



Dear Members;

The Governance Committee has completed the draft of the amended VGIF bylaws. Since the bylaws were last revised, VGIF has become a larger organization with a professional staff and Executive Director allowing the board and committees to address governance and policy issues. Some of the changes reflect that VGIF now has a professional staff performing the daily operational work previously done by Board members or Officers: many of the day to day financial responsibilities are done by the staff not the Treasurer. Other changes will allow VGIF to operate more efficiently: moving the human resource oversight responsibilities to the Executive Committee rather than a standing Human Resources Committee. These proposed changes are the result of the Board's evolution and the changes in technology. The elected officers, committee conveners, the board structuring taskforce and the governance committee have spent a considerable amount of time thinking and discussing these changes. None of the proposed changes have been without discussion. The substantive changes were approved by the Board in October. The changes will allow VGIF the flexibility to move forward.

The deletions are in red and have been struck and the insertions are in blue.

If you have any questions please contact me. My office number is 301-761-5067. I will be away from January 18 until January 23. I can be reached by email at [wclements65@gmail.com](mailto:wclements65@gmail.com). Addressing the questions requires thought, therefore I would appreciate having a conversation with you prior to the board meeting. I believe this is a well vetted and thought out document. But please ask questions ahead of time.

Margery Sullivan Convener, Governance Committee  
Abby Meiselman  
Eileen Menton  
Anita Thomas  
Kathleen Magill

**CONSTITUTION AND BYLAWS  
OF THE VIRGINIA GILDERSLEEVE INTERNATIONAL FUND**

ARTICLE I. NAME

The name of this organization shall be VIRGINIA GILDERSLEEVE INTERNATIONAL FUND, INC. (Hereinafter sometimes referred to as the Corporation or VGIF).

ARTICLE II. PURPOSE/MISSION

Section 1. The purpose of VGIF is to educate and empower women and girls in developing countries.

Section 2. This purpose shall be advanced through project grants and concordant activities that promote gender equality, educational equity, and economic sustainability.

ARTICLE III. AUTHORITY

The Virginia Gildersleeve International Fund was created under, is authorized by, and shall conform to the provisions of the Certificate of Incorporation of the Virginia Gildersleeve International Fund for University Women, Inc., dated October 10, 1968. The operative restatement of this Certificate of Incorporation, dated April 27, 1972, and filed on July 20, 1972, is appended hereto.

ARTICLE IV. USE OF NAME

The policies and programs of VGIF shall be binding on all members and VGIF groups. An individual member may present a personal opinion in her/his own name, but information and opinion presented on behalf of VGIF must be consistent with official policies and programs of the Corporation.

ARTICLE V. MEMBERSHIP

Section 1. Members.

- A. Members shall be those persons who support the stated purposes and goals of VGIF and make an annual contribution. The minimum amount of such contribution shall be set by a two-thirds vote of the Board of Directors, with notice sent to all members.
- B. Honorary Members shall be those persons who have made outstanding contributions to the Corporation to advance its purposes, and have been so selected by a three-fourths (3/4) vote of the Board of Directors.
- C. Group Members shall be three or more persons who combine their contributions to make a donation ~~at least~~ annually as a single entity.

Section 2. Participation of Members.

- A. All individual members, including honorary members, may participate in all membership affairs. They may vote at the Annual Meeting either in person or by written proxy, whenever permitted by the Certificate of Incorporation and the Laws of the State of New York.

- B. Group members shall be entitled to one vote for the group ~~as a whole~~.

Section 3. Withdrawal from Membership.

Any member, except an honorary member, who fails to make an annual contribution ~~for three consecutive years~~ will, after due notice, be removed from the membership list by the Executive Director. The Executive Committee may make exemptions in exceptional cases.

ARTICLE VI. OFFICERS

Section 1. The Officers.

The Officers of the Corporation shall be a President, an Executive Vice President, a Vice President for Project Grants, a Secretary, a Treasurer, and such other Officers as the Board of Directors shall determine. Officers shall be members of VGIF and elected by the membership. Officers shall present reports at the Annual Meeting.

Section 2. Duties.

