

EXECUTIVE WOMEN INTERNATIONAL®

CORPORATE BYLAWS

PREAMBLE

These Bylaws supersede and entirely replace the original Corporate Bylaws of EXECUTIVE WOMEN INTERNATIONAL and all amendments thereto.

ARTICLE I NAME

The Corporation's name is EXECUTIVE WOMEN INTERNATIONAL.

ARTICLE II PURPOSE

EXECUTIVE WOMEN INTERNATIONAL is a non-profit organization incorporated under the laws of the State of California and Section 501(c)(6) of the current Internal Revenue Code, hereinafter referred to as the "Corporation." The purpose of the Corporation shall be as set forth in the Articles of Incorporation, as amended, a copy of which is attached to these Bylaws and incorporated herein as reference. 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 Member Firms;
- Enhancing personal and professional development; and
- Encouraging community involvement.

ARTICLE III MEMBERSHIP

The membership of the Corporation shall consist of affiliated Chapters (hereinafter referred to as "Chapter"). A Chapter shall consist of an association of non-competing-businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business which meet all requirements of the Corporation and the Chapter (hereinafter referred to as "Member Firms").

Section 1. Qualifications of Chapter

Each Chapter shall be composed of at least twenty-five (25) Member Firms which have been approved for membership and issued a charter by the Corporation upon action of the Board of Directors of the Corporation (hereinafter referred to as the "Corporate Board").

In order to encourage development of new Chapters, the Corporate Board may authorize affiliation of less than twenty-five (25) Member Firms to participate in the Corporation (hereinafter referred to as "Satellite Chapters").

Satellite Chapters will not have voting rights. Within six (6) months after a Satellite Chapter has reached a minimum of twenty-five (25) Member Firms, a Satellite Chapter shall apply to the Corporate Board for membership as a Chapter.

Section 2. Representation of Member Firms

Each Member Firm shall be represented by at least one (1) and no more than three (3) individuals (hereinafter referred to as "Representative") designated by such Member Firm. Each Member Firm shall be entitled to one (1) vote per Representative at any meeting of the Chapter. Representative status shall cease immediately upon termination of employment from a Representative's Member Firm regardless of reason or cause. A Representative's right to hold office in any Chapter or for the Corporation shall cease upon the loss of Representative status. No individual may serve as a Representative for more than one (1) Member Firm.

Section 3. Termination and Suspension of Membership

The Corporate Board may suspend the membership of a Chapter on the following grounds:

- Loss of or failure to meet membership qualifications as stated in these Bylaws; and
- Any violation by a Chapter of any of the provisions of the Articles of Incorporation, these Bylaws, or the Chapter Bylaws.

If, after a reasonable period of time as determined by the Corporate Board, the Chapter has not restored its membership qualifications or cured its violation, and after the Chapter has had a reasonable opportunity to be heard by the Corporate Board, the Chapter's charter may then be revoked. The Corporate Board shall have the right to set and determine consistent and equitable procedures or methods for suspending or terminating membership of a Chapter.

The Corporate Board shall determine the rights of any Chapter and any Representative to vote or hold office during any periods of suspension of the Chapter. The rights of any Chapter or Representative within a Chapter shall immediately cease upon termination of Chapter membership.

Section 4. Life Membership Past Corporate Presidents

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

Section 5. Members-At-Large

The title "Member-At-Large" may be conferred by the Corporate Board upon an individual not otherwise qualifying for Representative status who is self-employed or employed on a full-time basis by a firm located outside the boundaries of a Chapter. Members-At-Large are not eligible to vote or hold any office at the Chapter or Corporate level. The Corporate Board may establish fees and procedures to determine eligibility for Members-At-Large status.

Section 6. Access to Records

All Representatives shall have access to all financial reports of the Corporation, subject to California state and federal laws. Chapters, acting through their officers, shall have the right to review the books and records of the Corporation for proper purposes, subject to California state and federal laws. The Corporate Board may take such steps as it deems appropriate to maintain the confidentiality of such

books and records and to avoid misuse of such books and records. Any Representative or Chapter requesting such information may be required to pay the cost of researching, copying or obtaining such information as determined by the Corporate Board.

ARTICLE IV REVENUE

The principal funds for the operation of the Corporation's activities shall be obtained through payment of assessments by Member Firms and other classes of membership as established by the Corporate Board through the budgeting process and ratified at the Annual Meeting by the delegate body. Per capita assessments shall be due on February 15 each year.

