



WOMEN IN PHILANTHROPY FOR THE CSRA OPERATIONAL GUIDELINES

ARTICLE 1: NAME

The name of this organization shall be Women in Philanthropy for the Central Savannah River Area (hereinafter referred to as "WIP").

ARTICLE II: MISSION/PURPOSE

The mission of this organization, which is a partnership of the United Way of the CSRA and The Community Foundation for the CSRA, is to create an awareness of the needs of women and children in the Central Savannah River Area of Georgia and South Carolina. Its purpose is to award grants to fund programs and projects that have the potential for high impact, resulting in significant, positive change in the lives of women and/or children in Aiken, Burke, Columbia, Edgefield, McDuffie, and Richmond Counties.

ARTICLE III: MEMBERSHIP

SECTION 1 MEMBERS: Membership is open to all women who wish to further the mission and goals of WIP through financial support and optional participation. Payment of an annual contribution of \$1,000 is required for membership. The initial 100 Members shall be designated in the records of WIP as the Founding Members.

SECTION 2 MEETINGS: A regular annual meeting of the membership of WIP shall be held in each calendar year. The purpose of the meeting shall be the election of the Board of Directors, the announcement of grant awards, and such other business as is deemed necessary or appropriate.

SECTION 3 NOTICE: Notice of any meeting of the membership shall be given at least three (3) days prior to the meeting date by written or electronic notice to each member at her address as shown by the records of WIP. The attendance of a member at any meeting shall constitute waiver of notice except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the membership need be specified in the notice unless specifically required by these Operational Guidelines.

SECTION 4 QUORUM: Twenty percent of the members shall constitute a quorum for the transaction of business at any meeting of the membership. In the case of an Absentee or Mailed Ballot being cast, the member who casts that ballot shall be counted as part of the required 20% for decision-making. If a quorum is not present at the Annual Meeting, any business requiring timely action will be deferred to the Board of Directors for action.

SECTION 5 VOTING: The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members of WIP, unless the act of a greater number is required by these Operational Guidelines. Votes shall be by voice unless there is a motion for a written ballot. No proxy voting shall be allowed. In the case of grant awards, members will participate via Mailed Ballot.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1 GOVERNING BODY: The Board of Directors will be the principle governing group of WIP and will have the power and authority to take action in the name of WIP, consistent with these Operational Guidelines including:

- A. To manage the affairs, operations, and financial stewardship of WIP and to approve all policies of WIP;
- B. To vest Committees with the necessary powers as the Board may deem proper for the members to accomplish their task;
- C. To communicate volunteer opportunities, program information and results to the membership and the community;
- D. To facilitate the distribution of grants generated through WIP;
- E. To keep and maintain Minutes of all meetings;
- F. To maintain and increase the membership; and
- G. To facilitate communication among committees.

SECTION 2 BROAD AUTHORITY: In carrying out the purposes of WIP, the Board of Directors shall have the broad authority and discretion to use the funds and property controlled by WIP in such manner as shall to them seem most conducive to those ends.

SECTION 3 NOMINATION AND ELECTION OF DIRECTORS: Prior to the annual meeting of the membership, the Nominating Committee shall seek nominations from the membership of members to serve as Directors and, upon consideration of such nominations, shall prepare a slate of Directors. Such slate shall be approved by the current Board of Directors prior to the annual meeting of the membership and elected by the membership at the annual meeting of the membership. The newly elected Board of Directors will assume duties at the first Board meeting following the Annual Meeting.

SECTION 4 QUALIFICATIONS OF DIRECTORS:

A. The Board of Directors shall be comprised of the individuals serving in the following positions:

- Chair
- Chair - Elect
- Corresponding Secretary
- Recording Secretary
- Finance Chair
- Communications Chair
- Education Chair
- Governance Chair
- Grants Chair
- Grants Chair - Elect
- Membership Chair
- Past Chair/Nominating Chair
- Special Events Chair

- i. At-Large Directors: The number of At-Large Directors shall be determined annually by the Nominating Committee, although it is generally expected that the Board of Directors shall include up to five At-Large Directors.
- ii. Nominating Committee: the Nominating Committee for WIP shall consist of 5-6 people maximum and should be comprised of the following:
 - Past Chair of WIP shall serve as Nominating Chair
 - Current Chair of WIP shall serve as a non-voting ex-officio member
 - Chair Elect
 - Membership Chair
 - Grants Chair
 - A Current Board Member selected by the Nominating Chair

B. The President/CEO of the Community Foundation for the CSRA and of the United Way of the CSRA, Inc. shall serve as non-voting, ex-officio members of the Board of Directors.

