

# MAEVE

## BYLAWS

### MAEVE Corporation's Chapters

A California Nonprofit Public Benefit Corporation

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## ARTICLE I - ESTABLISHMENT OF LOCAL CHAPTER

### SECTION 1. NAME

The name of this organization shall be MAEVE [Chapter Location] with the chapter location being the area, town or boundary as designated by MAEVE Corporation in cooperation with those local members.

### SECTION 2. ESTABLISHMENT

Any Chapter using the name “MAEVE” or “Motherhood. Alliance. Equity. Village. Empowerment” or “However You Mother” must be registered with MAEVE Corporation, a California nonprofit corporation and agree to the bylaws, policies and guidelines outlined by the corporation. Each chapter shall register an individual chapter EIN number in their state of residence as a subordinate of MAEVE Corporation using name MAEVE [Chapter Location, State].

## ARTICLE II - PURPOSES

### SECTION 1. OBJECTIVES AND PURPOSES

This corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The purpose of this corporation is to:

- A. Support a network of hyper-local support groups for the corporation’s membership;
- B. Engage in educational and enrichment activities that improve the lives of each chapter’s membership and community;
- C. Promote increased diversity, equity, and inclusivity (DEI) in each chapter’s membership and leadership;
- D. Provide resources and support for members regardless of employment or socioeconomic status;
- E. Empower the corporation’s membership to take leadership roles in their communities and create impactful change that enriches the lives of the members, their families, and their community; and
- F. Engage in regular social welfare and community service, human rights and humanitarian initiatives, and charitable service that empowers and supports all who mother and the communities that we live in.

### SECTION 2. INCLUSIVITY, DIVERSITY AND REPRESENTATION

MAEVE Corporation and its chapters are non-sectarian and non-partisan and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, sexual orientation, age, national origin (ancestry), disability, marital, socioeconomic, employment or military status, in any of its activities or operations. These activities include, but are not limited to, membership entry, nomination and election of board members, selection of volunteers and vendors, and provision of services. The corporation is committed to providing an inclusive, diverse and welcoming environment for all members, volunteers, and community members. The corporate and support group policies shall seek to actively support increased diversity and inclusivity. These policies shall include but not be limited to:

- A. Modeling diversity and representation in the corporation’s leadership and membership;
- B. Promoting training and programming to bring awareness to diversity and representation;
- C. Completing data collection and analysis of the corporation’s membership and how it reflects with the diversity of the various chapters’ communities;
- D. Provide multilingual, multicultural, and gender and race-sensitive programming and outreach materials; and

- E. Support marginalized individuals, chapters and their members, and communities through supportive initiatives and charitable service.

### SECTION 3. PRINCIPLES

The guiding principles behind MAEVE Corporation and its chapters are:

- A. The support of motherhood in all its forms regardless of race, gender, gender expression, or sexual orientation;
- B. Alliance and support for marginalized persons or communities;
- C. Promoting and supporting equity in the corporation's membership, leadership, and communities;
- D. Village and community-building within the corporation's chapters and its membership; and
- E. Support and empowerment of the corporation's members and their communities.

## ARTICLE III - POLICIES AND GUIDELINES

### SECTION 1. PROGRAMMING

MAEVE [Chapter Name] is a support group and charitable organization, these purposes shall be accomplished through, but shall not be limited to members-only and family events, community and public events, support groups, outreach, education, advocacy, fundraising, and community and charitable service.

### SECTION 2. CORPORATION POLICIES

MAEVE [Chapter Name] shall follow all bylaws, guidelines and policies concerning MAEVE Corporation support groups and charitable organization.

### SECTION 3. NON-SECTARIAN AND NON-PARTISAN

MAEVE Corporation and its chapters shall be non-sectarian and non-partisan. No activities of the chapter shall promote propaganda or directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Any activities showing evidence of bias, favor or opposition of one candidate over another, or favoring one political candidate, group of candidates or party are strictly prohibited.

Certain activities that may not be prohibited include but are not limited to are:

- A. Voter education activities (including presenting public forums and publishing voter education guides) if conducted in a non-partisan manner;
- B. Activities intended to encourage people to participate in the electoral process, such as voter registration and get-out-the-vote drives if conducted in a non-partisan manner; and
- C. Non-partisan activism that protects and supports marginalized persons or groups.

