

EXECUTIVE WOMEN INTERNATIONAL CORPORATE BYLAWS

ARTICLE I NAME

The Corporation's name is EXECUTIVE WOMEN INTERNATIONAL.

ARTICLE II PURPOSE

EXECUTIVE WOMEN INTERNATIONAL® (EWI®) (the "Corporation") is a non-profit corporation incorporated under the laws of the State of Utah and Section 501(c)(6) of the Internal Revenue Code. The purpose of the Corporation is set forth in the Articles of Incorporation, as amended. As a further description of the Corporation's purposes, the membership has adopted the following Mission Statement:

EXECUTIVE WOMEN INTERNATIONAL is an organization which brings together key individuals from diverse businesses for the purpose of:

- Promoting members who are firms;
- Enhancing personal and professional development; and
- Encouraging community involvement.

ARTICLE III MEMBERSHIP

The membership of the Corporation shall consist of affiliated Chapters (referred to individually as "Chapter"). A Chapter shall consist of a diverse group of individuals, businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business and that meet all requirements of the Corporation and the Chapter ("Member Firms" and "Individual Members").

Section 1. Qualifications of Chapter

Each Chapter shall be composed of at least twenty-five (25) Member Firms and Individual Members and issued a charter by the Corporation.

Section 2. Satellite Chapter

Within six (6) months of reaching the minimum of twenty-five (25) Member Firms and Individual Members, the Satellite Chapter shall apply for a charter. Satellite Chapters shall not have voting rights.

Section 3. Corporate Life Member

The honorary title of "Corporate Life Member" shall be conferred upon all past Corporate Presidents. Corporate Life Members who are not otherwise a representative of a Member Firm or an Individual Member may attend annual or special meetings of the Corporation at their expense, but may not make motions, vote or hold office in their capacity as Corporate Life Members. This title, however, shall not restrict a Corporate Life Member from being an active

representative of a Member Firm or an Individual Member. Said Member Firm shall be subject to all Corporate and Chapter dues and assessments.

Section 4. Members-At-Large

The title "Member-At-Large" may be conferred by the Corporate Board upon an individual who is not qualified for representative status because the individual's business or employer is located outside the boundaries of a Chapter or is not qualified for Individual Member status because the Chapter does not allow Individual Members. A Member-At-Large is not eligible to vote or hold any office in a Chapter or in the Corporation. The Corporate Board may establish dues and assessments and procedures to determine eligibility for the Member-At-Large class.

Section 5. Annual Dues and Assessments

The principal funds for the operation of the Corporation shall be obtained through the payment of dues and assessments.

- A. Annual Dues and Assessments. Annual dues and assessments of all classes of membership shall be established by the Corporate Board through a budgeting process and ratified by the Members at the Annual Meeting. The dues and assessments shall be due on a date set by the Corporate Board.
- B. Special Assessments. The Corporation shall have the power to levy such special assessments as may be required to meet the necessary operating expenses of the Corporation, provided such expenses were not incurred in violation of these Bylaws.

Section 6. Suspension and Termination of Membership

The Corporate Board may suspend or terminate the membership of a Chapter, Satellite Chapter, or Member-at-Large on the following grounds:

- (1) Failure to pay Corporate dues and assessments;
- (2) Any violation of the provisions of the Articles of Incorporation or these Bylaws; or
- (3) Any action disruptive to or inconsistent with the activities and conduct of the business and mission of the Corporation or any Chapter.

If the Chapter, Satellite Chapter, or Member-at-Large has not corrected any violation(s), and has had a reasonable opportunity to be heard by the Corporate Board, the charter of a Chapter or the membership rights of a Satellite Chapter or Member-at-Large may be revoked.

Section 7. Rights of Suspended/Terminated Members

- A. Suspension. The Corporate Board shall determine the rights of any Chapter to vote during periods of suspension.
- B. Termination. The rights of any Chapter to vote or of any representative or Individual Member to hold Corporate office shall immediately cease upon termination of Chapter membership.

ARTICLE IV OFFICERS

The Officers of the Corporation shall be the President, President-Elect, Secretary, and Treasurer. An individual may simultaneously hold the offices of Secretary and Treasurer.

Section 1. Qualification of Officers

The Officers shall be Directors of the Corporation and shall meet all the qualifications of a Director. The President-Elect shall have previously served at least one (1) term of office on the Corporate Board.

