

**TOWN AND GOWN OF
THE UNIVERSITY OF SOUTHERN CALIFORNIA, INC.
BYLAWS 2013-2014**

ARTICLE I

NAME

This organization shall be known as Town and Gown of the University of Southern California, Inc. (Town & Gown of USC), a nonprofit 501 (c) (3) organization. The business address shall be:

Town and Gown of the University of Southern California, Inc.
620 W. McCarthy Way Suite # 10 Los Angeles, CA 90089

ARTICLE II

PURPOSE

The purpose of this organization shall be to supplement in all practical ways the plans of the University authorities for the welfare of the student body, to provide financial aid for worthy students by furnishing scholarships, to promote good public relations in the community on behalf of the University of Southern California, and to continue the beautification and improvement of the Town and Gown facilities. No action shall be taken which is contrary to the policies and standards of the University.

ARTICLE III

MEMBERSHIP

The membership of this organization shall consist of women who are in accord with the purposes of Town and Gown of the University of Southern California and who have been accepted by a majority vote of the Board of Directors.

Section 1. CATEGORIES OF MEMBERSHIP

Town members: are friends of the University including alumna, who are not connected with USC in a professional or contractual capacity.

Gown members: are those who are themselves, or whose spouses, are part of the University's teaching, research, clinical, administrative, athletic or professional staff.

A. Annual Membership: Any member in good standing who has paid her annual dues.

B. Life Membership: Any member in good standing who has paid the Life Membership fee in accordance with the Standing Rules. Such members shall have all the rights and privileges of regular members without payment of dues.

C. Honorary Membership: This may be given upon majority vote of the Board of Directors to a person in recognition of special gifts or of distinguished service to Town and Gown of USC or to the University.

Section 2. ADMISSION

A prospective member shall be sponsored by three members in good standing. The applicant shall submit an application with payment of dues to the Fourth Vice Presidents, Membership, for approval by the Board of Directors.

Section 3. ACCEPTANCE

The Vice Presidents, Membership shall notify the applicant of her acceptance of membership by letter after her approval by the Board of Directors. Any prospective member who submits an application for membership that is approved by the Board of Directors during the months of April and May shall become an active member in July.

Section 4. RESIGNATIONS AND REINSTATEMENT

A. RESIGNATIONS. Any member who wishes to resign may do so upon written notice to the Board of Directors.

B. TERMINATION. A membership in Town and Gown of USC may be terminated by actions of the Board of Directors after dues have become delinquent (September 1) or other payments remain outstanding.

C. LEAVE OF ABSENCE. A regular member in good standing may take a leave of absence for a specific period of time. Application must be in writing to the Board of Directors for approval. No dues need be paid during the leave of absence.

D. REINSTATEMENT. A member on leave of absence or a member who has previously resigned, may request reinstatement by writing to the Board of Directors and submitting the required dues payment.

ARTICLE IV OFFICERS

Section 1. BOARD OF DIRECTORS

The elected officers of this organization shall be a CEO, one Recording Secretary, one CFO, one Governance Chairman, ten Vice Presidents, one from Gown and one from Town, if possible, to serve as co-chairmen in each office. The CEO shall appoint the Parliamentarian, Benefit Chairman, Donor Liaison, Physical Facilities Chairman, Hospitality Chairman, Nominating Chairman, Active Advisory Chairman and other chairmen as needed during her term of office.

The voting members of the Board of Directors are: Recording Secretary, CFO, all ten Vice Presidents, Parliamentarian, Benefit, Physical Facilities, Hospitality and Governance Chairmen and Donor Liaison. The Nominating Chairman and Active Advisory Council Chairman shall also serve as members of the Board of Directors. They shall be voting members.

Section 2. TERMS OF OFFICE

Elected officers shall serve for two years in their position.

Section 3. TENURE

Service on the Board of Directors shall be limited to six consecutive years for elected officers. Tenure may be waived in the election of the CEO.

Section 4. ELIGIBILITY

Any member, in good standing, who has belonged to the organization for two years, shall be eligible for election to the Board of Directors. One year of membership ~~is~~ shall be required for appointment to the Board of Directors.

Section 5. DUTIES

It shall be the duty of all officers and chairmen to be open and accessible to the membership. All Board records and information shall be available upon request. Each Board member shall be accountable and responsible to the organization. Any officer or chairman who oversees another person or committee shall work to foster teamwork, friendship, appreciation and a connection with all members of Town and Gown of USC.