### SECTION 4. FUNDRAISING

MAEVE [Chapter Name] shall conduct fundraising and follow all non-profit rules and regulations.

### SECTION 5. COMPLIANCE

MAEVE [Chapter Name] shall comply with all local, state and federal governments.

## ARTICLE IV – MEMBERSHIP AND CONTRIBUTIONS

### SECTION 1. MEMBERSHIP TYPES

The following two (2) types of chapter memberships shall be available:

- A. Membership in a “home” chapter (i.e. the chapter in an individual’s zip code of their primary residence) shall be open to any person in the area designated as outlined for the chapter by the Corporation. Home chapter memberships are limited to one per member. If no home chapter exists, a member may join an affiliate chapter until such time a home chapter exists.
- B. Membership in a non-resident or “affiliate” chapter (i.e. a chapter not within an individual’s zip code of their primary residence or boundary designated by the corporation) shall be open to any person who claims a stake in that chapter’s region. A stake is defined as a relationship with the community due to work, business, community organizations, school affiliation or personal relationships. Affiliate memberships are limited to one per member.

### SECTION 2. MEMBERSHIP CONTRIBUTIONS

Membership contributions are donations to a local chapter that contribute directly to the operational budget of an individual’s chapter and support the chapter’s abilities to fulfill MAEVE’s and MAEVE Chapter’s mission of supporting and empowering members through chapter programming, members-only and community events, contributions to the community and charitable service projects.

### SECTION 3: EQUITY PRICING

MAEVE believes that membership dues should never be a barrier to entry. *Equity pricing* uses a sliding scale as a tool for determining membership contributions. Economic justice requires honesty, compassion, and active participation from each member. If a sliding scale is implemented effectively, each member pays a similar percentage of their income in support of their chapter/s. Paying according to one’s available resources ensures accessibility for all and also that there continues to be maximum benefit to the members, the operational success of the chapter, and the community the chapter serves.

- A. Membership contributions for a home chapter shall be on a sliding scale of \$0 - 100+.
- B. Membership contributions for an “affiliate” shall be on a sliding scale of \$0 - 100+ with a mandatory, matching contribution to the member’s home chapter if one exists.
- C. Chapters shall not set a formal, minimum contribution amount but may provide guidance to a potential member through points of information.

### SECTION 4. CHAPTER CONTRIBUTION COLLECTION

Member contributions to a local chapter shall be collected annually on the initial join date of the member with a two-month grace period for remittance. This is a national policy established to ensure new and continued accessibility for new and renewing members. Member privacy is of utmost importance and all members are prohibited from sharing or discussing membership contributions outside the course of necessary business. Any members found violating this privacy policy shall be subject to expulsion, pursuant to the procedures set forth in the Nonprofit Public Benefit Corporation Law..

### SECTION 5. PROSPECTIVE MEMBERS

Prospective members may attend up to two chapter or MAEVE Corporation events before becoming a member.

#### SECTION 6. CONTRIBUTION REFUNDS

Contributions to the chapter are non-refundable unless the chapter Board and MAEVE Corporation Board finds due cause, which shall be determined within the sole discretion of the chapter Board and MAEVE Corporation.

#### SECTION 7. ROSTER

The chapter shall maintain an updated roster of all current members, consisting of name, address, email and telephone number to be made available to the members of that chapter and MAEVE Corporation. This roster shall not be used for the purposes of mass marketing, personal business promotion, religious, or political campaigning.

#### SECTION 8. ANNUAL REGISTRATION

Annual registration fees to MAEVE Corporation support national programming, corporate administrative costs, and chapters in underserved or marginalized communities.

- A. Annual registration fees to MAEVE Corporation shall be due on the annual date of the chapter's formation.
- B. The registration fee shall be 15% of the chapter's total revenue collected from membership contributions during the fiscal year.
- C. The minimum annual registration fee for a chapter shall be \$75 unless that chapter qualifies for a waiver of registration.

