

**SECOND AMENDED BYLAWS OF 100 Women of Sunnyvale (AS AMENDED 9/13/2022, PREVIOUSLY AMENDED 1/13/2021)**

**ARTICLE I — NAME AND PURPOSE**

Section 1 – Name and Formation: The name of the organization shall be 100 Women of Sunnyvale, Inc. d/b/a 100 Women of Sunnyvale and shall be organized as a Texas non-profit corporation.

Section 2 – Purpose: 100 Women of Sunnyvale is organized exclusively for charitable purposes.

**The purpose of 100 Women of Sunnyvale is:**

- **To bring together at least 100 women in the Sunnyvale Community, who will mandatorily contribute financially 3 times per year to local nonprofits.**

**ARTICLE II — MEMBERSHIP**

Section 1 – Membership: Open enrollment for new members should begin in December and stay open through a date decided upon by the board in January. The purpose of this deadline is to allow the 100 Women of Sunnyvale time to ascertain and communicate to potential charity applicants the amount of money that the organization will contribute before its first general meeting of the year (number of members x \$100 = projected financial contribution).

**Member eligibility/revocation:**

- Current and new members are not required to reside in Sunnyvale and may be allowed to join 100 Women of Sunnyvale as long as they are willing to commit and adhere to membership requirements.
- Member is expected to attend 2 of the 3 mandatory meetings a year and is required to donate to the recipient for all the three mandatory meetings.
- If financial contribution is not received within 7 days post meeting, membership may be revoked indefinitely.
  - Member can request the current sitting board of directors for an exception based on extenuating circumstances, at the discretion of the board.

Section 2 – Board of Directors: The Board of Directors is comprised of members of 100 Women of Sunnyvale. There are 9 board positions, including President, Parliamentarian (Past-President), Secretary, Treasurer, Beneficiary Liaison, Communications Chair, Sponsorship Chair, Social Chair, and Community Liaison Chair.

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**ARTICLE III – CONTRIBUTIONS**

Section 1 – Contributions: Contributions will be made by members directly to the chosen beneficiary. Each member agrees to donate \$100 to the selected beneficiary voted **AT** each general meeting during the calendar year. If member is not present for the general meeting, when the selection of a charity is made, the \$100 contribution is due no later than 7 days post general meeting.

Section 2 – Form of contribution: Cash, Check or Cashier’s Check will be made out to the selected beneficiary.

Section 3 – Usage of Contributions: The selected beneficiary must use the contributions to satisfy the “Ask” in its beneficiary application (see Article V below). Beneficiary cannot use more than 10% to go to administrative expenses. Administrative expenses include all expenses for the beneficiary’s overall operations and management (i.e. - costs of board of directors' meetings, general legal services, accounting, insurance, office management, auditing, human resources, and other centralized services). Said beneficiary is responsible and liable for mismanagement of donations.

Section 4 – Tax Receipts: If a selected beneficiary is a tax-exempt 501(c)(3) organization, because donations are made directly to the 501(c)(3) beneficiary, the selected non-profit will be responsible for sending charitable tax receipts to the members in a timely manner.

**ARTICLE IV — MEETINGS OF MEMBERS**

Section 1 – Meetings: General meetings of the members shall be held at a time and place designated by the board of directors, the dates of which should be published when open enrollment begins each year. The meetings will be held three times a year, in February, May and September. An optional 4<sup>th</sup> meeting may be held at the end of the year (or at the beginning of the year during the open membership period) as a “social” and to begin welcoming new members for the following year. Dates of meetings are subject to change at the discretion of the board, and the board will be diligent in communicating any changes to the membership.

Section 2 – Order of Meetings: Each general meeting should last exactly one hour. The order of each meeting shall follow a uniform agenda so as to follow the intent and design of the organization of “minimum commitment, maximum impact”.

Section 3 – Quorum: The members present at any properly announced meeting shall constitute a quorum.

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Section 4 – Voting: All matters to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Proxy votes are not allowed. All votes will be tallied under the direction and supervision of the Secretary.