C. The founding Co-Chairs, as long as they are members of WIP, shall serve as non-voting Honorary Members of the Board of Directors subsequent to the expiration of their terms.

D. Members of the Board of Directors who are rotating off the Board and who have served for 3 or more years, will automatically be invited to serve on the Advisory Board as long as they are active members of WIP. Officers of WIP will schedule Advisory Board meetings at their discretion.

SECTION 5 TERMS OF DIRECTORS: A member is eligible to serve two (2) consecutive, three (3) year terms or a total of six (6) consecutive years and then shall not be re-eligible for re-election for another term until one (1) year has elapsed, except that any Director shall be eligible for election as Chair-Elect, Chair, or Past Chair/Nominating Chair notwithstanding the provisions of this section. Should a member fill an unexpired term, she would be eligible to

serve two (2) additional consecutive three (3) year terms.

SECTION 6 DIRECTOR PARTICPATION AT MEETINGS: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- A. Directors may participate in and act in any meeting by conference telephone or other communication equipment by means of which all persons participating in the meeting can communicate with each other, and participating in a meeting pursuant to this section shall constitute presence in person at such meeting.
- B. The authority of the Board of Directors may be exercised without a meeting if a written consent setting forth the action taken is signed by a majority of the Directors entitled to vote and all Directors are notified of the action to be taken.
- C. The Board of Directors shall hold a minimum of four (4) meetings per year at a time and place of its choosing.
- D. Special meetings of the Board of Directors shall be held upon the call of the Chair or upon written request of at least five (5) Directors.
- E. Attendance by 51% of the full membership of the Board of Directors will constitute a quorum.

SECTION 7 NOTICE OF MEETINGS: Notice of any meeting of the Board of Directors shall be given at least three (3) days prior thereto by written or electronic notice to each Director at her address as shown by the records of WIP. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by these Operational Guidelines.

SECTION 8 VACANCIES: Any vacancy occurring in the Board of Directors (other than a vacancy created by the expiration of such Director's term) may be filled by majority vote of the Board of Directors at any meeting of the Board. Membership approval shall not be required to fill such a vacancy.

SECTION 9 RESIGNATION AND REMOVAL: A Director/Officer may resign at any time upon written notice to the Chair of the Board and to the Nominating Chair. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective. Any Director shall be subject to removal at any time with or without cause, by majority vote of all the Directors.

ARTICLE V: OFFICERS

SECTION 1 CHAIR: The Chair shall be the principal volunteer officer of WIP. Subject to the direction of the Board of Directors, she shall preside at all meetings of the Board of Directors and, with the assistance of the Board of Directors, establish the agenda for all meetings. The Chair shall appoint and be an *ex officio* member of all committees. The Chair shall, with the Corresponding Secretary or Recording Secretary or

any other officer of WIP authorized by the Board of Directors, execute any instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of WIP. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors of WIP.

SECTION 2 CHAIR - ELECT: The Chair - Elect shall perform such duties as may be specified by the Board of Directors of WIP and/or by the Chair.

SECTION 3 CORRESPONDING SECRETARY: The Corresponding Secretary shall keep a list of the membership and send out communications, by electronic or written notice to each member, as requested by the Chair. She shall answer or refer questions sent to info@wipcsra.org. She shall perform all duties incident to the office of Corresponding Secretary and such other duties as from time to time may be assigned to her by the Chair or by the Board of Directors of WIP.

SECTION 4 RECORDING SECRETARY: The Recording Secretary shall record the Minutes, or provide for the recording of the Minutes of the Board of Directors of WIP and of the membership meetings of WIP. She shall ensure that all notices are duly given in accordance with the provisions of these Operational Guidelines and shall perform all duties incident to the office of Recording Secretary and such other duties as from time to time may be assigned to her by the Chair or by the Board of Directors of WIP.