A. CEO. The CEO shall act as the liaison between the University of Southern California and Town and Gown of USC. The CEO shall preside at all meetings, call all special meetings, including electronic or telephonic. She shall have the right to appoint chairmen as needed and to appoint all committees not otherwise provided for. She shall be an ex-officio member of all committees

except the Nominating Committee. The CEO shall have the authority to co-sign legal documents along with the Recording Secretary of the Board and other officers as required. The CEO shall make an annual report, which shall be published to the Board of Directors at the close of the fiscal year but no later than November 1 (Section 6321(a) of the California Nonprofit Public Benefit Corporation Law). She shall have in her possession the safety deposit box key. In her absence, the duties of the CEO shall be assumed by the Vice Presidents in order. The CEO shall be an active member of Town and Gown of USC and have a minimum of three years of experience on the Board of Directors before her election.

B. RECORDING SECRETARY. The Recording Secretary shall keep a record of the proceedings of the organization and the Board of Directors, and perform other duties that pertain to the office. She also serves as the Permanent Records Chairman. Printed and electronic copies of all requested documents and reports shall be collected for permanent record storage. The Recording Secretary shall have the authority to co-sign legal documents along with the CEO. She shall be a member of the Executive Committee.

C. CHIEF FINANCIAL OFFICER. The CFO shall submit all financial reports prepared by the Finance Associate to the Board of Directors and Finance Committee, oversee the work of the Finance Associate, and ensure that within 60 days of the end of the fiscal year the necessary financial records are submitted to the CPA for use in preparing the tax return and annual review. If necessary, she shall take over all responsibilities of the Finance Associate. The CFO is a member of the Executive Committee. All checks drawn on the Administrative Checking Account shall have the signatures of any two to the following: CFO, CEO, Recording Secretary or Finance Associate. All checks drawn on the Scholarship Checking Account shall have signatures of any two of the following: CFO, CEO, or Recording Secretary or Finance Associate. Wire transfers to a non-Town & Gown of USC account shall require the approval of two of the following officers: the CEO or First Vice-President, Finance Chairman. Wire transfers to a Town & Gown of USC account shall only require approval of one of the preceding officers. The procedure for this action shall be determined by the investment company and any banks that allow wire transfers and the Town and Gown of USC Board of Directors. She shall have in her possession the safety deposit box key. The CFO shall be an active member of Town and Gown of USC and have a minimum of three years of experience on the Board of Directors before her election.

D. FIRST VICE PRESIDENT. The First Vice President shall be the Chairman of the Finance Committee. She shall substitute for the CEO in case of her absence. She shall monitor the financial position of Town and Gown of USC, keep the Board of Directors regularly informed regarding the endowment

portfolios, (Fund I and Fund II), oversee the insurance requirements and present for Board approval all plans regarding Town and Gown of USC finances. She shall have a minimum of three years' experience on the Board of Directors before her election as First Vice-President. The First Vice President shall be a member of the Executive Committee and the Governance Committee.

E. SECOND VICE-PRESIDENTS. The Second Vice Presidents shall be co-chairmen of the Scholarship Committee. They shall oversee all the work of the Scholarship Committee and of the Scholarship Associate. The Second Vice Presidents shall be accountable for the process of selecting students to recommend for scholarships. The Second Vice Presidents are members of the Executive Committee and attend Finance Committee meetings as needed as non-voting members.

F. THIRD VICE PRESIDENT. The Third Vice President shall be the chairman of the Resource Development Committee. She shall serve as the primary donor contact and be responsible for the ongoing development of resources to support Town and Gown of USC's philanthropies. With the CEO, she shall appoint and coordinate the roles of the Benefit Chairmen, Donor Liaison and other committee members. The Third Vice President shall interface with the University in the development of new donor agreements.

G. FOURTH VICE PRESIDENTS. The Fourth Vice Presidents shall be co-chairmen of the Membership Committee. They shall seek to increase membership and shall carefully maintain a current file of members. They shall encourage Board members to welcome each new member at the monthly luncheons.

