



## WOMEN'S NETWORK SOUTHERN CALIFORNIA

### American Council on Education Women's Network Southern California Bylaws

April 2022 Draft

#### Article 1. Name

The name of the organization shall be the American Council on Education (ACE) Women's Network of Southern California, an affiliate of ACE Women's Network. The Women's Network of Southern California welcomes women and all under-represented genders including non-binary and gender non-conforming employees in higher education.

#### Article 2. Mission

- A. The mission of the ACE Women's Network Southern California (Network) is to facilitate the networking of women interested in pursuing leadership opportunities in higher education, allow for the sharing of best practices, and enable local leadership training by the state networks.
- B. The Network draws from the resources of ACE's Inclusive Excellence Group and provides a means for implementing the IDEALS core principles in supporting women leaders in higher education:
  1. Identifying women leaders.
  2. Developing women's leadership abilities.
  3. Encouraging the use of women's leadership abilities.

4. Advancing women's careers.
5. Linking women to other women and to mentors.
6. Supporting women throughout their careers.

### Article 3. Membership and Fees

- A. The fiscal year of the organization shall be from July 1 to June 30.
- B. The Board of Directors will annually determine network membership fees
- C. Institutional Membership
  1. The Network membership shall be open to all accredited higher education institutions that operate in the following ten counties in Southern California: Imperial, Kern, Los Angeles, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara, and Ventura.
  2. The Network membership shall be open to all non-profit organizations whose primary vision and mission are focused on higher education (e.g., governing board agencies, non-profits, accrediting agencies, etc.).
  3. Member institutions shall pay an annual membership fee which will allow women and under-represented genders including non-binary and gender non-conforming employees at the member institution to enjoy the following benefits:
    - a. Attend for free, all webinars offered by the Network
    - b. Receive a discounted rate for conference and event attendance
    - c. Be eligible to run and serve on the Board of Directors
    - d. Participate in special programs that are exclusive to institutional members such as mentorship programs, scholarship programs, etc.
  4. The responsibilities of the Member institutions include:
    - a. Provide a list of women faculty and staff to the Network
    - b. Appoint an Institutional Representative with responsibilities as stated in Article 5.
    - c. Host events and workshops for the Network
    - d. President of the institution shall serve as an institutional sponsor to the network and participate in bi-annual meetings hosted by the Presidential Sponsor to address critical issues related to women in higher education leadership
  5. The Network will send a sign-up form to the list of women provided by the member institutions. Individuals who complete and submit the form will

- become official members of the Network and will be included in future communications.
6. Membership fees will coincide with the Network's fiscal year and are due on July 1.
  7. New institutional members may join the Network at any time by paying the annual fee for the current fiscal year.
- D. Individual Membership
1. Individual membership in the Network shall be open to all women and under-represented genders including non-binary and gender non-conforming employees at public and private higher education institutions, or other non-profit organizations that have a primary focus on higher education, which operate within the ten counties of Southern California, where the institution or organization itself is not a member.
  2. Individual membership fees will coincide with the Network's fiscal year and are due on July 1.
  3. New individual members may join the Network at any time and pay the annual individual fee for the current fiscal year.
  4. Members who have paid individual membership fees have all of the rights of membership granted to those affiliated with member institutions.
- E. Membership fees, along with revenue generated from programming and sponsorships, provide general resources for the organization, included but not limited to support for conferences, scholarships, and events.

#### Article 4. Presidential Sponsor

- A. The Network shall have one Presidential Sponsor who serves a term of four years that is renewable for one additional term. They pay an annual fee and their institution shall enjoy the same benefits as member institutions.
- B. Responsibilities of the Presidential Sponsor include:
  1. Oversee the functions of the Network
  2. Provide administrative support
  3. Appoint the State Chair
  4. Provide support, advocacy, and mentorship to the State Chair and BoD members as well as serve as a liaison between the Network and higher education leaders statewide.
  5. Convene and host presidents of institutional sponsors bi-annually to address critical issues related to women in higher education leadership.

