COMMUNITY DEVELOPMENT INSTITUTE

CAPABILITY STATEMENT

The Community Development Institute (CDI) is a non-profit, tax-exempt professional firm located in East Palo Alto, California.* Our primary mission is to assist urban communities to combat the causes of racism and poverty. We engage in a variety of activities to promote political, economic and social empowerment.

To carry out this mission, CDI engages in the following general activities:

- **PROJECT MANAGEMENT**
  
  CDI provides technical assistance to non-profit organizations and public agencies in the planning, design, implementation and evaluation of inter-agency projects that have broad community impact. Our focus is developing and administering projects addressing the root causes of community problems.

- **MANAGEMENT CONSULTATION**
  
  CDI offers a variety of professional services geared toward strengthening the network of local institutions in urban communities. Our focus is improving the efficiency and maximizing the capability of non-profit, community-based agencies.

- **PUBLIC INFORMATION**
  
  CDI sponsors public education programs for diverse socio-economic groups. Our focus is promoting broader community awareness and participation in local, national and international affairs.

Since 1983, CDI has provided management services to community development organizations, human service agencies, multi-cultural arts organizations, educational institutions, and local governments. We offer training, technical assistance and consultation to growth-oriented organizations with a desire to improve their corporate capability.

*CDI was established in 1979 and incorporated as a non-profit, tax-exempt organization in May, 1982.*
PROJECT MANAGEMENT

CDI has considerable experience in project management. As a project manager, CDI provides technical assistance in the areas of project planning, design, implementation, monitoring and evaluation. Our services include goal-setting, formulating objectives, preparing work plans, data collection and documentation, monitoring and reporting, and program assessment.

CDI engages in the following types of project management activities:

o A. Forming New Organizations

CDI provides administrative support and technical services leading to the creation of new organizations and their transition to independent status.

Major Accomplishments

Since 1983, CDI has had a key role in forming two leadership training programs (Leadership Training Academy and Black Male Rebirth Project), two alternative schools ((Shule Ya Taifa and Shule Mandela Academy), a multi-cultural service agency (Polynesian Community Services), and many other community organizations. Normally, we assign one or more staff persons who serve as "loaned executives" for up to a two-year period. They may be responsible for forming a governing body, establishing a non-profit organization, formulating policies, designing management systems, raising operating funds or developing programs to carry out the mission of the new organization.

o B. Managing Community Development Projects

CDI provides administrative support and technical services leading to the accomplishment of a major community objective with significant local impact.

Major Accomplishments

Since 1985, the President of CDI has served as the Chief Management Consultant to Marin City agencies funded by the Buck Trust Fund. Our basic strategy has been to: (1) provide organization development services to the funded agencies to stabilize their governance, administrative and program operations; (2) build a functional inter-agency consortium that engages in joint planning and coordination of services; and (3) launch a community-wide planning and goal-setting process to establish long-range targets for socio-economic development.
As a result of our work, the service providers in Marin City have developed strategic management plans and implemented functional administrative and program delivery systems. An inter-agency consortium has been formed which coordinates program planning and is developing a model inter-agency service delivery plan for the community. The "Marin Community Project" has received broad recognition in the San Francisco Bay Area.

From 1980 to 1983, CDI was the lead agency providing technical assistance to the citizen's group (East Palo Alto Citizen's Committee on Incorporation) that was principally responsible for the incorporation of East Palo Alto. CDI is commonly recognized as the chief strategist and coordinator for this historic social movement.

Our work included organizing and staffing the incorporation committee, forming committees and coordinating their activities, developing and updating work plans and schedules, generating resources and managing budgets, convening community workshops on municipal government, securing legal and technical assistance, and representing the incorporation committee in public hearings on technical issues. Without question, this was the proudest achievement of CDI.

C. Building Inter-Agency Partnerships

CDI provides administrative support and technical services leading to the formation of multi-agency consortia whose purpose is to engage in coordinated planning and service delivery to address community needs.

Major Accomplishments

Since 1983, CDI has played a catalytic role in the formation of various associations that were organized to address an emergent community need (e.g., Community Leadership Development Project, East Palo Alto Youth Development Center, and Oakland Multi-Cultural Arts Incubator Project).

Our work includes developing membership criteria, identifying organizational members, designing operating rules, convening and/or staffing meetings, planning and facilitating retreats, generating resources, preparing work plans and schedules, and serving as a fiscal agent.
D. Special Projects

CDI provides administrative support and technical services leading to the successful implementation of special projects and events.

Major Accomplishments

Since 1979, CDI has managed a variety of special projects, including organizing the Juneteenth Festival in East Palo Alto, sponsoring cultural programs commemorating ethnic holidays, designing and field-testing a Master of Science Program in Community Economic Development, and constructing a "Planned Unit Development" housing project.

MANAGEMENT CONSULTATION

CDI provides technical assistance in the areas of governance, administration, finance, program delivery and public relations/community outreach with an emphasis on integrating these functions into a coherent management system. Our services include community needs assessment, organizational audits, strategic management planning, organization development, resource development, program design/evaluation, public relations, conflict resolution, and research and policy analysis.

CDI engages in the following types of management consulting activities:

A. Organizational Capacity-Building

By our definition, capacity-building is extending an organization's capability to perform its corporate functions through integrated planning, resource management, program implementation and evaluation.

Major Accomplishments

CDI has assisted more than 300 agencies to improve their governance, administrative and program delivery systems. A client list is available upon request.

B. Grantsmanship

By our definition, grantsmanship is the art and practice of generating revenue through the effective solicitation of grant income from philanthropic organizations and individuals. CDI provides technical assistance in the development of program cost projections, identification of potential funding sources, and preparation and negotiation of grant proposals. Our services include program needs assessment, project planning, budget preparation, foundation search, proposal writing and packaging, and contract negotiation.
Major Accomplishments

Since 1983, CDI has assisted numerous agencies to develop grant proposals that were funded by philanthropic agencies.

PUBLIC INFORMATION

CDI engages in the following types of public information activities:

- **A. Research Reports and Demographic Studies**
  
  CDI publishes research reports and studies on the social demography of East Palo Alto.

  **Major Accomplishments**
  
  Since 1983, CDI has published seven major research reports which constitute the most definitive analysis of the social demography of East Palo Alto.

- **B. Public Forums**
  
  CDI sponsors public forums on significant local, national and international issues.

  **Major Accomplishments**
  
  Since 1981, CDI has sponsored or co-sponsored about fifty public forums in East Palo Alto.

- **C. Quarterly Newsletter**
  
  CDI publishes a quarterly newsletter which is disseminated to about five hundred households in East Palo Alto.

  **Major Accomplishments**
  
  Since 1984, CDI has published a quarterly newsletter entitled "The CDI Report."
COMMUNITY DEVELOPMENT INSTITUTE
AGENCY SERVICES 1995

In 1995, CDI has provided or is contracted to provide management services to a variety of non-profit, philanthropic and governmental agencies. Many of the organizations utilizing our services are listed below:

ALBANY, GA: Albany Coalition for Diversity
           Albany State College
ALBUQUERQUE, NM: South Broadway Neighborhood Associations
ATLANTA, GA: Center for Democratic Renewal
              Southern Organizing Committee
BERKELEY, CA: Berkeley Primary Care Access Center
              Health and Human Services Department,
              City of Berkeley
BOISE, ID: Idaho Women's Network
CHICAGO, IL: Federation for Industrial Retention & Renewal
CONCORD, CA: United Way of the Bay Area: Contra Costa County
DURHAM, NC: U.S. Urban & Rural Mission/WCC
E. PALO ALTO, CA: Congress of Community Organizations*
                   East Palo Alto Chamber of Commerce*
                   East Palo Alto Community Alliance & Neighbor-
                   hood Development Organization (EPA CANDO)*
                   Opportunities Industrialization Centers West
                   Polynesian Community Services*
                   Shule Mandela Academy*
EUGENE, OR: Mobility International, U.S.A.
HAYWARD, CA: University of California, Cooperative Extension

*CDI provided volunteer professional services to these organizations.
HOLLISTER, CA: City of Hollister  
HOLYOKE, MA: National Economic Conversion Alliance  
HONOLULU, HA: Hawaiian Ecumenical Coalition  
LARKSPUR, CA: Marin Community Foundation: Grassroots Leadership Project  
Marin Community Foundation: Lifeline Initiative  
MADISON, WI: Wisconsin Community Fund*  
MARIN CITY, CA: Marin City Project  
MENLO PARK, CA: Opportunities Industrialization Center West  
San Mateo Paratransit Coordinating Council  
MILWAUKEE, WI: Jobs With Peace  
NEWARK, NJ: National Black United Fund  
NEW ORLEANS, LA: Louisiana for Low Income Housing Today  
NEW YORK, NY: National Labor Committee  
Sustainable America*  
Veatch Program at Shelter Rock  
OAKLAND, CA:  
Alameda County: County Administrator's Office/Probation Department  
Alameda County: Maternal and Child Health Division  
Alameda County: Public Health Department  
Alameda County: Public Health Nursing Division  
Alameda County: Social Services Department/Project Reclaim  
Applied Research Center  
Asian Immigrant Women Advocates  
Community Health Academy*  
Crawford & Associates  
Crossroads/Homeplace  
East Bay Asian Local Development Corporation  
East Bay Funders  
East Bay Californians for Affirmative Action  
East Oakland Community Project  
Global Exchange*  
Healthy Start Program  
Home Buyer Assistance & Information Center  

*CDI provided volunteer professional services to these organizations.
OAKLAND, CA:  Koncepts Cultural Gallery  
National Black Alcoholism Council*  
Oakland Community Housing, Inc.  
United Way of the Bay Area: Alameda County  
Volunteer Center of Alameda County  
West Oakland Health Center

REDWOOD CITY, CA:  
Human Services Agency, County of San Mateo

RICHMOND, CA:  
Community Housing Development Corporation  
Community Leadership Development Institute

SAN DIEGO, CA:  
Community & Parent Involvement in Education

SAN FRANCISCO, CA:  
Association of Black Foundation Executives  
City and County of San Francisco: Department of Social Services  
Center for African & African-American Art and Culture  
Coalition for Low-Income Housing  
Critical Incidents Response Team/PLAY  
Ingleside Community Center  
Jones Memorial Methodist Church*  
Levi Strauss Foundation: Project Change  
OMI Neighbors in Action  
Northern Calif. Community Services Council  
San Francisco Foundation: Lifeline Project  
San Francisco Foundation: Organizational Planning  
San Francisco Foundation: Koshland Program  
Audrey L. Smith Developmental Center  
The Family School  
The Support Center  
Tides Foundation  
United Way of the Bay Area: City and County of San Francisco  
Vesper Society  
Western Alliance of Arts Administrators

SAN MATEO, CA:  
Peninsula Partnership for Children, Youth and Families  
United Way of the Bay Area

SAN RAFAEL, CA:  
The Dental Health Foundation  
The Marin Institute

*CDI provided volunteer professional services to these organizations.
ST. HELENA
    ISLAND, SC:
    Penn Center

SEATTLE, WA:
    Community-Based Public Health Initiative
    Washington Association of Churches

WASHINGTON, D.C.:
    Center for Community Change
    Neighborhood Reinvestment Corporation

WOODLAND HILLS,
    HILLS, CA:
    The California Wellness Foundation
October 20, 1992

Ms. Kelley Gulley
Community Development Institute
P.O. Box 50099
East Palo Alto, California 94303

Dear Kelley,

On behalf of the Japanese Cultural and Community Center of Northern California's Board of Directors and Trustees, I would like to express my sincere appreciation for your expertise in making our retreat this past weekend a success. Our primary goals were to provide a forum for Board members and staff to get to know one another and to educate individual Board members about their roles and responsibilities. From the informal feedback I received both during and after the retreat, both staff and Board members seemed to feel that the time spent was well worth the effort; I believe those goals were realized.

Your expertise in facilitating our group towards mission and goals clarification helped us focus our efforts and renew our commitment towards realizing the center's vision. The Board Committee Exercise afforded us the opportunity to clearly define each committee's responsibilities and sense of direction and purpose; some of us even have specific activities to accomplish.

Once again, thank you. I hope we will be able to work together again in the future.

