

**AMENDED AND RESTATED BYLAWS OF THE ALUMNAE ASSOCIATION OF
MILLS COLLEGE, EFFECTIVE May 18, 2013**

ARTICLE I - NAME

The name of this corporation is The Alumnae Association of Mills College (hereinafter referred to as the "Association").

ARTICLE II - PURPOSE

The purpose of the Association shall be to promote the interests of Mills College and its alumnae and to engage in any other act or activity permitted under the California Nonprofit Public Benefit Corporation Law which is consistent with the Association's Articles of Incorporation and these bylaws.

ARTICLE III - MEMBERSHIP

Section 1.A. - Undergraduate Students

Each undergraduate student who completes the equivalent of one full-time semester at Mills College shall become a member of the Association upon the graduation of her class.

Section 1.B. - Graduate Students

Each graduate student who completes the equivalent of one full-time semester at Mills College shall become a member of the Association.

Section 2. - Honorary Members

Upon nomination by the Board of Governors, three fourths (3/4) of the Governors present at any meeting of its members may elect any person to become an honorary member of the Alumnae Association of Mills College. Honorary members may not vote or hold office in the Association.

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.

Section 3.B. - Officers' Reports

The President, the Treasurer/Corporate Secretary, and an Alumnae Trustee shall each submit a written annual status report(s) at the annual meeting of members.

Section 4. - Special Meetings

The Board of Governors or President may call special meetings of the members at any time. The Board of Governors or President shall call a special meeting of the members upon receipt by the Treasurer/Corporate Secretary or President of a petition signed by twenty-five (25) members of the Association.

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.

Section 6. - Quorum

At any meeting of members of the Association the presence of twenty-five (25) members in person shall be necessary to constitute a quorum for all purposes. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership unless a greater majority is required under the Articles of Incorporation or these bylaws.

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.

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.

If the number of Governors is decreased by resolution of the Board or by an amendment to these bylaws adopted by the members, each Governor in office shall serve until her term expires, or until her resignation or removal as herein specified. Every Governor shall be a member of the Association, except for the Student Governor, who need not be a member of the Association.

Section 3. - Election of Governors; Tenure

AAMC bylaws eff. 05/18/2013

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.

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.

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.

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.

Section 5. - Student Governor

The Associated Students of Mills College (ASMC) shall appoint or elect a student, who shall serve as a Governor of the Association (the "Student Governor"), for a term of one (1) year.

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.

Section 7. - Removal

The Student Governor and any Alumnae Trustee shall be removed from the Board upon her resignation or removal from the position which entitled her to be designated as a Governor. Any Governor who is absent from two (2) consecutive regular meetings of the Board of Governors without having given prior notification to the President shall be removed automatically from the Board unless the Board specifically excuses such absences.

Section 8. - Vacancies

Any vacancy on the Board of Governors, including a vacancy created by an increase in the number of Governors, shall be filled by the members of the Board then serving, although less than a quorum, from one or more candidates proposed by the Nominating Committee (subject to the Board's approval of such candidates). The members of the Association may elect a Governor at any time to fill any vacancy not filled by the Board.

Section 9. - Regular Meetings of the Board and Notice Thereof

At least four (4) regular meetings of the Board of Governors shall be held in each fiscal year at times and places to be fixed by the Board. An officer shall provide Governors with notice of such meetings no less than two (2) weeks in advance of a scheduled meeting.

Section 10. - Special Meetings of the Board

The President or any two (2) members of the Board may call a special meeting of the Board of Governors. Notice of all special meetings of the Board, except as herein otherwise provided, shall be given by mail at least four (4) days before the meeting; or by telephone, and by other electronic transmission such as e-mail or facsimile, in compliance with Article XV, Section 1 of these bylaws.

Section 11. - Quorum

Three-fifths (3/5) of the Governors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Governors, and the act of a majority of the voting members of the Board present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or these bylaws.

Section 12. – Right of Members to be heard before the Board of Governors

Section 12.A. – Mandatory Right to be Heard

Any member of the Association shall be heard by the Board at any regular or special meeting of the Board, provided that the member has made a written request for such hearing, stating the general nature of the business to be heard, to the President at least two (2) weeks before the meeting. Generally, there shall be no more than three (3) such specially set agenda items per meeting. The Chair of the meeting may permit additional specially set agenda items at her discretion.

Section 12.B. Discretionary Right to be Heard

At the discretion of the Chair of the meeting, any member of the Association may speak at a regular or special meeting of the Board of Governors on an agenda item.

Section 13. - Posting of Actions

Actions taken by the Board of Governors shall be available at Reinhardt Alumnae House and online after each meeting.

Section 14.A. - Executive Committee Membership

The Board of Governors shall have an Executive Committee consisting of the following members: the President, all Vice Presidents, Treasurer/Corporate Secretary, and three (3) additional members including at least one (1) Alumnae Trustee.

