

**By-Laws of
The Women's Giving Circle of Frederick County, Inc**

Article I. NAME

The official name of the organization shall be *The Women's Giving Circle of Frederick County, Inc.* (the "Corporation") hereinafter referred to as the "Circle".

Article II. PURPOSE AND MISSION

Section A. General Purpose: The Circle is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section B. Specific Purpose: The Women's Giving Circle of Frederick County, Inc. cultivates philanthropy among members of the Frederick, Maryland community. Through the power of collective giving, the Circle pools members' monetary contributions to fund grants to local nonprofits serving the needs of women in challenging circumstances.

Article III. MEMBERSHIP

Section A. Eligibility

Membership in the Circle shall be open to individuals and entities who support the purposes of the Circle and who meet the contribution requirements established by the Board of Directors (the 'Board').

Section B. Membership Policies

The Board may adopt policies governing membership, including contribution levels and schedules.

Article IV. OPERATING POLICIES

Section A. Funds

The Circle may establish and maintain such funds and accounts as the Board deems necessary to carry out its purposes.

Section B. Grants

The Board shall oversee the grantmaking activities of the Circle. The Board may delegate responsibilities for grant administration to a Grants Committee or other designees as it deems appropriate. Grants shall be

awarded on at least an annual basis, subject to the availability of funds.

Article V. GOVERNANCE

Section A. Authority

The activities and affairs of the Circle shall be conducted and all corporate powers exercised by or under the direction of the Board.

Section B. Composition

The Board shall consist of not fewer than seven (7) and not more than twelve (12) directors, including the officers of the Circle. All directors shall be members of the Circle.

Section C. Terms of Service

Directors, including officers, shall serve two-year terms and may be re-elected for one additional consecutive term. No individual shall serve more than two consecutive terms on the Board. Terms shall be staggered so that approximately one-half of the directors are elected each year.

Section D. Officers

The officers of the Circle shall be a Chair, Vice Chair, Treasurer, and Secretary, each elected by the Board from among its members. Officers shall serve for terms concurrent with their service as directors.

1. Chair

The Chair shall preside at all meetings of the Board and shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board

2. Vice Chair

In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have the powers of and be subject to the restrictions upon the Chair.

3. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Circle, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The Treasurer shall render reports and accountings as required by the Board.

4. Secretary

The Secretary shall keep or cause to be kept the minutes of

meetings of the Board, be custodian of the corporate records, ensure that all notices are duly given in accordance with law and these Bylaws, and perform such other duties as may be assigned by the Board.

Section E. Vacancies and Removal

Vacancies on the Board, including officer positions, may be filled by the Board. An individual appointed to fill a vacancy shall serve until the next regular election. Any director may be removed, with or without cause, by a two-thirds (2/3) vote of the directors then in office.

Section F. Quorum and Voting

A majority of the directors then in office shall constitute a quorum for the transaction of business. Directors participating electronically shall be considered present. Actions of the Board shall be taken by a majority vote of those present unless otherwise required by law or these Bylaws. Voting by electronic means shall be permitted to the fullest extent allowed by law. Votes submitted electronically in accordance with procedures established by the Board shall have the same force and effect as votes cast in person.

Article VI. NOMINATIONS AND ELECTIONS

Section A. Governance/Nominating Committee

The Board may establish a Governance/Nominating Committee responsible for identifying, recruiting, and presenting nominees for election to the Board.

Section B. Elections

Directors shall be elected by a majority vote of the Board.

Article VII. COMMITTEES AND MANAGEMENT

Section A. Committees

The Board may establish such standing or ad hoc committees as it deems necessary to carry out the purposes of the Circle. The Board shall appoint the committee chairs, who shall serve at the pleasure of the Board. The duties of each committee shall be set forth in policy adopted by the Board.

Section B. Executive Functions

The day-to-day management of the Circle may be delegated by the Board to staff, contractors, or volunteers, consistent with policies adopted by the Board.

Article VIII. MEETINGS OF MEMBERS

Section A. Annual Meeting

An annual meeting of the members shall be held at such time and place as determined by the Board for the purpose of providing updates on the activities of the Circle and engaging members in its mission.

Section B. Special Meetings

Special meetings of the members may be called by the Board or by such officers or persons as may be authorized by the Board.

Section C. Notice

Written notice stating the place, date, and time of any meeting of members shall be delivered to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of any special meeting shall also state the purpose or purposes for which the meeting is called.

Section D. Voting

Members may be invited to vote on matters determined by the Board to be of shared importance to the membership. Such votes shall be advisory in nature and not binding upon the Board unless otherwise provided by policy.

Section E. Quorum

For member votes, a quorum shall consist of those members participating in the vote, either in person or electronically, in accordance with procedures established by the Board.

Article IX. BYLAW CHANGES

These Bylaws may be amended or repealed, and new Bylaws adopted, by a two-thirds (2/3) vote of the Board at any regular or special meeting of the Board, provided that written notice of the proposed amendment shall be given to each director at least ten (10) days prior to the meeting at which the amendment is to be considered.

Article X. WAIVER OF NOTICE

Whenever notice of a meeting is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after

the time stated therein, shall be deemed equivalent to notice. Attendance at a meeting without objection shall also constitute waiver of notice.

Article XI. RECORDS AND INSPECTION

The Circle shall keep correct and complete books and records of account, minutes of the proceedings of its Board and committees, and a record of the names and addresses of its members entitled to vote. All books and records of the Circle may be inspected by any member, director, or their agent or attorney for any proper purpose at any reasonable time.

Article XII. CONFLICT OF INTEREST

The Board shall adopt and maintain a conflict-of-interest policy to protect the Circle when it is contemplating any transaction or arrangement that may benefit the private interest of a director or officer. All directors and officers shall annually disclose any potential conflicts of interest in accordance with such policy.

Article XIII. DISSOLUTION

Upon the dissolution of the Circle, and after paying or making provision for payment of all liabilities, the assets of the Circle shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Frederick County, Maryland, to one or more organizations that are organized and operated exclusively for such purposes.