Sincerely,

Paul Osaki
Executive Director
December 11, 1992

Dear Kelly,

APPRECIATION AND GRATITUDE

I wish to thank you very much for your attendance, contribution and counsel at the last Board Development Training and Retreat. Your presence alone made much difference in the commitment to the essence, vision and direction of the Center as an entity. The various decisions reached at the Retreat were very remarkable.

We came out of the Retreat more united in purpose for the benefit of our people. From an administrative and management perspective, I came out of the Retreat with a clear and better sense of Board directives on policy issues.

Thank you very much and I will be in contact with you as things move forward. Since the Retreat ended, I have been in touch with Community Design Center, the Non-Profit Performing Arts Loan Program, SF Redevelopment Agency and City Hall with respect to the Renovation process. Programming is also going on as scheduled and concise publicity materials will now go out bearing very clear Board policy decisions. May you also continue to prosper in all your endeavors. Ase.

With much appreciation,

Kola Akintola
Facilities Administrator

Much kudos to you for making it happen.

Thanks for keeping us on track at these critical times. I do hope your daughter is feeling much better.

-Lola
March 28, 1993

Kelley Gulley
Community Development Institute
P.O. Box 50099
East Palo Alto, CA 94303

Dear Kelley:

On behalf of the Oakland Ensemble Theatre Board of Trustees, I'd like to thank you for the outstanding job you did facilitating our board development retreat. We all walked away feeling energized and more committed to our mission. We now have a clear understanding of our role and how we can support the staff more effectively. It was also a real pleasure working with you.

The report you prepared was great and will provide an excellent road map to keep us on target and moving in the right direction.

Enclosed is some information on our remaining productions this season. Please let me know when we can host you and your students for an afternoon or evening at the theatre.

Once again, thanks for an outstanding job. Let's stay in touch.

Sincerely,

Emily Duncan
Vice President
Board of Trustees
Oakland Ensemble Theatre

CC: Omowale Satterwhite
    Michael Lewis, President
September 12, 1994

Kelly D. Gulley
Vice President
Community Development Institute
P.O. Box 50099
Palo Alto, CA 94303

Dear Ms. Gulley:

Thank you for your part in making the National Society of Fund Raising Executives -- Golden Gate Chapter's Fund Raising Day '94 one of the most successful ever.

The feedback we received from participants showed that the day was a true success:

- The Grant Makers on the Griddle session provided attendees with a unique opportunity to hear from those who are making grants.
- The educational sessions were exciting and relevant: and participants particularly appreciated our more than 60 renowned faculty members.
- The keynote address provided us with a new perspective on donors and their motivation.
- The Luncheon Roundtables provided participants with an opportunity to learn even more in a casual, conversational setting.
- The 24 featured exhibitors helped us provide participants with the most up-to-date technology and information about fund raising products and services.

You played an important role in making Fund Raising Day '94 a success -- thank you and we look forward to seeing you next year!

Best wishes,

Mark G. Reisbaum
Chair, Fund Raising Day 1994
December 5, 1994

Kelly Gulley
Community Development Institute
P.O. Box 50099
Palo Alto, California 94303

Dear Kelly:

On behalf of the Board of Directors and staff of the Northern California Community Services Council, we would like to thank you for your invaluable assistance in making the "What Works! Conferences" a success. We had 160 participants on Wednesday in Emeryville and 200 on Friday in San Francisco. The evaluations we received indicate that most participants found their participation was very rewarding. We could not have accomplished such a positive outcome without your skill and hard work.

The material we have gathered from the two days' work will be compiled in the Conference proceedings and we will be sure you receive a copy, with due acknowledgement of your assistance. We believe the information will be extremely useful to a wide range of professionals and community activists involved in efforts to improve the service delivery system.

Again, we thank you and we look forward to the opportunity to work with you in the future.

Sincerely,

Sunne Wright McPeak
Chair, Board of Directors

Ed Schoenberger
President

P.S. We are enclosing a brief summary of some of the major results of the evaluations. We continue to compile all of the comments and would be happy to share them with you if you are interested in greater detail. Again, you made it work! Thank you.
Kelley D. Gulley
Vice President for Management and Program Services

Community Development Institute
P.O. Box 50099 • 321 Bell Street
East Palo Alto, California 94303
(415) 327-5846 • (415) 327-4430 -fax-

Kelley D. Gulley is a management and program development specialist who received a Bachelor of Science Degree from Ohio University and is now a candidate to receive her Master of Business Administration (M.B.A.) Degree from the University of Phoenix (Graduation date June, 1995). She is currently employed as Vice President for Management and Program Services of the Community Development Institute (CDI) in East Palo Alto, California.

Kelley D. Gulley has broad professional experience including service as a Volunteer Crisis Counselor, Assistant Manager of Operations (Security Pacific National Bank), a project manager, program administrator, and an organization development consultant.

Kelley D. Gulley has managed several multi-cultural diversity projects, implemented a community leadership development program, and provided technical assistance to various non-profit and public agencies in the San Francisco Bay Area.
KELLEY D. GULLEY
2269 A Warfield Way • San Jose • California • 95122 • 408/297/4758 (h) • 415/327/5846 (w)

EDUCATION

UNIVERSITY OF PHOENIX
M.B.A. Candidate, 1995

OHIO UNIVERSITY
B.S., Pre-med/Zoology, cum laude, June 1985

PROFESSIONAL EXPERIENCE

1/89 - Current
COMMUNITY DEVELOPMENT INSTITUTE, East Palo Alto, CA

**Vice President for Management and Program Services**

Responsible for supervising CDI staff, managing corporate programs, coordinating contract services, providing management consultation to client agencies, and handling grantmanship activities.

**Organization Development Consultant**

Contracted to provide consultation and technical assistance to various non-profit and public agencies including, retreat planning/facilitation, board and staff training, long-range planning, conflict resolution, needs assessment, and other organization development services.

1/87 - 1/89
LEADERSHIP TRAINING ACADEMY, East Palo Alto, CA

**Program Associate**

Developed and implemented a youth leadership training program for low-income, middle and high school inner-city students. Planned and implemented a residential Summer City Government Camp program.

9/85-1/87
SECURITY PACIFIC NATIONAL BANK, Mountain View, CA

**Assistant Manager/Operations Officer**

Managed the operations of the Mountain View branch including personnel administration, protection and control, work flow administration, and business development.

7/85 - 9/85
COMMUNITY DEVELOPMENT INSTITUTE, East Palo Alto, CA

**Secretary and Receptionist**

Handled basic clerical tasks including, telephones, typing, filing, and acting as assistant to the President of the Institute.

VOLUNTEER EXPERIENCE

1983-1985
CARELINE CRISIS COUNSELING CENTER, Athens, OH

Served as an advisory board member, telephone crisis counselor and rape victim assister. Completed a six-week, 40-hour training course to become a certified crisis counselor.

6-8/1985
DREW MEDICAL FOUNDATION, East Palo Alto, CA

Worked with medical receptionist and assisted with Lamaze classes.

1988-Current
FULL GOSPEL BAPTIST CHURCH, San Jose, CA

Currently serving as the Financial Secretary, President of the Sr. Choir, Secretary of the Women's Mission, and Coordinator of Children's Church.

3/93-10/93
KAISER PERMANENTE HOSPITAL, Santa Clara, CA

Founded the first Pediatric Oncology Parent Support Group for parents whose children were being treated at the Santa Clara facility for cancer.

PROFESSIONAL ORGANIZATIONS

- 1984 - Current
  Alpha Kappa Alpha Sorority - Member

- 1992 - Current
  National Center for Non-Profit Boards - Member

- 1994 - Current
  National Planning Forum - Member

- 1994 - Current
  University of Phoenix Alumni Network - Member

References available upon request
WAN BOARD OF DIRECTORS ROLES AND RESPONSIBILITIES

(Approved by WAN Board 10/93)

President
Responsible for general oversight of WAN, including oversight of activities and involvement of Board of Directors. Responsible for developing, in coordination with the Board, the vision, mission and direction of WAN. Responsible for ensuring that monthly general meetings occur and have a solid agenda that forwards the community work of WAN, and for ensuring that Board meetings occur on a monthly basis and are utilized to not only accomplish the necessary business of WAN, but also to meet the overarching vision, mission and direction of WAN. Oversight of all WAN fundraising efforts and liaison to the Fundraising Committee, with responsibility to ensure that WAN's funding needs are addressed. Generally responsible for networking with other women's and HIV/AIDS organizations nationally. Responsible for speaking engagements on behalf of WAN. Responsible for respectfully delegating tasks, when necessary, to various Board Members (with their permission) in any of the above categories, and then ensuring that the tasks are addressed by Board Members. If tasks are unable to be delegated, President is responsible for ensuring that the work is accomplished.

Vice President
Responsible for administrative oversight of WAN, including hiring and oversight of any staffpeople. Responsible for ensuring that the internal administration of WAN is in place and functioning well, including all issues related to the office and meeting spaces of WAN. Generally responsible for networking with other women's and HIV/AIDS organizations locally. Oversight of and liaison to the Education/Outreach Committee. Works closely with President, acts in her stead when necessary.

Treasurer
Responsible for any and all issues related to the finances of WAN, keeping President and Board fully informed. Responsible for oversight of the Women's Fund, liaison to the administrator of the Fund and the Women's Fund Committee. Responsible for hiring and oversight of the Bookkeeper/Accountant. Responsible for ensuring that all taxes and financial obligations/liabilities are taken care of and for alerting the organization to any short- or long-term financial concerns. Responsible for monthly financial updates, based on information provided by the Bookkeeper/Accountant.
Secretary
As a recording secretary, responsible for taking minutes, or ensuring that minutes are taken, at all Board Meetings, and for sending minutes in a timely manner to all Board Members. As a corresponding secretary, responsible for sending out letters, or ensuring that they are sent out - by request of Board Members - on behalf of WAN. Responsible for keeping track of Board Member attendance and for advising the President when action needs to be taken regarding the removal of Board Members or the need to bring on new Board Members.

Public Policy Representative
Responsible for providing direction to WAN regarding public policy issues and for coordinating activities of Policy Committee. As Board liaison to Policy Committee, responsible for keeping WAN Board up to date on public policy issues and activities of Policy Committee. Liaison to all local and national women's and AIDS policy organizations. Responsible for speaking about policy issues on behalf of WAN. As any full Executive Committee Member, accountable for additional Board responsibilities, as needed.

All Executive Committee Members, along with all Board Members, are responsible for assisting in fundraising efforts for the organization. (The extent of Board fundraising needs to be more fully addressed, with a plan implemented to ensure Board responsibility for increasing WAN funds.) All Executive Committee members are expected to attend one Executive Committee meeting per month, along with one Board meeting and one general membership meeting. All Executive Committee Members are expected to participate fully in any organizational planning efforts, such as retreats and strategic planning sessions. The Executive Committee is responsible for decision making whenever the full Board is unable to do so. If any Executive Committee Member is unable to perform a particular duty as noted herein, she is responsible for respectfully delegating, with permission and only when necessary, and then ensuring that the task is accomplished by another Board Member.

Facilitation and minute taking of Executive Committee Meetings will rotate among Executive Committee Members. If someone cannot take her turn, the next person in line will take that turn. The minute taker is responsible for communicating with the facilitator of the upcoming Board Meeting, in order to note items for inclusion in the Board Meeting agenda.

[If, in the future, a large part of WAN's work falls in an area other than policy, the Board of Directors may decide to substitute another representative for the Public Policy Representative. Currently, it is appropriate to include a Public Policy Representative as a separate Executive Committee Member, with other committees having representation or a liaison on the Board. In the future, we may want, for example, an Education/Outreach Representative on the Executive Committee, if that work is significant enough that it becomes too much for an officer to take on as liaison, in addition to her other responsibilities as an Executive Committee Member.]