Section 2. Election of Officers

All officers, with the exception of the President, shall be elected at each Annual Meeting. Said Officers shall assume office immediately upon their election.

The President-Elect automatically assumes the office of President upon completion of his/her term as President-Elect. If the President-Elect cannot assume the office of President, then the Nominating Committee shall propose a candidate for the office of President at the Annual Meeting, and the Delegates shall elect a President at the Annual Meeting. The individual chosen in such event shall meet all qualifications for the office.

Section 3. Terms of Office for Officers

Officers shall serve a one (1) year term. An Officer who has served more than half a term is considered to have served a full term in that office. The President-Elect shall be allowed to serve a one-year term as President and a one-year term as Advisor regardless of previous years of service.

Section 4. Vacancy

In the event of a vacancy in the office of President, the President-Elect automatically ascends to the office of President. If the President-Elect cannot ascend then the Nominating Committee shall present a nominee and an election shall be held at a special meeting called for that purpose. A vacancy in any other office shall be filled for the unexpired term by the Corporate Board.

Section 5. Removal

If an officer ceases at any time to be qualified, such officer's term shall immediately terminate. The directors shall immediately appoint a replacement with or without a resignation from the affected Officer.

Section 6. Duties of Officers

A. President

The President shall serve as chief executive officer, shall have general supervision of the business and welfare of the Corporation and shall have the following powers and duties subject to the direction of the Corporate Board:

- (1) Preside at all meetings of the Corporate Board and the Corporation;
- (2) Serve as an ex-officio member of each committee except the Nominating Committee;
- (3) Contract or direct the contracting for and on behalf of the Corporation;
- (4) Appoint all committees with the exception of the Nominating Committee;
- (5) Supervise and provide direction for all administration and business of the Corporation; and
- (6) Appoint a temporary Secretary from the members of the Board of Directors for any meeting at which the Secretary of the Corporation is not present.

B. President-Elect

The President-Elect shall be vested with all the powers, and shall perform all the duties of the President in the absence of the President. The President-Elect shall have such other powers and shall perform such other duties as may be delegated by the President or the Corporate Board.

C. Secretary

The Secretary shall:

- (1) Record, or cause to be recorded, the minutes of the meetings of the Corporate Board and of the Corporation and cause to be maintained appropriate books of such minutes and records of actions for the Corporation;
- (2) Cause that notice of meetings of the Corporate Board and the Corporation be given;
- (3) Have charge of such books and papers as the Corporate Board may direct or as required by law; and
- (4) Perform all duties incidental to the office of Secretary.

D. Treasurer

The Treasurer shall:

- (1) Assist in developing budgets for the Corporation;
- (2) Assist in developing methods and procedures for maintenance of financial records, and compliance and financial reporting for Chapters; and
- (3) Provide financial reports at meetings of the Corporate Board and the Corporation.

Section 7. Compensation

No Officer is entitled to any compensation for any services rendered as such.

**ARTICLE V
MEMBERSHIP MEETINGS**

Section 1. Annual Meetings

- A. Annual Meeting. An Annual Meeting of the Corporation shall be held for the purpose of electing Officers and Directors and the transaction of other business. The date, time, and place of such Annual Meeting shall be determined by the Corporate Board.
- B. Notice of Meeting. The Secretary shall provide notice of the Annual Meeting to the President and Secretary of each Chapter not less than sixty (60) days nor more than ninety (90) days

prior to the date of the Annual Meeting. The Notice of Meeting shall include the agenda, proposed Bylaws amendments, the report of the Nominating Committee, and the proposed budget.

- C. Agenda Items. All business to be conducted at the Annual Meeting shall be set forth in a written agenda approved by the Corporate Board. Any Chapter may submit a proposed agenda item and/or proposed amendments to the Corporate or Chapter Bylaws for consideration by the Board no less than one hundred and fifty (150) days prior to the Annual Meeting.
- D. New Items of Business. New items of business introduced during the Annual Meeting which were not included with the Notice of Meeting packet must receive an affirmative vote of three-fourths (3/4) of the Delegates to be placed on the agenda. Once on the agenda, the item shall be acted upon by the Delegates.

