



Bylaws of Mija, Yes you can.®

ARTICLE I Organization

Section 1. Name

The name of this organization shall be, 'Mija, yes you can.' and shall also be referred to as 'The Mija Project'

Section 2. Use of the Mija, Yes you can® logo

The phrase, 'Mija, Yes you can.' is a trademarked phrase that belongs to the Founder, Iris Lopez. No other business or organization is allowed to use the logo without the permission or consent of the organization's founder.

Section 3. Location

The principal headquarters for Mija, Yes you can.® is located in the City of El Paso, County of El Paso, State of Texas.

Section 4. Purpose

The purpose for Mija, Yes you can.® is to promote and encourage women through empowerment within El Paso County but not limited to surrounding cities and states.

To provide support for women of all ages through scholarships, workshops, conferences for students and professionals and to provide other resources for women nationwide.

To provide assistance to other non-profit organizations within El Paso County but not limited to surrounding cities and states; assistance can include but is not limited to clothing or food drives, online fundraisers or partnerships.



To provide 'Mija Pop-up' events that allow the organization to sell merchandise while spreading the mission where needed.

Section 5. Mission

Through education, mentorship, and community-led programs, we empower women and girls from all backgrounds to grow, thrive, and believe: Mija, yes you can.

We achieve this empowerment by focusing on our main pillars: [Education](#), [Wellness](#), [Mentorship](#), [Development](#), [Philanthropy](#).

Section 6. Vision

Foster a world where every girl, no matter her background, has the tools and support to reach her full potential.

Section 7. Principles Mija, Yes you can.® is under the direction of Founder and Executive Director Iris Lopez. Iris Lopez operates the day-to-day operations and reports directly to the Board of Directors. As founder, she is on the Board of Directors in perpetuity but does not have a vote on her salary or any personnel matters that pertain to her.

ARTICLE II **Board Member**

Section 1. Definition

A Board Member is any person who accepts and is committed to the mission of *Mija, Yes you can.*®, voluntarily devotes time and effort to its work, and pays dues in the amount and manner established by *Mija, Yes you can.*®.

Board service is a serious responsibility requiring active engagement beyond attendance at meetings; board members are expected to participate meaningfully in the organization's programs, events, committees, and fundraising efforts.

A Board Member shall always mean a member in good standing as of the record date.

Section 2. Board Member Requirements and Dues

Board of Director opportunities are open to women of all ages, races, and female pronouns.



- Executive Board Members are required to contribute \$200 annually, divided in quarterly payments.
- Board Chairs are required to pay \$100, divided in quarterly payments.
- Actively participate in at least one committee each year.
- Volunteer at a minimum of two major organizational events per year.
- Dedicate their time to board and organizational activities, which includes meetings, event support, committee work, and community engagement.

Serving on the board is a voluntary leadership position requiring dedication of both time and talent to fulfill the mission of the organization.

If the annual contribution is not paid by year-end, one or both of the following will apply:

- Board Member eligibility for the remainder of term will be put to a vote by January 31st.
- Board Members will not be eligible to run for a Board Director/Board Chair position.

Former Board Member Reappointment & Probation Period

If a Board Member chooses to resign or otherwise leave their position, they are encouraged to remain engaged with Mija, Yes You Can as a volunteer in support of the organization's mission and activities. A former Board Member who wishes to return to the Board may reapply no sooner than one year after their official end date. Any former Board Member who reapplies and is accepted to serve again on the Mija, Yes You Can Board of Directors or as a Board Chair shall serve a probationary period of six months. During this probationary period, the returning member must fulfill all standard board member duties and requirements, demonstrate consistent attendance and participation, and uphold the organization's values and mission.

Section 3. Rights and Privileges

Any Board of Director in good standing as of the record date may participate in voting procedures to nominate and elect Board Members as well as amend and adopt the Bylaws.

Section 4. Good Standing

For purposes of determining a member's right to vote, a member in "good standing" shall be defined as a member from whom the annual dues have been received within the 12 months preceding the record date for Mija, Yes you can.®



ARTICLE III

Annual Meeting and Elections

Section 1. Annual Meetings

The annual business meeting of the membership shall be held by the end of February of each year, unless otherwise directed by the Board of Directors. The purpose of this meeting may include the election of Board Chairs and the adoption of any amendments to or revisions of the Bylaws. Written notice shall be sent via electronic communication to each member not less than thirty (30) days prior to the meeting. All Board Chair business meetings shall be open meetings.