A. President. The President shall:

- (1) Preside at all meetings of the membership, the Board of Directors, and the Executive Committee;
- (2) Appoint Conveners, committee members and special positions subject to Board ratification;
- ~~(3) Notify successful grant applicants;~~
- (4) Coordinate with the Executive Director and Conveners to facilitate their work;
- (5) Serve ex-officio on all committees except the Nominating Committee;
- (6) Supervise the Executive Director, as prescribed by the Board of Directors;
- (7) Be the official representative and spokesperson of the Corporation.

B. Vice Presidents.

- (1) The Executive Vice President. The Executive Vice President shall:
  - a. Perform the duties of the President in all cases in which the President is absent or unable to serve;
  - b. Serve as President for the remainder of the term in the event of the President's resignation or death;
  - c. Discharge other duties as assigned by the President.
- (2) The Vice President for Program Project Grants. The Vice President for ~~Project Grants~~ Program shall:
  - a. Convene the ~~Project Grants~~ Program Committee for the purpose of evaluating grant applications and recommending projects to the Board for funding;
  - b. Oversee and refine the project grants process, policies, and working rules including the evaluation of funded grants;
  - c. Discharge other duties as assigned by the President;

- (3) Additional Vice Presidents. The Board of Directors may create no more than two (2) additional Vice President positions as needed for specified purposes. A President Elect maybe elected as needed for a one year term.

C. Secretary. The Secretary shall:

- (1) Record in minutes all actions taken at all meetings of the members, the Board of Directors, and the Executive Committee;
- (2) Submit finalized records of all such meetings for the permanent record of VGIF, to be preserved in the VGIF office and ultimately the VGIF archives;
- (3) Act as authorizing officer for use of the corporate seal which shall be kept in the safe at the VGIF offices;
- (4) File any certificates required by federal or state statute;
- (5) Discharge other duties as assigned by the President.

D. Treasurer. The Treasurer shall:

- ~~(1) Maintain receipts and records of all deposits for auditing purposes;~~
- ~~(2) Oversee the bookkeeping records and reports of the Corporation's accounts;~~
- ~~(3) Coordinate with the bookkeeping firm and auditors to ensure compliance with information requirements and financial deadlines;~~
- ~~(4) Arrange for the transfer of funds to support approved VGIF programs;~~
- ~~(5) Arrange for payment of the Corporation's financial obligations, as authorized;~~
- (6) Have oversight of all financial operations;
- (7) Report regularly, at the Annual Meeting and as requested by the President or Board of Directors, the financial status and activity of the Corporation;
- ~~(8) Oversee the preparation of all tax filings and audit reviews and present these to the Board for approval;~~
- (9) Assist the Executive Director in preparing the annual budget;
- (10) Serve ex officio, with vote, on the Finance and Investment Committee;
- (11) Discharge other duties as assigned by the President.

## ARTICLE VII. BOARD OF DIRECTORS

### Section 1. Composition.

The Board of Directors shall be composed of no fewer than three (3) and no more than twenty-nine (29) members, including the elected Officers, elected Directors at Large, and Conveners of Standing Committees, who serve ex officio, with vote. The Convener of the Nominating Committee shall serve ex officio, without vote, and not be counted in the quorum. The Executive Director shall serve ex officio, without vote.

### Section 2. Duties.

The Board of Directors shall be the governing body of the Corporation. The Board shall:

- A. Provide leadership and strategic direction for VGIF;

- B. Oversee the financial operations of the Corporation, including approval of the budget and review of the annual audit and filings with the Internal Revenue Service;
- C. Authorize the funding of grants and other means of promoting the VGIF mission;
- D. Hire the Executive Director, set her/his salary and benefits, oversee her/his work, and conduct her/his annual performance review;
- E. ~~Ratify~~ Affirm nominations of the President for new officers to fill board vacancies, committee conveners and members, and others for new or special positions as needed.
- F. Set the dates of the Annual Meeting and the Mid-Year meeting;
- G. Maintain the legal and ethical standing of the Corporation and its staff;
- H. Carry out other responsibilities as provided for by law, the Constitution and Bylaws, and Board policies.