Section 14.B. Executive Committee Elected Members

The three (3) additional members shall be nominated and elected by the Board of Governors at its first regular meeting of the fiscal year for a one (1) year term.

Section 14.C. – Role of Executive Committee

The Executive Committee will act as advisor to the President at her request. The Committee may exercise the full power and authority of the Association when an urgent matter requiring immediate action arises, provided this action does not involve the Association's Investment Fund or other limits described in Section 14.D. Notice of such action must be sent to the Governors within five (5) business days.

The President of the Board will act as Chair of the Executive Committee. In her absence, one of the Vice Presidents may act as Chair, and if one of the Vice Presidents does not volunteer, then the Vice President whose term does not end coincident with the President shall preside. (i) A meeting may be called by the President or at the request of two (2) members of the Executive Committee. (ii) Notice of need for a meeting should occur by phone, facsimile, or other electronic transmission such as e-mail, in compliance with Article XV, section 1 of these bylaws, at least 48 hours prior to the meeting or four (4) days prior to it if mail is used. (iii) Five (5) members shall constitute a quorum. (iv) Minutes of the meetings shall be kept and made available upon request to any Board member. (v) The Committee cannot cancel, postpone or change Board scheduled meetings.

Section 14.D. – Limits to Executive Committee Powers

The Executive Committee explicitly by policy or state law cannot do the following:

(i) approve any action for which the approval of members of the Association, or a majority of all members of the Association, is required; (ii) fill a vacancy on the Board or on any committee having the authority of the Board; (iii) amend, repeal or adopt any bylaw; (iv) amend or repeal any resolution of the Board which by its express terms is not so amendable or repeal able; (v) appoint committees of the Board or the members thereof; (vi) expend corporate funds to support a nominee for Governor when more people are nominated for the position than can be elected; (vii) approve any self-dealing transaction (as defined in Section 5233 of the California Nonprofit Public Benefit Law).

Section 15. Manner of Meeting

Any meeting of the Board of Governors may be held by conference telephone, video screen communication, or other communications equipment, as is more particularly described in Article XV, Section 2 of these bylaws. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

ARTICLE V - OFFICERS

AAMC bylaws eff. 05/18/2013

Section 1. - Officers

The officers of the Association shall be a President, Vice Presidents, and a Treasurer/Corporate Secretary. No two (2) offices may be held by the same person.

Section 2. - Vacancies

In case any office of the Association other than President becomes vacant for any reason, the majority of the Governors then in office, although less than a quorum, shall elect an officer to fill such vacancy, from one or more candidates proposed by the Nominating Committee (subject to the Board's approval of such candidates), and the officer so elected shall hold office and serve until the expiration of the term of such office and until the commencement of the term of her duly elected and qualified successor.

Section 3. - President

The President shall be elected by the Association in accordance with the procedures set forth in Article IV Section 4. She shall serve a three-year term and shall not be eligible for any successive terms as President. The President shall be the chief executive officer and general manager of the Association, unless otherwise provided in the Articles of Incorporation or these bylaws. She shall preside at all meetings of members and of the Board of Governors. She shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned to her by the Board of Governors. She is automatically a member of all committees of the Association with the exception of the Nominating Committee, and the President may attend such committee meetings as she chooses

Section 4. - Vice Presidents

There shall be at least two (2) and no more than three (3) Vice Presidents who shall be elected by the Association in accordance with the procedures set forth in Article IV Section 4. Each Vice President will serve a three-year term; the terms shall be staggered so that only one expires each year. At the request of the President, or in the event of her absence, or disability, a Vice President shall perform the duties and possess and exercise the powers of the President; and, to the extent authorized by law, a Vice President shall have such other powers as the Board of Governors may determine, and shall perform such other duties as may be assigned to her by the Board of Governors. In the event of the death, resignation, retirement, disqualification, or removal of the President, the Nominating Committee shall nominate from among the existing Vice Presidents a nominee to succeed to the remainder of the President's term of office, and such person's appointment shall take effect if approved by the Board of Governors.

Section 5. - Treasurer/Corporate Secretary

The Treasurer/Corporate Secretary shall be elected by the Association in accordance with the procedures set forth in Article IV Section 4. She shall serve a three-year term and shall not be eligible for any successive terms as Treasurer/Corporate Secretary. The Treasurer/Corporate Secretary shall be the chief financial officer of the Association and shall have the custody of all funds, property and securities of the Association, subject to such regulations as may be imposed by the Board of Governors. The Treasurer/Corporate Secretary serves on the Finance/Investment Committee. The Treasurer/Corporate Secretary shall have custody of and

maintain the Association's corporate seal, books and records, and shall otherwise carry on the Association's business as directed by the Board of Governors.

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.

