

CONSTITUTION OF U. S. C. WOMEN IN MANAGEMENT

We, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a professional organization and do hereby adopt the following Constitution.

Article I

The name of this organization is *U.S.C. Women in Management*

Article II

This organization shall be a non-profit association, and no part of the net earnings, if any, shall inure to the benefit of any member.

Article III

This organization shall be governed by and its business shall be conducted in accordance with the laws of the State of California.

Article IV

A. The specific and primary purposes for which this organization is formed are professional and are to foster, promote and encourage the growth of women in professional positions at U.S.C.; to actively support the promotion of women in leadership and management positions at U.S.C.; to provide professional and educational assistance to enable women to enter and advance in leadership and management positions at U.S.C.; and to engage in any other lawful activity to implement, supplement and further the foregoing purposes of the organization.

B. In addition to the foregoing, this organization may aid, assist, and support, with contributions of services, money or property, or otherwise, other organizations with similar goals and purposes; provided that no part of the net earnings inures to the benefit of the organization, any member or private party.

C. The purposes of this organization do not include pecuniary gain or profit to the members thereof; consequently none of its net earnings, if any, shall ever inure to the benefit of any private member or individual, provided, however, that this provision shall not be so construed as to prevent the payment to organization members reasonable compensation for extraordinary services actually rendered to this organization, and/or

reimbursement of authorized expenses incurred on behalf of the organization, subject to the approval of the Executive Committee.

D. The powers of this organization shall be as follows:

1. To enter into contracts and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the organization and which may now or hereafter be permitted by the laws of the State of California.
2. Notwithstanding the foregoing, the organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the organization set forth herein.

Article V

The principal office for the transaction of business of the organization is located in the County of Los Angeles, State of California.

Article VI

The names and addresses of the nine (9) persons who are to act in the capacity of Executive Committee until the selection of their successors are as follows:

Ten (10) persons shall constitute the Executive Committee of the organization until changed by an amendment to this Constitution. Authority is hereby given for the adoption of a provision in the By-laws concerning the election, meetings, and powers of the members of the Executive Committee of this organization and changes therein.

Article VII

The authorized number and qualifications of members and officers of this organization and their rights, privileges and liabilities shall, except as provided for in this Constitution, be as provided for in the By-laws.

Article VIII

The existence of the organization shall commence upon the effective date hereof.

Article IX

The property of this organization is irrevocably dedicated to the professional purposes as set forth in Article IV and no part of the net income or assets of this organization shall ever inure to the benefit of any officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the organization, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this organization shall be distributed to each member equally, less any and all of the member's indebtedness due the organization.

IN WITNESS WHEREOF, for the purposes of forming this organization under the laws of the State of California, we, the undersigned, constituting the Executive Committee of this organization, have executed this Constitution this _____ day of _____, 1979.