**ARTICLE V –CHARITY ELIGIBILITY, NOMINATION & SELECTION**

Section 1 – Charity eligibility: To qualify for charitable selection by the organization, the following criteria must be met:

- Charity applicant must partner with a member in submitting its application (the “Ask”). Said member will be prepared to present on behalf of the charity or cause at the meeting. Note: Sitting board members may not sponsor an applicant.
- **The Ask must be for a specific and immediate need or project. The entire donation does not have to be spent within 12 months of being awarded, but a concrete date for when such funds will be used must be identified if beyond the 12 month period, or the Beneficiary should at least be able to show progress made towards full use of the funds at the end of the 12 month period. (Amended portion as of 9/13/2022)**
- The Ask must give detail on how the entire donation amount will be spent.
  - **The donation must benefit and serve the Sunnyvale community. This criterion is not satisfied by simply identifying Sunnyvale resident(s) who participate in an activity sponsored by a non-profit organization if that organization does not exist and operate within the Town of Sunnyvale or for the purpose of serving the Sunnyvale community.**
- No more than 10 percent of the Ask can be attributable to administrative costs. 100 Women of Sunnyvale defines administrative costs as costs incurred by the charity on a more general/ongoing basis and not associated with a specific need or project.

Section 2 – Nominations for Charity Selection: Nominations will open 21 days before the date of the next general meeting and will close no less than 7 days prior to the general meeting. After determination by the Beneficiary Liaison that charity applications qualify for consideration, the eligible applications will be published to the general membership for review and consideration before the meeting. An awarded charity will not be re-eligible for nominations until the next calendar year.

Section 3 – Process to Draw Nominations: Beneficiary applicant names will be printed on equal-sized folded pieces of paper and placed in a randomizer. The randomizer will be used to pull 3 random names to determine the three nonprofits that will be presented to the general membership for voting.

Section 4 – Presentations: Once the 3 nominations are drawn, members who nominated the drawn charities will be given 5 minutes to present on their nominations. After all the

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presentations are completed, up to 15 minutes of questions and answers will follow by the members. This process should take a total of 30 minutes.

Section 5 – Charity Selection: Immediately post the third and final 5-minute questions and answers session, a silent vote via a ballot will be cast on the 3 nominations. The ballots will be immediately tallied by the Secretary and a simple majority will win the nominations. Awarded charity will be immediately announced at the general meeting.

Section 6 –Tie Votes: In the event of a tie vote for the selection of a beneficiary, the applicants that received the highest votes (subject to the tie) will be placed back in the randomizer and one will be drawn and awarded the combined donation for that meeting. The applicant that is not drawn will be able to reapply at the next meeting.

Section 7 – Suspension of Standard Operating Procedure: In the case of an emergency or disaster, the board may present to the membership the option of using funds to provide immediate relief.

**ARTICLE VI — MEETING PATRONS**

Section 1 – The Sponsorship Chair will seek out businesses or individuals to contribute directly to 100 Women of Sunnyvale, either in kind or monetarily, to help cover costs of our 3 member meetings. These individuals or businesses will be known as “Meeting Patrons”.

Section 2 – All Meeting Patrons will be recognized at the member meeting and on social media. Meeting Patrons who contribute \$1,500 will be considered Main Event Patrons and will be given an opportunity to speak during the meeting to 100 Women of Sunnyvale members.

Section 3 – Meeting Patrons will be provided a receipt of their contribution upon submission of a check made payable to 100 Women of Sunnyvale. The Board shall make clear to Meeting Patrons before accepting any contribution that contributions are in exchange for advertising to 100 Women of Sunnyvale members and may not be a tax-deductible donation.

**ARTICLE VII - BOARD OF DIRECTORS**

Section 1 – Board role and size: The board is responsible for overall policy and direction of 100 Women of Sunnyvale. The board may delegate responsibility of day-to-day operations to committees made up of members. **The board shall have up to 9, but not fewer than 2 members.** The board shall receive no compensation.

Section 2 – Eligibility for Board and President Position: Any member of 100 Women of Sunnyvale is eligible to serve in a board position, however, only a current board member with experience serving in board position is eligible to run for board President. This requirement is in

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place to assure a solid transition of board leadership and understanding of board roles and the 100 Women of Sunnyvale organization as a whole.

Section 3 – Terms: With the following exception, all board members shall serve two-year terms. The first board turn-over will be held for the 2021 year. Some board members seated in 2021 will serve a 3-year term so that future turnover can be staggered. For the 2021 term, the President, Treasurer, Community Liaison, and Sponsorship Chair will serve a 3-year term.

Section 5 – Board positions: President, Parliamentarian (Past-President) Secretary, Treasurer, Communications Chair, Beneficiary Liaison, Sponsorship Chair, Social Chair and Community Liaison Chair.

Section 6 — Meetings and notices: The board shall meet at least quarterly, at an agreed upon time and place.