Section 2. - Composition and Selection of Nominating Committee

The Nominating Committee shall have seven (7) members, at least three (3) of whom must serve concurrently on the Board of Governors. At its last meeting of each fiscal year, the Board of Governors shall elect a Chair of the Nominating Committee for the next fiscal year from among its members who will continue to serve on the Board in the next fiscal year. The Nominating Committee Chair shall serve a term of one (1) year commencing on July 1 of the year in which she is elected and until the commencement of the term of her duly elected and qualified successor.

At the annual meeting of members of the Association, the membership of the Association shall elect six (6) additional members, at least two (2) of whom shall be Governors for the next fiscal year, and three (3) alternates to the Nominating Committee for the next fiscal year. Any member nominated shall be present at the meeting, or shall have agreed, in advance, to have her name put forth. Nominating Committee members shall serve for a term of one (1) year commencing on July 1 of the year in which they are elected and until the commencement of the terms of their duly elected and qualified successors.

Nominating Committee members, including the Chair, shall be eligible to serve not more than two (2) consecutive terms on the Nominating Committee. Members of the Nominating Committee shall not be considered for nomination to any board position. In the event any position on the Nominating Committee becomes vacant for any reason, the alternates shall fill any such vacancy in the order of their election as alternates. Any member of the Nominating Committee who is absent for any reason from two (2) consecutive committee meetings shall be replaced on the Nominating Committee by an alternate.

ARTICLE VII - AGENTS AND REPRESENTATIVES

The Board of Governors may appoint and authorize agents and representatives of the Association to perform such acts or duties on behalf of the Association as the Board of Governors may see fit, so far as may be consistent with these bylaws and to the extent authorized or permitted by law.

ARTICLE VIII - CONTRACTS

The Board of Governors, except as these bylaws may otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Governors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

ARTICLE IX - FINANCIAL AFFAIRS

Section 1. - Fiscal Year

The fiscal year of the Association shall commence on July 1 and end on June 30 of each year.

Section 2. - Appointment of Accountant

The Board of Governors shall engage a certified public accountant to prepare annual tax returns. Such annual returns filed with the Internal Revenue Service shall be furnished to all Governors prior to filing. Copies of final returns shall be posted on the AAMC website. Additionally when the Board of Governors deems it necessary they shall engage a certified public accountant to review the financial books and systems.

The Board of Governors shall cause an annual report to be sent to all Governors within 120 days after the end of the fiscal year, containing a statement of assets, liabilities, receipts and expenditures. Such annual report will also be made available to any member of the Association who requests it, in accordance with Section 6321 of the California Nonprofit Public Benefit Corporation Law.

Section 3. - Investments

The Association shall have an Investment Committee, which may be the Finance Committee or may be a separate committee as determined by the Governors. The Investment Committee in any configuration shall be comprised of not less than three (3) Governors. The Investment Committee shall develop an investment policy that shall be reconsidered and approved by the Board of Governors at least annually, in light of the changing needs of the Association, economic conditions, and any other factors that may affect the Association's tolerance for risk and need for income.

Subject to the provisions of the Articles of Incorporation and these bylaws, the Association 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 recommendation of the Investment committee and the judgment of the Board of Governors, without being restricted to the class of investments to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Association 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 there under as they now exist or as they may hereafter be amended.

Section 4. - Alumnae Endowment Fund

The Alumnae Endowment Fund shall consist of unrestricted gifts from individual alumnae, branches, classes, and friends. Income from unrestricted gifts to the Alumnae Endowment Fund shall be used for the expenses of the Association as designated by the Board of Governors. Restricted gifts shall be transferred to the appropriate designated account.

ARTICLE X - LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. - Limitation of Liability

The liability of each Governand officer of the Association for monetary damages shall be eliminated to the fullest extent permissible under California law. The Association is authorized to provide indemnification of agents (as defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law) through bylaw provisions, agreements with the agents, vote of members of the Association or disinterested Governors, or otherwise, to the fullest extent permitted by California law. The Association is further authorized to provide insurance for or on behalf of agents to the fullest extent permitted by California law.

Section 2. - Indemnification

The Association shall indemnify any Governor who is, was, or will be threatened to be made a named defendant in a proceeding from and against any and all claims, causes of action, liabilities, obligations, losses, damages, injuries, or judgments (collectively, "claim"), including court costs and reasonable attorney's fees, arising from or relating to actions such Governor took on behalf of the Association. Further, the Association shall reimburse to such Governor the reasonable expenses that are incurred by her in the defense of any claim. Notwithstanding anything herein to the contrary, the Association shall have no duty or obligation to provide, and no Governor shall be entitled to, indemnification for any act involving willful or criminal misconduct. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Associations Code.