Section 3. Record Date

The record date for determining Chairs who are eligible to receive notice of the annual or special meeting of the organization, to vote, and to otherwise take action, shall be thirty (30) days prior to the annual or special meeting unless the Board of Directors adopts by resolution an alternate record date.

Section 4. Voting Process

Votes cast by Mija, Yes you can® board chairs in good standing as of the record date shall be by official secret ballot in person or via electronic ballot provided by Mija, Yes you can.® Each member shall cast one vote.

A majority of the votes cast by Board Members shall, except where otherwise required by law, by the Articles of Incorporation, or by these Bylaws, decide any issue brought before any regular or special meeting.

ARTICLE IV

Board of Directors and Board Chairs

Section 1. Composition

The Board of Directors shall consist of five (5) Board Directors plus six (6) Board Chairs, elected by the organization at its annual meeting.

Section 2. Qualifications



The Board of Directors shall be Mija, Yes you can.® members who identify as female, successfully complete a background check in good standing, and are willing to serve/fulfill their duties and elected term(s).

Section 3. Nominations

Nominations for all directors shall be made according to procedures developed by the Board of Directors.

1. The Board of Directors and Executive Director can nominate prospective board chairs to the President.
2. Nominees will complete an online application and be vetted by the Executive Director.
3. The Executive Director will review completed applications and submit recommendations of qualified applicants to be voted on by the Board of Directors.

Section 4. Terms of Office

Each term lasts 2 years. Board Directors may serve no more than two (2) consecutive full terms. The term of any Board Director or Board Chair may be extended by majority vote of the Board of Directors (not including the director whose term is in question) until her successor is duly elected. The Board of Directors shall implement procedures and extend terms as needed so that only one-half (1/2) of the Directors' terms will expire in any given year.

Section 5. Start of Term

New Board Directors or Board Chairs will assume office after notification of the results of the election. At the first meeting of the Board of Directors after the election, the Board will elect the Officers from among the Directors. Board Chairs serve a 1-year term and are eligible for re-election.

Section 6. Vacancies

In the case of any vacancy of one or more of the regular members of the Board of Directors, the Board of Directors may nominate and appoint the person or persons who shall fill the vacancy or vacancies for the remaining unexpired term or terms. Nominations shall be made by notification to the President. Appointment shall be by majority vote of the Board of Directors. If the Board of Directors is constituted with five or less directors, and if the unexpired term of the vacancy is less than six months, then the President may appoint a temporary director to fill the vacancy for the duration of the unexpired term.



Section 7. Attendance

Board service is an active role, not a passive honorary title.

Board Directors and Chairs are expected to:

- Attend at least 75% of regularly scheduled board and committee meetings.
- Notify the President at least 24 hours in advance if they will miss a meeting. Silent absences are unacceptable.
- Be actively involved in organizational committees and initiatives, including but not limited to planning and executing events, fundraising, mentorship activities, and outreach efforts.
- Volunteer at or significantly contribute to organizational events and community initiatives at least twice a year.
- Contribute to meetings, committee work, event participation, and ambassador duties representing *Mija, Yes you can.*® in the community.

Failure to actively participate, meet attendance standards, or fulfill committee and event commitments may be grounds for removal from the Board.

Section 8. Removal of a Board Member

The President will notify Board member(s) who either do not meet attendance requirements or reach their allowed absences, that their position is in jeopardy.

Any Board Director or Board Chair who has more than three (3) excused/unexcused absences from scheduled Board meetings within a twelve (12) month period, and who has not been notified nor been excused by the President for those meetings, shall be removed from office.

Whenever in its judgment the best interests of Mija, Yes you can.® will be served thereby, any board member may be removed from office by the vote of not less than 2/3 of the total membership of the Board of Directors. Such action must occur at a Board meeting.



ARTICLE V

Directors' Meetings

Section 1. Regular Meetings

The Board will hold at least twelve (12) monthly meetings either in-person or by teleconferencing, provided that all the members participating can hear and speak to each other simultaneously.

The Board of Directors will meet as needed throughout the year.

Section 2. Special Meetings

Special meetings may be called by the President or by written request of at least 50% of the Board of Directors. Members of the Board of Directors shall be notified about the meeting in writing not less than 24 hours prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

Section 3. Meeting Agenda

A published agenda shall be the order of business for all Board of Directors meetings. Agenda Items shall be sent to the Secretary and/or Communications Coordinator 48 hours in advance. Agenda shall be sent 24 hours in advance to all board members.