Section 2. Special Meetings and Notice

Special Meetings may be called by the Corporate Board or by Thirty-three percent (33%) of the Chapters. The Secretary shall provide notice of any special meeting to the President and Secretary of each Chapter and such notice shall state generally the purpose(s) of the special meeting. Only the business related to the stated purposes(s) of the notice may be transacted at any special meeting. Any such notice shall be provided at least fifteen (15) but no more than sixty (60) days before the date of any special meeting

Section 3. Meetings Without Notice/Consent to Action

When all Chapters give written consent to a meeting and said written consent is included in the records of the meeting, proceedings at such meeting are valid without prior written notice. The Corporation may act without a meeting if the actions are consented to by a majority of the Chapters. A written consent to any meeting or action is valid if signed by the Chapter President.

Section 4. Voting

A. Number of Delegates and Votes per Chapter. At any meeting of the membership of the Corporation, the voting rights held by the chartered Chapters of the Corporation shall be based on the Chapter's number of Member Firm representatives and Individual Members as follows:

<u>No. of Members</u>	<u>No. of Delegates and Votes Allowed</u>
Up to 25 Representatives/Individual Members	1
26 to 50 Representatives/Individual Members	2
51 to 75 Representatives/Individual Members	3
76 to 100 Representatives/Individual Members	4
101+ Representatives/Individual Members	5

The Secretary shall determine the number of members of each Chapter in accordance with the membership of the Corporation as of June 1. If June 1 falls on a Saturday, then the day preceding June 1 will be used; if June 1 falls on a Sunday, then the day after June 1 will be used.

B. Newly Chartered Chapter. If a Chapter is chartered after June 1 but before the date of any meeting of the Corporation, the new Chapter shall have voting rights as provided above on the basis of its membership as of the date such Chapter is chartered.

C. Delegate Registration. Each Chapter's delegates and alternate delegates shall be registered with the Corporate Secretary. Registration shall be signed by the Chapter President or Secretary and delivered to the Corporate Secretary at or prior to the Annual Meeting or any Special Meeting.

D. Voting. Only Delegates elected by their Chapters shall be allowed to vote at any Annual Meeting or Special Meeting of the Corporation. If a Delegate is not present, the Alternate Delegate may cast the vote of that Delegate. Each Delegate shall be allowed one (1) vote on any matter.

Section 5. Quorum

At any meeting of the Corporation, a majority of the Delegates registered who are present shall constitute a quorum for all purposes.

ARTICLE VI BOARD OF DIRECTORS

The Board of Directors shall consist of the elected Officers and elected Directors and the appointed Advisor.

Section 1. Requirements for and Number of the Board of Directors

There will be no fewer than six (6) nor more than ten (10) Directors, as determined by the Board of Directors annually, each of whom will be:

- A representative of a Member Firm or an Individual Member; and
- A past Chapter President.

No individual shall apply for service on the Corporate Board during their term as Chapter President.

At no time may there be more than one (1) Director from the same Chapter.

Section 2. Election of Directors

Directors shall be elected at the Annual Meeting and shall assume office immediately upon their election. The incoming President shall appoint a Past Corporate President as the installing officer to conduct any installation ceremonies.

Section 3. Term of Office

The Directors shall serve a two (2) year term, or until their successors are elected and qualified. The President-Elect shall be elected to a one-year term and at the end of that term, shall assume the office of President for a one-year term. No Director shall be eligible to serve for more than two (2) consecutive terms. A Director who has served more than half a term is considered to have served a full term in that office.

Section 4. Vacancy

If a Director ceases to be qualified or is unable to serve, such Director's term shall automatically terminate with or without a notice of resignation, but no act of the Corporation shall be invalidated by reason thereof. The Directors shall immediately appoint a replacement Director who is qualified under these Bylaws and shall serve for the remainder of the term.

Section 5. Powers and Duties of the Board

The Corporate Board will have general management and control of the affairs, funds and property of the Corporation, including, but not limited to, the following powers and duties:

- (1) The power to grant new Chapter charters;
- (2) The power to alter, amend, rescind, suspend or revoke a Chapter's charter in accordance with these Bylaws after having given the Chapter in question reasonable opportunity to be heard;
- (3) The power to adopt forms of insignia, publications, and any other media which are representative of the Corporation and its Chapters;
- (4) The power to obligate the Corporation for items included in the operating budget approved by the Delegates at the Corporation's Annual Meeting, not exceeding 10% of such total operating budget in amount;
- (5) The power to obligate the Corporation in advance for services or activities related to the Corporation's Annual Meeting(s) and other customary business activities of the Corporation.
- (6) The power to propose amendments to and to enforce all Bylaws; and
- (7) The power to establish consistent and equitable procedures for suspending or terminating membership.
- (8) The power to establish operating procedures.
- (9) All powers otherwise provided in these Bylaws.