H. FIFTH VICE PRESIDENTS. The Fifth Vice Presidents shall be co-chairmen of the Communication Committees, both internal and external. The Fifth Vice President for External Communications shall serve as the Newsletter Chairman and Webmaster. The other Fifth Vice President shall be in charge of Internal Communications. She shall act as the Corresponding Secretary and shall provide electronic information to the Board and General Membership.

I. SIXTH VICE PRESIDENTS. The Sixth Vice Presidents shall be co-chairmen of the Program Committee and shall recommend and coordinate the programs for the general meetings.

J. GOVERNANCE. The Governance Chairman shall lead the Governance Committee and facilitate a program of continuous quality improvement to ensure best practices and transparency in Town and Gown of USC. She shall

call a meeting of the Governance Committee at least quarterly.

K. PARLIAMENTARIAN. The Parliamentarian shall attend Board meetings and confirm that the proceedings are conducted by proper custom under the guidelines of Town and Gown of USC, Bylaws and *Robert's Rules of Order*. She also shall maintain a yearly record of the motions passed by the Board of Directors and of any motions passed during general meetings. She shall be a member of the Governance Committee.

L. BENEFIT CHAIRMEN. The Benefit Chairmen shall serve for one year and shall be responsible for designing and conducting the annual benefit. They appoint and oversee the members of the Benefit Committee. They shall be voting members of the Board of Directors.

M. DONOR LIAISON. The Donor Liaison shall maintain the database of donors to Town and Gown of USC. She shall collaborate with the Third Vice President in an active program of donor engagement and appreciation. She shall maintain the Tributes and Memorial Books. She shall be a voting member of the Board of Directors.

N. PHYSICAL FACILITIES. The Physical Facilities Chairman shall work with USC in the beautification and maintenance of the Town and Gown facilities and other USC campus projects. She may appoint a committee to work with her. All projects shall first be presented to, and approved by, the Board of Directors. She shall report any future development plans of the University and opportunities for Town and Gown of USC involvement in these plans to the Board of Directors.

O. HOSPITALITY. The Hospitality Chairmen shall serve on the Board of Directors and coordinate the activities of the Greeters, Registration, Decorations and Beverage Committees.

P. NOMINATING CHAIRMAN The chairman shall attend the Board meetings as a voting member and observe board members in action. She shall convene the Nominating Committee and prepare a slate of nominations for elected officers.

Q. ACTIVE ADVISORY COUNCIL CHAIRMAN. The Active Advisory Council Chairman ~~is~~ shall be appointed by the CEO and shall attend Board Meetings as a voting member. The Committee shall meet at least once annually and also at the discretion of the CEO.

ARTICLE V COMMITTEES

Section 1. FINANCE COMMITTEE

The Finance Committee serves under the direction of the First Vice President, Finance. The committee shall consist of the Finance Chairman, CFO, immediate past CEO Town and Gown of USC and three members at large, appointed jointly on an annual basis by the CEO and the Finance Chairman. The CEO shall be an Ex-Officio member. The Finance Committee shall meet at least four times annually.

Duties:

- A.** To review all expenditures prior to Board Meetings and to make recommendations to the Board of Directors. These recommendations shall be based on specific written requests by Board members and research and discussion by members of the Finance Committee.
- B.** To review the proposed budget for the coming year by March, when it is presented to the Finance Committee by the CFO. The Committee shall make recommendations for additions, adjustments or deletions based on their knowledge.
- C.** To meet quarterly, if necessary, but no less than semi-annually, with official representatives of USC's Endowment Funds to hear reports on Town and Gown of USC's investments in these funds and to hear from the representatives the amount of Town and Gown of USC's funds that will be available for scholarships for the coming year. The original signers of "The Agreement" shall also be invited to one meeting per year.
- D.** To meet semi-annually with representatives of Clifford Swan to hear reports on Town and Gown of USC's investments with this firm. The original signers of "The Agreement" shall also be invited to one meeting per year.
- E.** At the first meeting of the Board for each new fiscal year, Finance Committee members shall attend to hear the presentation, made by an official representative of USC and University Counsel, of "The Agreement" between the University of Southern California and Town and Gown of USC. The original signers of the agreement shall also be invited to this meeting.

Section 2. SCHOLARSHIP COMMITTEE

The Scholarship Committee serves under the direction of the Second Vice Presidents, Scholarship. They shall schedule, interview and recommend students for scholarships according to the guidelines adopted by the Board of Directors and the Scholarship Committee, and in accordance with USC standards, with the amounts of the grants to be determined by available restricted scholarship endowment funds. The Second Vice Presidents, Scholarship, make the final selection of students to receive scholarships.