(drafted by E. Hansen)
## WAN Strategic Plan

<table>
<thead>
<tr>
<th>Date Range</th>
<th>Task Description</th>
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<tbody>
<tr>
<td>10/94-</td>
<td>Discuss and approve Strategic Planning Proposal. <strong>10/94</strong> Assess need for and update/create and distribute prevention materials. <strong>10/94-12/94</strong> Define staff roles, responsibilities, goals and method of evaluation. <strong>10/94-12/94</strong> Define committee roles, responsibilities, goals, priorities and method of evaluation. <strong>10/94-12/94</strong> Provide for assessment of Board meetings, structure and time. <strong>10/94-12/94</strong> Specifically explore the possibility of a national public policy meeting on women and HIV.</td>
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<tr>
<td>1/95-</td>
<td>Increase the expertise of board members via training. <strong>1/95</strong> Provide for leadership and evaluation of WAN and Board. <strong>1/95</strong> Arrange special meetings with other women’s AIDS service organizations. <strong>1/95</strong> Prospecting to other AIDS service organizations for lists for membership. <strong>1/95</strong> Develop education program. <strong>1/95</strong> Explore development of Survival Guide with WORLD. <strong>1/95</strong> Increase membership on WAN’s Public Policy Committee. <strong>1/95</strong> Collaborate with WORLD, other AIDS service organizations, community-based organizations and health organizations on public policy issues of the diverse population of women affected and infected by HIV. <strong>1/95</strong> Provide informative material to women with HIV. <strong>1/95</strong> Conduct Annual Reports on the special women’s fund for purposed of development, influencing public policy and increasing the community network. <strong>1/95-</strong> Decide how much of a service agency we wish to become. <strong>1/95-</strong> Develop outreach plan (including media outreach) for members. <strong>1/95-</strong> Pursue Stop AIDS Project for women. <strong>1/95-</strong> Increase the number and diversity of board members. <strong>1/95-</strong> Conduct outreach (including media outreach) to other AIDS service organizations.</td>
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organizations and the diverse community of women affected and infected by HIV.

1/95- Hold Open House.
1/95- Collaborate with WORLD, other AIDS service organizations, community-based organizations and health organizations on service issues of women affected an infected by HIV and their families.
1/95- Access gaps in services and explore the possibility of filling gaps.
1/95- Explore the possibility of additional social gatherings.

2/95- Hire grant writer.
2/95 Provide informative material to Public Policy makers, AIDS service organizations and health organizations on women and HIV.

Ongoing
1. Continue educational forums on issues of topical interest to the diverse population affected and infected by HIV.
2. Continue provision of information and referral.
3. Provide informative material to Public Policy makers, AIDS service organizations and health organizations for women and HIV.
4. Advocate for women affected and infected by HIV with appropriate bodies, such as: CARE Planning Council, Prevention Planning Council, Department of Public Health, Centers for Disease Control and Prevention.
6. Continue monthly community network meetings.
7. Continue newsletter and explore its expansion.
8. Continue to provide forums at general membership meetings.
9. Continue to provide special women’s fund and explore its expansion.

Accomplished
Advocated for women affected and infected by HIV with the Joint Task Force on the HIV epidemic.
WAN STRATEGIC PLAN  
(adopted 1994)

PURPOSE
To prevent the spread of HIV disease and improve the quality of life of all women infected and affected by HIV.

MISSION
As a network, we advocate and provide for the development and improvement of public policies, education and services for the diverse population of women affected by HIV disease.

STRATEGIES
WAN's methods for achieving its Mission and Purpose are: Public Policy Advocacy, Education, Service Advocacy and Provision, and Community Networking.

These are the items on the Strategic Plan not yet accomplished as of July 1995 or still in progress. They have been divided by Committee to better enable us to determine who should be taking the lead on doing the work and how the work will be accomplished:

FULL BOARD
1. increase the expertise of Board members via training (in progress)
2. increase the number and diversity of Board Members (in progress)
3. decide how much of a service agency we wish to become/assess gaps in services and explore the possibility of filling gaps/collaborate with WORLD, other AIDS service organizations, community-based organizations and health organizations on service issues of women affected and infected by HIV and their families/pursue Stop AIDS Project for women
4. develop outreach plan (including media outreach) for members, other AIDS service organizations and the diverse community of women affected and infected by HIV
5. arrange special meetings with other women’s AIDS service organizations
6. hold Open House
7. explore the possibility of additional social gatherings

MEMBERSHIP/DEVELOPMENT
1. develop fundraising plan/timeline for 1995
   - assess what we now have and what we want to do
   - explore increasing our income to $50,000 (in progress)
   - explore ways to work without our $20,000 annual donation
   - explore communicating with major donor re: renewability of $20,000
   - consult professional fundraiser/hire grant writer
   - provide fundraising training to Board Members (in progress)
   - increase involvement of Board in raising money (in progress)
2. prospect to other AIDS service organizations for lists for membership
EDUCATION
1. assess need for and update/create and distribute prevention materials
2. provide evening forums (plan three in twelve months)
3. explore development of Survival Guide with WORLD

SPECIAL WOMEN’S FUND
1. conduct annual reports on the Special Women’s Fund for purposes of development, influencing public policy and increasing the community network
2. provide informative material to women with HIV (in progress)

PUBLIC POLICY
1. increase membership on Public Policy Committee
A VISION FOR WAN’S FUTURE
developed by Eileen Hansen in 1995: on hold
(internal document for discussion only - confidential)

As you know, I have been meeting individually with WAN Board Members over the last couple of months and by today’s meeting, I will have met with each one of you. My purpose in doing so has been to discuss how WAN is - or isn’t - working for each Board Member individually and as an organization. I have been engaged in an analysis of WAN over the last year, discussing WAN with members of the HIV service community and women with HIV, and I have incorporated their feedback, along with the input of Board Members, into a proposal for you as Board Members to consider. The decision is yours as Board Members, as your responsibility is to provide leadership for the organization and develop policies and programs that will further the organization’s ability to serve our target population and be appropriate to our mission.

I believe that WAN has been treading water as an organization for far too long. As the world’s oldest women and HIV organization, we should have grown with the changes in the epidemic and by now should be a thriving, funded, effective, visible organization that has strong impact on the lives of women with HIV. We have existed for twelve years and I find it very sad that we are still struggling to find our place in the HIV world. I don’t believe that we should continue to exist as we are now. I do believe that it’s time to grow and change in some pretty major ways. Otherwise, I think we should pull back and not try to function as an organization, but rather reorganize as a coalition of women involved in HIV work that meets informally to network, educate and offer support. As one of the very few organizations in the country specifically focused on women and HIV issues, I believe we could play a leadership role in bringing women’s HIV issues to the table and have a major impact on the lives of women with HIV. I want to see us assume that role. In order to do that, WAN must change.

LOCATION
WAN is a San Francisco-based organization. It always has been. I believe it should continue to be - in some ways. However, with the greater numbers of HIV-positive women in the East Bay, I believe we need to expand our efforts to the East Bay. Thus, I would propose that we move our office to the WORLD office in Oakland where there is a separate office space available and where we would be in touch on a daily basis with women with HIV, thereby directly linking our work more fully with women with HIV. WORLD is endeavoring to create a women’s HIV center and it would be exciting for WAN to be a part of that. The space is beautiful and spacious and the combined spaces would share an outdoor area that could be utilized for events and activities.

The WAN meetings would continue to be held in San Francisco on a monthly basis, with the focus of the meetings being a monthly educational forum for women engaged in HIV work, along with networking and support for those women.
EDUCATION

WORLD has a far more extensive resource library than WAN. I propose that we combine our educational efforts with WORLD and that WAN take responsibility for "community education," utilizing a combined WORLD/WAN resource library and offering education to those who call our combined offices with questions that take time and energy away from the support WORLD needs to give to women with HIV. WORLD could then focus more on education and support for women with HIV.

A joint speakers bureau could be set up between the two organizations, enabling us to respond to requests for speakers as appropriate, with women with HIV trained as speakers to work in coordination with trained WAN speakers. WORLD speakers would provide information as women with HIV; WAN speakers would provide other information as necessary, from public policy/advocacy to broad perspectives on the epidemic.

As needed, the two organizations would jointly organize educational forums. WAN would continue to provide educational forums at our monthly meetings.

SPECIAL WOMEN’S FUND

This is an important project of WAN and it must continue. We need to expand the Fund to the East Bay to reach the numbers of women infected there, particularly in Alameda and Contra Costa Counties. We would need to increase our funding in order to expand our ability to serve women in the East Bay.

COMMITTEES

Our committees seem not to be working very well. We have been largely unsuccessful in bringing additional members to our committees so the work is done by Board Members. Board Members are thus called upon to do tremendous amounts of work that I believe is difficult for many of us who have full-time jobs and other commitments. I would propose changing our committee structure.

The Education Committee could be dropped and the monthly educational forums decided on by the Board, with one member taking responsibility for getting speakers each month. As joint forums are planned with WORLD, ad hoc committees would come together to plan each forum, with the composition depending on the topic and those with expertise/interest in the topic.

Membership/ Development would be assumed by the full organization. We are desperately in need of fundraising and I have come to believe that fundraising cannot be solely carried out by a committee. I also do not believe that we are working well as a membership organization. I would propose to drop the pretense of members. Again, ad hoc committees would be formed to help plan fundraising events, develop fund appeal letters, solicit major donors, etc. However, we would need to hire a staffperson to do the bulk of fundraising, including grantwriting and individual solicitation. Again, I would propose looking at the possibility of a joint effort with WORLD, where one development person could solicit funding on behalf of both organizations,
sometimes in joint proposals and sometimes individually. *(Note: this point was the most problematic in WAN Board discussions.)* That person would logically be based at the joint WORLD/WAN offices in Oakland.

The Special Women’s Fund doesn’t really need a committee and hasn’t really had a functioning committee for a while. Instead, the Fund and the Fund’s Administrator need oversight, which would be provided by the WAN Director.

Public Policy would expand into an Advocacy/Policy Program of WAN and would be primarily responsible for coordinating the proposed National Women’s AIDS Network Public Policy Organization that I am now in the process of proposing to funding sources (confidential proposal will be verbally detailed at Board Meeting - please keep even the idea of this national program within the WAN Board).

**NEWSLETTER**

Even with the tremendous work put into the newsletter by Ami and even with the much-improved format, I do not believe that the newsletter meets a wide-ranging need. The newsletter seems to me to be mostly a listing of announcements, with little educational value. It keeps our members somewhat aware of our work, but is not the kind of vehicle that shouts to the world that WAN is involved and active and meeting the needs of women. I propose that we fold the newsletter and set up a collaboration with WORLD. Their newsletter goes to three times the number WAN does and it is a substantive, informative document. I propose that we ask WORLD to include one double-sided page from WAN each month that we would use for information on WAN and as an advocacy/"how you can get involved in activities that will make a difference in women's live" piece. We would go to the SFAF with WORLD and ask for full funding of the newsletter in place of the postage and copying they now provide to WAN for our newsletter. In this way, we get our message/our work/our name out to far more women, we join hands with WORLD to create a useful, funded tool and we drop something that is incredibly time-consuming for our staffperson and that does not provide information that is worth the time it takes to develop.

**STAFFING**

WAN needs a full-time Director. I would propose, upon receiving funding, hiring an Executive Director. We would also need a half-time Administrative Assistant and a half-time Development Director. I would propose looking at sharing those positions with WORLD. WAN and WORLD could write a collaborative proposal for the hiring of one full-time Administrative Assistant and one full-time Development Director to be shared equally among the organizations.

**FUNDING**

Yes, the big question - in addition to how to make this dramatic transition - is where would the funding come from? We would have to embark on a major effort to obtain funding for these efforts, making it an immediate priority of the Board.
WAN BOARD OF DIRECTORS

WAN’s new Board of Directors held a one-day retreat in January to begin the work of WAN for 1996. We have started off the year with great excitement and anticipation and we encourage you to help us make this year WAN’s best ever! We are delighted to announce WAN’s 1996 Board of Directors:

alyssa, please alphabetically list all board members here in paragraph format - just names, like this:
Margot Antonetty, Olivia Baldain, ...

Officers this year are:
Helen Miramontes, President
Lorene Romero, Vice-President
Jeanette Lazam, Treasurer
Lisa O’Connor, Secretary

Committee Chairs:
Fundraising and Finance: Carolyn King
Education and Outreach: Laura Carcagno & Anna Heath
Personnel: Lorene Romero

Eileen Hansen has retired as WAN President because we have hired her as our first Public Policy Director (see Public Policy Initiative writeup in newsletter). That means WAN now has, for the first time, two part-time staffmembers, Eileen, and Alyssa Izen, WAN’s Office Manager/Administrative Assistant. These are growing times for WAN!

Many thanks to Eileen for organizing the retreat, for her years of Board service and for her tireless work as WAN President and Public Policy Co-Chair. Thanks also to Lorene Romero (and her partner, Gayle) for the use of their home in Windsor for the retreat and thanks to Lisa O’Connor for arranging to have the food donated. Thanks to a great facilitator, Kelley Gulley, from Community Development Institute in East Palo Alto.