#### SECTION 9. COLLECTIVES

If any chapter grows to such an extent that the membership or community is not being fully supported, the formation of additional chapters is encouraged. Chapters that are close geographically or share mutual interests are encouraged to form regional "Collectives" as appropriate. The Collective may share resources and cooperate on mutually beneficial or cross-community projects, interact on social media, co-host community events, and provide support and guidance for nearby, newly forming chapters.

#### SECTION 10. FORMING A COLLECTIVE

Collectives shall be designated by the MAEVE Corporation and based on geographical location, population, and the inherent interests of the chapters. If a chapter would like to start, join, or reform a Collective, they shall:

- A. Reach out to their Collective Coordinator if one has been assigned,
- B. If a Collective Coordinator has not been assigned, they shall reach out to the Vice President of Membership at MAEVE Corporation.
- C. The request shall be reviewed by the MAEVE Corporation board and a decision shall be rendered to the chapter.

### ARTICLE V – FINANCES

#### SECTION 1. BANK ACCOUNT

Each chapter shall open a chapter bank account using their chapter's individualized EIN number, upon which there shall be two signing officers.

## SECTION 2. FISCAL YEAR

The fiscal year shall run from July 1st - June 30th.

## SECTION 3. ELECTRONIC BANKING

Any electronic transfer of funds through a third party (Zelle, Venmo, Paypal, etc.) shall be directly linked to the chapter's officially-designated MAEVE email address and the chapter's bank account versus an individual's account.

## SECTION 4. DEBIT TRANSACTIONS

Debit card transactions shall be allowed by the two signing officers only, the President and the Treasurer. Any abuse or fraudulent misuse of this privilege shall result in revocation of debit card usage. Itemized receipts shall be made available for review to membership or to MAEVE Corporation upon request and kept until the closing of the subsequent fiscal year.

## SECTION 5. EXPENDITURES

Funds raised from membership contributions and fundraising efforts by the chapter shall be spent for charitable purposes, support group and community education and enrichment, operational expenses of the chapter, and *de minimis* gifting only.

- A. Charitable contributions must advance MAEVE charitable mission. Contributions may be to other 501c3 non-profit organizations, non-cash items to individuals that are non-members, and other community-supporting organizations. The donor chapter must ensure there is:
  - i. No conflict of interest (members, their families, friends may not personally benefit);
  - ii. No violation of donor restrictions or earmarked donations; and
  - iii. The recipient or cause must align with MAEVE's mission of support and empowerment for all who mother and their communities.
- B. *De minimis* gifting may constitute up to 20% of the chapter's annual revenue. *De minimis* gifting shall be defined as:
  - i. Membership-only enrichment, such as events or parties;
  - ii. Group tickets to an event, such as the movie theater or concerts;
  - iii. Food and beverage at members-only events;
  - iv. Member gifts that are nominal items with low fair market value, such as small tokens of appreciation for volunteers and flowers or meals for special circumstances; and
  - v. Cash, gift cards or gift card equivalents to members on behalf of the organization or chapter are prohibited no matter how nominal, due to regulations governing non-profit corporations.



- C. All funding expenses must be approved prior to disbursement by a majority vote of the chapter. Any funding expenses that occur in an interim period between voting meetings must have written approval by all Executive Committee members and be approved by a majority vote of the chapter at the next voting meeting and reflected in that meeting's minutes.

## SECTION 6. FINANCIAL REPORTS

An itemized financial report shall be made available to the chapter via monthly treasury report and to the MAEVE Corporation at the end of fiscal year or upon request.

## ARTICLE VI - CHAPTER BOARD

### SECTION 1. BOARD MAKEUP

MAEVE [Chapter Name] Board shall consist of the Executive Committee and the special interest chairpersons.

### SECTION 2. BOARD DUTIES

The duties of the chapter board shall be:

- A. Coordinate all necessary business, programming, and operations of the chapter;
- B. Serve as liaisons and representatives between MAEVE [Chapter Name] and MAEVE Corporation and the greater community; and
- C. Ensure the chapter's charitable service is ongoing (with a minimum of two service projects annually) as required to carry out MAEVE's mission and maintain good standing as a non-profit corporation as recognized by the IRS.