Section 3. RESOURCE DEVELOPMENT COMMITTEE

The Resource Development Committee serves under the direction of the Sixth Vice President, Resource Development. Members shall include the Benefit Chairmen, Donor Liaison and others appointed by the Vice President and CEO. The Committee shall propose annual fundraising goals, recommend the strategy to achieve the needed resources, coordinate fundraising activities and monitor outcomes. The Committee shall facilitate a program of donor identification, cultivation and appreciation.

Section 4. BENEFIT COMMITTEE

The Benefit Committee, Benefit Chairmen, shall plan and carry out this annual fundraising event for the organization with the approval and support of the Board of Directors. Committee members shall be appointed by the chairmen and work as a team throughout the year to produce this signature event

Section 5. MEMBERSHIP COMMITTEE

The Membership Committee serves under the direction of the Fourth Vice Presidents, Membership. They shall cultivate new members and retain existing members. They shall provide necessary information concerning prospective members to the Vice Presidents. They shall educate the new members in the history and structure of Town and Gown of USC, and mentor and engage the new members in activities of the organization.

Section 6. COMMUNICATIONS COMMITTEE

The following chairmen serve as part of the Communications Committee under the direction of the Fifth Vice Presidents, Communication. They shall maintain communication with the Board and membership of Town and Gown of USC and utilize electronic and social media opportunities to reach members and the general public.

Internal Communications:

A. Corresponding Secretary. The Fifth Vice President for Internal Communications shall serve as the Corresponding Secretary. She shall send relevant information to the Board and general membership. She shall maintain Board attendance records.

External Communications:

B. Newsletter: The Fifth Vice President for External Communications shall serve as the Newsletter Chair and Webmaster.

C. Webmaster. The Webmaster shall coordinate updated information on the website on a regular basis. She shall be the liaison to the contracted web designer/host. She shall oversee the Media Files Coordinator.

D. Digital Chairman. She shall oversee and assist the photographer at Town and Gown of USC, Inc. functions. She shall make the photos available for the Webmaster and Social Media Chairman.

Section 7. PROGRAM COMMITTEE

The Program Committee, under the direction of the Sixth Vice Presidents, Programs, shall meet in the spring and plan the programs for the upcoming year. They shall consult with the CEO and make arrangements to provide interesting and intellectual programs for each regular meeting.

Section 8. GOVERNANCE COMMITTEE

The Governance committee shall not exceed nine members appointed jointly on an annual basis by CEO and the Governance Chairman and approved by the Board of Directors. They shall be included on the Board of Directors (as non-voting members). The Parliamentarian, Nominating Chairman and First Vice President, Finance shall be members of the Governance Committee, along with four at-large members. The Governance committee is responsible for ongoing review and recommendations to enhance the quality of the Board of Directors of Town and Gown of USC, Inc. They shall facilitate the Board in regularly reviewing and updating the Board of Directors' description of its role and areas of responsibility and what is expected of individual Board members. They shall regularly review the Board's practices regarding member participation, and suggest needed improvements. They shall periodically review and update Town and Gown of USC, Bylaws and Standing Rules.

Section 9. HOSPITALITY COMMITTEE

The Hospitality committee shall provide hostesses for each meeting to act as beverage servers, greeters, registration hosts and decorators.

Section 10. ACTIVE ADVISORY COUNCIL

The Active Advisory Council is shall be appointed by the CEO and shall attend Board meetings as non-voting members. Half of these members shall be past Presidents of Town and Gown of USC, Inc. They shall meet at least once annually to produce recommendations regarding the current and future activities of the organization. The Governance Committee shall review these recommendations.

ARTICLE VI

BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. PERSONNEL

A. The Board of Directors shall consist of the elected and the appointed officers named in Article IV, Section 1 of the By-laws.

B. An Active Advisory Council of not more than twelve members shall be appointed by the CEO to serve with the Board of Directors.

Section 2. POWERS

The powers of this organization shall be vested in and exercised by the Board of Directors. They shall have general charge and control of the affairs, funds and property of the organization in compliance with established policies and procedures. They shall present to the membership all reports of the Finance Chairman, the CFO, the Finance Associate and all program activities and perform other functions as prescribed by these Bylaws.