We also extend a warm and very large thank you to outgoing Board Members Barbara Garcia, Catherine Lyons, Theresa Swanick and Karen Topakian. They did a masterful job, one and all, and they will be sorely missed.
WELCOME TO THE WAN BOARD MEETING!
It is extremely important that you read the enclosed packet of information prior to our Retreat.

I am delighted to convene this Board Retreat with the WAN Board of Directors for 1996. You will be attending an exciting, informative, critically important beginning for WAN and I welcome you to the 1996 Board, whether you are a new Board Member or continuing in the second year of your term.

We will meeting from 10:00am until 5:30pm on Saturday, January 20, at Lorene's home in Windsor. WAN will provide breakfast pastries and coffee/tea in the morning, along with lunch. We will take breaks mid-morning and mid-afternoon and a full lunch break so that we can be outside for some fresh air in the country. The Retreat will not cost you anything except for the gas to get to Windsor. Please call the office to carpool (see #3, below). The specifics of the agenda are still being worked out with the facilitator and you will be provided with a written agenda, along with financial information still being accumulated, at the Retreat.

You will find in your packet the following information:
1) This cover letter

2) The 1996 WAN Board of Directors
   Please look closely at this list and make additions and corrections to your listing. Make sure the following information is on your sheet and pass this info on to Alyssa upon arrival at the Retreat: a) full name; b) home address; c) home phone; d) work address; e) work phone; f) fax number; g) your preferred address for receiving WAN info (*); and h) how you would like to be described to funding sources - job title, HIV-positive, etc.

3) The address for Lorene's home, where the retreat will be held. If Alyssa hasn't called you, please call her at WAN (415 621-4160) and let her know if you can either offer a car or need a ride to Windsor. Windsor is approximately 1 hour and 15 minutes from San Francisco, so you should plan to have picked up your last person and be on the road to Windsor by 8:45am (meeting starts at 10:00). Should you have any questions, you can call Lorene.

4) Chart for you to fill in regarding your Board Meeting availability. Please fill in prior to the Retreat and give to Alyssa upon arrival, along with your Board Member listing.

5) Kelley Gulley will be our facilitator for the Retreat. Her resume is enclosed, as is some
information about her organization, the Community Development Institute.

6) A memo from me regarding recent receipt of a grant from the Northern California Grantmakers (NCG) AIDS Task Force. It is imperative that you read this and give some thought to the questions I pose in this memo, given that receipt of this funding could dramatically alter the way WAN functions.

7) The actual grant that we wrote for the NCG AIDS Task Force. Please read along with my letter so that the questions in my letter make sense to you.

8) WAN Vision Statement

This statement was written last year. It is in some ways dated and yet, in many ways not. This plan was put on hold because we did not have the money to proceed with some of the potential plans. There was unanimous support for most of the ideas in the plan among last year's Board Members and, now that we have some additional funding, I'd like to revisit our previous discussions and find out what the new Board Members think regarding the possibility of moving WAN in this direction.

9) Strategic Plan

Again, this is from last year. This notes some items that we were not able to complete from our previously developed Strategic Plan. Some of these have since been completed; some have not. Please read this to understand some of WAN's recent history/plans.

10) History and Accomplishments of WAN 1983 - 1988

Recently, when I was going through our archived files, I found this and thought it would give us all a sense of WAN's early history. As you may know, WAN is the oldest women and AIDS organization in the world, as far as we know, having been organized in 1983. We accomplished a great deal in our early years!

11) WAN Articles of Incorporation

12) WAN By-Laws

Please come to the Retreat prepared to engage in thought-provoking, visionary discussions to create the future of WAN. Please come with your ideas as to where you'd like to see WAN go and what kind of an organization you'd like it to become. Think about your role with WAN. What skills/background do you bring? What can you contribute? Are you willing to become an officer or a committee co-chair of WAN? What time availability do you have? How much of a priority in your life is WAN? Where do your Board responsibilities fit in with the rest of your life? Are you willing to expand on that answer? We'll have fun, we'll get to know each other and we'll figure out how we can best work as an organization. We'll also figure out how to fit all our different skills together in a beautiful tapestry that weaves the Board together with the organization and with our varied communities, in order to best serve women affected and infected with HIV in the Bay Area. Let's get down to business and let's have a good time while we're at it! I'm looking forward to being with all of you.

- Eileen
Just last Friday (01/12), we heard absolutely fabulous news from the Northern California Grantmakers (NCG) AIDS Task Force. We had applied for a grant of $40,000 from them in November of 1995 to create a WAN Public Policy Initiative. We asked them to fund a plan to 1) develop a Bay Area, statewide and national public policy agenda for women and HIV; and 2) to train women with HIV and women's HIV public policy advocates in the Bay Area to articulate both proactive efforts and responses. We were thrilled and slightly amazed to hear that our plan had indeed been accepted and, what's more, funded at exactly the amount we had asked for: $40,000. This is the largest grant WAN has ever received. We have been doing a great deal of grantwriting over the past two years and have not had much success until this time. We correctly assessed that the public policy work of WAN was the most fundable and so we now have funding to tremendously expand that work and the local, state and national visibility of WAN on issues pertaining to women and HIV.

When we approached NCG, we were told that there was a good possibility of our being considered for funding if Eileen were the person doing the work, since her policy work is already funded through an NCG grant to the AIDS Legal Referral Panel, since her local, state and national reputation is well established and since much of the work that Eileen has done in the last year has been regarding women and HIV issues and jointly on behalf of ALRP and WAN. Eileen polled the Board Members in 1995 and we all agreed that it was worth trying to obtain funding for such a project, with Eileen as staffperson. However, we also realized that should we be funded, it would mean a significant change for WAN in terms of structure and direction.

Well, now that we've been funded, we're at that point in the discussion. So, there are a number of questions that must be answered at this Retreat. After you've read the attached NCG proposal, including the budget (the proposal has been funded as is), please give serious thought to the following:

1) Eileen was willing to continue as WAN President in 1996. Since we have received funding for her to staff WAN, she can no longer continue as President, as it is inappropriate for a staffperson to also be an officer of the Board. This raises two questions: a) who is willing to assume the Presidency of WAN? and b) is it appropriate for Eileen to continue as a Board Member, while not an officer? Regarding b), there is not consensus in the nonprofit world as to whether staffmembers can also serve as Board Members. Some people think it is ok; others do not. We need to discuss in depth Eileen's role within WAN. In particular, we need to think about a transitional step, as Eileen
cannot just move from President to Public Policy Director without some interim stage.

2) We are looking at having two staffmembers now. Alyssa has been responsible to the Board, with the Vice-President serving as her supervisor. Should that continue? Should Eileen now supervise her? In addition, we need to look at how this may change Alyssa's position. Will she now be Eileen's assistant? Or, will they have completely separate responsibilities? Who would supervise Eileen? (Who could?!) How do we determine how much authority she has, specifically with regard to administration of this policy grant?

3) We applied for funding for Eileen to do policy work. Up until now, she has been doing much of the administrative work as President, including grantwriting. Do we want those tasks to remain Board tasks? Or, do we want to look at the grant and accompanying budget and build in some administrative time for her, in addition to her policy duties? Then, is Eileen functioning as an Executive Director? Or, Director? Or, Public Policy Director? Or, Program Director? Exactly what do we want Eileen's position to be?

4) Look at the budget. We built in some infrastructure monies that we've never before had. We can finally think about paying someone to help us with accounting services. We can think about getting our own equipment (fax, better phone system, etc.). Most importantly, we can again discuss whether we want to move out of our current location. As continuing Board Members know, we discussed moving into the building WORLD now occupies in Oakland. We didn't move because we didn't have the money, even though we all agreed that it was a good idea to work more closely with WORLD. (Please take a look at the Vision Statement in your packet.) If we moved, would Eileen and Alyssa both be located in the office? Eileen has meetings in San Francisco during most every day and it would be extremely time consuming and problematic for her to be commuting from Oakland. Would it work to have Alyssa and Eileen in two different spaces? The Mobilization Against AIDS (MAA) space costs us only $50 per month including use of their fax and copy machines, but it only has room for one person. In addition, MAA is changing their direction with the departure of their Executive Director, and they may or may not want us to continue being a part of their space.

5) We must seriously grapple now, for the first time, with creating a clear delineation between staff roles and Board roles (at least after a transitional period). What do we want staff to do and how do we fit that in with a proposal that was definitely written to fund policy, not administrative work (except the administrative work of Alyssa, which is outlined in the budget). We cannot change the heart of the proposal or its focus on public policy. However, we can tinker a bit with it here and there and make it work, as appropriate. Can we use some of the money to hire someone to raise funds? This seems like a great time to take some of the burden off the hardworking WAN Board. But, we have to be careful not to just take the bulk of Board responsibilities and transfer them to Eileen, thus overwhelming her and keeping her from doing what she agreed to do and what WAN was funded to do - namely, public policy work.

6) We have been wanting to move toward having an Executive Director and this certainly gets us a bit step closer. We are in the process of submitting a proposal for United Way funding ($25,000)
that is, again, focused on public policy, and because of the NCG grant, we will now try to include as much administrative time as possible. As we are lucky enough to continue to receive funding, how do we use it to move ourselves to a solid structure that can last and that potentially includes an Executive Director, along with a Public Policy or Program Director, a Special Women's Fund Administrator and an Office Administrator? In other words, what should our organizational vision be? We must develop that vision prior to writing any more grants, so that it is WAN that defines who we are rather than funding sources.

Whew! That's just for starters. BIG questions and difficult answers. I have no doubt that this change will be great for WAN and move us a giant step closer to where we've needed to go now for a very long time. I also have no doubt that it'll be a struggle getting there. We'll have fits and starts and only by trial and error will we figure out the best thing for WAN and for the community of women infected and affected by HIV. Take a deep breath and let's go for it.

Thanks for your consideration of these questions prior to the Retreat. We'll see you then!

- Eileen

(01/13/96)
WAN PROPOSED BUDGET 1996

I. EXPENSES

<table>
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<tr>
<th>Description</th>
<th>Cost</th>
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<tbody>
<tr>
<td>Public Policy Director: .5 FTE</td>
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<td>Administrator: $12hr/20hrs/52wks</td>
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<td>Special Women’s Fund</td>
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<td>(3forums:2ea/6mtngs:2ea/pp:6 @$75=24</td>
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<td>Board Training</td>
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<tr>
<td>Fundraising</td>
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<tr>
<td>consultant; direct appeals; event</td>
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<tr>
<td>Miscellaneous</td>
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II. REVENUES

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<tr>
<td>Foundations/Corporations</td>
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<tr>
<td>Northern California Grantmakers (policy)</td>
<td>$ 40,000*</td>
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<td>United Way (policy)</td>
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<tr>
<td><strong>Community Events</strong></td>
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<tr>
<td>Dance-a-thon (SWF)</td>
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<td>WAN Fundraiser</td>
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<td>(15 x $500 ea.)</td>
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<td><strong>Membership Dues</strong></td>
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<td><strong>TOTAL REVENUE</strong></td>
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WAN BOARD RETREAT
SATURDAY, JANUARY 20, 1996
10:00am - 5:30pm
AGENDA

10:00 - 10:30 Coffee and pastries
10:30 - 10:40 Retreat guidelines
10:40 - 11:40 Building the WAN Board culture with new and continuing members - Getting to know each other:
   - Our backgrounds and experiences
   - What skills does each of us bring?
   - What skills do we want to develop?
11:40 - 11:45 Retreat Packet
11:45 - 12:00 Historical Overview/Mission of WAN
12:00 - 12:15 FY'95 Financial Report
12:15 - 12:25 FY'96 Budget
12:25 - 12:30 Fundraising Plan
1:45 - 2:00 LUNCH
2:00 - 2:15 Check-in
2:15 - 3:45 WAN Vision and Future Organizational Structure
   - Board Roles and Responsibilities
   - Staff Roles and Responsibilities
   - Committee Structure
3:45 - 4:00 BREAK
4:00 - 5:00 Set up Board Structure
   - Election of Officers
   - Election of Committee Co-Chairs
   - Board Meetings
   - Committee Meetings
5:00 - 5:15 Evaluation of Retreat
WOMEN'S AIDS NETWORK

POLICY

RE: WORLD grant
DATE APPROVED BY BOARD: June 1, 1994

In lieu of a direct $1500 grant to WORLD, we will provide retreat scholarships of up to $100 to 15 women.
WOMEN'S AIDS NETWORK
POLICY

RE: Honoraria for HIV positive women
DATE APPROVED BY BOARD: April 27, 1994

We will pay women asked to speak at forums $75
I have compiled the accompanying balance sheet of Women's AIDS Network of the United States as of December 31, 1995 and the related statement of support, revenues and expenses and the supplemental statement of expenses for twelve months then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.

