

Governance Report

To: Board of Governors
From: Governance Committee (Co- Chair, Alexa Pagonas)
Re: Bylaws/Election Recommendation
Date: April 21, 2022

Committee Members:

Alice Hewett, Co-Chair/ Governor
Alexa Pagonas, Co-Chair (JD)
Claudia Mercado, Governor
Deb Wood, Governor (JD)
Jeannie Vance (JD)

Dear Governors,

The Governance Committee has reviewed the bylaws regarding the election of Governors and Officers. Below are our recommended guidelines and below that are comments on interpreting the bylaws.

As stated in the previous report (April 13) it is the opinion of this committee that there should be an election of all qualified applicants. There must be notice for an election

In addition to the above the Governance committee has urged the President, the Executive Committee, and now the Governors as a whole, to seek independent counsel (any unbiased corporate attorney) to review the sections of the bylaws regarding elections in an unattached and objective manner. It is imperative, for the good of the organization, that this been done immediately.

GUIDELINES FOR ELECTION:

Proposed Procedures for Annual Meeting Elections of Governors and Officers

1. Nominating Committee confirms qualifications of all applicants for Board of Governors and Officers. This would include a complete application timely filed by candidates for Governor, or in the case of an Officer, a designation to AAMC in writing that the alumnae wishes to run for office. Qualifications would include:
 - a. timely application,
 - b. confirmation that the person is a Mills alumnae,
 - c. confirmation that the person is not disqualified because she has served the most two recent consecutive three year terms in the case of a Governor (this does not apply to Officers),
 - d. not a current member of the Nominating Committee,
 - e. no known conflict of interest per Article XVI of the Bylaws,

2. Nominating Committee shall provide a list of all of these candidates to the Board of Governors, who shall approve the list except in the case of an error in determining the qualifications of a candidate for election.
3. Board of Governors shall confirm the offices and Governor positions that are to be elected (what Officer positions are open and the number of Governor spots that are open).
 - a. Per the bylaws, the exact number of Governors (between 15 and 20) is to be fixed by the Board of Governors. This should have been done in the past in Board minutes. If: the BOG has not previously fixed the number of directors or if it has fixed the number of directors and desires to change it now it can do this, between the number of 15 and 20. These numbers include the Officers and special categories of Governors such as Alumnae Trustees.
 - b. Per the bylaws a minimum of four new Governors must be elected each year.
 - c. Per the bylaws, a new President shall be elected if Viji has served a full three year term. If she has served fewer than three years, she would remain in office unless removed.
 - d. Per the bylaws, Vice Presidents serve three year terms so each position should be evaluated to see who is at the end of her term.
 - e. Since the current Treasurer/Secretary was elected to fill a vacancy, the appointed officer shall continue out until the end of the three year term of whoever she replaced.
4. AAMC must give notice to the members of AAMC at least 20 days in advance of the meeting with the following information:
 - a. Number of Governor positions to be elected by the AAMC membership and the candidates for Governor. This would include the applications submitted by each person and a list of names.
 - b. The officer positions that are open and the candidates for each contested office.

BYLAWS:

Please see below excerpts from the bylaws, some sections are in pink for emphasis. The words in blue are our interpretations of the pink using best practices. When bylaws are unclear or there are conflicts, it is normal and necessary to revert to and rely on California Code governing corporations, including not-for-profit.

Section 3.A. - Annual Meetings

The Association shall have an annual meeting of members at a date, time and location to be determined by the Board of Governors for the purpose of electing members of the Nominating Committee and, where required by and as provided in these bylaws, officers and Governor of the Association, for the purpose of receiving officers' reports, and for the transaction of such other business as may properly come before the meeting.

All members of the Association may attend and vote at an annual meeting. If an annual meeting date has not been set by the Board of Governors by the first of January each year, the annual meeting of members shall immediately follow the last meeting of the Board of Governors in that fiscal year.

The purpose of the Annual Meeting is to elect Governors and Officers. Please note, at the very bottom there is a requirement that the names of those running in the election be noticed.