Section 4. Quorum

The meeting must be attended by at least sixty percent (60%) of the Directors who are eligible to vote in order to constitute a quorum for the purpose of conducting the business of the organization; and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws.

Section 5. Governing Powers

The Board of Directors shall have the power and duty to establish policy, adopt budgets, and other powers and duties necessary or appropriate for the administrative affairs of Mija, Yes you can.® The Directors may perform all such acts as are not designated to be done by the entire membership, or prohibited by law, the Articles of Incorporation, or the Bylaws.

In addition to the responsibilities vested in them by these Bylaws, the Directors shall be vested with the responsibility to execute the mission of the organization. It shall be the



continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

Board Directors and Board Chairs are expected to **actively contribute to the operations of the organization**, which includes:

- Attending and participating in meetings and special events.
- Providing leadership and support within committees.
- Representing the organization in the community.
- Ensuring the investment of their time, professional skills, and passion to help advance the organization's mission.

ARTICLE VI **FUNDRAISING**

Section 1.

Fundraising is a major part of a board member's responsibility, and financial support of the annual appeal and special events is expected.

Board Directors and Chairs are expected to give an annual monetary gift to Mija, Yes you can.® and are asked to make \$200, minimum, a priority in their personal giving.

Board Directors will be asked to pledge their commitment either at their first board meeting or the annual retreat.

Board Directors and Chairs are expected to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, by serving on fundraising committees, and by attending fundraising events.

Board Directors and Chairs should always attempt to exceed their \$200 goal.

The organization will track each Director's fundraising and contributions; and such numbers will be reported to the President biannually.

The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws.



ARTICLE VII

Officers

Section 1. Designation

The Officers of Mija, Yes you can.® shall be President, Vice President, Treasurer, Secretary and Deputy Director. Officers may hold only one office at a time. Members of the Board of Directors shall elect the officers from among the Directors, and they shall take office upon being elected. The term of any Officer may be extended if necessary until his or her successor is duly elected.

Section 2. Duties of Officers

President: The President shall have the authority for the general supervision of the affairs of Mija, Yes you can.® under the direction of the Board of Directors. The President shall appoint committees and assure that the organization's objectives are executed in the best possible manner. The President shall also set the official meeting agenda and preside at all meetings of the organization. The President shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the Executive Committee.

Vice-President: The Vice President shall perform the duties of the President in the President's absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

Deputy Director: The deputy director reports to the executive director and has both internal and public responsibilities, including but not limited to working closely with stakeholders or donors, administrative duties, and managing volunteers. The deputy director will also work closely with the executive director to manage organizational compliance.

Secretary: The Secretary, or designee, shall keep records of Board actions, including the taking of official minutes, distribution of copies of minutes and agendas to each Board member, oversight of nominee and elections information, and ensuring that corporate records are maintained. The Secretary, or designee, shall email or submit to each Director, within three (3) days, a draft of the minutes of each meeting. Minutes shall be corrected and accepted at the next meeting.

Treasurer: The Treasurer shall have the responsibility for all monies, securities and other valuable properties of Mija, Yes you can.®. The Treasurer will work closely with Paso Del Norte Community Foundation to ensure that a full and accurate account of receipts and disbursements is kept in records. Written detailed accounts of financial transactions should



be provided to the Board of Directors regularly and upon request. The Treasurer shall be responsible for conducting a monthly reconciliation of all Mija, Yes you can.® accounts and present a Treasurer's Report at each monthly Board of Directors meeting which must include all revenues, expenditures and bank balance.

Past President: The Past President does not serve as an Officer, but will assist the President with guidance and support as necessary to ensure seamless transition throughout the President's term up to three (3) months.

Section 3. Duties of Board Chairs

The Governing Board shall consist of no less than five (5) and no more than eleven (11) elected officers of Mija, Yes you can.® and the chairs of the Board-approved committees. Board Chairs will attend board meetings and are allowed to vote on items that will need to be voted on.

Section 4. Compensation No member of the Board of Directors shall be entitled to receive any compensation solely for the services performed for the Corporation as a member of the Board of Directors.

ARTICLE VIII **Committees**

Section 1. Structure

The Governing Board may create and dissolve committees as needed. These may include committees such as nominating, financial/audit, membership, resource development, public relations, etc. The Board President appoints all committee chairs. With the exception of the Executive Committee, committee members who are not serving in the role of committee chair are not required to be current Board Members.