The Corporation shall have the power to levy such special assessments as may, at the discretion of the Board, be required to meet the necessary operating expenses of the Corporation, provided such expenses were not incurred in violation of these Bylaws.

The Corporate Board may suspend or terminate membership of a Chapter and may suspend or terminate a Member Firm's membership for failure to pay Corporate assessments. No Representative may hold a Corporation or Chapter office during any periods of suspension of that Representative's Member Firm or upon termination of membership of a Chapter.

ARTICLE V MEMBERSHIP MEETINGS

Section 1. Annual Meetings

In the fall of each year there shall be held an Annual Meeting of the Corporation for the purpose of electing Officers and Directors and the transaction of other regular business. The date, time, and place of such Annual Meeting shall be determined by the Corporate Board with rotation of geographic regions wherever possible.

A proposed annual budget for the Corporation shall be submitted to the Delegates for approval at the Annual Meeting.

Any Chapter may submit a proposed agenda item and/or proposed amendments to the Corporate or Chapter Bylaws no less than one hundred and fifty (150) days prior to the Annual Meeting for consideration by the Corporate Board. Except as provided by California law, all business to be conducted at the Annual Meeting shall be set forth in a written agenda approved by the Corporate Board.

New items of business introduced during the Annual Meeting which have not been furnished to the Chapters not less than sixty (60) days nor more than ninety (90) days prior to the Annual Meeting must receive an affirmative vote of three-fourths of the Delegates present and entitled to vote in order to pass. All business of the Corporation shall be conducted during the Annual Meeting, including nomination and election of representatives to the Nominating Committee from the Eastern, Central, and Western Divisions.

The Corporate Secretary shall cause the Corporation to mail the agenda and the proposed budget along with the written notice of the Annual Meeting not less than sixty (60) days nor more than ninety (90) days prior to the date of the Annual Meeting to the addresses of the President and Secretary of each Chapter as set forth in the records of the Corporate Secretary.

Prior to the official business of the Annual Meeting, the delegate body shall meet to discuss the agenda items. There shall be no official business conducted during this session.

Section 2. Special Meetings and Notice

Special Meetings may be called by the Corporate Board or otherwise as provided by California law. The Corporate Secretary shall give written notice of the special meeting and such notice shall state the purpose or purposes of the special meeting and only the business referred to in the notice may be transacted. The Corporate Secretary shall mail such notice not less than fifteen (15) nor more than sixty (60) days before the date of each special meeting to the addresses of the President and Secretary of each Chapter.

Section 3. Meetings Without Notice

When all Chapters give their written consent to a meeting and said written consent is made a part of the records of the meeting, proceedings at such meetings are valid irrespective of the manner in which the meeting is called or the place where it is held. The Corporation may act without a meeting if the actions are unanimously consented to by the Chapters. A written consent to any meeting or action is valid if signed by the Chapter President.

Section 4. Voting Rights

At any meeting of the membership of the Corporation, the voting rights are held by the chartered Chapters of the Corporation, and for each chartered Chapter shall be as follows:

<u>Number of Firms</u>	<u>Votes</u>
Up to 25 Member Firms	1
26 to 50 Member Firms	2
51 to 75 Member Firms	3
76 to 100 Member Firms	4
101+ Member Firms	5

The determination of the number of Member Firms a Chapter has for voting purposes shall be made by the Corporate Secretary in accordance with the records of the Corporation on June 1 of each year, but not more than ninety (90) days prior to any annual or special meeting. If a Chapter has been chartered after June 1, but before the date of any such meeting of the Corporation, the new Chapter shall have the same voting rights as provided above on the basis of its membership roll as of the date such Chapter was chartered, but not more than ninety (90) days prior to any annual or special meeting. Each Chapter's vote(s) shall be cast by a Representative (hereinafter referred to as a "Delegate") authorized by a Chapter to cast its vote(s). Delegates shall be registered with the Corporation by delivery of written notice to the Corporate Secretary at or prior to the Annual or special meeting. A notice shall be sufficient if signed by the Chapter President or Secretary. Regardless of the number of votes allowed a Chapter, each Delegate shall be allowed only one (1) vote on any matter submitted for voting to the Delegates. No Chapter may designate more Delegates to vote than the total votes allowed to the Chapter. Only Delegates will be allowed to vote at any Annual or special meeting of the Corporation. If a Delegate is not present at any such meeting, the vote of that Delegate may be cast by an Alternate Delegate also selected by the Chapter and registered with the Corporation as provided above.