Section 5. - Notice of Meetings

Written notice of the time, place and purpose of the annual meeting and any special meeting shall be served upon all members, either personally, by mail, or by electronic transmission such as e-mail or facsimile, in compliance with Article XV, Section 1 of these bylaws, or in any other manner permitted by law, not less than twenty (20) nor more than ninety (90) days before the meeting. A matter shall not be voted upon at a meeting unless a general description of the matter was included in the notice of that meeting, or such agenda is posted on the website maintained by the Association.

Notice of the meeting, including the names of those being running in an election, must be sent to all members at least 20 days prior to meeting.

ARTICLE IV - BOARD OF GOVERNORS

Section 1. - Powers of the Board of Governors

The business and property of the Association shall be managed and controlled by the Board of Governors. All the corporate powers of the Association, except such as are reserved to the members or otherwise provided for in these bylaws and in the laws of the State of California, shall be and are hereby vested in and shall be exercised by the Board of Governors.

In addition to its other powers and duties, the Board of Governors shall: (i) review and approve the Association's annual operating budget; (ii) engage a certified public accountant to prepare annual tax returns ; (iii) approve the selection of the Association's professional staff; (iv) set the investment policy for the association; (v) appoint Chairs to the Association's committees; (vi) fill any vacant positions on the Board in accordance with these bylaws; and (vii) approve nominees for officers and Governors proposed by the Nominating Committee.

Therefore, the Governors must approve the names of those running before notice of the annual meeting is sent.

Section 2. - Composition of the Board; Number and Qualifications of Governors

The Board of Governors of the Association shall be composed of not fewer than fifteen (15) nor more than twenty (20) Governors, including the President, Vice Presidents, Treasurer/ Corporate Secretary, the Alumnae Trustees, the Student Governor and, if possible, at least one (1) Mills College alumna faculty member, with the exact number of such Governors to be fixed by the Board.

The Governors decide how large the Board will be provided they elect at least four members and they do not go under 15 or over 20 total. This will determine how many Governors are elected. The total number must include officers.

Section 3. - Election of Governors; Tenure

The Governors shall be nominated and elected in accordance with the procedures set forth below. Each elected Governor shall hold office for a term of three (3) years commencing on July 1 of the fiscal year following the date of the election and ending upon the commencement of the term of the duly elected and qualified successor. A governor seeking a second term is subject to nomination by the nominating committee and approval by the Board of Governors. No elected Governor who has served two (2) consecutive three-year terms as such may serve again on the Board of Governors until one (1) year has passed since the expiration of her second term of office; provided, however, (i) that, notwithstanding her prior length of service as Governor, any Governor who has been elected President, Vice President or Treasurer/Corporate Secretary, may serve as Governor until her term in such office has expired, and (ii) that any Governor who is appointed by the Board to fill a vacancy on the Board may serve two (2) consecutive three-year terms as Governor in addition to the portion of the term which she was appointed to fill.

Section 4.A. - Election of Governors

The Association shall elect at least four (4) Governors each year.

Must elect a minimum of 4 Governors

Section 4.B. - Provisions for Nominating Candidates for the Board of Governors

Any member may be nominated except for current Nominating Committee members as a candidate for President, Vice President, Treasurer/Corporate Secretary, or Governor: (i) by the Nominating Committee (who are approved by the Board of Governors); (ii) by other methods authorized by the Board.

The date for the close of nominations shall be the date which is thirty (30) days before the date of the election for which candidates are being nominated, and no nominations may be made after the date set for the close of nominations, except for nominations made in person at a meeting at which governors are to be elected, if such a meeting is necessary. If two or more people are nominated for any office or position, the names of all nominees shall be published along with the notice of the meeting of members at which the election of governors shall take place.

The close of nominations is when the applications were due. That needed to be at least 30 days prior to the election. All names of those running are published with notice of the meeting.

Nominating Committee needs to audit the applications to make sure they were submitted correctly, on time and correctly filled out, and that the person running fits any requirements. As there are no requirements on the application the only requirement would be that they are, in fact, alums of Mills College.

