ARTICLE I: PRINCIPAL OFFICE

Section 1. The principal office of the corporation shall be in the County of San Mateo, State of California. The Board of Directors may from time to time change the location of the principal office from one location to another in said county.

Section 2. The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise.

Section 3. The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE II: MEMBERS

Section 1. This corporation shall make no provisions for members. However, pursuant to Section 5310 (b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of the corporation, require approval by members, shall only require approval of the Board of Directors.

ARTICLE III: DIRECTORS

Section 1. Board of Directors. The business and property of the corporation shall be managed and controlled by a Board of Directors, which shall consist of a president, vice-president, secretary, treasurer, immediate past president, and three (3) other directors. (Directors with a capital “D” will henceforth be designated as any or all members of the Board of Directors.) The current officers will be appointed by the Board of Directors of the Association for Women Geoscientists, a non-profit mutual benefit corporation with which this Foundation is affiliated, to serve for two (2) years or until their successors are appointed. Their term of office shall begin at the close of an annual meeting. The other directors will be appointed for a three (3) year term of office by the Foundation officers beginning and ending at the close of an annual meeting. (Henceforth director with a lower case “d” will refer to members of the Board that are non-officers.) The dates of appointment for the other directors of the Foundation will alternate so that one new director is appointed each year. The other directors shall hold office until the next annual meeting or the appointment of their successors as specified in these Bylaws. All members of the Board of Directors may succeed themselves.

Section 2. Duties. It shall be the duty of all members of the Board of Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

(b) Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation, except as otherwise provided in the Bylaws.

(c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.

(d) Meet at such times and places as required by these Bylaws.
(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 3. Powers. All the corporate powers, except such as are otherwise provided in these Bylaws and in the laws of the State of California, shall be vested in and shall be exercised by the Board of Directors. The Board of Directors may by majority vote delegate to committees consisting of not less than two (2) Directors, of the corporation, such powers as they see fit subject to the provisions of Article V.

Section 4. Removal and Resignation. Except as otherwise provided by law, any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Any Director may be removed from the Board upon approval by a majority of the total number of Directors.

Section 5. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase (by change of the Bylaws) in the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, whether or not less than a quorum.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order or judgment of any court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Benefit Corporation law.

Section 6. Regular and Annual Meetings. Regular meetings of Directors will be held at times to be determined by the Directors. The annual meeting will be held in the fall of the year. (Amended “from spring of the year” 10/25/97)

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President, Vice-President, Secretary, or any two (2) other Directors. Such meetings shall be held at the place, within or without the State of California, designated by the person persons calling the meeting. In the absence of such designation, the special meeting will be held at the principal office of the corporation or by teleconference.

Section 8. Notice of Meetings. Regular meetings of the Board may be held without notice at such time and place as shall be determined by the Board. Special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty-eight hours notice delivered personally or by telephone, or email. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation, unless the Director has filed a written request with the Secretary requesting that notices be sent to some other designated address.

Section 9. Conduct of Meetings. At all meetings of the Board of Directors, the President or Vice-President, or in their absence a chair chosen by the Directors present, shall preside. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in her or his absence the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 10. Quorum for Meetings. A quorum shall consist of a majority of the Board of Directors, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

At any meeting whether or not a quorum is present, a majority of those present may adjourn the meeting to another time and place unless the meeting is adjourned for more than twenty-four (24) hours. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given to the Directors who were not present at the time of adjournment. This notice shall be given prior to the new time of meeting.
The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action taken thereafter must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

Section 11. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of the Board of Directors if all members of the Board individually or collectively consent in writing or email to such action. Such written consents shall be included in the next minutes of the proceedings of the Board.

Section 12. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 2 of this Article.

Section 13. Non-liability of Directors. The Directors, so long as they perform their duties with care and act in good faith shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE IV: OFFICERS

Section 1. Number of Officers. The officers of this corporation shall be a President, Vice-President, Secretary, Immediate past President, and a chief financial officer who shall be designated the Treasurer. These five (5) officers shall be Directors as stated in Article 3 of these Bylaws, and each of these five (5) offices must be held by a different person. The corporation may also have, as determined by the Board of Directors, Assistant Secretaries, Assistant Treasurers, or other subordinate officers who do not serve concurrently as Directors. Any two of these subordinate offices may be held by the same person.

Section 2. Election, Term of Office and Qualifications. The President, Vice-President, Secretary, and Treasurer shall be appointed for a two (2) year term by the Board of Directors of the Association for Women Geoscientists, a non-profit mutual benefit corporation with which this Foundation is affiliated, as specified in Article III, Section 1. These four (4) officers shall be members in good standing of the Association. However, none shall be Directors or officers of the Association. The subordinate officers of the corporation, if any, shall be appointed by the Board of Directors to a one (1) year term of office.

Section 3. Removal and Resignation. Any officer may be removed by the vote of five (5) members of the Board of Directors approving such removal. An officer who is also a Director and who is removed in accordance with this section shall also be removed from the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 4. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of Directors then in office, although less than a quorum, may elect an officer to fill such vacancy. The officer so elected shall hold office and serve until the next annual meeting of the Board of Directors, when the officer’s successor shall be appointed as specified in Section 2.
Section 5. President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall discharge the usual duties of the office to the President and shall act as the presiding officer at all meetings of the corporation. The President may appoint business representatives as necessary to carry out the acts of the Foundation.