## ARTICLE VII - EXECUTIVE COMMITTEE

### SECTION 1. EXECUTIVE COMMITTEE POSITIONS

The Executive Committee shall consist of President, Treasurer, and Secretary. The chapter may opt to implement additional Vice President roles, such as Vice President of Membership, Vice President of Programming, Vice President of Communication, and Vice President of Administration, as deemed necessary by the chapter.

### SECTION 2. PRESIDENT

The duties of the President shall be to:

- A. Preside over all chapter meetings of MAEVE [Chapter Name];
- B. Coordinate the duties of the officers, and chairpersons, and act as member ex-officio of committees;
- C. Serve as a voice for MAEVE [Chapter Name] and serve as a liaison between other MAEVE chapters, the community, outside businesses or organizations, and the general public;
- D. Coordinate and oversee fundraising and charitable service initiatives;
- E. Act as a liaison between the chapter and MAEVE Corporation and ultimately be responsible for the completion of any reporting to the corporation; and

- F. Ensure the chapter maintains and submits necessary IRS documentation and is performing its duties within the regulations governing nonprofits.

### SECTION 3. VICE PRESIDENT OF MEMBERSHIP

The duties of the Vice President of Membership shall be:

- A. Outreach to the community in the effort to build membership;
- B. Assist with welcoming and onboarding of new members;
- C. Work with the President to oversee the social media outreach and manage social media inquiries;
- D. Collect annual DEI surveys for analysis and review with MAEVE Corporation; and
- E. Assist the Secretary with collection of membership dues as needed.

### SECTION 4. VICE PRESIDENT OF PROGRAMMING

The duties of the Vice President of Programming shall be:

- A. Oversee and coordinate chapter and cooperative-collective programming, functions, and events;
- B. Maintain the chapter's calendar and scheduling;
- C. Organize and assign roles to volunteers to participate in and run events;
- D. Assist with creating event materials and graphics; and
- E. Work with the President to coordinate service and charitable initiatives.

### SECTION 5. VICE PRESIDENT OF COMMUNICATION

The duties of the Vice President of Communication shall be:

- A. Oversee the chapters day to day communication functions such as email and social media correspondence;
- B. Maintain the chapters website, marketing and promotional materials, and any social media branding to ensure it is aligned with the MAEVE Corporation's style package;
- C. Composes the chapter's monthly newsletter and ensures timely distribution to members;
- D. Serve as a spokesperson and lead point person on media interactions that help promote and/or impact the organization; and
- E. Works with the President to develop and deliver a communications strategy that helps elevate and increase inter-chapter, Collective, and community communication.

### SECTION 6. VICE PRESIDENT OF ADMINISTRATION

The duties of the Vice President of Administration shall be:

- A. Oversee day to day operations of the chapter;
- B. Work with the Treasurer to coordinate budgets and fiscal operations;
- C. Develop organizational policies and strategies that increase the operational efficacy of the chapter;
- D. Ensures compliance with appropriate regulatory agencies and bylaws by monitoring operations, programs and physical resources; and
- E. Works with the President to ensure necessary IRS documentation and financial reporting is submitted.

## SECTION 7. TREASURER

The duties of the Treasurer shall be to:

- A. Receive all monies for the chapter and ensure they are deposited or transferred to the chapter's bank account in a timely manner;
- B. Keep accurate records of expenditures, receipts, and reimbursements and present records upon request;
- C. Prepare a monthly treasury report to be included in the chapter's monthly newsletter;
- D. Prepare the annual financial report due to MAEVE Corporation; and
- E. Issue letter of acknowledgments to donors for significant donations and tax write-off receipts to any donors who may request them.

## SECTION 8. SECRETARY

The duties of the Secretary shall be to:

- A. Record the attendance and minutes of all chapter regular or special meetings to be presented in the chapter's monthly newsletter;
- B. Store and maintain any chapter administrative records such as minutes, newsletters, and legal documents;
- C. Maintain the primary roster of the chapter and the member directory,
- D. Send regular dues reminders to members; and
- E. Remove non-renewing members or inactive members from all rosters, mailing lists, social media and/or online groups, who have not remitted their dues within the two-month grace period.

## SECTION 9. TERMS OF OFFICE

The term of each office shall run for one year with the term ending at the end of the fiscal year.