Section 7 — Board selection procedures: The Board or if appointed by the Board, A Board Development Committee, shall be responsible for nominating a slate of prospective board members representing the 100 Women of Sunnyvale’s diverse constituency. The board will be approved by a quorum of 100 Women of Sunnyvale members at February member meeting. Members should be asked if they are interested in serving on the board during the enrollment period for a “turnover year” through the membership sign-up/renewal document.

Section 8 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 9 — Officers and Duties: **See Appendix A**

Section 10 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 11 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**ARTICLE VIII — COMMITTEES**

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Section 1 — Committee formation: The board may create committees as needed, such as fundraising, marketing, social, data collection, etc. The board president appoints all committee chairs.

Section 2 — Executive Committee: The 9 members of the board serve as the members of the Executive Committee. Except for the power to amend bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

**ARTICLE IX — AMENDMENTS**

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

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**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on \_\_\_\_\_.

\_\_\_\_\_  
**President**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Secretary**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Parliamentarian**

\_\_\_\_\_  
**Date**

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**Appendix A:**

**100 Women of Sunnyvale Board Member Responsibilities**

**President:**

- Execute Board Meetings & Role out of Group – Convene regularly scheduled board meetings, and preside or arrange for other board members to preside at each meeting in the following order: President, Secretary, Treasurer, Membership Chair, Beneficiary Liaison, Social Chair, Sponsorship Chair, Community Liaison Chair
- Preside at General Meetings
- General promotion of 100 Women of Sunnyvale to other civic and charity organizations
- Aide in all other roles when requested or necessary
- Chair committees on special subjects as designated by the board
- Hold signing privileges to 100 Women of Sunnyvale bank account

**Parliamentarian (Past-President):**

- Ensure that 100 Women of Sunnyvale Bylaws are followed and presented to the board for amendment as necessary

**Secretary:**

- Responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings and general meetings
- Coordinate with Communications Chair to maintain member email lists and with Beneficiary Liaison to maintain email lists of potential beneficiaries
- Coordinate with Communications Chair to send out meeting announcements to members
- Coordinate with Communications Chair to regularly post updates to Facebook Pages regarding meeting dates and reminders
- Tally ballots at general meetings
- Distribute copies of meeting minutes to board members

**Communications Chair:**

- Create and manage member sign-up process (Wufoo or other application)
- Keep an updated spreadsheet of those who have joined and signed the membership pledge
- Coordinate with President to respond to member inquiries received on 100 Women of Sunnyvale email, website or social media pages
- Maintain 100 Women of Sunnyvale social media pages and website
- Run the sign in table at meetings
- Hand out ONE ballot to every member attending



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- Prepare member packets for general meetings (to include meeting agenda, any “swag” and voting ballot)

**Beneficiary Liaison:**

- Properly vet all nominated charities
- Chair committees on special subjects as designated by the board
- Work along with President to ascertain, inform, and invite potential charities to apply for 100 Women funds
- Work with applicants to determine the “need” and how to present it
- Work with Community Liaison Chair in communicating with charity to make sure 100 Women of Sunnyvale will be recognized when charity is awarded with donation
- Liaison to Nonprofits in Sunnyvale and neighboring communities

**Treasurer:**

- Make a financial report at each board meeting
- Oversee bank records
- Hold signing privileges to 100 Women of Sunnyvale bank account
- Maintain records of finances and budgets and make available as necessary to board members and the public
- Assist Secretary in collecting and tallying votes
- Collect and tally donations received at General Meeting
- Email notifications to members not present, collect \$
- Deliver Money to Charity
- Work with 501(c)(3) beneficiaries to ensure tax letters are sent to 100 Women Members

**Social Chair:**

- Responsible for logistics of securing space, food, beverage, sign-in tables, seating, and decor for general meetings
- Preside over Social Committee

**Sponsorships Chair:**

- Identify, present and secure all patrons/underwriters for general meetings and optional meetings
- Publicly thank patrons at member meetings and introduce Main Event Patron
- Work with Community Liaison Chair in ensuring proper recognition and publicity is given to patrons

**Community Liaison Chair:**

- Produce promotional videos for FB page and Website
- Work with Sponsorships Chair to make sure patrons are properly recognized and promoted

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- Work with chosen charity AFTER selection to make sure 100+ is thanked or recognized accordingly
- General promotion of 100 Women of Sunnyvale to other civic and charity organizations
- Secure donations of door prizes from local businesses
- Preside over planning and execution of any special events (i.e. backpack or food drives)

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