January 17, 1996

Signed:
Karen Topalian
Interim Board President

238A Castro Street • San Francisco, CA 94114 • 415 861-4275 • FAX 861-4277
## ASSETS

### Current Assets

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<td>Cash – Liquid Maximizer</td>
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**TOTAL ASSETS** $9,797.00

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## LIABILITIES AND FUND BALANCE

### Current Liabilities

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<td>Fund balance</td>
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**TOTAL LIABILITIES AND FUND BALANCE** $9,797.00

See Accompanying Accountant's Compilation Report
WOMEN'S AIDS NETWORK OF THE UNITED STATES
STATEMENT OF SUPPORT, REVENUE AND EXPENSES
For the period ending December 31, 1995

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<td>SUPPORT AND REVENUES:</td>
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</tr>
<tr>
<td>Support:</td>
<td></td>
</tr>
<tr>
<td>Donations</td>
<td>$4,010.00</td>
</tr>
<tr>
<td>Grants</td>
<td>2,500.00</td>
</tr>
<tr>
<td>Major Donors</td>
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</tr>
<tr>
<td>Total support</td>
<td>26,510.00</td>
</tr>
<tr>
<td>Revenue:</td>
<td></td>
</tr>
<tr>
<td>Event income</td>
<td>3,143.00</td>
</tr>
<tr>
<td>Interest</td>
<td>805.00</td>
</tr>
<tr>
<td>Other</td>
<td>91.00</td>
</tr>
<tr>
<td>Total revenue</td>
<td>4,039.00</td>
</tr>
<tr>
<td>Total support and revenue</td>
<td>30,549.00</td>
</tr>
</tbody>
</table>

EXPENSES

| Expenses              |               |
| Operating Expenses    | (44,565.00)   |
| Total expenses        | (44,565.00)   |

SUPPORT AND REVENUE OVER(UNDER) EXPENSES

|                      | (14,016.00)   |

FUND BALANCE AT 01/01/95

| Fund Balance | 23,403.00 |

FUND BALANCE AT 12/31/95

| Fund Balance | $9,387.00 |

See Accompanying Accountant's Compilation Report
WOMEN'S AIDS NETWORK OF THE UNITED STATES
Supplemental Schedule of Expenses
For period ending December 31, 1995

**EXPENSES**

<table>
<thead>
<tr>
<th>Development</th>
<th>Actual</th>
<th>Budget</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Admin support</td>
<td>$64.00</td>
<td>500.00</td>
<td>(436.00)</td>
</tr>
<tr>
<td>Board training</td>
<td>448.00</td>
<td>2,000.00</td>
<td>(1,552.00)</td>
</tr>
<tr>
<td>Event costs</td>
<td>0.00</td>
<td>2,000.00</td>
<td>(2,000.00)</td>
</tr>
<tr>
<td>Grantwriting</td>
<td>220.00</td>
<td>1,000.00</td>
<td>(780.00)</td>
</tr>
<tr>
<td>Solicitation</td>
<td>199.00</td>
<td>500.00</td>
<td>(301.00)</td>
</tr>
</tbody>
</table>

**Total Development**

931.00 6,000.00  (5,069.00)

<table>
<thead>
<tr>
<th>Education</th>
<th>Actual</th>
<th>Budget</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brochure</td>
<td>0.00</td>
<td>500.00</td>
<td>(500.00)</td>
</tr>
<tr>
<td>Forums</td>
<td>99.00</td>
<td>1,200.00</td>
<td>(1,101.00)</td>
</tr>
<tr>
<td>Honoraruim</td>
<td>250.00</td>
<td>900.00</td>
<td>(650.00)</td>
</tr>
<tr>
<td>Resource Guide</td>
<td>0.00</td>
<td>500.00</td>
<td>(500.00)</td>
</tr>
<tr>
<td>Other</td>
<td>173.00</td>
<td>0.00</td>
<td>173.00</td>
</tr>
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</table>

**Total Education**

522.00 3,100.00  (2,578.00)

<table>
<thead>
<tr>
<th>Office Supplies</th>
<th>Actual</th>
<th>Budget</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Copying</td>
<td>650.00</td>
<td>300.00</td>
<td>350.00</td>
</tr>
<tr>
<td>Hardware</td>
<td>158.00</td>
<td>1,500.00</td>
<td>(1,342.00)</td>
</tr>
<tr>
<td>Postage</td>
<td>260.00</td>
<td>300.00</td>
<td>(40.00)</td>
</tr>
<tr>
<td>Printer</td>
<td>749.00</td>
<td>750.00</td>
<td>(1.00)</td>
</tr>
<tr>
<td>Sign</td>
<td>0.00</td>
<td>200.00</td>
<td>(200.00)</td>
</tr>
<tr>
<td>Software</td>
<td>0.00</td>
<td>550.00</td>
<td>(550.00)</td>
</tr>
<tr>
<td>Stationary</td>
<td>7.00</td>
<td>0.00</td>
<td>7.00</td>
</tr>
<tr>
<td>Supplies</td>
<td>263.00</td>
<td>1,000.00</td>
<td>(737.00)</td>
</tr>
<tr>
<td>Telephone</td>
<td>674.00</td>
<td>850.00</td>
<td>(176.00)</td>
</tr>
<tr>
<td>Other</td>
<td>54.00</td>
<td>0.00</td>
<td>54.00</td>
</tr>
<tr>
<td>Delivery</td>
<td>37.00</td>
<td>0.00</td>
<td>37.00</td>
</tr>
</tbody>
</table>

**Total Office Supplies**

$2,852.00 5,450.00  (2,581.00)

See Accompanying Accountant's Compilation Report
## WOMEN'S AIDS NETWORK OF THE UNITED STATES

### Supplemental Schedule of Expenses

For period ending December 31, 1995

<table>
<thead>
<tr>
<th>Category</th>
<th>Actual</th>
<th>Budget</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Payroll</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Federal Taxes</td>
<td>$1,210.00</td>
<td>1,450.00</td>
<td>(240.00)</td>
</tr>
<tr>
<td>Insurance</td>
<td>67.00</td>
<td>200.00</td>
<td>(133.00)</td>
</tr>
<tr>
<td>State Taxes</td>
<td>748.00</td>
<td>350.00</td>
<td>398.00</td>
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<tr>
<td>Wages</td>
<td>12,930.00</td>
<td>14,300.00</td>
<td>(1,370.00)</td>
</tr>
<tr>
<td>Workers Comp</td>
<td>203.00</td>
<td>200.00</td>
<td>3.00</td>
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<tr>
<td>Health</td>
<td>119.00</td>
<td>0.00</td>
<td>119.00</td>
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<tr>
<td><strong>Total Payroll</strong></td>
<td>15,277.00</td>
<td>16,500.00</td>
<td>(1,223.00)</td>
</tr>
<tr>
<td><strong>Policy</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Member Life Lobby</td>
<td>0.00</td>
<td>1,100.00</td>
<td>(1,100.00)</td>
</tr>
<tr>
<td>Office Supplies</td>
<td>234.00</td>
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<td>(66.00)</td>
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<tr>
<td>Postage</td>
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<td>(178.00)</td>
</tr>
<tr>
<td>Telephone</td>
<td>0.00</td>
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</tr>
<tr>
<td>Accomodations</td>
<td>0.00</td>
<td>800.00</td>
<td>(800.00)</td>
</tr>
<tr>
<td>Flight and Fees</td>
<td>295.00</td>
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<td>(1,705.00)</td>
</tr>
<tr>
<td>Ground transit</td>
<td>0.00</td>
<td>400.00</td>
<td>(400.00)</td>
</tr>
<tr>
<td>Life Mgt Costs</td>
<td>0.00</td>
<td>1,200.00</td>
<td>(1,200.00)</td>
</tr>
<tr>
<td>Per Diem Costs</td>
<td>0.00</td>
<td>600.00</td>
<td>(600.00)</td>
</tr>
<tr>
<td>Sacramento</td>
<td>0.00</td>
<td>200.00</td>
<td>(200.00)</td>
</tr>
<tr>
<td><strong>Total Policy</strong></td>
<td>551.00</td>
<td>7,000.00</td>
<td>(6,449.00)</td>
</tr>
<tr>
<td><strong>Special Fund</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Grants</td>
<td>17,660.00</td>
<td>17,500.00</td>
<td>160.00</td>
</tr>
<tr>
<td><strong>Total Special Fund</strong></td>
<td>17,660.00</td>
<td>17,500.00</td>
<td>160.00</td>
</tr>
<tr>
<td><strong>Rent</strong></td>
<td>600</td>
<td>300</td>
<td>300.00</td>
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<tr>
<td>Scholarships</td>
<td>600</td>
<td>1200</td>
<td>(600.00)</td>
</tr>
<tr>
<td>Service charge</td>
<td>950.00</td>
<td>0.00</td>
<td>950.00</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>3,657.00</td>
<td>950.00</td>
<td>2,707.00</td>
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<tr>
<td>Depreciation</td>
<td>965.00</td>
<td>0.00</td>
<td>965.00</td>
</tr>
<tr>
<td><strong>TOTAL EXPENSES</strong></td>
<td>$44,565.00</td>
<td>58,000.00</td>
<td>(13,418.00)</td>
</tr>
</tbody>
</table>

See Accompanying Accountant's Compilation Report
WOMEN'S AIDS NETWORK

1996 BOARD RETREAT

January 20, 1996

WINDSOR, CALIFORNIA

SUBMITTED BY:

KELLEY D. GULLEY
VICE PRESIDENT FOR MANAGEMENT AND PROGRAM SERVICES

COMMUNITY DEVELOPMENT INSTITUTE
P.O. BOX 50099
EAST PALO ALTO, CALIFORNIA 94303
(415) 327-5846
WOMEN'S AIDS NETWORK
BOARD RETREAT
Saturday, January 20, 1996
10:00 a.m.-5:30 p.m.

AGENDA

10:00-10:30  Coffee and Pastries
10:30-10:40  Retreat Guidelines
10:40-12:00  Building the WAN Board Culture With New and Continuing
Member—Getting to Know Each Other
12:00-12:15  Historical Overview/Mission of WAN
Review of Retreat Packet
12:15-12:25  BREAK
             FY 1996 Budget
             Fundraising Plan
1:45-2:30   LUNCH
2:30-4:00   Check-in
             WAN Vision and Future Organizational Structure
             — Board Roles and Responsibilities Defined
             — Staff Roles and Responsibilities Defined
             — Committees Defined and Set-up
4:00-4:15  BREAK
4:15-5:15   Set Up Board Structure
             — Election of Officers
             — Election of Committee Co-chairs
             — 1996 Board Meetings Scheduled
             — 1996 Committee Meetings Scheduled
5:15-5:30  Evaluation of Retreat
Women's AIDS Network
1996 BOARD RETREAT

Introduction

The Board of Directors of the Women's AIDS Network (WAN) hosted its Annual Board Retreat on Saturday, January 20, 1996, from 10:00 a.m. to 5:30 p.m. at the home of Board member Lorene Romero in Windsor, California. The purpose of the retreat was to (1) introduce new Board members to WAN; (2) review the historical mission of WAN; (3) review/approve WAN 1995-96 financial documents; (4) determine WAN's future organizational structure; and (5) set up WAN's Board structure for 1996. The retreat facilitator was Mrs. Kelley D. Gulley, Vice President for Management and Program Services, of the Community Development Institute (CDI). This report presents a complete account of the meeting proceedings.

Opening Session

Participants were asked to introduce themselves by stating their name, their length of involvement with WAN, their professional affiliation, and their expectations of the retreat. The expectations are listed below.