# ARTICLE VII - ELECTIONS, VACANCIES, AND REMOVALS

## SECTION 1. NOMINATING COMMITTEE

- A. In May of the fiscal year, the president shall form a Nominating Committee composed of three (3) members who shall not be presented on the upcoming slate of nominees for any Executive Committee position. The President shall appoint a chair of the committee who shall be responsible for outreach to solicit nominees for the election in June. This process must be transparent and solicitation for nominations must be made in written form, such as email, to the entire membership body and verbally at the May business meeting. Any person who expresses either written or verbal interest in a position must be considered a nominee and included on the slate.
- B. The Nominating Committee shall present the slate of nominees via email to the entire membership body prior to the June election and provide notice of how the election shall be conducted. The election shall be conducted in one (1) of the two (2) following methods:
  - i. At the June business meeting, upon which the nominations shall be presented in written ballot form and a simple majority present and voting is required for election of the nominee.

- ii. Via an anonymous electronic voting procedure (eg. SurveyMonkey) upon which the Nominating Committee shall announce the electronic election results at the June business voting meeting and a simple majority vote shall confirm the results.

C. Election shall be by secret ballot with absentee ballots allowed.

## SECTION 2. VACANCIES AND SPECIAL APPOINTMENTS

- A. A board shall have a minimum number of board members as required by the rules of their state regulations governing non-profits.
- B. A vacancy may occur due to a chapter being newly-formed, unfilled seats post-election, resignation, or removal of the officer or chairperson. In the event that the office of the President becomes vacant, the Vice President of Membership shall automatically assume the role.
- C. MAEVE Corporation shall also either appoint interim officers or representatives from other chapters within the collective or MAEVE Corporation to conduct an election if there are vacancies in all the Executive Committee positions.
- D. During non-election periods, the Executive Committee may appoint by simple majority vote any member in good standing for vacant Executive Committee seats or chair positions.

## SECTION 3. REMOVAL OF OFFICERS

Elected officers may be removed from office for any valid reason such as:

- A. Failure to attend meetings or perform the duties of the office;
- B. Failure to uphold the bylaws of MAEVE Corporation;
- C. Failure in transparency, equity, representation or inclusivity; and
- D. Misuse or misappropriation of funding.

## SECTION 4. PROCEDURE FOR REMOVAL

Any member or officer may propose removal of an officer to their Executive Committee or lodge a complaint or propose removal directly to MAEVE Corporation. In the event a member in good standing makes a proposal to the chapter's Executive Committee for officer removal directly:

- A. The Executive Committee shall consider the validity of any proposal for removal and notify their Collective Coordinator/MAEVE Corporation that there has been a proposal for removal.
- B. If the proposal is approved by the Executive Committee, the Board shall immediately notify the officer of the impending motion for removal in writing and the officer shall be given the opportunity to submit their resignation no less than 10 days prior to the next regularly-scheduled business meeting.
- C. If a resignation is not received, the Executive Committee will notify all members at the next business meeting of evidence for removal and that a motion for removal shall be carried out at the following month's business meeting. The Executive Committee may also call a special business meeting no less than 5 days after the announcement at the regularly scheduled business meeting.
- D. The process for voting for removal of an officer shall be as follows:
  - i. The motion for removal shall be presented with the evidence for removal;

- ii. The vote shall be administered via secret ballot either in person or electronically; and
- iii. If a 2/3rd majority vote of members present or having submitted electronic ballots is obtained, the officer shall be removed from office.

E. In the event that the Executive Committee refuses to consider a proposal for removal or the motion is not presented to the membership, the Collective Coordinator/MAEVE Corporation shall be notified. MAEVE Corporation shall then decide whether to move forward with presenting the membership with the proposal for vote and the Executive Committee shall recuse themselves from the voting process.

If a complaint is lodged directly to the Collective Coordinator/MAEVE Corporation, the claim shall be investigated and MAEVE Corporation shall:

- A. Inform the other officers of the chapter's Executive Committee;
- B. Reserve the right to remove any officer outright if deemed necessary, upon approval of the majority of the Board of Directors of MAEVE Corporation; and
- C. Allow the chapter's Executive Committee to proceed with the proposal of removal as outlined in the procedures in Article VII, Section 3.