Board Chairs: In addition to the specific responsibilities of the Executive Board members all board chairs are expected to provide support, guidance and professional expertise to the executive board of directors.



ARTICLE IX

Finances

Section 1. Fiscal

The fiscal year shall begin on the first day of January and conclude on December 31st.

Section 2. Contracts

The Board of Directors shall authorize the President and Vice President as agents of Mija, Yes you can.®, who may enter into any contract or execute and deliver any instrument in the name of and on behalf of Mija, Yes you can.®, and such authority may be general or confirmed to specific instances. Budgeted items may be spent as needed, not to exceed the budgeted amount. Non-budgeted, discretionary monies must be approved as directed by the Board of Directors.

Section 3. Checks

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of Mija, Yes you can.® shall be signed by the President, the Treasurer or a contracted agent as assigned by Mija, Yes you can.®. Payments should not exceed forty-five (30) days of due date.

Section 4. Deposits

All deposits shall be made to Paso Del Norte Community Foundation on behalf of the Mija, Yes you can.® fund.

Section 5. Contributions

The Board of Directors may accept on behalf of Mija, Yes you can.® any contribution, gift, bequest, or donation for the general purpose or for any special purpose of Mija, Yes you can.®. Any contribution, gift, bequest, or donation shall be placed in general funds unless otherwise stipulated, and shall be dispersed by Mija, Yes you can.® through normal budget authorizations. Directors may not accept personal donations except in cases in which refusing the personal donation would cause undue rejection of the donating party; in cases such as these, the Director should kindly accept the personal donation respectfully, and then determine if there is any possible way to use that donation in the affiliate.



ARTICLE X

Records

Mija, Yes you can.® shall keep correct and complete books and records of account of funds as reported by the Paso del Norte Community Foundation and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

ARTICLE XI

Non-Discrimination

Neither Mija, Yes you can.® nor its Board of Directors shall discriminate against any person or group of persons on the basis of race, ethnicity, creed, culture, national origin, faith, disability, gender, gender identity, sexual orientation, religion, socio-economic status, age, or lived experience, in requirements of membership, its policies or actions.

ARTICLE XII

Indemnification of Directors & Officers

No Director of Mija, Yes you can.® shall be liable to Mija, Yes you can.® or its members for damages for an act or omission in a Director's capacity as Director, except to the extent otherwise provided by a statute of the State of Texas. Mija, Yes you can.® may indemnify persons from whom indemnification is permitted by the Texas Business Organizations Code, Chapter 22, Section 8.151 and the Texas Civil Practices Code, Chapter 84. The Board of Directors shall have the power to define the requirements and limitations for Mija, Yes you can.® to indemnify Directors, Officers, employees, volunteers, or others related to Mija, Yes you can.®, as required by Mija, Yes you can.®.

ARTICLE XIII

Amendments & Revisions

Section 1. Revision or Amendments to Bylaws

Any Mija, Yes you can.® Governing Board chair may propose revisions or amendments. Any such proposals should be submitted to the Secretary in writing not less than ninety (90) days prior to the date of the next annual or special meeting of the membership. All proposed revisions or amendments shall be reviewed and commented on by the Board of



Directors, then communicated with the membership for a vote. A two thirds (2/3) majority of the members in good standing casting votes shall be required to revise or amend the Bylaws. Amendments and/or revisions to the Mija, Yes you can.® Bylaws shall become effective immediately after the meeting in which such amendments and/or revisions are approved.

Section 2. Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be recommended to the members by a resolution of the Board of Directors. A vote of two thirds (2/3) of the members

casting votes at an annual or special meeting shall be required to amend the Articles of Incorporation.

ARTICLE XIV **Dissolution**

Upon the dissolution of Mija, Yes you can.® its governing body shall, after paying or making provisions for the payment of all of the liabilities of the organization, distribute its assets to one or more other non-profit corporations that are described in Section 501(c)(3) of the Internal Revenue Code and share the same or similar purposes, according to the procedures outlined in the Texas Business Organizations Code, Chapter 22, Subchapter G.

ARTICLE XV **Parliamentary Authority**

Parliamentary authority shall be based on the current edition of Robert's Rules of Order—Newly Revised, so long as they do not conflict with existing Bylaws.

CERTIFICATION

These Bylaws were approved by two-thirds (2/3) vote of the members casting votes at a meeting of the MIJA, YES YOU CAN.® membership held on August 14, 2025.

(Once approved, these Bylaws should be signed by the Officers indicated above, and stored in record.)