Section 3. Terms of Office.

- A. A term of office on the Board of Directors, with the exception of the Nominating Committee Convener, shall be three (3) years or until a successor is elected. A Board member shall be eligible for re-election to the same position or a different position for one (1) additional three- year term.
- B. The Convener of the Nominating Committee shall serve a term of two (2) years and will not be eligible for re-election in that capacity.
- C. No member may serve on the Board for more than two (2) consecutive terms unless elected to the office of President, in which case s/he may serve one (1) additional term in that capacity only.
- D. After completion of two (2) terms (6 years) of service on the Board, or three terms (9 years) if elected President, an off-board interval of one year shall be required before a return to the Board in any capacity.
- E. Service for less than one and one-half years, to fill a vacancy in any Board position, shall not be counted as a term.
- F. All terms shall begin immediately following the Annual Meeting. A Director appointed by the President after the Annual Meeting to fill a vacancy, may be seated without delay with the consent of the Executive Committee. The appointment must be ratified for the remainder of the term by the Board of Directors at its next meeting.

Section 4. Vacancies. Vacancies on the Board, with the exception of that of the President, shall be filled for the remainder of the term by presidential appointment ratified by the Board. If the office of the President becomes vacant, and the Executive Vice President cannot serve, the Board shall elect by majority vote another of the Vice Presidents, or another Board member, in that order, to assume the office of President for the remainder of the term. In such case, the Secretary shall call and preside over the process of naming a new president.

- Section 5. Removal from Office. An Officer or other member of the Board may be removed for cause, after being notified of such pending action at least sixty (60) days prior to the meeting at which removal will be voted upon. Such Officer shall have the right to be heard before a vote on removal is taken. A two-thirds (2/3) vote of the Board of Directors present at the meeting shall be required for removal. Suspension prior to board action may be instituted for acts of immediate negative consequences.
- Section 6. Meetings of the Board.
- A. There shall be two (2) regular meetings of the Board per year, one preceding the Annual Meeting, and a second meeting, called the Mid-Year Meeting, to be held between October 1 and November 30. Notice of the meeting shall be sent to each member of the Board no later than forty-five (45) days in advance.
  - B. The President may call additional Board meetings, ~~to be held by conference call,~~ for the conduct of business between the regularly scheduled meetings. Votes may be taken and decisions made provided that a quorum is present and all can hear and participate in the discussion. Notice shall be sent to each Board member no later than fifteen (15) days in advance.
- Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called upon written request to the Secretary of at least seven (7) members of the Board. Notice and purpose(s) of the meeting shall be sent to each Board member no later than fifteen (15) days prior to the meeting date. Any agenda item not so noticed but acted upon as a matter of urgent need shall be reported to all members of the Board within 30 days.
- Section 8. Quorum. The presence of 25 percent of the members of the Board at a meeting shall constitute a quorum.
- Section 9. Voting. Each Board member shall have one vote on each question. A majority vote shall be required to adopt the question.
- Section 10. Compensation. No member of the Board of Directors shall for reason of office be entitled to receive any salary or compensation, other than reimbursement of expenses incurred in performance of legitimate corporate business.

#### ARTICLE VIII. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

- Section 1. Membership. The Executive Committee shall consist of the elected Officers. The President may, from time to time, invite other persons to participate, without vote, when deemed appropriate for the conduct of the business.
- Section 2. Powers and Duties. The Executive Committee shall transact such business between Board meetings as will expedite the work of the Corporation.
- Section 3. Quorum. A majority of the Executive Committee shall constitute a quorum.

## ARTICLE IX. EXECUTIVE DIRECTOR

Section 1. Position. The Executive Director shall be the salaried, nonvoting administrator of the Corporation. S/he shall be responsible for its successful management and the implementation of the strategic direction and policies established by the Board of Directors.

Section 2. Duties. The Executive Director shall:

- A. Perform the duties outlined in the Executive Director job description as written and modified from time to time by the Board of Directors;
- ~~B. Hire, fix the compensation of, supervise, evaluate, and, if necessary, terminate employment of any and all staff members whose positions have been approved by the Board;~~
- ~~C. Assume responsibility for all correspondence with grantees except or the notification of successful applicants, which shall be handled by the President, and the transfer of funds, which shall be arranged by the Treasurer.~~
- D. Perform other duties as appropriate and assigned by the President or Board.