SECTION 5 FINANCE CHAIR: The Finance Chair shall oversee WIP's accounting practices and financial operations. She shall perform all the duties incident to the office of Finance Chair and such other duties as from time to time may be assigned to her by the Chair or by the Board of Directors. She shall coordinate and provide appropriate reporting from The Community Foundation/United Way to WIP in all matters affecting WIP.

ARTICLE VI: FISCAL YEAR AND BOOKS AND RECORDS

SECTION 1 FISCAL YEAR: The Fiscal Year of WIP shall end on December 31st of each year.

SECTION 2 BOOKS AND RECORDS: WIP shall keep correct and complete financial books and records of accounts and Minutes of the proceedings of its Board of Directors, its committees, and its membership. All the Books and records of WIP may be inspected by any Directors or by any member for the proper purpose at any reasonable time.

ARTICLE VII: AMENDMENTS

These Operational Guidelines may be supplemented, amended or repealed by a two-thirds (2/3) vote of the members of the full Board of Directors at any duly constituted meeting of the Board of Directors, provided that prior notice of any proposed change shall have been given at least two (2) weeks prior to and with the call of the meeting at which it is to be considered, and unless otherwise provided, shall be in full office and effect upon adoption. All members of WIP shall be notified of any supplementation, amendment, or repeal of these

Operational Guidelines by written or electronic notice to each member at her address as shown by the records of WIP.

ARTICLE VIII: ADMINISTRATION OF HOLDINGS OF WIP

The Community Foundation for the CSRA (hereinafter referred to as The Foundation) shall hold and administer WIP funds in perpetuity according to the provisions of these Operational Guidelines and solely for the purposes herein set forth. The property comprising this gift may, for investment purposes, be merged with the general investment assets of The Foundation, but the gift shall be entered in the Foundation's books and records as the Women in Philanthropy for the CSRA and shall always be so designated, unless changed as provided in these Operational Guidelines. The Foundation shall at all times retain the power to manage the assets of WIP and buy, sell, trade and liquidate such assets. The Foundation Executive Committee is authorized to approve a reasonable management and Foundation administration fee, not to exceed 2%.

ARTICLE IX: INVESTMENT OF WIP

The total of all contributions to WIP will be invested by The Foundation (as recommended by the Foundation's Investment Committee) with a recognized investment corporation. Asset mix will be defined by the Foundation's Investment Committee and performance of the investment corporation will be evaluated annually. In the case of poor performance, the Foundation's Investment Committee may interview other investment management firms in order to achieve maximum performance for WIP.

ARTICLE X: SPENDABLE INCOME

WIP is committed to awarding in impact grants a minimum of 60% of the annual financial receipts from Members. The Board of Directors will approve the percentage annually. After annual expenses are paid, any portion of the income/earnings not expended in any given year will be accumulated and reinvested by The Foundation into the Women in Philanthropy Endowment Fund. Such accumulations are available for use in subsequent years for any or all of the purposes set forth in this instrument.

ARTICLE XI: CHANGING OF PURPOSE AND DISSOLUTION

SECTION 1 CHANGE OF PURPOSE: If, in the judgment of The Foundation's Board of Directors, upon the recommendation of WIP's Board of Directors, changed circumstances should at some future time render the designated use of this WIP no longer appropriate, then the Foundation is empowered to use WIP income to further such objects and purposes of the Foundation as the Board of Directors of the Foundation and WIP deem appropriate, giving consideration to any special interest as evidenced by the purpose described above. Such modified use of the income shall not, however, terminate WIP, which shall always be known as Women in Philanthropy for the CSRA, WIP in the Foundation's books.

SECTION 2 DISSOLUTION: It is intended that WIP shall be permanently maintained and operated in furtherance of its charitable purposes. In the event of a dissolution and/or liquidation of WIP, all of the residual assets of WIP shall be distributed to and among such organizations that at the time of distribution are exempt from taxation under Sections 170(c)(1) or (2) and which are described in Section 501(c)(3) of the Internal Revenue code or corresponding provisions of future internal revenue laws, as shall be, in the judgment of WIP Board of Directors, most likely to fulfill the purposes of WIP.

Adopted on December 4, 2008

Amended on March 11, 2010

Amended on February 7, 2013

Amended on March 6, 2014

Amended on March 27, 2015

Amended on February 4, 2016

Amended on September 6, 2018

Amended on June 6, 2019