Section 4.C. - Automatic Election Where Positions Are Uncontested

If after the close of nominations only one (1) candidate has been nominated for the office of President, Vice President or Treasurer/Corporate Secretary, the Association may without further action declare that the candidate nominated, if qualified to be elected, has been elected. If after the close of nominations the number of people nominated for positions as Governors is not more than the number of Governors to be elected, the Association may without further action declare that those nominated and qualified to be elected have been elected.

If only one person applies and they submitted their application on time in a proper format and they went to Mills then they are deemed to have the position without a vote.

Section 4.D. - Election at Meeting of Members Where Positions Are Contested

If two or more people are nominated for the office of President, Vice President or Treasurer/Corporate Secretary, the President, Vice President or Treasurer/Corporate Secretary shall be elected by a majority vote of Association members present at a meeting of members called for that purpose at which a quorum is present. If more people are nominated for positions as Governors than can be elected, Governors shall be elected by a majority vote of Association members present at a meeting of members called for that purpose at which a quorum (twenty- five (25) or more members) is present.

Contested means there is more than one person running.

If more than one person applies for an office (they are an alum and submitted on time and correctly) they must be brought to the association for a vote. If there are more people that apply to be governor (with applications in on time and they are alums) then they must all be brought forward for an election by the membership (alumnae at large.)

Section 6. - Alumnae Trustees

There shall be three (3) Alumnae Trustees, one of whom shall be elected each year to serve concurrent three-year terms on the Mills College Board of Trustees and the AAMC Board of Governors. The Alumnae Trustee may serve a maximum of two (2) consecutive three-year terms. A second term is subject to election. Alumnae Trustees shall convey the majority view of the Board of Governors to the Board of Trustees and serve as a liaison between the two Boards. The vote of each individual Alumnae Trustee need not reflect the majority view of the Board of Governors.

The Nominating Committee shall choose up to three (3) members of the Association as candidates for each expired term of an Alumnae Trustee. These nominations may come from any member of the Association, including members of the Nominating Committee and self-nominations. A slate of nominees and ballots shall be provided to all members of the Association. The Nominating Committee shall tally the vote and announce the election. Upon

the death, resignation or removal of any Alumnae Trustee, the Board of Governors shall appoint a successor from among a list of candidates proposed by the Nominating Committee to fulfill the remaining portion of such Alumnae Trustee's term. In addition to the three (3) elected Alumnae Trustees, the President of the AAMC Board of Governors shall also serve on Board of Trustees.

This ^As how the NomCom has historically operated. Note it applies to Alumnae Trustees NOT Governors or Officers of the Association.

ARTICLE VI - NOMINATING COMMITTEE

Section 1. - Nominating Committee

The Association shall have a Nominating Committee for the purposes of nominating candidates for the officers, Alumnae Trustees and Governors of the Association. Candidates nominated by the Nominating Committee shall satisfy all the requirements for the offices for which they have been nominated, including the requirement that, if possible, at least one (1) Governor be a Mills College alumna faculty member. All candidates for any position proposed by the Nominating Committee shall be subject to the approval of the Board of Governors.

ARTICLE XII - PROCEDURE

Roberts Rules of Order, as last amended, shall govern the conduct of all meetings of the Board of Governors and all meetings of the Association in all cases to which they are applicable and in which they are not in conflict with the bylaws, Articles of Incorporation, or California nonprofit corporation law.

Section 2. - Electronic Meeting Attendance

The Association shall implement reasonable measures to provide members not present in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and if any member or Governor, votes or takes other action at the meeting by means of electronic transmission to the Association or electronic video screen communication, a record of that vote or action is maintained by the Association.

Section 3. - Electronic Meeting Notice

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Article III Sections 4 and 5 of these bylaws, to each member entitled to vote at that meeting. For a meeting of the Board of Governors, the notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Association or electronic video screen communication, if any, by which Governors may participate in the meeting.

For the annual meeting or any other meeting of the membership of the Association, the notice shall state the matters that the Governors, at the time notice is given, intend to present for action by the members. For a special meeting, the notice shall state the general nature of the

business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Governors or Officers are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided otherwise in these bylaws, any proper matter may be presented at the meeting.

Names of those running in an election must be noticed to all members at least 20 days prior to the election