Section 3. MEETINGS

The regular meetings of the Board of Directors shall be held at a time and place designated by the CEO.

Section 4. QUORUM

One-third of the members of the Board shall constitute a quorum.

Section 5. EXECUTIVE COMMITTEE

- A.** The Executive Committee shall consist of CEO, the Recording Secretary, the CFO, and the First and Second Vice-Presidents.
- B.** In cases of emergency between Board meetings, the Executive Committee shall have the powers of the Board of Directors.
- C.** The actions taken by this committee must be reported to the Board of Directors at its next meeting.
- D.** A limit of \$1500 maximum shall be placed on total unbudgeted administrative expenditures authorized by the Executive Committee between any two Board meetings. Other expenses shall be authorized with full Board approval.
- E.** A majority of members shall constitute a quorum. This majority must include the CEO or the CFO.

**ARTICLE VII
MEETINGS**

Section 1. DATES AND PLACES OF MEETINGS

The regular meeting of the organization shall be a luncheon held in Town and Gown, 655 Exposition Boulevard, Los Angeles, California, on the first Tuesday of each month from October to May inclusive, unless otherwise voted by the Board of Directors.

Section 2. MEETINGS

- A.** The Annual Meeting of the organization shall take place on the first Tuesday of May.
- B.** At the June Board meeting, each retiring officer shall turn over to her successor all records pertaining to her office, including an Annual Report.

Section 3. NOTICE

Members shall be notified of all regular meetings. General notification of agenda, minutes and special announcements may be sent by electronic mail at the discretion of the CEO.

**ARTICLE VIII
FINANCES**

Section 1. THE FISCAL YEAR

The fiscal year of Town and Gown of USC shall be for the twelve-month period beginning on the first day of July and ending on the last day of June of each calendar year.

Section 2. BUDGET

Individual committee budget requests for the Town & Gown of USC Operating Budgets for the upcoming year shall be submitted in writing to the CFO by the February Board of Directors meeting. The Scholarship committee shall submit a separate Scholarship Operating Budget for the February Board Meeting. The Finance Committee shall review both budgets before they are presented to the Board of Directors. A draft copy of the proposed budget for the coming year shall be distributed by the CFO at the April Board meeting. The budgets for the coming year shall be presented by the CFO for adoption at the June Board meeting.

Section 3. AUDIT/REVIEW

After the close of the fiscal year, there shall be a financial review by a Certified Public Accountant, using agreed upon procedures. An audit by a Certified Public Accountant may be conducted at the discretion of the Board or as needed to comply with state and federal law.

Section 4. DUES

A. Membership dues shall be determined annually by the Board of Directors and shall be payable on or before the first day of July.

B. Life Membership fees shall be determined annually by the Board of Directors.

C. Dues shall become delinquent on the first day of September.

D. Members shall be notified of delinquent dues. Failure to pay dues shall constitute resignation.

Section 5. GIFTS AND BEQUESTS

All restricted gifts and bequests to Town and Gown of the University of Southern California, designated by donors for scholarships shall be placed in Town and Gown of USC restricted endowment funds accounts. The Scholarship Endowment Fund shall be managed on a total rate of return basis consisting of dividends, interest, and any net increase/decrease in market value of securities for the FISCAL YEAR. Spending policy shall not exceed 5% of the market value of the Scholarship Endowment Fund, per the Town and Gown of USC, Inc. "Agreement" with the University.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. NOMINATING COMMITTEE

A. A Nominating Committee of two members shall be elected at the March or April general meeting depending on the date of the benefit. Three additional members shall be appointed by the standing CEO and submitted for Board approval at the April or May Board meeting. Members shall be included on the Board of Directors as non-voting members.

B. The standing CEO shall select one member as the Chairman of the Nominating Committee and she shall be a voting member of the Board.

C. The Nominating Committee shall begin meeting in November to discuss possible nominees for the next year. In early January they shall complete the slate of new officers and present it at the January Board meeting for Board approval.

D. The Nominating Committee shall present a single slate of officers and two members of the Nominating Committee for the ensuing year at the March general meeting. If the benefit is held in March, the slate of officers may be elected at the April general meeting. The presiding officer shall call for

nominations from the floor. A majority vote shall elect.