Section 6. Advisor to the Corporate Board

The Advisor shall meet the qualifications of a member of the Corporate Board of Directors. The immediate past President shall serve as Advisor. If the immediate past President is unable to serve, the President shall appoint another past Corporate President to serve. The Advisor shall be required to attend Corporate Board Meetings but shall not have voting privileges. The Board of Directors may remove the Advisor.

Section 7. Meetings of Board of Directors

The Corporate Board shall meet at least two (2) times a year at such times and locations as determined by the President and ratified by the Board.

Section 8. Special Meetings of Board of Directors

Special meetings shall be called upon due notice on the order of the President or any two (2) Directors.

Section 9. Notice of Meetings

Regular meetings of the Board of Directors shall be held without notice if the time and place of the meetings are specified by the Board of Directors. Special meetings of the Board of Directors shall be held upon a minimum of four days' notice.

Section 10. Quorum

The majority of the Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Corporate Board, and every act or decision of the majority of the Directors present at a meeting at which a quorum has been established shall be valid as the act of the Corporate Board. The Advisor is not included in determining the quorum.

Section 11. Compensation

No Director is entitled to any compensation for any services rendered as such.

ARTICLE VII COMMITTEES

Section 1. Standing Committees

The Chair and the members of each Standing Committee shall be appointed by the President, except as provided in these Bylaws. The following shall be the Standing Committees of the Corporation:

A. Budget Committee. The Budget Committee shall prepare and submit to the Corporate Board a proposed Corporation budget for the next fiscal year. After review and adoption by the Corporate Board, the final proposed budget shall be submitted to the Chapters with the Annual Meeting notice.

B. Bylaws Committee. The Bylaws Committee shall initiate or receive proposed amendments to the Chapter or Corporate Bylaws and shall submit any proposed amendments to the Corporate Board for its consideration.

C. EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM COMMITTEE. The BUSINESS/CAREER/DEVELOPMENT PROGRAM COMMITTEE, under the supervision of an elected Director from EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM ("EWI B/C/DP"), shall assist in the coordination of the various EWI B/C/DP projects administered by the Chapters and by the Corporation.

D. Nominating Committee. The Nominating Committee shall recommend a slate of Officers and Directors to be presented for election at the Annual Meeting. The membership of the Nominating Committee shall be composed of five (5) members, none of whom are Firm Representatives or Individual Members of the same Chapter. The members shall be:

- (1) The immediate past President, who shall serve as chair. If the immediate past President is unable to serve, a new chair shall be appointed by the Corporate Board.
- (2) The President-Elect; and

(3) Three members, each of whom shall represent a Division as designated by the Corporate Board, elected at the Annual Meeting. Each candidate shall be a Chapter President or past Chapter President, a member of a Chapter in the designated Division, and an attendee at the Annual Meeting at which elected.

The candidate receiving the second highest number of votes shall be the alternate for that Division. If a member is unable to serve, the alternate shall serve as a committee member. If the member is unable to serve and there is no alternate from that Division, the Corporate Board shall appoint a replacement from that Division.

Section 2. Special Committees

The Corporate Board may create other Special Committees as determined to be necessary to assist in carrying out the business of the Corporation.

ARTICLE VIII ELECTRONIC MEETINGS AND COMMUNICATION

- A. Meetings. The Corporation, the Corporate Board of Directors and committees shall be authorized to meet by telephone conference or through other electronic communications media, as long as all members may simultaneously hear each other and participate during the meeting. Notice of meetings may be sent by email.
- B. Mailings. Mailings may be sent by email, except where the Bylaws require the use of postal mail or where a member does not have email access.

ARTICLE IX INSURANCE AND INDEMNIFICATION

The Corporation will use reasonable efforts to obtain insurance for the benefit of the Corporation and its Officers and Directors for errors and omissions, fidelity, and general liability protection.