On written request to the Governors by any person seeking indemnification the Governors shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Governors shall authorize indemnification. If the Board of Governors cannot authorize indemnification, because the number of Governors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Governors who are not parties to that proceeding, the Governors shall promptly call a special meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

This Association shall have the right, and shall purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Governors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Governor, employee, or agent in such capacity or arising from the officer's, Governor's, employee's, or agent's status as such.

ARTICLE XI - BRANCH ASSOCIATIONS

Any group of alumnae may form a Branch of the Association by notifying the President, submitting bylaws which conform to the bylaws of the Association, and obtaining express authorization to operate as a Branch of the Association from the Board of Governors. Every Branch receiving such authorization shall keep the President of the Association apprised of its activities.

The Board of Governors shall have the right to prohibit any Branch from engaging in any action or activity which the Board in its sole and absolute discretion determines to be contrary to the best interests of the Association.

The Board of Governors may in its sole and absolute discretion revoke the authorization for any Branch of the Association at any time, and the charter or articles of incorporation of any Branch formed after June 1, 1991 shall include a provision requiring the dissolution of such Branch whenever the Board of Governors revokes such authorization.

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.

ARTICLE XIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Governor, officer, or employee of or member of a committee of or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association as may be fixed by the Board of Governors in effecting any of the Association's purposes, or the reimbursement for actual out-of-pocket expenses incurred in connection with such services; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association.

All property of the Association is irrevocably dedicated to charitable and educational purposes, and upon liquidation or dissolution of the Association, the Board of Governors, after paying or adequately providing for the debts and obligations of the Association, shall distribute any remaining assets to Mills College; however, if any of the following occur or are present at the time the Governor's approve a motion to dissolve, then the Governors shall decide whether (1) to distribute any remaining assets to Mills College by specifically designating in writing the

purpose to which any assets are so distributed, or, (2) to distribute any remaining assets to any institution of higher learning dedicated to the undergraduate education of women as may be selected by the Board of Governors. The circumstance(s), as determined by the Board of Governors that could trigger such a decision are:

1. Mills College ceases to offer single-sex undergraduate education for women only,
2. Mills College has evicted or has threatened to evict the Association from the space at Reinhardt Alumnae House, or has demanded any type of rent or other financial outlay other than that specified in the 1955 agreement concerning Reinhardt House;
3. Mills College has dissolved or merged with any other entity; or
4. Mills College has undertaken any other activity that has caused or resulted in the Association deciding to dissolve.

ARTICLE XIV - PROHIBITED ACTIVITIES

Notwithstanding any other provision of these bylaws, no member, Governor, officer, employee, agent, or representative of the Association shall take any action or carry on any activity by or on behalf of the Association 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 XV - ELECTRONIC COMMUNICATIONS, MEETING ATTENDANCE & NOTICE

Section 1. - Electronic Communications

If authorized by the Governors in their sole discretion, and subject to the requirements of consent in Corporations Code section 20(b) and guidelines and procedures the Governors, may adopt, Governors not physically present in person at a meeting of the Board of Governors, may, by electronic transmission by and to the Association or by electronic video screen communication, participate in a meeting of Governors, be deemed present in person and vote at a meeting of Governors whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Association or by electronic video screen communication, subject to the requirements of these bylaws.

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.

ARTICLE XVI - CONFLICTS OF INTEREST

In all their activities on behalf of the Association, including but not limited to any financial and other transaction between the Association and Mills College, or between the Association and other persons or entities, the Governors and the Alumnae Trustees shall carry out their fiduciary duties to the Association, including but not limited to the duty of loyalty. Governors and Alumna Trustees must refrain from acting in a manner that creates a conflict of interest between a Governor or Trustee's personal interest and the Association's interest, or creates a conflict of interest between the Governor's and the Trustee's fiduciary duties to the Association and any duties that may be owed to Mills College or any other person(s) or entities.

If the Board of Governors, by majority vote, determines that a Governor or a Trustee has an actual or potential conflict of interest due to her relationship to Mills College or another person or entity, the Board of Governors shall have the power to take appropriate action to limit the activities of the conflicted person or to otherwise remove the potential or actual conflict of interest. Any such action shall be made only at a duly noticed regular or special meeting of the Governors where a quorum of Governors is present and after reasonable debate of the issue. The Governor(s) or Trustee(s) who are the subject of the discussion shall have reasonable opportunity to be heard during any such discussion.

ARTICLE XVII – MISCELLANEOUS

Gender and Pronouns. The term “alumnae” and “alumna” herein shall refer to both the feminine and masculine without distinction and any reference to the female pronoun shall also mean comparable male pronouns.

ARTICLE XVIII - AMENDMENTS

These bylaws may be altered, amended, or repealed at any meeting of members of the Association by a two thirds (2/3) majority vote of the members present at such meeting, provided that the proposed action is included in the notice of such meeting.

Approved and Effective May 18, 2013.