

BYLAWS
OF
AAUW LOWER CONNECTICUT VALLEY EDUCATION AND SCHOLARSHIP
PROGRAM, INC.

Adopted June 26, 2023

TABLE OF CONTENTS

	Page
ARTICLE I GENERAL.....	1
ARTICLE II OFFICES.....	1
ARTICLE III MEMBERSHIP.....	1
ARTICLE IV BOARD OF DIRECTORS	1
Section 4.1 Power of Board and Qualification of Directors	1
Section 4.2 Number of Directors	1
Section 4.3 Election and Term of Directors.....	1
Section 4.4 Removal of Directors	2
Section 4.5 Resignation	2
Section 4.6 Newly-Created Directorships and Vacancies	3
Section 4.7 Meetings of the Board of Directors; Notice.....	3
Section 4.8 Quorum of Directors and Voting	4
Section 4.9 Action without a Meeting	4
Section 4.10 Presumption of Assent	4
Section 4.11 Meetings by Conference Call.....	4
Section 4.12 Compensation of Directors	4
Section 4.13 Minutes	5
ARTICLE V COMMITTEES.....	5
Section 5.1 Committees	5
Section 5.2 Authority of Committees	5
Section 5.3 Committee Rules.....	6
Section 5.4 Compliance with Standards of Conduct	6
Section 5.5 Minutes	6
ARTICLE VI OFFICERS.....	6
Section 6.1 Officers; Eligibility	6
Section 6.2 Election; Term of Office; Removal; Vacancies.....	6
Section 6.3 Resignation	7
Section 6.4 Powers and Duties of Officers	7
ARTICLE VII EXECUTIVE DIRECTOR	8
ARTICLE VIII DIRECTORS' CONFLICTING INTEREST TRANSACTIONS	8
Section 8.1 Conflicts of Interest; Adoption of Policy.....	8
Section 8.2 Disclosure; Annual Review of Policy.....	8

TABLE OF CONTENTS
(Continued)

	Page
ARTICLE IX MISCELLANEOUS	9
Section 9.1 Fiscal Year	9
Section 9.2 Checks, Notes and Contracts	9
Section 9.3 Written Notice or Consent	9
Section 9.4 Books and Records	9
Section 9.5 Amendments to Bylaws	9
Section 9.6 References	9

BYLAWS
OF
AAUW LOWER CONNECTICUT VALLEY EDUCATION AND SCHOLARSHIP PROGRAM,
INC.

ARTICLE I
General

These bylaws are intended to supplement and implement applicable provisions of law and of the certificate of incorporation of AAUW LOWER CONNECTICUT VALLEY EDUCATION AND SCHOLARSHIP PROGRAM, INC. (the “Corporation”).

ARTICLE II
Offices

The principal office of the Corporation shall be located within or without the state of Connecticut, at such place as the board of directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the board of directors may designate. The Corporation shall continuously maintain within the state of Connecticut a registered office at such place as may be designated by the board of directors.

ARTICLE III
Membership

Section 3.1 The Corporation shall have no members.

ARTICLE IV
Board of Directors

Section 4.1 **Power of Board and Qualification of Directors.** All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of, the board of directors. A director must be an individual member in good standing of American Association of University Women (AAUW) Lower Connecticut Valley Affiliate, but a director need not be a resident of the state of Connecticut.

Section 4.2 **Number of Directors.** The number of directors constituting the entire board of directors shall be not fewer than three nor more than 10. The number of directors constituting the board of directors shall be the number prescribed by the directors within the foregoing range or, if no such number has been prescribed, shall be the number of directors then in office. The number of directors may be increased or decreased by action of the board of directors.

Section 4.3 **Election and Term of Directors.** As provided in the certificate of incorporation, the initial directors shall be appointed by the incorporators. Thereafter, at each annual meeting of the board of directors, the then-acting directors shall elect or re-elect directors, each director to hold office for a term of one year until the next annual

meeting of the board of directors and until his or her successor has been elected and qualified.

The board of directors may by resolution appoint any former director as a director emeritus. A director emeritus may, but is not required to, attend all meetings (regular and special) of the board of directors and will receive notice of such meetings; however, a director emeritus shall not have the right to vote and shall be excluded from the number of directors required for quorum and other purposes. A director emeritus shall be appointed for a one-year term and may be reappointed.