Expectations

• To get to know people better and to get to know WAN better and to help determine what is important. I also want to figure out my role.
• To have an energetic year and to do good work!
• To get to know WAN better.
• To get to know new people and to get recharged!
• To figure out what I can contribute and learn. I need to know what it means to be on a Board.
• To gel as a group and figure out what it means to be on a Board and to clear up what expectations we have of each other.
• To find out how WAN is going to operate in 1996. To find out networks of communication and find out an efficient and sound system of working together.
• To get recharged and share expertise, experience, questions, resources, etc.
• To move forward with WAN. To look at committees and figure out where to go, what to do, and to schedule times that work for people.

• To learn about grant writing and to meet everyone. I am glad to be on the Board.

• To get to know people. To learn what being on a Board is about.

• To get to know each other and determine what we can all share.

**Icebreaker Activity**

*Getting to Know You*

The facilitator engaged participants in an icebreaker activity entitled “Getting to Know You.” The purpose of this exercise was to offer attendees the opportunity to get better acquainted through a fun and challenging drawing activity. Thus, participants were charged with the following task:

**Task:** Without using words, numbers, acronyms, or letters, please draw your answers to the following questions:

**Questions:**

- Describe your life path, i.e., what life experiences have brought you to this point in your life?

- What is the one thing about you that you like to leave with everyone with whom you come in contact?

- How do you like to work with/in groups? What is your group-work ethic?

- What are three skills you bring to WAN? What are three skills you would like to develop while being involved with WAN?

Participants were given 20 minutes to complete their drawings. Upon completion, each Board member/staff shared their drawings with the whole group. (The completed drawings are on file with WAN.) The table on the following page presents the responses to the skills questions.
### Responses to the Skills Questions

<table>
<thead>
<tr>
<th>Skills I Bring</th>
<th>Skills I Want to Develop</th>
</tr>
</thead>
<tbody>
<tr>
<td>A lot I can give</td>
<td>Be able to share skills</td>
</tr>
<tr>
<td>Active in HIV Work</td>
<td>Board skills</td>
</tr>
<tr>
<td>Analyses of finances</td>
<td>Build community</td>
</tr>
<tr>
<td>Beauty</td>
<td>Commitment to do grant writing</td>
</tr>
<tr>
<td>Communication Skills</td>
<td>Do better at communicating WAN's message to those outside the group</td>
</tr>
<tr>
<td>Compassion</td>
<td>Empowerment</td>
</tr>
<tr>
<td>Computer (WAN Web Page)</td>
<td>Encouragement</td>
</tr>
<tr>
<td>Energy</td>
<td>Facilitate communications</td>
</tr>
<tr>
<td>Experience with AIDS Service Organizations</td>
<td>Fundraising</td>
</tr>
<tr>
<td>I allow people to challenge me</td>
<td>Grant writing</td>
</tr>
<tr>
<td>I beg well</td>
<td>Growth</td>
</tr>
<tr>
<td>Ideas</td>
<td>How to keep the passion going</td>
</tr>
<tr>
<td>I get along with difficult people</td>
<td>How to lighten up</td>
</tr>
<tr>
<td>Intellect</td>
<td>How to support women who are HIV positive</td>
</tr>
<tr>
<td>Knowledge that the White House sucks</td>
<td>How to work with people/WAN better</td>
</tr>
<tr>
<td>Life experience</td>
<td>Listening collectively and with all truths</td>
</tr>
<tr>
<td>Light</td>
<td>Lobbying/networking</td>
</tr>
<tr>
<td>Linkage to the world (Internet)</td>
<td>Making connections with people</td>
</tr>
<tr>
<td>Listening skills</td>
<td>More listening skills</td>
</tr>
<tr>
<td>Love</td>
<td>More love/acceptance</td>
</tr>
<tr>
<td>Passion</td>
<td>Policy</td>
</tr>
<tr>
<td>Poetry</td>
<td>Proposals</td>
</tr>
<tr>
<td>Proposal</td>
<td>Public policy classes</td>
</tr>
<tr>
<td>Public speaking</td>
<td>Respect between different services/organizations</td>
</tr>
<tr>
<td>Smiles</td>
<td>Speaking about public policy</td>
</tr>
<tr>
<td>Strength</td>
<td>Stabilizing the struggle</td>
</tr>
<tr>
<td>Struggle</td>
<td>Supporting network</td>
</tr>
<tr>
<td>Support</td>
<td>Writing skills</td>
</tr>
<tr>
<td>Voice/Music</td>
<td></td>
</tr>
<tr>
<td>Working with women in jail</td>
<td></td>
</tr>
<tr>
<td>Writing skills</td>
<td></td>
</tr>
</tbody>
</table>

3
Board President, Eileen Hansen, shared a brief historical overview of WAN. In her talk, she described WAN's original purpose and goals, she shared WAN's accomplishments to date, and she reviewed WAN's organizational mission. Following her talk, there was a brief question/answer period.


Board President, Eileen Hansen, presented WAN's 1995 Financial Report and 1996 Proposed Budget. Participants reviewed and discussed each document. Key suggestions, comments, and concerns were as follows:

Suggestions, Comments, and Concerns

- Budget jumped because of Northern California Grant Makers (NCG) MDS Task Force grant. This is contingent upon Eileen doing the policy work. Eileen's role must change.

- If we decide to move, we will have a lot of equipment costs.

- The rent line item was budgeted for a potential move.

- We need an audit/review and need to pay someone to do accounting.

- We can get a lot of the budgeted items donated!

- Maybe we should look at a fiscal sponsor.

- This may not be a good option for us because we already have our own 501 (c)(3).

- We may need to look at a targeted appeal to wealthy people, for example, those at Grace Cathedral.

- We should look at collaborating with Women Organized to Respond to Life-Threatening Diseases (WORLD) to raise some funds.

- We need to compile information and determine how to present ourselves to get things donated.

- Jeannette is working with foundations and doing donor education. It is another way of directing money towards groups/organizations.
• We should check out accounting firms that may do pro bono work to help with budgeting/accounting/finances.

• Carolyn knows someone who specializes in nonprofit budgeting and also knows someone who can help with the database (software) issue.

• Should we cut people off who do not pay membership dues? What is WAN about? We should not cut people off because they cannot pay.

• People should pay the minimum dues. If you cannot give money then give energy!

### Retreat Guidelines

Following the icebreaker, participants were asked to develop retreat guidelines to follow throughout the day. They are indicated below.

• Show respect for each other's opinions and to each other.
• Speak one at a time.
• Self monitor what needs to be said. Let people finish.
• Be mindful of the time. Let us not repeat ourselves and each other.
• Do not be afraid to speak up!
• Be called on prior to speaking.
• No cross conversations.
• Be able to walk away and get air when needed.
• End on time.

### Budget Vote

It was moved by Helen and seconded by Lisa that the Budget be approved as a working document. The consensus was that the Budget be unanimously approved as a working document.
WAN Vision and Future Organizational Structure

The discussion about WAN's organizational structure began with a review of several questions in 7 key issue areas. These are indicated below.

Issue Areas and Key Questions

1. WAN'S Role Clarity
   What is our role in the community?  
   How will we commit ourselves?

2. Membership
   Should we be a membership organization?

3. Location
   Do we move?

4. Special Women's Fund
   Do we expand into the East Bay?
   Do we hire an administrator specifically for the SWF?

5. Joint Work With WORLD
   Should we do joint fundraising and/or have a newsletter with WORLD?

6. Committee Structure
   Should we change our committee structure?

7. Staff/Board Roles
   What are the roles of Eileen, Alyssa, and the Board officers?

Brainstorming

Following the acceptance of the above areas as key issue areas, participants were asked to brainstorm WAN's key tasks for 1996. These are as follows:

Key Tasks

- Dealing with finances
- Reevaluating Special Women's Fund
- Responding to a request for a poster campaign
- Working on forums
- Answering requests for information
- Publishing monthly newsletter
- Doing public relations/outreach
- Dealing with policy issues
- Increasing WAN visibility in the community
• Conducting monthly community meetings
• Conducting trainings (advocacy)
• Transitioning from a mostly volunteer to a more fully staffed organization
• Developing educational materials
• Coordinating Board of Directors
• Increasing community outreach to new/potentially new members or organizations
• Catching up minutes from 1995-96
• Implementing membership appeals campaign
• Writing grants
• Working with the media
• Soliciting donors
• Changing database/software (modernization)
• Being involved with the Dance-a-thon
• Establishing a volunteer workforce
• Processing mass mailings

Discussion of Key Issues, Questions, and Tasks

After the group listed the key tasks to be completed, participants had a candid discussion about the key issues, questions, and tasks. The following sections present points that were raised during the discussion:

Location Discussion

• The Executive Director left Mobilization Against AIDS. We need to look at if we can get more proper space.

• If we stay in San Francisco, we need to move out of the Castro District. We need to still think about where in San Francisco to relocate.

• We need to determine where the most women with HIV are and how we can access them.

• The office at WORLD is rented already. Thus, there is no need to move to the East Bay.

• We should try to move to a space with a conference room and a better setup for staff.

• Do we move? The answer is yes.

Special Women's Fund/Joint Working With World & Other Issues Discussion

• Many women do not associate the Special Women's Fund with WAN. We need to change this perception.
- We should have a closer relationship with WORLD although we collaborate on many things now.

- WORLD's newsletter is far superior to WAN's newsletter. I suggest we do the following: (1) give up the WAN newsletter and (2) have a policy insert (double sided) into WORLD's newsletter.

- We need to look at the cost of this change, i.e., we need to contact San Francisco AIDS Foundation and ask them to give our newsletter grant to WORLD.

- We should not expand the Special Women's Fund to the East Bay unless funding is received.

- In the past, we have supported WORLD's fundraising efforts rather than competing with them.

- We need to determine if a new administrator for the Special Women's Fund would be a half-time position. We need to design the administrator's job.

- We should look into developing a Women's Resource Guide. We could compile organizations' services and distribute monthly updates through our mailings.

- Developing monthly mailings with updates is labor intensive, we need to realize this before making plans and cost out our options.

- We should dissolve the Education Committee because other organizations are doing education and we are duplicating their services.

- We should not dissolve the Education Committee. We need to especially reach local women. We need to see how we are affectively reaching women. Education needs to be more than a newsletter. We should look at other strategies.

- We should look at maybe helping update the San Francisco AIDS Foundation Resource Guide as part of our education component.

- We need to find a place where we can meet, have membership meetings, and educate, etc.

- We need to strategically look at what we are already doing rather than developing new tasks.
Follow-Up Discussion and Agreements

Following the above discussion, participants agreed to the following map of action:

Map of Action

1. Location

We should move to a new site. We should develop a plan of action to proceed.

2. Special Women's Fund

A decision is on hold regarding hiring an administrator. This decision is contingent on income. We want to bring the Fund into WAN.

3. WORLD

We should fold our newsletter with WORLD's. Eileen will continue the discussion with WORLD about this issue.

4. Staff/Board Roles

We should adopt the following suggestions as a 3-month transition plan.

3-Month Transition Plan
February 1, 1996-May 1, 1996

1. Eileen will:

   a. remain a voting Board member without an office;

   b. be Public Policy Director as stated in the NCG proposal as of January 1, 1996;

   c. build into the staff role some administration duties, i.e., some work that was done as President;

   d. supervise Alyssa and be supervised by the Board President;

   e. continue policy and press work.

2. Eileen will discontinue:

   a. signing checks, being a member of the executive committee, and fundraising unless it applies to policy work;

   b. and coordinating of the Board.
3. **Comments/Suggestions for the Transition Period:**

- Alyssa should not be the Public Policy Director's assistant.
- Seems like a lot more work for Eileen.
- Need to consider all offices as open.
- Keep in mind that the Public Policy Director is a part-time position.
- Need to be clear about our expectation of the next Board President; we cannot expect them to take on everything that Eileen did.
- If Alyssa's role changes, she would like to help Eileen with policy. Alyssa wants to put her time and energy into what needs to be done.
- Being a Board member and staff is not or does not seem appropriate. However, it is okay for Eileen to be on the Board during the transition period.

### WAN Board Structure

The facilitator led participants through the process of (1) identifying WAN's committee structure; (2) electing Board officers for 1996; (3) setting the tentative Board meeting schedule for 1996; and (4) assigning Board committee Chairs/Cochairs and members for 1996. The results were as follows:

**Committee Structure**

Committees' Chairs are responsible for scheduling committee meetings prior to the February 21, 1996, Board meeting.