The Corporate Board will perform its duties in good faith, in a manner reasonably believed to be in the best interests of the Corporation, and with such care as an ordinary prudent person in a like position would use under similar circumstances. The Corporation will indemnify the Officers and Corporate Board against liability and reasonable expenses in any proceeding to which the individual is made party because of service as an Officer or a member of the Corporate Board, to the extent that such indemnification is permitted by law; provided that said Officer or Corporate Board member did not act in bad faith or breach fiduciary duties to the Corporation and its members or partake in an activity which involved intentional misconduct or a knowing violation of the law.

ARTICLE X EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM

Members and Representatives of EXECUTIVE WOMEN INTERNATIONAL, through the EWI BUSINESS/CAREER/DEVELOPMENT PROGRAM, shall sponsor scholarship and educational program(s) to benefit students and Members in furthering their educational and professional development goals. This program shall be partially funded by an assessment of all Member Firm and Individual Members that is based on the number of each Member Firm's

representatives and on Individual Members. These assessments shall be contributed to EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/ DEVELOPMENT PROGRAM, a non-profit corporation qualified under Section 501(c)(3) of the Internal Revenue Code. Other funding shall be accomplished through other efforts of the Corporation and its Members, and from activities conducted by EWI B/C/DP and from other public or private contributions. EWI and its Members may sponsor or sustain such efforts or activities in this regard as the Corporate Board deems appropriate.

The amount of assessment for contribution shall be based on the Corporation's budget ratified at the Annual Meeting. Members of each newly-chartered Chapter shall be exempt from such assessment for the fiscal year following the official date of the Chapter's chartering.

ARTICLE XI PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised will be the authority governing proceedings in meetings of the Corporation insofar as such rules do not conflict with the Corporate Bylaws, Chapter Bylaws, or any governing law.

ARTICLE XII CHAPTER BYLAWS

Upon chartering, a Chapter shall adopt the standard Chapter Bylaws as established by the Corporation. Amendments to the Chapter Bylaws shall be adopted at an Annual Meeting or a Special Meeting of the Corporation. Any variance to the Chapter Bylaws required by law shall be approved by the Corporate Board.

ARTICLE XIII AMENDMENTS

- A. Amendments with Notice: These Bylaws or the Chapter Bylaws may be amended by a majority vote at any Annual Meeting or any Special Meeting, provided the proposed amendments have been presented in the Notice of Meeting.
- B. Amendments without Notice: If there are proposed amendments that were not included in the Notice of Meeting, these Bylaws or the Chapter Bylaws may be amended by a three-fourths (3/4) vote of the Delegates present and voting at any Annual Meeting or any Special Meeting, providing the proposed amendments have been placed on the agenda by vote of the Delegates.

ARTICLE XIV ACCESS TO RECORDS

Subject to the terms and conditions of, and as provided under, applicable law regarding the rights of the Members to review the books and records of the Corporation, Chapters, acting through their officers, shall have the right to review the books and records of the Corporation upon written request.

**ARTICLE XV
CHAPTER BOUNDARIES**

Each Chapter shall have a defined geographic boundary. The proposed boundaries of all new Chapters shall be approved by the Corporate Board before issuance of the charter. Chapter boundaries may not be changed without the consent of the Corporate Board. From time to time, for purposes deemed to be in the best interest of the growth of the Corporation, the Corporate Board may initiate discussions with a Chapter regarding changes in its boundaries.

**ARTICLE XVI
PROCEDURES AND OPERATIONS**

The Corporation has adopted operating procedures which may be revised or amended from time to time. The Corporation and Chapters shall operate according to these procedures.

**ARTICLE XVII
DISSOLUTION**

Voluntary dissolution of the Corporation shall occur upon recommendation of the Corporate Board to the membership and upon an affirmative vote of the majority of the Delegates present at a meeting specially called for this purpose or at an Annual Meeting.

Assets remaining in the Corporation's treasury, after all outstanding debts and obligations have been paid or settled, shall be distributed first to EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/ DEVELOPMENT PROGRAM, if it continues in operation, and if not, then to one or more charitable, educational, scientific or philanthropic organizations qualified under Section 501(c)(3) of the Internal Revenue Code (or successor provisions) to be selected by the Corporate Board and approved by a majority vote of Delegates at a special meeting called for that purpose or at an Annual Meeting. If the Corporate Board determines that such a meeting is impractical due to time or financial constraints, then such organization(s) shall be selected by a majority of the remaining Corporate Board.

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