- Section 4.4 **Removal of Directors.** Any one or more of the directors may be removed with or without cause at any time by action of the board of directors of the Corporation. A director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the director.
- Section 4.5 **Resignation.** Any director may resign at any time by delivering written notice to the board of directors, its chair, or the secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.
- Section 4.6 **Newly-Created Directorships and Vacancies.** Newly created directorships, resulting from an increase in the number of directors, and vacancies occurring in the board of directors for any reason, shall be filled by the board. Such vacancy shall be filled until the next annual meeting at which directors are elected or, if the board is staggered, for the unexpired portion of the term, if applicable.
- Section 4.7 **Meetings of the Board of Directors; Notice.**
- (a) An annual meeting of the board of directors shall be held each year in the month of May for the election of directors and officers and for the transaction of such other business as may properly come before the meeting. The annual meeting shall require a minimum of five (5) days' advance notice.
- (b) Regular meetings of the board of directors shall be held at such time and place (in or out of the State of Connecticut) as may be fixed by the board. Except as otherwise set forth below, regular recurring meetings of the board may be held without notice of the date, time, place or purpose of the meeting. Otherwise, regular meetings of the board shall require a minimum of five (5) days' advance notice.
- (c) Special meetings of the board of directors may be called at any time and place (in or out of the state of Connecticut) by the chair of the board or a majority of the directors. Special meetings of the board shall require a minimum of two (2) days' advance notice and shall state the reason for the meeting.
- (d) Notice of the following proposed actions must be given if any of these are to be acted upon: removal of a director; amending the certificate of incorporation; adoption, amendment or repeal of the bylaws; dissolution of the Corporation; transfer of substantially all

of the Corporation's assets to another corporation; or merger or consolidation of the Corporation. The notice of the meeting must: include the date, time and place of the meeting; set forth which of the above actions are to be considered and/or any other purpose for which the meeting is called.

(e) A director may waive any notice required by law, the certificate of incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the director, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

(f) Notice of any meeting as referenced above may be given in person, by mail or other method of delivery, or by telephone, voicemail or other electronic means.

Section 4.8 **Quorum of Directors and Voting.** Unless a greater proportion is required by law, by the certificate of incorporation, or these bylaws, a majority of the number of directors prescribed in accordance with Section 4.2, but in no event fewer than two, directors shall constitute a quorum for the transaction of business or of any particular business. Except as otherwise provided by law or by the certificate of incorporation or these bylaws, the affirmative vote of a majority of the directors present and voting at the meeting at the time of such vote, if a quorum is then present, shall be the act of the board. Voting by proxy is not permitted.

Section 4.9 **Action without a Meeting.** Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if the action is taken by all members of the board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.9 is the act of the board of directors when one or more consents signed by all the directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the directors.

Section 4.10 **Presumption of Assent.** A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting or unless s/he shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such written dissent to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to director who voted in favor of such action.

- Section 4.11 **Meetings by Conference Call.** Any one or more members of the board of directors may participate in any meeting of the board by, or conduct the meeting through the use of, any means of conference telephone, videoconference or similar communications equipment by which all directors participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.
- Section 4.12 **Compensation of Directors.** No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the board shall determine, consistent with the requirements of Section 33-1092 of the Connecticut Revised Nonstock Corporation Act (the “Act”). Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the board of directors, subject, however, to Article VIII of these bylaws and to Sections 33-1127 through 33-1131 of the Act.
- Section 4.13 **Minutes.** The board shall arrange for minutes to be kept of each meeting of the board of directors and upon adoption by the board of directors shall retain such minutes with the permanent records of the Corporation.

ARTICLE V

Committees

- Section 5.1 **Committees.** The board of directors may create one or more committees and appoint one or more members of the board to serve on them. The creation of a committee and the appointment of directors to a committee shall be approved by a majority of all the directors in office when the action is taken. The board of directors may appoint one or more directors as alternate directors to replace any absent or disqualified director during the director’s absence or disqualification. The board may also appoint persons who are not board members to serve in an advisory non-voting capacity on any committee of the board. In addition, the board may create one or more additional advisory committees and appoint such individuals, who may or may not be members of the board, to serve on such committees as the board determines will assist it by providing sound advice, reflecting the views of the community or otherwise serving the best interests of the Corporation.
- Section 5.2 **Authority of Committees.** To the extent specified by the board of directors, any committee may exercise the power of the board, provided all the voting members of such committee are directors of the Corporation. Otherwise, all committees shall be advisory only. In no event may a committee do any of the following:
- (a) fill vacancies on the board of directors or, except as provided in this section, on any of its committees;

(b) adopt, amend or repeal these bylaws or make changes to the Corporation's certificate of incorporation;

(c) approve a plan of merger;

(d) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation; or

(e) approve a proposal to dissolve the Corporation.

Section 5.3 **Committee Rules.** Sections 4.7, 4.8, 4.9, 4.10 and 4.11 of these bylaws apply to committees and their members as well, except that committees shall not be required to hold annual meetings.