E. No member shall be eligible for election to the committee for two consecutive terms.

Section 2. DATE OF ELECTION

Election of officers, committee chairmen and two members of the Nominating Committee shall be at the March or April general meeting. Elected officers shall be installed at the May General meeting and assume duties at the June Board meeting.

Section 3. BALLOTS

In case of more than one nominee for an office, the voting shall be by secret ballot.

Section 4. TERM OF OFFICE

A. All officers shall be elected to serve for a term of two years, except for the Nominating Committee who will serve one year.

B. In EVEN years, the CEO, the First Vice President, one Second Vice President, one Fourth Vice President, one Fifth Vice President, one Sixth Vice President and the Recording Secretary shall be elected.

C. In ODD years, the CFO, one Second Vice President, one Third Vice President, one Fourth Vice President, one Fifth Vice President and one Sixth Vice President shall be elected.

Section 5. ELIGIBILITY

No officer shall be eligible for election to the same office for two consecutive terms.

Section 6. REMOVAL AND RESIGNATION

A. An officer may be removed, either with or without cause, by a majority of the serving Board of Directors, at any regular or special meeting of the Board.

B. Any officer may resign at any time by giving written notice to the Board of Directors or to the CEO. Any such resignation shall take effect at the time of receipt of the notice, or at any other time specified in the notice. Unless otherwise specified, acceptance of the resignation is not necessary for it to be effective.

Section 7. VACANCIES

If a vacancy occurs in any elective office, it shall be the duty of the CEO to fill the vacancy. The Board of Directors shall approve all appointments.

ARTICLE X INDEMNIFICATIONS AND INSURANCE

Section 1. INDEMNIFICATIONS

To the full extent permitted by then applicable law, Town and Gown of USC, Inc. shall reimburse, indemnify and hold harmless each agent who is or has been a party or is threatened to be made a party to any proceeding, by reason of the fact that she is or has been an agent of Town and Gown of the University of Southern California, Inc., against expenses, judgments, fines settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner she reasonably believed to be in the best interests of Town and Gown of the University of Southern California, and had no reasonable cause to believe that such conduct was unlawful. Indemnification as provided above shall be made by Town and Gown of the University of Southern California, Inc. only if authorized in a specific case, upon determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable criteria above; by a majority vote of the Board of Directors who are not party to the action, or by the court in which such proceeding is or was pending. Expenses incurred in defending any proceeding may be advanced by Town and Gown of USC, Inc. prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized above.

Section 2. INSURANCE

Except as prohibited by law, the Board of Directors shall have the power to purchase and maintain insurance on behalf of any agent of Town and Gown of the University of Southern California, Inc. against any liability asserted against or incurred by the agent arising out of the agent's status.

**ARTICLE XI
OUTSIDE SERVICE**

The Board of Directors shall have the right to select persons for outside services at fees determined by the Board. The First Vice President, Finance shall facilitate the contracts with individual Independent Contractors on an annual basis. Contracts are signed by the CEO and Recording Secretary.

A. EXECUTIVE ASSOCIATE. The Executive Associate shall report to the CEO. She shall maintain the mailing and the membership databases. She shall coordinate the arrangements for the general meeting luncheons. She shall distribute meeting notices for general meetings and manage reservations. She shall oversee the creation and distribution of the annual handbook per the approved timeline. She shall attend Board of Directors meetings at the request of the CEO.

B. FINANCE ASSOCIATE. The Finance Associate shall collect and deposit all checks, cash and credit card funds of the organization, pay all bills authorized by the Board of Directors, submit to the CEO and CFO a monthly report of receipts and expenditures, assist in preparing the annual Administrative Budget, and prepare and submit financial records for the fiscal year to the CPA for use in preparing the tax return and annual review. She shall attend Board of Directors meetings at the request of the CEO.

C. SCHOLARSHIP ASSOCIATE. The Scholarship Associate shall report to the Second Vice Presidents, Scholarship. She shall maintain the scholar database. She shall attend Board of Directors meetings at the request of the CEO.

ARTICLE XII AMENDMENTS

Section 1. AMENDMENTS TO BYLAWS

- A.** These Bylaws may be amended by a majority of those present at a regular meeting of the general membership.
- B.** Notice of the proposed changes must have been given at the previous meeting, or a copy mailed to each member.
- C.** Amendments to the Bylaws may be voted by mail. A majority of the returned responses shall be required to confirm passage of the motion.