WAN will have 4 standing committees and 1 ad hoc committee. They are presented in the table on the following page.
<table>
<thead>
<tr>
<th>Committee</th>
<th>Type</th>
<th>Purpose</th>
<th>Chair/ Cochairs</th>
<th>Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Personnel</td>
<td>standing</td>
<td>Meets as needed regarding personnel concerns</td>
<td>Lorene</td>
<td>• Margot</td>
</tr>
<tr>
<td></td>
<td></td>
<td>1st Tasks</td>
<td></td>
<td>• Lisa</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Define the role of the committee</td>
<td></td>
<td>• Hazel</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Develop job descriptions for staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fundraising/Finance</td>
<td>standing</td>
<td>1st Tasks</td>
<td>Carolyn</td>
<td>• Margot</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Define the role of the committee</td>
<td></td>
<td>• Naomi</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Develop a proposal on how to deal with membership</td>
<td></td>
<td>• Lorene</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Jeanette</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Lateefah</td>
</tr>
<tr>
<td>Education Outreach</td>
<td>standing</td>
<td>1st Tasks</td>
<td>Anna</td>
<td>• Naomi</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Define the role of the committee</td>
<td>Laura</td>
<td>• Lateefah</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Discuss all education issues that surfaced at the retreat</td>
<td></td>
<td>• Carolyn</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Answer the questions, “Can this be centered in Alyssa’s job and do we need an Education Committee?”</td>
<td></td>
<td>• Lisa</td>
</tr>
<tr>
<td>Special Events/Forums</td>
<td>ad hoc</td>
<td>Coordinate special events as needed</td>
<td>Assigned as needed</td>
<td>Assigned as needed</td>
</tr>
<tr>
<td>Executive</td>
<td>standing</td>
<td>Conduct interim business of WAN and bring to full Board</td>
<td>Board President</td>
<td>• Board Vice Pres.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Board Secretary</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Board Treasurer</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>• Committee Chairs</td>
</tr>
</tbody>
</table>
Election of Officers

The election results were as follows:

1. President: Margo nominated Helen and it was seconded by Anna. It was unanimously decided that Helen be President for no more than 6 months and she will reevaluate her position in 3 months. She will not be able to serve after July 1996.

2. Vice President: Lisa nominated Lorene and it was seconded by Naomi. Lorene accepted the nomination for Vice President and was unanimously elected.

3. Secretary: Lorene nominated Lisa and it was seconded by Carolyn. Hazel nominated Anna and it was seconded by Helen. Both Lisa and Anna accepted the nominations. It was voted by secret ballot. Lisa won 7 to 5.

4. Treasurer: Lisa nominated Jeannette and it was seconded by Naomi. Jeannette accepted the nomination for Treasurer until June 1, 1996. She will be relocating and can no longer serve after this date. She was unanimously elected.

5. Assistant Treasurer: Hazel nominated Margo and it was seconded by Lisa. Margo accepted the nomination for Assistant Treasurer and will evaluate whether she will become the Treasurer upon Jeannette's departure. She was unanimously elected.

Board Meeting Schedule

The group agreed to the following tentative schedule:

- Helen will facilitate the meeting on Wednesday, February 21, 1996, from 5:30-8:00 p.m. Please plan on arriving at 4:30 p.m., if possible, in order to meet with Alyssa, who cannot stay for the Board meeting. The location is to be announced.

- Board meetings will be tentatively scheduled for every third Wednesday of the month.

Buddy System

It was suggested by Eileen that continuing and new Board members pair up so that new Board members have someone to rely on for assistance in getting established within WAN. Each buddy pair can develop their own relationship as appropriate. Some members paired up at the meeting and by the first Board meeting, it was agreed that all Board members will be paired up.
Participants evaluated the retreat. Their comments were as follows:

- The facilitator did a good job.
- There was good energy/commitment.
- I feel rejuvenated.
- I got a lot out of it. I got focused, direction, goals, and we got united.
- The new members need to pat themselves on the back.
- It was very informative. I received lots of information.
- We are going to make changes. We received new energy.
- The space was nurturing, but a little small.
- I am looking forward to doing work and looking for guidance from continuing Board members.
- I felt comfortable, respected, and excited about the next two years.
- I am impressed, inspired, and we covered a lot of ground.
- I give thanks to the outgoing and incoming Board members.
- I feel comfortable.
- It feels good to be with intelligent, beautiful women who are focused.
- Thanks to Lorene and Gayle for their home.
- Thanks to Lisa for getting the food donated.
- Thanks to Kelley for keeping us focused and moving forward.

Closing Theme:

“We're Amped”
gathering donor squablen.
memb appeals
elyse - use a CGA jet
org comms red eyes
org mo
coarse w/lot
pr: comm
press:
council
policy person
elyse

check

organizing = between Bd committees
re: remove comm.

cord v/lot

Bd = committees

elyse

(due to vp)

eh no

checks v/lot

yes

lod ming
v/lot earns

b: 15 to hele
do

by

- checks
- 14552: thanking you
- 3 mo. passage

- today system
- plan

- mop

- comm

- can

- not

- no set/ck

- to - no:

- 14552

- ck

- sw/ck

- s/p

- 4

- current/ck

- cars

- 25 as needed

- other

- comm
1. Liability issues
committees

personnel: checr - lorene

energy: lisa
lorene - heidi

c/o / mom: checr - carolyn

carolyn - lorene - lisa
merz - naomi - (renee - lisa

out: checr - marion and katie

carolyn -
naomi -
anne - lisa
steff -
ex

weds, 9/20 alyss (by 3rd wed)
5/20 alyss

where?:

July 15

S - lisa

P - lisa

L - lisa

C - karen

C - renee

E - steff
personnel (ad hoc)
facilities: /cr / mmb: a memb proposal
ad hoc: crums, etc.
education/curriculum? - all leute, annz, anzi, cynthia
$ ellisse

no sub

pp

location
sub -
work -
staff - led
committees
meeting
budget

bet - a bet proposal
hold: en ter the log
newsletter
agree
set up above -
yes
ARTICLES OF INCORPORATION
ARTICLES OF INCORPORATION

of

THE WOMEN'S AIDS NETWORK OF THE UNITED STATES

ONE:
The name of this corporation is The Women's AIDS Network of the United States.

TWO:
This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purpose for which this corporation is organized is to promote the development and provision of quality services, education and public policy to meet the diverse needs of women affected by the Human Immunodeficiency Virus.

THREE:
The name and address in the State of California of this corporation's initial agent for service of process is Ruth Schwartz, 333 Valencia St., San Francisco, CA 94103.

FOUR:
(a) This corporation is organized and operated exclusively for charitable & educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under
Section 170(c)(2) of the Internal Revenue code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

FIVE

The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ruth Schwartz</td>
<td>333 Valencia St., 4th Floor</td>
</tr>
<tr>
<td></td>
<td>San Francisco, CA 94103</td>
</tr>
<tr>
<td>Isabel Auerbach</td>
<td>333 Valencia St., 4th Floor</td>
</tr>
<tr>
<td></td>
<td>San Francisco, CA 94103</td>
</tr>
<tr>
<td>Lea Sanchez</td>
<td>995 Potrero Street</td>
</tr>
<tr>
<td></td>
<td>Building 80, Ward 84</td>
</tr>
<tr>
<td></td>
<td>San Francisco, CA 94110</td>
</tr>
</tbody>
</table>

SIX

The property of this corporation is irrevocably donated to charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of the organization shall ever inure to the benefit of any private person.

On the dissolution of winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

July 6, 1988

Ruth Schwartz, Director

Isabel Auerbach, Director
We, the above-mentioned initial Directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.
AMENDED AND RESTATED BYLAWS
OF
THE WOMEN'S AIDS NETWORK OF THE UNITED STATES
a California Nonprofit Public Benefit Corporation

ARTICLE I
Offices

Section 1. Principal Executive Office.

The principal executive office of the corporation shall be located at: 25 Van Ness, 3rd Floor, San Francisco, California. The Board of Directors may change the location of this office. Any such change shall be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices.

Other offices may at any time be established at any place or places specified by the Board of Directors.

ARTICLE II
Purposes

Section 1. Objectives and Purposes.

The primary objectives and purposes of the corporation shall be:

(a) To provide information and referral services regarding relevant and current HIV-related information to all women and to service providers who work with women.

(b) To promote the availability of comprehensive services for all HIV-affected women including women with children, women of all ethnic and economic backgrounds, women of all sexual preferences, women working in the sex industry and incarcerated women.

(c) To advocate for the development of public policy which is responsive to women with needs related to HIV education and services.
(d) To assist as necessary all HIV-affected women in order to ensure that they receive the best possible quality of information and services.

ARTICLE III
Membership

Section 1. Statutory Members.

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code.

ARTICLE IV
Board of Directors

Section 1. Powers.

Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors.

The authorized number of directors of the corporation shall not be less than three (3) nor more than fifteen (15) until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section 2. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 2, by the Board of Directors.

Subject to the above provisions for changing the number of directors, the authorized number of directors of the corporation shall be ten (10).

Section 3. Restriction on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered
to it within the previous twelve (12) months, whether as a full-time or part-time employed, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 4. Election and Term of Office.

Except as provided below for the initial terms of the directors elected at the first annual meeting of the Board of Directors held after the adoption of these Bylaws, the term of office of each director of the corporation shall be two (2) years and until his or her successor has been elected and qualified. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the directors in the year such terms expire, but if any such annual meeting is not held or the directors are not elected at the meeting, the directors may be elected at any meeting of the Board. A director may succeed himself or herself in office.

At the organizational meeting of the first directors of the corporation elected after the adoption of these Bylaws, the directors shall, by lot, classify themselves into two groups for the purpose of providing, as nearly as numerically possible, for the election of one-half of the Board of Directors in each year. The first group shall consist of five (5) directors whose initial term of office shall be one (1) year. The second group shall consist of five (5) directors whose initial term of office shall be two (2) years.

Section 5. Vacancies and Removal.

A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-38 of the California Corporations Code dealing with standards of conduct for a director; (iii) an increase in the authorized number of directors; or (iv) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.
The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 9 of this Article IV that such action would be considered at the meeting.

Vacancies in the Board of Directors may be filled by a majority of the directors present at a meeting at which a quorum is present, or if the number of directors then in office is less than a quorum, (a) by the unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice in compliance with these Bylaws, or (c) by a sole remaining director. Each director so elected shall hold office until his or her successor is elected at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board (if there is such an officer appointed), the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6. Place of Meetings; Meetings by Telephone.

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as
all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 7. Annual Meeting.

The Board of Directors shall hold a regular meeting on the _____ of _____ each year, unless the Board fixes another date, for the purpose of electing directors and appointing officers of the corporation, and for the transaction of other business. The annual meeting may be held without notice.

Section 8. Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 9. Special Meetings.

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board (if there is such an officer appointed), the President, any Vice-President, the Secretary, or any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, or by telegraph or first-class mail, with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone or telegraph, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing or delivery, personally or by telephone or telegraph, shall be due, legal, and personal notice to such director.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
Section 10. Action at a Meeting: Quorum and Required Vote.

Presence of a majority of the authorized number of directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.

Section 11. Adjourned Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 12. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the California Corporations Code.

Section 13. Fees and Compensation.

Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.
ARTICLE V

Committees

Section 1. Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

(a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.

(b) Fill vacancies on the Board of Directors or in any committee that has the authority of the Board.

(c) Fix compensation of the directors for serving on the Board or on any committee.

(d) Amend or repeal bylaws or adopt new bylaws.

(e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

(f) Appoint any other committees of the Board of Directors or the members of such committees.

(g) ExpendDate corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

Section 2. Committees That Include Other Than Board Members.

The Board of Directors may, by resolution, designate one or more committees whose members need not be
composed entirely of Board members. Such committees shall not have the authority of the Board. However, the Board may delegate powers to any such committee as provided for in Section 1 of Article IV of these Bylaws, except that the Board may not delegate any of the powers enumerated in Section 1 of this Article V.

Section 3. Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Sections 6 through 12 of Article IV of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

ARTICLE VI

Officers

Section 1. Officers.