Section 6. Vice-President. At the request of the President, or in the event of the absence or disability of the President, the Vice-President shall perform the duties and possess and exercise the powers of the President. When so acting, the Vice-President shall also be subject to all the restrictions on the President. To the extent authorized by law, the Vice-President shall have such other powers as the board of Directors may determine, and shall perform such other duties as may be prescribed by the Board of Directors.

Section 7. Secretary. The Secretary shall be responsible for the preparation and mailing or emailing of notices and other materials necessary to the business of the Foundation. The Secretary shall have charge of such books, document, and papers as the board of Directors may determine and shall have custody of the corporate seal. The Secretary shall attend and keep minutes of all the meetings of the Board of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings as required by law. The Secretary may sign with the President and Vice-President, in the name or on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized by the Board may affix the seal of the corporation. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 8. Treasurer. The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

(c) Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(e) Exhibit at all reasonable times the books of account and financial reports to any Director of the corporation, or to his or her agent or attorney, on request therefore.

(f) Render to the President and Directors, whenever requested an account of any or all of the Treasurer’s transactions and of the financial condition of the corporation.

(g) Prepare, or cause to be prepared, and certify, or be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and other such duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 9. Compensation. The salaries, if any, of all officers shall be fixed by the Board of Directors and shall be reasonable in amount. Compensation paid a Director for serving as an officer of
this corporation shall be subject to the provision that not more that forty-nine percent (49%) of the persons serving on the Board shall be currently compensated by the corporation for services rendered within the previous twelve (12) months, excluding any reasonable compensation paid to a Director as Director.

ARTICLE V: COMMITTEES

Section 1. Executive Committee. The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the Business and affairs of the corporation, except with respect to:

(a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of members or of a majority of all of the members.
(b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
(c) The fixing of compensation of the Directors for serving on the Board or on any committee.
(d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
(e) The amendment or repeal of any resolution of the Board which by the express terms is not so amendable or repealable.
(f) The appointment of committees of the Board or the members thereof.
(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
(h) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d)(3) of the California Nonprofit Public Benefit Corporation Law.

The Committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies on the Committee from the members of the Board.

Section 2. Other Committees. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

Section 3. Compensation. The members of any committee shall not receive any stated salary for their services, but may receive, by resolution of the majority of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, for attendance at each regular or special committee meeting. The Board of Directors shall have the power to contract for and to pay special compensation to any member of a committee for rendering unusual or exceptional services to the corporation, appropriate to the value of such services.
ARTICLE VI: AGENTS AND REPRESENTATIVES

Section 1. The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may be consistent with these Bylaws and to the extent authorized or permitted by law.

ARTICLE VII: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, or in the Treasurer’s absence for any reason, by the President.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

Section 5. Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors without restriction, provided that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Section 6. Voting upon Stock of Other Corporations. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to vote either in person or in proxy at any meeting of stockholders of any corporation in which this corporation may hold stock. At any such meeting, the President may act on behalf of the corporation to possess and exercise all of the rights and powers incident to the ownership of such stock. The Board of Directors may confer like powers on any other person and may revoke any such powers granted at any time.

ARTICLE VIII: CORPORATE RECORDS, REPORTS, AND SEAL

Section 1. Maintenance of Corporate Records. The corporation shall keep in its permanent records:

(a) Minutes of all meetings of Directors, committees of the Board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of account, including accounts of its properties and
business transactions and accounts of its assets, liabilities, receipts, disbursement, gains, and losses.

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

(d) A copy of the corporation’s Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal. The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Director’s Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 4. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the corporation’s fiscal year to all Directors of the corporation. The report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses of disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE IX: FISCAL YEAR

Section 1. Fiscal Year of the Corporation. The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE X: AMENDMENTS

Section 1. Amendment of Bylaws. The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the corporation by affirmative vote of a majority of the Board.

Section 2. Certain amendments. Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement, or to delete either statement after the corporation has filed a “Statement by a Domestic Non-Profit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XI: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS
Section 1. Prohibition Against Sharing Corporate Profits and Assets. No member, Director, officer, employee, committee member, or other person connected with this corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the corporation; provided, however, that this provision shall not prevent payment to any such person of such reasonable compensation for services performed for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

ARTICLE XII: EXEMPT ACTIVITIES

Section 1. Exempt Activities. Notwithstanding any other provisions of these Bylaws, no member, Director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended and the regulations promulgated there under as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII: INDEMNIFICATION

Section 1. Indemnification. Each Director and officer of this corporation shall be indemnified to the fullest extent permitted by California law.
CERTIFICATE OF PRESIDENT

I, the undersigned, do hereby certify;

1. That I am the duly appointed and active President of the Association for Women Geoscientists Foundation, a California nonprofit public benefit corporation; and

2. That the foregoing Bylaws, comprising eight (8) pages, constitute the Bylaws of said corporation as adopted at a meeting of the Board of Directors thereof held on October 29, 1988, and amended through vote of the Board of Directors with editing on October 22, 2007, and formatting on October 25, 2009.

Dated: __25 October 2009____

Louise Pellerin, President