ARTICLE XIII PARLIAMENTARY AUTHORITY

"All transactions of the organization and all parliamentary questions not covered by these Bylaws shall be governed by the current edition of Roberts Rules of Order - Newly Revised "

2013-2014 STANDING RULES FOR TOWN AND GOWN OF THE UNIVERSITY OF SOUTHERN CALIFORNIA, INC.

- 1)** The dues for Active members shall be seventy-five dollars (\$75) per year. These dues may be changed by a majority vote of the Board of Directors.
- 2)** Life Membership dues shall be fifteen hundred dollars (\$1500.00). These dues may be changed by a majority vote of the Board of Directors.
 - a)** The life membership fee is \$1500, which can be paid in \$500 installments over three years.
 - b)** Life membership will be granted at the time of payment of the first installment of the Life Membership fee.
 - c)** Life Membership fees shall be placed in the Life Member Endowment Fund, with 50% going into the Fund for Town and Gown of USC

administrative costs; 25% into the Endowment Fund for Town and Gown of USC scholarships; and 25% into the Fund for improvement of Town and Gown facilities. The principal in each endowment fund will not be spent but will always be invested in the Town and Gown of USC Inc. Fund in order to generate annual spendable investment income. Funds from the endowment accounts may be dispensed annually.

- d)** All payments into the Life Membership Funds shall be non-refundable.

- 3)** Annual dues notices shall be sent out by mid-June. Members who have not paid by July 20th shall be sent a second notice and if not paid by September 1st, shall have their names omitted from the handbook.
 - a)** Applications received during the summer shall be proposed to the Board and voting shall be conducted electronically to allow these new members to be in the fall Membership Handbook.

- 4)** The Town and Gown of USC CEO shall have the power to appoint the members of the Advisory Council and other non-elected chairmen at her discretion to serve for a term of one year. These appointments may be renewed at the discretion of the CEO.

- 5)** The Honorary Advisory Council shall consist of Town and Gown of USC members of long standing who have contributed greatly to the organization. Such members shall be nominated by the CEO and approved by a majority of the Board of Directors. They shall not serve on the Board of Directors.

- 6)** A relative of a current scholarship recipient shall not serve on the Scholarship Committee. Relatives shall be eligible to serve on the Board of Directors as an elected or appointed member.

- 7)** Members of Town and Gown of USC may not apply for a Town and Gown of USC Scholarship.

- 8)** Proceeds from the Annual Benefit shall be apportioned between the Town and Gown of USC Scholarship Program and Town and Gown Facilities and Beautification. These amounts shall be established annually by the majority vote of the Board of Directors.

- 9)** A separate Town and Gown of USC fund shall be maintained for the beautification of the Town and Gown Building and Patio. A portion of each Annual Benefit, to be determined by the Board of Directors, shall be placed in this fund. Tax-deductible donations may also be contributed to this account.

10) The Town and Gown of USC Physical Facilities Chairman, with the consent of the CEO, shall discuss beautification projects with the appropriate officials of the University. They shall present the projects they deem appropriate to the Board of Directors for subsequent review by the Finance Committee. The Finance Chairman shall present the Committee's recommendation to the Board for approval of the expenditure of funds, if so indicated. All such projects shall be documented in writing as to actual bids received, the cost to Town and Gown of USC, and the responsibilities of both parties in the agreement. No funds shall be paid until the contract is properly reviewed and signed by the CEO and Recording Secretary. Copies of the contract shall be kept on file with the CFO records, and the officer's books of the CEO and the Physical Facilities Chairman.

11) Annual Reports

a) All officers and chairmen, except the CFO, shall prepare printed Annual Reports to be presented in triplicate at the June Board meeting. The CEO, incoming chairman or officer and the Governance Chairman shall review and utilize these reports. . All officers and chairmen are required to provide their Annual Report electronically to the Recording Secretary for permanent recordkeeping. Officers and chairmen who are required to maintain additional permanent records shall give these documents to the incoming officers and chairmen at the June Board meeting.

b) The CFO shall submit her annual report no later than the first Board meeting of the fiscal year.

Bylaws revision and Organization Chart: Approved April 2008

Bylaws updated: March 2013