#### SECTION 5. REMOVAL OF APPOINTEES OR CHAIRPERSONS

An appointee or chairperson may be removed by a majority vote by the Executive Committee.

### ARTICLE VIII. SPECIAL INTEREST COMMITTEES

The President and/or Executive Committee shall create standing or special interest committees in order to carry out the necessary functions of the chapter.

#### SECTION 1. STANDING COMMITTEES

Standing committees are created in order to ensure the ongoing daily operations and functions of the chapter. Examples of standing committees may be Events & Programming, Charitable Service, Community Services, New Member Services, Diversity, Equity, and Inclusion, Fundraising, Maternal Wellness, Playgroups, Education, and Environmental, etc.

#### SECTION 2. SPECIAL COMMITTEES

The Executive Committee has the power to form Special Committees and appoint chairpersons to those committees. A Special Committee is created for a specific purpose and once the work of the committee is complete, the committee shall be dissolved.

#### SECTION 3. CHAIRPERSONS

Chairpersons shall be either:

- A. Included on the ballot and elected concurrently with the election of officers or,
- B. Appointed by the Executive Committee in the appointment procedure outlined in Article VII outside the course of an election cycle.

## ARTICLE IX. MEETINGS

### SECTION 1. EXECUTIVE COMMITTEE MEETINGS

Executive Committee meetings shall be held once per month.

- A. At the beginning of the new term, the Executive Committee shall set a policy of attendance for officers.
- B. The Executive Committee meetings shall be held in person or virtually as the need arises or per the committee's preference.
- C. The day and time of the meeting shall be at the preference of the committee and at a time that ensures maximum participation.
- D. A quorum shall consist of a majority of the executive committee members.

### SECTION 1. REGULAR BUSINESS MEETINGS

Regular all-member, business meetings shall be held once per month in a location accessible to the general public and any prospective members. The meeting's date, time and physical or virtual location must be posted either to the chapter's website and/or publicly-facing social media one month in advance.

- A. At the beginning of the new term, the Executive Committee shall set a policy of attendance at regular business meetings for officers.
- B. The regular business meetings shall be held in person at a public location or virtually as the need arises or per the chapter's preference.
- C. The day and time of the meeting shall be at the preference of the chapter and at a time that ensures maximum participation.
- D. A quorum shall consist of any number of members who are present at the meeting.

### SECTION 2. SPECIAL MEETINGS

Special meetings shall be called by any officer or chairperson of any committee no less than forty-eight (48) hours in advance of the meeting. The meeting shall not address any topics other than the purpose for which the meeting was called. The procedures of the meeting shall be the same as outlined in Article IX, Section 1.

### SECTION 3. RULES OF ORDER

All meetings shall be conducted according to Robert's Rules of Order Revised.

- A. It is suggested that the President or Secretary releases the meeting agenda to the membership prior to the meeting;
- B. Any member in good standing may request to add an item to the agenda or present the item at the meeting during the non-agenda comments portion of the meeting; and
- C. The privileges of introducing motions, debating, and voting shall be limited to active members of the chapter.

## ARTICLE X. PARTNERSHIPS AND AFFILIATIONS

The chapter is encouraged to partner with community, schools, local governmental organizations, and businesses. The partnership must:

- A. Further MAEVE Corporation's and MAEVE [Chapter Name]'s tax-exempt purposes;
- B. Permit MAEVE [Chapter Name] to act exclusively in its own interest and in the furtherance of those exempt purposes;
- C. Be of overwhelming benefit to MAEVE [Chapter Name] and its mission and be of insubstantial benefit to the other party; and
- D. Not be in alliance with any religious groups or in support or opposition of a particular political candidate.

## **ARTICLE XI. CHANGES IN ASSOCIATION STATUS**

### **SECTION 1. CHANGING NAME OR BOUNDARY**

If a chapter would like to make a change to its name or in the geographical coverage area of its chapter, the procedure shall be as follows:

- A. The President or other officer shall inform the Collective Coordinator and/or MAEVE Corporation's Vice President of Membership of its request;
- B. The name change/s or geographical boundary shall be discussed, reviewed, and either approved or not approved by MAEVE Corporation;
- C. In the case of a name change, a formal name change request may also be required with the IRS and state regulating bodies; and
- D. The updated bylaws shall be sent to the new chapter reflecting the changes.

