authority by the board.

Section 6. Review

An accountant, who shall not be a director, shall be appointed by the president, with the advice and consent of the board, to examine all the accounts of the treasurer and the vouchers in hand. The treasurer shall report these results in writing to the board before the newly-elected treasurer takes office.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Number of Directors

The board of directors shall consist of up to eight (8) directors, including the five (5) elected officers of the corporation and up to three (3) elected directors-at-large.

Section 2. Qualifications

At the time of election, all directors shall be regular, associate or honorary members. The offices of president and the vice presidents shall be limited to regular members.

Section 3. Terms of Office

Directors shall serve no more than two (2) successive terms in the same position but may serve again in the same position after a minimum of a two-year (2-year) hiatus. Directors may serve again in a different position immediately.

Section 4. Resignation or Removal of Directors

A director may resign at any time by giving written notice of the resignation to the secretary. The resignation is effective without acceptance when notice is given, unless a later effective date is named in the notice. A director may be removed, with or without cause, by the affirmative vote of three-fourths (3/4) of all directors; provided that not less than five (5) and not more than thirty (30) days before the board meeting at which the vote is to be taken, each director shall receive notice of the meeting stating that removal of the director is to be on the agenda.

Section 5. Vacancies

Any vacancy occurring among the directors shall be filled in the following manner:

a. The two vice-presidents, in order of their rank, shall, in the event of absence, disability, resignation or death of the president, possess all the powers and perform all the duties of that office. In the event that neither of the vice presidents is able to serve in this capacity, the secretary shall call a meeting of the board in order to elect a presiding officer *pro tempore*.

b. In the absence or resignation of a director, the president shall appoint a replacement. If there are otherwise open director positions, the president may also appoint someone to fill them, as well as assign specific duties for those positions. The board shall approve each appointment by a majority vote. The appointed director shall maintain the same voting rights as if elected by the membership for the remaining term of the office, but must run for election to continue serving in that position thereafter. A person who has served a half term or more as a director shall be considered to have served a full term and may stand for election for one (1) additional term. A person who has served less than a half term as

a director may stand for election for two (2) additional terms.

Section 6. Powers

The corporation shall be governed by the board.

- a. The board shall have full charge of the property and business of the corporation, with full power and authority to manage and conduct same.
- b. The use of the FAUSA name, whether for charity, business or any other purpose, shall have the specific approval of the board.

Section 7. Meetings

- a. The board shall meet at least twice a year. One meeting shall be at the annual meeting, and the second may be at a FAWCO conference, provided a quorum is present. The president may call additional meetings at her discretion.
- b. Board meetings may be held electronically or by conference telephone call. Such meetings shall be conducted as set forth in the administrative guidelines.
- c. The outgoing and incoming boards shall meet together during the annual meeting in election year.

Section 8. Proxies

- a. Proxies shall be solicited for meetings of the board to ensure a quorum.
- b. The proxy designee shall be a director.

Section 9. Quorum

Two-thirds (2/3) of the directors present or represented by proxy shall constitute a quorum at a board meeting.

Section 10. Number of Votes Required for Action

Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action. Each director is entitled to one (1) vote.

Section 11. Actions without a Meeting

Any action required or permitted to be taken by the board of directors or a committee thereof under the Texas Business Organization Code, the Articles of Incorporation, and these Bylaws may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by a number of directors or committee members necessary to take such action at a meeting at which all of the directors or committee members are present and voting. Such consent must state the date of each director's or committee member's signature. Prompt notice of the taking of an action by directors or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

Section 12. Loans

This corporation shall not make any loan of money or property to, or guarantee the

obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

ARTICLE VII. LIABILITY AND INDEMNITY

Section 1. Indemnification

To the extent permitted by law, any person who at any time was or is a member of the board, a member of any committee, an officer, an agent, an employee, or a volunteer of the corporation (“eligible person”) made or threatened to be made a party to any action, suit, or proceeding by reason of his or her position with or service to the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by such eligible person in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 2. Limits on Indemnification

Notwithstanding the above, the corporation will indemnify a person only if such eligible person acted in good faith and reasonably believed that such conduct was in the corporation’s best interests. In the case of a criminal proceeding, the person may be indemnified only if such eligible person had no reasonable cause to believe such conduct was unlawful.

Section 3. Advancement of Expenses

The corporation may advance to each eligible person the expenses incurred in defending any action, suit, or proceeding referred to in Article VII Section 1 prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the eligible person to repay such amount unless it shall be determined ultimately that the eligible person is entitled to be indemnified as authorized in this Article VII.

Section 4. Other Rights

The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of his or her heirs, executors or other lawful representative.

Section 5. Insurance

The board may authorize the purchase of and maintain insurance on behalf of any eligible person against any liability asserted against or incurred by him or her, which arises out of such person’s status in such capacity or out of acts taken in such capacity, whether or not the corporation would have the power to indemnify the person against that liability under law.

ARTICLE VIII. NOMINATIONS AND ELECTION

Section 1. Nominating Committee

The Nominating Committee shall consist of three (3) to five (5) members, only one (1) of which may be a director. Committee members shall not be from the same state or the same former FAWCO club. The chair shall be appointed by the president at least six (6) months prior to the election meeting.