The officers of the corporation shall consist of the President, the Secretary, and the Treasurer, and each of them shall be appointed by the Board of Directors. The corporation may also have a Chairperson of the Board, one or more Vice-Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such other officers as may be appointed by the Board of Directors, or with authorization from the Board of Directors by the President or some other officer. The order of the seniority of the Vice-Presidents shall be in the order of their nomination, unless otherwise determined by the Board of Directors. The Board of Directors shall designate one officer as the chief financial officer of the corporation. In the absence of such designation, the Treasurer shall be the chief financial officer. Any two or more offices may be held by the same person, except that neither the Secretary nor the chief financial officer may serve concurrently as either the President or the Chairperson of the Board. The Board of Directors may appoint, and may empower the President or another officer to appoint, such other officers as the
activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

All officers of the corporation shall hold office from the date appointed to the date of the next succeeding annual meeting of the Board of Directors, and until the successors to such officers are elected and qualified; provided that all officers, as well as any other employee or agent of the corporation, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the corporation, be removed at any time at the pleasure of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, and upon the removal, resignation, death, or incapacity of any officer, the Board of Directors, or the President or another officer in cases where the President or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

The salary and other compensation of the officers shall be fixed from time to time by resolution of or in the manner determined by the Board of Directors.

Section 2. Duties of the Chairperson of the Board.

The Chairperson of the Board (if there is such an officer appointed) shall, when present, preside at all meetings of the Board of Directors and shall perform all the duties commonly incident to that office. The Chairperson of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation (except when by law the signature of the President is required), and shall perform such other duties as the Board of Directors may from time to time determine.

Section 3. Duties of the President.

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairperson of the
Board, the President shall be the general manager and chief executive officer of the corporation and shall perform all the duties commonly incident to that office. The President shall preside in the absence of the Chairperson of the Board, or, if there be none, at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time determine.

Section 4. Duties of Vice-Presidents.

The Vice-Presidents (if there be such officers appointed), in the order of their seniority unless otherwise established by the Board of Directors, may assume and perform the duties of the President in the absence or disability of the President or whenever the offices of the Chairperson of the Board and President are vacant. The Vice-Presidents shall have such titles, perform such other duties, and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 5. Duties of the Secretary and Assistant Secretaries.

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and of the committees of this corporation required by these Bylaws or by law to be given, shall keep the seal of the corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 6. Duties of the Treasurer and Assistant Treasurers.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts,
disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

The President may direct any Assistant Treasurer to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each Assistant Treasurer shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

ARTICLE VII

Indemnification of Directors, Officers, Employees, and Other Agents of the Corporation; Purchase of Liability Insurance

(a) For the purposes of this article, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include without limitation attorneys' fees and any expenses of establishing a right to
indemnification under paragraph (d) or paragraph (e)(2) of this article.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, 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 such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation to procure a judgment in its favor, or brought under Section 5233, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph (c):

(1) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

(e) Except as provided in paragraph (d), any indemnification under this article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (b) or (c), by:

(1) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(2) The court in which such proceeding is or was pending upon application made by the corporation, the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

(f) Expenses incurred in defending any proceeding may be advanced by the corporation 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 in this article.

(g) Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of the corporation or any subsidiary of the corporation may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this article, except as provided in paragraph (d) or paragraph (e)(2), in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board of Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted
in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) Upon and in the event of a determination by the Board of Directors of the corporation to purchase indemnity insurance, the corporation shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this article; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233.

(j) This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in paragraph (a). The corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

ARTICLE VIII

Execution of Corporate Instruments, and Voting of Stocks and Memberships Held by the Corporation

Section 1. Execution of Corporate Instruments.

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the
Chairperson of the Board (if there is such an officer appointed) or the President or any Vice-President and by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer.

All checks and drafts drawn on banks or other depositaries on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. Voting of Stocks Owned by Corporation.

All stock of other corporations or memberships in other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairperson of the Board (if there is such an officer appointed), the President, or any Vice-President or by any other person authorized to do so by the Chairperson of the Board, the President, or any Vice-President.

ARTICLE IX
Annual Report to Directors

The corporation shall provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Section 6322 of the California Corporations Code.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such
report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE X

Maintenance and Inspection of Corporate Records

Section 1. Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in California, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 2. Maintenance and Inspection of Other Corporate Records.

The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

ARTICLE XI

Amendments

New bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors.
ARTICLE XII

Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

CERTIFICATE OF OFFICER

I, the undersigned, certify that I am the currently elected and acting officer of The Women's AIDS Network of the United States, a California nonprofit corporation, and the above Bylaws, consisting of 17 pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on MAY 7, 1991.

Dated: 10/1, 1991.

Executed at SAN FRANCISCO

[Signature]

TREASURER

[Signature]

OFFICER

[Signature]
BYLAWS OF
THE WOMEN'S AIDS NETWORK OF THE UNITED STATES
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE
The principal office of the corporation for the transaction of its business is located in San Francisco County, California.

SECTION 2. CHANGE OF ADDRESS
The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

__________________________ Dated: __________, 19___

__________________________ Dated: __________, 19___

__________________________ Dated: __________, 19___

SECTION 3. OTHER OFFICES
The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2. PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES
The primary objectives and purposes of this corporation shall be:

1) To provide information and referral services regarding relevant and current HIV-related information to all women and to service providers who work with women.

2) To promote the availability of comprehensive services for all HIV-affected
women including women with children, women of all ethnic and economic backgrounds, women of all sexual preferences, women working in the sex industry and incarcerated women.

3) To advocate for the development of public policy which is responsive to women with needs related to HIV education and services.

4) To assist as necessary all HIV-affected women in order to ensure that they receive the best possible quality of information and services.

ARTICLE 3. MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

This corporation shall make no provisions for members, however, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members of approval by the members, shall only require the approval of the Board of Directors.

The Board of Directors may, by resolution, establish classes of non-voting members and provide for eligibility and rights and duties, including the obligation to pay dues.

ARTICLE 4. DIRECTORS

SECTION 1. NUMBER

The authorized number of Directors shall be not less than three nor more than fifteen, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of the Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the corporation, or by these Bylaws.
(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.

(d) Meet at such times and places as required by these Bylaws.

(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director;

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California.
which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 8. REGULAR AND ANNUAL MEETINGS

The Board of Directors shall hold an annual regular meeting for the purpose of organization, election of officers and transaction of other business. Reasonable notice of this meeting is required.

At the annual meeting of directors held at a time and date set by the Board of Directors, all vacancies created by Board members whose terms have expired shall be filled by vote by the current Board. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director shall cast one vote, with voting being by ballot only.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors any be called by the Chairman of the Board, the President, the Vice-President, the Secretary, or by any two Directors, and such meetings shall be held at the place where the Board regularly meets.

SECTION 10. NOTICE OF MEETINGS

Other regular meetings of the Board of Directors may be scheduled whenever the Board of directors shall, from time to time, set them. These other regular meetings may be held with seven (7) days' notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or twenty-four (24) hours' notice delivered personally or by telephone or telegraph. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors agent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS
The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minute thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of fifty-one percent of the Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meetings, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, of the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5235) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice-President of the corporation, or in the absence of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised
from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of Law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If this corporation has any members, then, if the corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote if a majority of the votes represented at a membership meeting at which a quorum is present.

If this corporation has no members, Directors may be removed without cause by a majority of the Directors then in office.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice.
complying with this Article of the Bylaws, or (3) a sole remaining Director. If
this corporation has members, however, vacancies created by the removal of a
Director may be filled only by the approval of the members. The members, if any, of
this corporation may elect a Director at any time to fill any vacancy not filled by
the Directors.

A person elected to fill a vacancy as provided in this Section shall hold office
until the next annual election of the Board of Directors or until his or her death,
resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other
obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a Director, officer, employee or other
agent of this corporation has been successful on the merits in defense of any civil,
criminal, administrative or investigative proceeding brought to procure a judgment
against such person by reason of the fact that he or she is, or was, an agent of the
corporation, or has been successful in defense of any claim, issue or matter,
therein, such person shall be indemnified against expenses actually and reasonably
incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or
her, then indemnification against expenses, judgments, fines, settlements and other
amounts reasonably incurred in connection with such proceedings shall be provided by
this corporation but only to the extent allowed by, and in accordance with the
requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation
Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and
maintenance of insurance on behalf of any agent of the corporation (including a
Director, officer, employee or other agent of the corporation) against liability to
her than for violating provisions of law related to self-dealing (Section 5233 of
the California Nonprofit Public Benefit Corporation Law) asserted against or
incurred by the agent in such capacity or arising out of the agent's status as such,
whether or not the corporation would have the power to indemnify the agent against
such liability under the provisions of Section 5238 of the California Nonprofit
Public Benefit Corporation Law.

SECTION 21. STANDARD OF CARE

A Director shall perform the duties of a Director, including duties as a member of
any committee of the Board on which the Director may serve, in good faith, in a
manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officer or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence, or;

(3) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Investments: except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing, or acquiring, exchanging, selling and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

SECTION 22. PROHIBITED TRANSACTIONS

A. Loans: This corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

B. Self-Dealing: Except as provided in Subsection C below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is a transaction to which the corporation is a party and in which one or more of the Directors has a material financial interest.
C. Approval: The Board of Directors may approve a self-dealing transaction if the Board determines that (1) the corporation enters into the transaction for its own benefit; (2) the transaction is fair and reasonable to the corporation; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effect under the circumstances. Such determination must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors. Notwithstanding any provision above to the contrary, no self-dealing transaction may be entered into or approved if it violates Section 4941 of the Internal Revenue code of 1954.

ARTICLE 5. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a President, a Secretary and a chief financial officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairman of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairman of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of
Any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

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Be custodian of the records and of the seal of the corporation and see that the
seal is affixed to all duly executed documents, the execution of which on behalf
of the corporation under its seal is authorized by law or by these Bylaws.

Keep at the principal office of the corporation a membership book containing the
name and address of each and any members, and, in the case where any membership
has been terminated, he or she shall record such fact in the membership book
together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or
her agent or attorney, on request therefore, the Bylaws, the membership book, and
the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other
duties as may be required by law, by the ARTicles of Incorporation of this
corporation, or by these Bylaws, or which may be assigned to him or her from time
to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments,
Deposits and Funds," the Treasurer shall:

Be responsible for overseeing all funds and securities of the corporation, and
ensuring the deposit of all such funds in the name of the corporation in such
banks, trust companies, or other depositories as shall be selected by the Board
of Directors.

The treasurer will be responsible for oversight regarding the disbursement of the
funds of the corporation as may be directed by the Board of Directors, ensuring
the taking of proper vouchers for such disbursements.

Review and ensure adequate and correct accounts of the corporation's properties
and business transactions, including accounts of its assets, liabilities,
receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any
Director of the corporation, or to his or her agent or attorney, on request
therefor. Render to the President and Directors, whenever requested, an account
of any or all of his or her transactions as treasurer and of the financial
condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the
financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer, and such
other duties as may be required by law, by the Articles of Incorporation of the
corporation, or by these Bylaws, or which may be assigned to him or her from time
to time by the Board of Directors.

SECTION 10. COMPENSATION
The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation paid a Director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of ARTICLE 4, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 6. COMMITTEES

The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

(a) The approval of any action which, under law of the provisions of these Bylaws, requires the approval of the members or of a majority of all the members.

(b) The filling of vacancies on the Board or on any committee which has the authority of the Board.

(c) The fixing of compensation of the Directors for serving on the Board or on any committee.

(d) The amendment or repeal of Bylaws of the adoption of new Bylaws.

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the Board or the members, thereof.

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) if the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders of the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS
ARTICLE 8. CORPORATE RECORDS, REPORT AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principle in the State of California:

(a) Minutes of all meetings of Directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
(b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS ($25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all
members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

(1) any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS ($50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS ($50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS ($10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person’s relationship to the corporation, the nature of such person’s interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 9. FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION
The fiscal year of the corporation shall begin on the first day of September and end on the last day of August in each year.

ARTICLE 10. BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) subject to the power of the members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended; or repealed except as provided in subparagraph (b) of this section; or

(b) by approval of the members, if any, of this corporation.

ARTICLE 11. AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS
SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of the Women's AIDS Network, a California nonprofit corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisted of eighteen (18) pages, as the Bylaws of this corporation.

Dated: ____________________________

Ruth Schwartz, Director

Isabel Auerbach, Director

Lea Sanchez, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth above.

Dated: ____________________________

Secretary

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