Section 3. Accountability.

- A. The Executive Director shall be accountable to the Board of Directors.
- B. The Board of Directors shall be responsible for hiring, evaluating, and, if necessary, terminating the employment of the Executive Director.
- C. The President shall exercise overall direction and supervision of the Executive Director.

## ARTICLE X. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

A. Composition.

The Nominating Committee shall be composed of six (6) members: four members, one Convener and one alternate member for one (1) two-year term. Three (3) members shall be elected annually by the members. In alternating years one (1) member, the Convener and the alternate Committee member shall be elected. Committee members can serve only one two-year term. A committee member, if elected Convener may serve a two-year Convener Term.

B. Duties.

- 1. The Nominating Committee shall be responsible for the recruitment and nominations of Officers and Directors.
- 2. The Nominating Committee shall present a slate of nominees for Officers and Directors-at-large of the Board of Directors to the Secretary sixty (60) days prior to the Annual Meeting. The Secretary shall include the slate with the Call to the Annual Meeting sent to the membership no later than forty-five (45) days prior to the Annual Meeting.

- Section 2. Additional Nominations. Nominations may be made from the floor provided the written consent of the nominee(s) has been obtained.
- Section 3. Elections. Officers and Directors of the Corporation shall be elected by voice vote at the Annual Meeting. If a position is contested, such election shall be conducted by ballot, the winner to be determined by a majority of the votes cast by members present or represented by written proxy

#### ARTICLE XI. COMMITTEES AND SPECIAL POSITIONS

- Section 1. Standing Committees. There shall be standing committees on Audit, Development, Finance and Investment, Governance, ~~Human Resources, Project Grants- Program~~, the United Nations, and such others as the Board shall authorize from time to time.
- A. Standing committees shall consist of the convener and such other members as the Board may authorize.
- B. Conveners of the standing committees shall serve on the Board of Directors, ex officio, with vote.

Section 2. Duties of the Standing Committees.

- A. The Audit Committee shall:
- (1) Include the Treasurer and Executive Director, ~~both~~ ex officio without vote;
  - (2) ~~Be responsible for the appointment of a Certified Public Accountant to provide an annual audit.~~ Shall recommend an independent auditor to the Board of Directors for its approval;
  - (3) Review with the outside auditor any significant matters regarding reporting problems or difficulties, their suggestions for improvement, management's response, and resolve any disagreements between management and the outside auditors;
  - (4) Make recommendations to the Board based upon audit findings as necessary;
  - (5) Perform other duties as assigned.
- B. The Development Committee shall:
- (1) ~~Coordinate with the Executive Director to identify and actively seek individual members, groups, foundations, and corporations to support the mission of VGIF; and encourage them to donate moneys, goods, and services to further the mission of VGIF;~~ Coordinate with the Executive Director to identify and actively seek individual members, groups, foundations, and corporations to support the mission of VGIF;
  - (2) ~~Develop and use marketing strategies to recruit people not already familiar with VGIF;~~ Develop and use marketing strategies to recruit people not already familiar with VGIF;
  - (3) ~~Take advantage of important trends and developments in recruitment, technology, marketing, and fundraising;~~ Take advantage of important trends and developments in recruitment, technology, marketing, and fundraising;
  - (4) Present reports and recommend policy changes to the Board; ~~annually, or as requested;~~ annually, or as requested;
  - (5) Perform other duties as assigned.