Section 2. Nominations

Nominations may be made, in writing, by members to the Nominating Committee Chair. Nominations may also be made from the floor. They must have the prior consent of the nominee.

Section 3. Elections

Elections shall be held every two (2) years at the annual meeting.

Elections shall be by ballot, either cast at the annual meeting, mailed, or communicated electronically to the Nominating Committee Chair, within the required timeframe. A majority vote shall constitute an election. The elected directors shall assume office at the annual meeting at which they are elected.

Section 4. Transfer of Records

All directors and appointed committee chairs shall turn over to their successors all of the records and correspondence pertaining to their term(s) in office. In the case of appointed committee chairs, if they have no successors, their records shall be turned over to the incoming president for the permanent archives of FAUSA.

ARTICLE IX. COMMITTEES

Section 1. Appointment and Duties

The president shall, or may be requested by the board, to appoint chairs of standing and special committees as needed. They shall submit written reports to the president. The president shall be an *ex officio* member of all committees, with full voting powers, except for the Nominating Committee.

- a. Standing Committees. The chairs shall serve until the next annual meeting.
- b. Special Committees. The chairs shall serve for the duration deemed necessary.

ARTICLE X. MEMBERSHIP MEETINGS

Section 1. Annual Meeting

There shall be an annual meeting of the membership. The dates and location shall be decided by the board and communicated to the membership.

Section 2. Agenda

The agenda shall include business and topics relevant to the corporation's purpose.

Section 3. Number of Votes Required for Action

Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the members present and voting at a duly held meeting shall be sufficient for any action. Each regular, associate and honorary member is entitled to one (1) vote. Couple members are entitled to one vote per couple.

Section 4. Expenses

The corporation shall be responsible for those authorized expenses not covered by the participants.

ARTICLE XI. PHILANTHROPY

The director of philanthropy shall be an elected director of the board. The director of philanthropy shall act as a liaison between FAUSA, FAWCO and The FAWCO Foundation with regard to supporting their philanthropic programs or other initiatives, and shall fulfill the duties specified in the Administrative Guidelines.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Where not otherwise prescribed herein, the corporation shall be governed by the latest edition of *Robert's Rules of Order* in all cases to which they are applicable and not inconsistent with these Bylaws.

ARTICLE XIII. AMENDMENTS

Section 1. Bylaws and Administrative Guidelines Committee

The president shall appoint a Bylaws/Administrative Guidelines Committee, whose responsibility shall be to conduct a periodic review of the corporation's Bylaws and the Administrative Guidelines, as well as fulfill the duties outlined in the Administrative Guidelines.

Section 2. Majority Vote

The Bylaws may be altered, amended in whole or in part, or repealed and new Bylaws may be adopted at the annual meeting by a majority vote of those members present and voting, as well as those voting by mail or by electronic means.

Section 3. Procedure

- a. Proposed amendments shall be approved by the board prior to communication, by mail or electronic means, to the membership at least one (1) month in advance of the annual meeting. The voting procedure specified in the Administrative Guidelines shall apply.
- b. Amendments may also be proposed in writing by the signatures of at least 15 members and filed with the secretary, who shall immediately transmit electronically such proposals in writing to the president, the other directors, and the Bylaws/Administrative Guidelines

Committee Chair.

Section 4. In the event of any questions or matters arising out of any point that is not expressly provided for in these Bylaws and Administrative Guidelines, the board, as representatives of the general membership, shall have the power to use its own discretion.

ARTICLE XIV. DISSOLUTION

Section 1. Procedure

- a. A meeting of the board called for the purpose of considering the question of dissolution shall require a two-thirds (2/3) vote of the voting members present to affect dissolution.
- b. Each member shall be informed 60 days in advance of the date of the meeting and of the reason(s) for dissolution.

Section 2. Winding Up and Termination

The process of winding up and termination shall be carried out according to Title I, Chapter 11 of the Texas Business Organizations Code (BOC).

- a. Winding up. The governing board is required to wind up the business of the corporation as soon as reasonably practicable.
- b. Certificate of Termination. The corporation must file a certificate of termination after the process of winding up is completed pursuant to sections 11.101 and 11.105 of the BOC, as set out in the Administrative Guidelines.

Section 3. Distribution of Assets

Upon dissolution or termination of the corporation, all assets and properties remaining after payment or satisfaction of liabilities and obligations of the corporation shall be distributed and paid over to one or more organizations that are exempt under Section 501(C)(3) of the Internal Revenue Code, or described in Section 170(c)(1) or (2) of the Internal Revenue Code, under a plan of distribution adopted pursuant to the Texas Business Organizations Code. Any assets not so disposed of shall be disposed of by the District Court of Travis County, Texas, exclusively for such purposes to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

Approved as Amended October xx, 2016 Janet Darrow, President Karen Snedeker, Chair
Bylaws/Administrative Guidelines Committee (Rick Chizmadia, Jane Indreland, Dale
Koepenick, Nancy Thornley)

Summary report:	
Litéra® Change-Pro 7.5.0.177 Document comparison done on 2/9/2016 4:01:42 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://WSGR_DOCUMENTS/palib2/787759 5/1	
Modified DMS: iw://WSGR_DOCUMENTS/palib2/787759 5/3	
Changes:	
<u>Add</u>	69
Delete	104
Move From	27
<u>Move To</u>	27
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	227