6. Allocate time to participate in select events
  7. Provide guidance to the Network including recommending guest speakers and other resources
  8. Recruit other institutions/presidents to become institutional members
  9. Recognize the work of the state network and inform the state on issues regarding women in higher education.
  10. When the Presidential Sponsor's term ends or in the event of unexpected departure, they or their designee shall recommend a successor candidate to the BoD for endorsement.
- C. The Presidential Sponsor is encouraged to participate as an ex-officio member in Board Meetings.

#### Article 5. Institutional Representatives

- A. The institutional representatives (IRs) form the Advisory Council
- B. The roles and responsibilities of the Advisory Council are as follows:
  1. Serve as their home institution's official representative to the Network Advisory Council
  2. Consistently participate in Advisory Council meetings
  3. Recruit members from their institutions
  4. Facilitate and support Network events including publicizing Network activities within their home institution

Additional suggested duties are listed in the [ACE Women's Network State Chairs Handbook](#).

#### Article 6. Board of Directors and Officers

- A. The Board of Directors (BoD) provides leadership for the Network. The BoD officers are the State Chair, Immediate Past State Chair, Incoming State Chair, Treasurer, Recorder, Advisory Council Chair, and Members-at-Large (not more than 4).
  1. The Advisory Council consists of all of the Institutional Representatives (IRs) and exists to provide a means of connection for the campus representatives. IRs are eligible to serve as committee members, chairs, or co-chairs.
  2. The BoD can create any committees on an ad hoc or permanent basis.
  3. Ex-officio members may be invited to join the Network's BoD to support mission fulfillment. This may include, but is not limited to, higher education professionals, members of business or civic organizations, and members of

other communities with an expressed commitment to women in higher education. Ex-officio members may serve on committees, but are not eligible to serve as officers of the BoD.

B. Selection and Terms:

1. The State Chair is appointed by the Presidential Sponsor and will serve a term of two years with one renewable term.
2. The State Chair will serve as the Chair of the BoD.
3. The Immediate Past State Chair serves a term of two years, may function as the State Chair in the absence of the State Chair, and perform any duties designated by the Chair.
4. The Incoming State Chair serves a term of up to one year and may function as the State Chair in the absence of both the State Chair and the Immediate Past State Chair.
5. In case of unexpected departure of the State Chair, the Immediate Past State Chair, and the Incoming State Chair, the Presidential Sponsor may appoint an interim State Chair.
6. The Treasurer, Recorder, Members-at-Large, and Advisory Council Chair are nominated by the Nomination Committee and elected by a majority vote of the Institutional Representatives and serve two-year terms with ideally one-third of the BoD members being replaced each year. BoD members may be re-elected for one additional two-year term.

C. BoD members must attend a majority of meetings during the year to remain on the board

D. Meetings of the BoD may be held at any geographic or virtual location designated by the chair. There shall be no fewer than three meetings of the Board per year, including at least one face-to-face meeting (provided circumstances allow).

E. Vacancies in the BoD may be filled as determined by the State Chair until the time of the next annual election. If a member leaves the BoD for a temporary period during their term, an individual may be appointed for the duration of that temporary period at the discretion of the State Chair.

F. By a two-thirds vote, the BoD may request the resignation or removal of any member of the BoD whenever it is in the best interests of the Network.