- C. The Finance and Investment Committee shall:
- ~~(1) — Include the Treasurer, who shall serve ex officio, with vote;~~
  - (2) Advise the Board of Directors on the administration of the financial affairs of the Corporation, the acquisition and disposition of Corporation property, and other matters relating thereto;
  - (3) Be responsible to the Board of Directors for oversight of the investment of funds, which shall include monitoring investment performance and updating the investment policy;
  - (4) Recommend to the Board an investment advisor and a funds manager, when required, and oversee their performance and financial results;
  - (5) Approve the annual budget developed by the Executive Director and Treasurer and ~~present it~~ recommend to the Board for its adoption at the mid-year meeting;
  - (6) Perform other duties as assigned.
- D. The Governance Committee shall:
- (1) Review the Constitution and Bylaws and Board Policies, at least triennially or as requested, and recommend appropriate amendments to the Board of Directors;
  - (2) Review and keep up-to-date copies of the Working Rules of all committees;
  - (3) ~~Assist with orienting~~ Responsible for orientation and training board members on VGIF governance documents and issues;
  - (4) Perform other duties as assigned.
- ~~E. — The Human Resources Committee shall:~~
- ~~(1) — Recommend personnel policies and procedures for VGIF staff;~~
  - ~~(2) — Review annually with the Executive Director the compensation package for staff and present recommendations to the Executive Committee;~~
  - ~~(3) — Assist the Executive Director in addressing personnel related issues, as appropriate;~~
  - ~~(4) — Perform other duties as assigned.~~
- F. The ~~Project Grants~~ Program Committee shall:
- (1) Be convened by the Vice President for ~~Program~~ Project Grants;
  - (2) Propose policies to the Board of Directors for the awarding and managing the grants;
  - (3) Approve or disapprove applications for grants in accordance with the purpose of VGIF;
  - (4) Report recommendations for actions on grants to the Board of Directors;
  - (5) Monitor the performance and effectiveness of funded grants through various evaluative techniques;
  - (5) Maintain a history of grants approved by VGIF;
  - (6) Perform other duties as assigned.
- G. The United Nations Committee shall:
- (1) Provide for VGIF representation at the United Nations through the Economic and Social Council and other appropriate subsidiary UN bodies and working groups;
  - (2) Recommend ~~to the President and Board~~ any UN-directed joint statements relating to the status of women and girls that are deemed important or opportune for VGIF concurrence or action;

- (3) Ensure that information about the work of the United Nations in support of women and girls is disseminated to VGIF's membership;
- (4) Perform other duties as assigned.

Section 3. Terms of Standing Committee Service.

- A. Committee members shall be appointed by the President in consultation with committee conveners and ratified by the Board of Directors. They shall serve for a term of three (3) years and may be reappointed for one (1) additional term for a total of six (6) years. No person shall serve more than two (2) consecutive terms on a committee without an off-committee interval of one (1) year. Service for less than one and one half (1.5) years to fill a vacancy shall not be counted as a term.
- B. No person may serve on more than two (2) committees at once or for more than a total of six (6) years without an interval of one year.
- C. Service as a committee member, with the exception of the Convener, shall not be counted against term limits for service on the Board of Directors.
- D. All terms shall begin immediately following the Annual Meeting. A committee member appointed after the Annual Meeting to fill a vacancy may be seated immediately, upon approval by the Executive Committee. The appointment must be ratified for the remainder of the term by the Board of Directors at its next meeting.

Section 4. Task Forces. Task Forces of limited purpose and duration may be appointed by the President as needed. A task force shall report to the board through its convener or a designated Board liaison.

Section 5. Special Positions. Appointments to Special Positions, such as Archival Historian and Webmaster, may be made by the President subject to ratification by the Board of Directors. There shall be no term limitations for these positions.

Section 6. Reports. All Conveners of Standing Committees and Task Forces and persons holding Special Positions shall submit written reports for distribution at the Annual Meeting.

Section 7. Quorum. The quorum of all Standing Committees and Task Forces shall be a majority of the members of the group.

ARTICLE XII. MEETINGS OF THE MEMBERSHIP

Section 1. Location. Activities of the Corporation, including meetings of the Board of Directors and the membership, shall be carried out principally at the Corporation's headquarters in the City, County and State of New York. The Board may designate other sites for certain activities from time to time.

Section 2. Annual Meeting. An Annual Meeting shall be held for the purposes of electing Officers, members of the Board of Directors, and members of the Nominating Committee; amending the Constitution and Bylaws; receiving reports; and transacting such other business as may properly come before the membership.

