

BY-LAWS
OF
AMERICAN-ROMANIAN PARTNERSHIP FOR GENDER EQUALITY
(ARPGE)

ARTICLE 1: NAME

The name of the organization shall be AMERICAN-ROMANIAN PARTNERSHIP FOR GENDER EQUALITY (hereinafter referred to as “The Corporation”).

ARTICLE 2: STATUS

The Corporation has been incorporated in the State of California as not-for-profit.

ARTICLE 3: PURPOSE

The corporation shall undertake such lawful acts as it deems necessary to provide financial support to deserving, progressive Romanian non-profit organizations working to alleviate that nation’s gender inequality issues.

ARTICLE 4: AUTHORITY AND DUTIES OF TRUSTEES

Section 4.01. Authority of Trustees. The Board of Trustees (hereinafter referred to as “The Board”) is the policy-making body of The Corporation and may exercise all the powers and authority granted to The Corporation by law.

Section 4.02. Number, Selection, and Tenure. The Board shall consist of not less than five (5) nor more than nine (9) trustees. Each trustee shall hold office for a term of three (3) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining trustees. In the event of a tie vote, the President shall choose the succeeding trustee. Trustees will elect their successors. A trustee elected to fill a vacancy shall be elected for the unexpired term of that trustees’ predecessor in office.

Section 4.03. Resignation. Resignations are effective upon receipt of written notification by the Secretary of the Corporation.

Section 4.04. Removal. A trustee may be removed by The Board at a meeting, or by action in writing pursuant to Section 4.08, whenever in the judgment of The Board, the best interests of The Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. Regular Meetings. The Board shall hold at least three (3) regular, face-to-face meetings per calendar year. Meetings shall be at such dates, times and places as The Board shall determine.

Section 4.06. Special Meetings. Special meetings shall be at such dates, times and places as The Board shall determine.

Section 4.07. Notice. Meetings may be called by the President or at the request of any two (2) trustees by notice emailed, mailed, telephoned, or telegraphed to each member of The Board not less than forty-eight (48) hours before such meeting.

Section 4.08. Quorum. A quorum shall consist of a majority of The Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the trustees is present at said meeting, a majority of the trustees present may adjourn the meeting on occasion without further notice.

Section 4.09. Action Without a Meeting. Any action required or permitted to be taken at a meeting of The Board (including amendment of these Bylaws) or of any committee may be taken without a meeting if all members of The Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of The Board or of the committee as the case may be.

Section 4.10. Participation in Meeting by Conference Telephone or Internet. Members of The Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. Meetings may also take the form of real-time, on-line sessions on the Internet in which all participants are able to communicate with each other as a group and send and receive simultaneous communications. Meetings may also take the form of email communications in which all members must be copied on all correspondence during the meeting and everyone given at least twelve (12) hours to respond.

Section 4.11. Committees. The Board may, by resolution adopted by a majority of the trustees, establish committees of The Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs and business activities of The Corporation.

Section 4.12. Reimbursement. Trustees shall serve without compensation with the exception that expenses incurred in the furtherance of The Corporation's business are allowed to be reimbursed with prior approval of The Board, based on information from similarly situated organizations for similar services or current compensation surveys compiled by independent firms. Documentation of such approval shall include the date and terms of the compensation and the decision made by each voting trustee. In addition, trustees serving The Organization in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE 5: AUTHORITY AND DUTIES OF OFFICERS

Section 5.01. Officers. The officers of The Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as The Board may designate. The Vice President may hold one other office (Secretary or Treasurer), but otherwise no two offices may be held by the same person.

Section 5.02. Appointment of Officers; Terms of Office. The officers of The Corporation shall be elected by The Board at regular meetings of The Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of The Board. Terms of office may be established by The Board, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 5.03. Resignation. Resignations are effective upon receipt of written notification by the Secretary of The Board.

Section 5.04. President. The President shall be a trustee of The Corporation and will preside at all meetings of The Board. The President shall perform all duties attendant to that office, and shall perform such other duties as on occasion shall be assigned by The Board.

Section 5.05. Vice President. A Vice President shall be a trustee of The Corporation and will preside at meetings of The Board in the absence of or request of the President. The Vice President shall perform other duties as requested and assigned by the President, subject to the control of The Board.

Section 5.06. Secretary. The Secretary shall be a trustee of The Corporation and shall keep the minutes of all meetings of The Board in books proper for that purpose. The Secretary is also responsible for notifying members of The Board of regular or special meetings by notice emailed, mailed, telephoned, or telegraphed to each member of The Board not less than forty-eight (48) hours before such meeting.

Section 5.07. Treasurer. The Treasurer shall be a trustee of The Corporation and shall report the status of The Organization's finances at each regular meeting of The Board. The Treasurer shall work closely with any paid executive staff of The Corporation to ascertain that appropriate procedures are being followed in the financial affairs of The Corporation, and shall perform such other duties as occasionally may be assigned The Board.

Section 5.08. Paid Staff. The Board may hire such paid staff as they deem proper and necessary for the operations of The Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to the assigned by The Board.

ARTICLE 6: INDEMNIFICATION

Every member of The Board, officer or employee of The Corporation may be indemnified by The Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of The Board, officer or employee in connection with any

threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of his/her being or having been a member of The Board, officer, or employee of The Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when The Board approves such settlement and reimbursement as being in the best interest of The Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights with such member of The Board, officer, or employee is entitled.

ARTICLE 7: ADVISORY BOARDS AND COMMITTEES

Section 7.01. Establishment. The Board may establish one or more Advisory Boards or Committees.

Section 7.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of The Board.

ARTICLE 8: FINANCIAL ADMINISTRATION

Section 8.01. Fiscal Year. The fiscal year of The Corporation shall be January 1 – December 31 but may be changed by resolution of The Board.

Section 8.02. Checks, Drafts, Etc. All checks, orders for the payment of money, and other financial obligations shall be signed or endorsed by any two (2) such officer of officers as agent or agents of The Corporation and in such manner as shall from time to time be determined by resolution of The Board or of any committee to which such authority has been delegated by The Board.

Section 8.03. Deposits and Accounts. All funds of The Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as The Board or any committee to which such authority has been delegated by The Board may select, or as may be selected by the President or by any other officer or officers of The Corporation, to whom such power may from time to time be delegated by The Board. For the purpose of deposit and for the purpose of collection for that account of The Corporation, checks, drafts, and other orders of The Corporation may be endorsed, assigned, and delivered on behalf of The Corporation by any officer of agent of The Corporation.

Section 8.04. Investments. The funds of The Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock bonds, or other securities as The Board in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted or organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 8.05. Overhead expenses. At least 75 percent of funds spent in any given year shall be used for direct aid to Romanian organizations and no more than 25 percent shall be used for

administrative or other support activities. Any exception to this rule shall require the approval of at least two-thirds of The Board.

Section 8.06. Disbursement control. The Board shall review and approve the annual budget at the last meeting of each fiscal year.

ARTICLE 9: BOOKS AND RECORDS

Correct books of account of the activities and transactions of The Corporation shall be kept in the custody of the Secretary. These shall include a minute book, which shall contain a copy of the Certification of Incorporation, a copy of these Bylaws, and all other minutes of meetings of The Board.

ARTICLE 10: AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of The Board, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken or provided all members of The Board waive such notice, or by unanimous consent in writing without a meeting.

ARTICLE 11: APPROVAL AND RATIFICATION

These Bylaws were approved at a meeting of The Board on December 4, 2004.

President: _____

Vice President/Secretary: _____

Treasurer: _____

Other Trustees Present: _____