Section 5.4 **Compliance with Standards of Conduct.** The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 33-1104 of the Act.

Section 5.5 **Minutes.** Each committee shall keep regular minutes of its proceedings and report the same to the board of directors, and such minutes shall be retained with the permanent records of the Corporation.

ARTICLE VI

Officers

Section 6.1 **Officers; Eligibility.** The board of directors shall elect from among them a chair, vice chair(s), secretary, treasurer, and such other officers as determined by the board of directors.

Section 6.2 **Election; Term of Office; Removal; Vacancies.** All officers shall be appointed at the annual meeting of the board of directors or at any other meeting of the board as the board may determine. Each officer shall hold office for one year and until his or her successor has been appointed and qualified. There shall be no limit to the number of times an officer can be re-elected to a particular office. Any officer may be removed by the board of directors at any time with or without cause. Any vacancy or vacancies occurring in any office of the Corporation may be filled until the next meeting at which officers are elected by the concurring vote of a majority of the remaining directors, though such remaining directors are less than a quorum, though the number of directors at the meeting is less than a quorum, and though such majority is less than a quorum.

Section 6.3 **Resignation.** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the board of directors, its chair, or the secretary of the Corporation.

Section 6.4 **Powers and Duties of Officers.**

A. *Chair.* The chair shall preside at each meeting of the directors and shall have such powers and duties as usually pertain to the office of chair and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these bylaws, by the board of directors or by law. In general, the chair shall consult with and advise the executive director, if any, with respect to the achievement of the mission of the Corporation.

B. *Vice-Chair, if any.* 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 all the powers of and be subject to all the restrictions upon the chair. If there is more than one vice-chair, the board of directors shall determine which of them shall so perform the duties of the chair under such circumstances. The vice-chair shall perform such other duties and have such other powers as the board of directors may from time to time prescribe by standing or special resolution, or as the chair may from time to time provide, subject to the powers and the supervision of the board of directors.

C. *Secretary.* The secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the board of directors and for authenticating and maintaining the records of the Corporation, and shall give or cause to be given all notices in accordance with these bylaws or as required by law, and, in general, shall perform all duties customary to the office of secretary.

D. *Treasurer.* The treasurer shall be responsible for the prompt deposit of all receipts, an accurate accounting of income and expenditures, and shall present a written financial report to the board of directors at meetings of the board of directors. The treasurer shall maintain the financial records of the Corporation using acceptable accounting practices and shall perform those other duties inherent to the office of treasurer.

ARTICLE VII ***Executive Director***

The executive director, if any, shall serve at the pleasure of the board of directors. The executive director shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the board of directors. The executive director shall see that all orders and resolutions of the board of directors are carried into effect. In general, the executive director shall perform other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these bylaws, by the board of directors, or by law. The compensation and terms of employment of the executive director shall be determined at least annually by the board of directors. The board will meet in executive session to evaluate the executive director's performance and decide upon the annual salary of the executive director. If there is no executive director, the chair shall assume the duties, but not the compensation, of the executive director.

ARTICLE VIII
Directors' Conflicting Interest Transactions

- Section 8.1 **Conflicts of Interest; Adoption of Policy.** The Corporation shall adopt a conflict of interest policy to assure that any potential “directors’ conflicting interest transaction” as that term is defined in Section 33-1127 of the Act, or any potential “excess benefit transaction” involving a “disqualified person,” (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by directors as provided in Sections 33-1129 and 33-1130 of the Act and under any relevant regulations of the Internal Revenue Service.
- Section 8.2 **Disclosure; Annual Review of Policy.** The conflict of interest policy shall be reviewed by the board at least annually. At the time of their election or appointment, each director or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office. These statements shall be updated annually and any additions or other changes shall be made by the director or officer in writing as they occur.

ARTICLE IX
Miscellaneous

- Section 9.1 **Fiscal Year.** The fiscal year of the Corporation shall end on June 30.
- Section 9.2 **Checks, Notes and Contracts.** The board of directors shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.
- Section 9.3 **Written Notice or Consent.** Any written notice or consent required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic transmission or facsimile.
- Section 9.4 **Books and Records.** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the board of directors and any Committee of the Corporation, and a current list of the directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.
- Section 9.5 **Amendments to Bylaws.** Subject to the notice requirements of Section 4.7, the bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the directors present and voting at a meeting of

the board of directors at which a quorum is present, provided that notice of the meeting state that amendment of the bylaws is to be voted on at that meeting.

Section 9.6 **References.** Reference in these bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these bylaws to a provision of the Connecticut Revised Nonstock Corporation Act or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law.