### **SECTION 2. REFORMING A CHAPTER**

If a chapter would like to break off a portion of its region to form a new chapter or Collective or come together with a neighboring chapter to form a new Collective, the procedure shall be as follows:

- A. The President and/or prospective President of the chapter to be formed, shall inform the Collective Coordinator and/or MAEVE Corporation's Vice President of Membership of its request;
- B. The change shall be discussed, reviewed, and either approved or not approved by a majority of the Board of Directors of MAEVE Corporation;
- C. In the case of a new chapter, the new chapter President shall register and apply for an individual EIN; and
- D. The updated bylaws shall be sent to the new chapter(s) reflecting the changes.

### **SECTION 3. DISSOLUTION OF A CHAPTER**

If a chapter is having difficulty building membership or maintaining an Executive Committee, that chapter may:

- A. Notify MAEVE Corporation's Vice President of Membership of their challenges for support;
- B. Request to form a Collective with a neighboring chapter to support its continuity and growth; and
- C. Appeal to MAEVE Corporation to dissolve their chapter and transfer their membership to another chapter.

## SECTION 4. DISBANDMENT

If a chapter is considering disbandment, MAEVE Corporation shall be notified by any officer of the Executive Committee or member of the chapter that there is intention to disband. MAEVE Corporation shall send the detailed procedures for disbandment. The overview for disbandment is as follows:

- A. The intention to disband and the contact information of MAEVE Corporation's Vice President of Membership shall be sent via written, electronic mail notification to the entire membership body and be verbally announced at the next regular business meeting or special meeting,
- B. A non-anonymous, membership-wide vote shall be conducted;
- C. If there are any votes in opposition of disbandment, MAEVE Corporation shall coordinate with the remaining members on either continuing the chapter or transferring membership and revenue to other chapters within the regional collective;
- D. Depending on the number of remaining members, the remaining members of the Executive Committee or MAEVE Corporation shall either conduct an election or appoint interim board members from within the membership or the Collective for support until the chapter is able to effectively resume operations.
- E. In the event no members wish to continue with their home chapter or transfer to affiliate chapters, the remaining funding shall be disbursed to either a chapter(s) in their Collective, MAEVE's Momentum to support chapters in underserved areas, or a non-profit organized under Section 501(c)3 of the Internal Revenue Code of the chapter's choosing that is in line with the mission statement of MAEVE, and neither influenced the disbandment of the chapter nor is associated with with any disbanding members.
- F. MAEVE Corporation reserves the right to appoint interim board members from the MAEVE Corporation to act as the Principal Officer and/or Executive Committee to a disbanding chapter to maintain the chapters EIN and non-profit status until such time the chapter rebuilds enough to support its own Executive Committee.

## ARTICLE XII - AMENDMENTS

These bylaws may be amended by either the MAEVE Corporation or by suggestion of a member or chapter under the MAEVE Corporation.

- A. MAEVE Corporation shall complete an annual bylaws review during which the MAEVE Corporation's Board of Directors shall review, discuss, and vote on any amendment proposal by members of the MAEVE Corporation's Board of Directors. Any vote receiving a 2/3rd's majority vote of the Board of Directors shall result in an amendment change.
- B. In the event that an amendment is proposed by a member or chapter:
  - i. The member or Executive Committee of the chapter shall formalize the amendment in writing and lodge with the Secretary of MAEVE Corporation's Executive Committee.
  - ii. The amendment shall be placed on the agenda of the next regular Board of Directors meeting for discussion and approval by 2/3rd's majority vote.
  - iii. If the vote passes by the MAEVE Corporation Board of Directors, the proposal shall then be voted on by any chapter registered with MAEVE Corporation.
  - iv. The amendment change shall be adopted in the event that 2/3rd's of the registered chapters vote "YES" to adopt.



CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting Secretary of MAEVE Corporation, a California nonprofit public benefit corporation; that these bylaws, consisting of 17 pages, are the bylaws of this corporation as

adopted by the Board of Directors on \_\_\_\_\_, 2021; and that these bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_, 2021 in California

\_\_\_\_\_, Signature

\_\_\_\_\_, Secretary

**END**