- A. Date. The Annual Meeting shall be held between ~~March 15~~ March 1 and May 10.
- B. Notice. Each member shall be sent written notice of the meeting date no later than forty-five (45) days prior to the event.
- C. Change of Date. The Board of Directors, by a majority vote, may change the date of the Annual Meeting, if deemed advisable, upon at least thirty (30) days notice.
- D. Voting. Each individual and group member shall be entitled to cast one (1) vote on each question. Such vote may be cast either in person or by written proxy. Each proxy must be executed in writing by the member and shall be revocable.

Section 3. Special Meetings. Special meetings of the membership may be called by the President, or at the written request of ~~fifteen (15) members~~ sixty percent (60%) of the Board of Directors or ~~fifty-one (51) members from the~~ five percent (5%) of the general membership. Such a request shall state the purpose(s) of the proposed meeting.

- A. Notice of Special Meetings shall be sent to each member not later than thirty (30) days prior to the meeting.
- B. Only the purpose(s) of the Special Meeting as stated in the Call for the meeting shall be discussed and voted upon.

Section 4. Quorum. The quorum for any meeting of the members present in person or represented by written proxy shall be either ~~one hundred (100) persons or ten (10) percent~~ fifty (50) persons or five (5%) percent of the total membership, whichever is less.

Section 5. Voting. Each member in good standing shall be entitled to cast one (1) vote on each question. Such vote may be cast either in person or by written proxy.

Section 6. Outcomes of any and all membership meetings shall be reported to the members. ~~within forty-five (45) days.~~

### ARTICLE XIII. FISCAL OVERSIGHT

Section 1. Audit. An annual audit of the Corporation's finances shall be made by a Certified Public Accountant and presented to the Board of Directors for approval. The Board shall review the audit and report to the Annual Meeting.

Section 2. Authorization of Payments.

- A. Budgeted Items. The President shall authorize all ~~payments for project grants and other~~ payments for reimbursement of expenses to Board and committee members and special appointees for items exceeding the Board approved budget ~~amount specified from time to time by the Board of Directors.~~

- B. Non-budgeted Items. Any non-budgeted item must be authorized by the Board of Directors before payment.

Section 3. Bonding. The Treasurer and other signatories handling the funds of the Corporation shall be bonded in an amount to be determined by the Board of Directors.

Section 4. Fiscal Year. The Fiscal Year shall be January 1 through December 31.

Section 5. Gifts. Subject to donor designation, VGIF may apply the whole or any part of income and principal received from donations or bequests to advance the mission of VGIF.

#### ARTICLE XIV. INDEMNIFICATION

Members of the Board of Directors, Appointed Representatives, and Staff of the Virginia Gildersleeve International Fund shall be indemnified and held harmless for any acts and/or omissions in connection with their official duties on behalf of the Virginia Gildersleeve International Fund unless such person(s) are adjudged to be guilty of malfeasance and /or gross negligence in the performance of their respective duties.

#### ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide this Corporation in all instances in which they are applicable and in which they are not inconsistent with the Constitution and Bylaws and the laws of the State of New York.

#### ARTICLE XVI. AMENDMENTS

This Constitution and Bylaws may be amended at any Annual Meeting or Special Meeting of the membership called for that purpose by a two-thirds (2/3) vote of those voting, in person or by written proxy. Notice of intention to amend shall be contained in the notice of the meeting and a copy of the proposed amendment(s) shall be sent to all members no later than thirty (30) days prior to the meeting.

#### ARTICLE XVII. DISSOLUTION

In the event of the dissolution of the Virginia Gildersleeve International Fund, Inc., the Executive Committee, after the payment of all liabilities has been made, shall assign and disburse the remaining assets to such organization(s) of similar purposes and values that qualify for exemption under Section 501(c)(3) of the Internal Revenue Code and as may be approved by order of a Justice of the Supreme Court of the State of New York.

#### Constitution and Bylaws of the Virginia Gildersleeve International Fund, Inc.

Adopted	April 27, 1978
Revised	April 28, 2012
Amended	April 25, 2015
Revised	April 16, 2016