#### Article 7. Duties of BoD Members

A. State Chair -- The State Chair will serve as the chair of the BoD and shall:

1. Provide vision and overall direction for the Network and the BoD
2. Preside over all meetings of the BoD

3. Serve as the BoD's liaison with the Presidential Sponsor, ACE Women's National Executive Committee, ACE, and other organizations
  4. Represent the Network at regional and national meetings sponsored by the ACE and other national, state, and regional organizations
  5. Represent the BoD in recognizing the achievements of women within the Network
  6. Create committees deemed necessary or helpful in furthering the business of the BoD.
  7. Delegate responsibility to appropriate officers and committees
  8. Plan the Network board meetings
- B. Incoming State Chair-- The Incoming State Chair shall:
1. Develop, with guidance from the State Chair and the Immediate Past Chair, a plan to prepare for assuming the State Chair position
  2. Participate, along with the State Chair and other BoD leaders, in external leadership conferences
  3. Serve on at least one committee
  4. Before assuming the State Chair position, clarify expectations with the Presidential Sponsor and the current State Chair about the frequency of communications and issues requiring consultation
  5. Develop a positive, collaborative relationship with the State Chair
- C. Immediate Past State Chair -- The Immediate Past Chair shall:
1. Preside over meetings in the absence of the State Chair
  2. Advise and mentor the State Chair
  3. Serve on at least one committee
- D. Treasurer -- The Treasurer shall:
1. Plan the annual budget with the State Chair
  2. Maintain and monitor financial records including bank accounts, receipts, and disbursements to ensure the financial health of the Network
  3. Receive and disburse all monies of the Network under policies approved by the BoD
  4. Submit an annual report to the BoD and any interim reports that may be required
  5. Maintain a transferable database of documents associated with Treasurer duties
- E. Recorder -- The Recorder shall:
1. Assist in preparation of the BoD meeting agendas

2. Prepare and distribute the minutes of the BoD meetings and accompanying documents
  3. Maintain a transferable database of documents associated with Recorder duties
- F. Advisory Council Chair -- The Advisory Council Chair shall:
1. Serve as a liaison between the IRs and the BoD
  2. Serve as their home institution's official representative to the Network Advisory Council
  3. Lead the Advisory Council in developing plans and implementing programs and activities
  4. Participate in local, regional, and statewide meetings, as appropriate
  5. Establish linkages with other campus programs focusing on women in leadership
- G. Members at large (not more than 4) -- Members at large shall:
1. Attend BoD meetings
  2. Serve as chair or member on at least one committee
  3. Engage in succession planning\*

\*Succession planning or "replacement planning" ensures that the BoD continues to run smoothly after important people move on to new opportunities, retire, or pass away. Succession planning prepares members at large to take over more important responsibilities on the BoD as needed.

#### Article 8. Standing Committees and Duties of Standing Committee Chairs

- A. Standing committees of the Network include Membership, Event Planning and Programming, Nomination, and Marketing. Other committees and task forces may be created as necessary by the BoD. The committee chairs are nominated and elected by the BoD and their responsibilities are as follows:
- B. Membership -- The Membership Committee Chair is responsible for ensuring that the committee maintains members' updates, distributes membership rosters, and promotes institutional and individual memberships.
- C. Event planning and programming -- The Event Planning Committee Chair is responsible for ensuring that the committee plans and conducts all Network events (e.g. conferences, receptions, etc.) and programs.
- D. Nominations Committee -- The Nominations Committee Chair will lead a committee that includes at least three members from the BoD and Advisory Council. The chair is responsible for ensuring that the committee will provide an annual slate of officers for elections by IRs.

- E. Marketing -- The Marketing Chair is responsible for ensuring that the committee develops innovative ways to market the Network's campaigns and initiatives, creates and distributes relevant publications, designs and maintains a website, and develops and manages a social media presence.

**Article 9. Decision-making process**

Decisions of the BoD will be made by a simple majority of BoD members. A simple majority must include the State Chair to constitute a quorum of the BoD. A quorum can be obtained by electronic proxy and does not require physical presence of the BoD members.

**Article 10. Amendments**

These bylaws may be amended by a two-thirds vote of the BoD. The amendment will have been proposed to the BoD in writing at least 30 days before the time of voting.

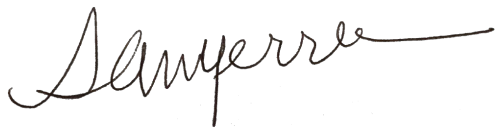
**Article 11. Dissolution and Reversion**

The organization may be dissolved only by a two-thirds vote of the members of the Board of Directors. Should the organization cease to exist and be dissolved, its property and assets remaining shall be distributed among the member institutions.

Adopted on this 17th day of August 2022

Olukemi Sawyerr, Ph.D.

State Chair



ODessa-Elise Downing, Ed.D.

Recorder