Section 5. Quorum

At any Corporate meeting, a majority of the registered Delegates shall constitute a quorum for all purposes.

ARTICLE VI CORPORATE BOARD OF DIRECTORS

Section 1. Number and Qualifications of the Corporate Board of Directors

There shall be no less than seven (7) nor more than ten (10) Directors, each of whom shall be

- A Representative of a Member Firm; and
- a past Chapter President.

If a Director shall cease at any time to be qualified, such Director's term of office shall automatically terminate, but no such act of the Corporation or Directors shall be invalidated by reason thereof. If a Director ceases to have the qualifications described, the Director shall immediately provide a resignation to the Corporation. Notwithstanding the failure to provide a resignation, each Director, by accepting the position, irrevocably appoints the President of the Corporation as attorney-in-fact for the purpose of submitting a resignation in the event said Director fails to meet the qualifications to retain office.

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

Section 2. Officers

The Officers of the Corporation shall consist of:

- President
- Vice President/President-Elect
- Secretary
- Treasurer

An individual may simultaneously hold the offices of Secretary and Treasurer. The Officers must be Directors of the Corporation and must meet all the qualifications of a Director. The Vice-President/President-Elect must have previously served on the Corporate Board of Directors. If an Officer shall cease at any time to be qualified, such Officer's term of office shall immediately terminate. The Directors shall immediately appoint a replacement Officer in such event, with or without a resignation from the affected Officer.

The Corporation shall use reasonable efforts to obtain an insurance policy or indemnity bond on the Officers and Directors of the Corporation for errors and omissions and general liability protection. No Officer or Director is entitled to any compensation for any services rendered as such.

Section 3. Election and Term of Office of Directors

At the Annual Meeting, the Delegates shall elect the Officers and remaining Directors for the following annual term as provided by these Bylaws. Said Officers and Directors will assume office immediately

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upon their election. The incoming President shall appoint the installing officer, who shall have served as a Past Corporate President and who shall then conduct any installation ceremonies.

The Directors and Officers shall serve a one (1) year term, or until their successors are elected and qualified, except in the case of the Vice President/President-Elect who is elected for a two (2) year term. A minimum of three (3) Directors shall have served on the Corporate Board the previous term, one of which may be the President-Elect.

Except for the Vice President/President-Elect, no Officer or Director shall be eligible to serve for more than four (4) consecutive terms. An Officer or Director who has served more than half a term is considered to have served a full term in that office.

The Vice President/President-Elect automatically ascends to the office of President. If the Vice President/President-Elect cannot ascend, then the Nominating Committee shall propose a candidate for the office of President at the Annual Meeting. The individual chosen shall meet all qualifications for the office.

Section 4. Vacancy

Any vacancy in the office of Director (including any Director designated as an Officer) shall be filled for the remainder of the term by the appointment of an individual who is qualified under these Bylaws by the remaining members of the Corporate Board.

Section 5. Regular Meetings of Directors

The Corporate Board shall meet at least two (2) times a year. Meetings of the Corporate Board, whether regular or special, may be held at such places and at such times as the President may determine, or, as directed by a majority of the Corporate Board (with priority being given to the direction of a majority of the Corporate Board).

Section 6. Special Meetings of Directors

Special meetings shall be called upon due notice at any time on the order of the President or on the order of any two (2) Directors. Telephonic meetings shall be allowed to the extent provided by California state law. The purpose of the meeting and a written report shall be included in the minutes of the next meeting of the Corporate Board.

Section 7. Notice of Meetings

Each Director's address and facsimile number shall be registered with the Corporate Secretary, and notices of meetings sent to such address or facsimile number or through other appropriate means (electronic transmission, etc.) shall be regarded as valid notice.

Section 8. Quorum

The majority of the authorized number of 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, when duly assembled, shall be valid as the act of the Corporate Board.

Section 9. Powers and Duties of the Board

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

- The power to grant new Chapter charters;
- The power to alter, amend, rescind, suspend or revoke a Chapter's charter in accordance with these Bylaws and in accordance with California state law, after having given to the Chapter in question reasonable opportunity to be heard;
- The power to adopt forms of insignia, publications, international directories and any other media which are representative of the Corporation and its Chapters;
- The power to incur indebtedness or otherwise obligate the Corporation for matters and business activities which are described in or constitute a part of the operating budget which is approved by the Delegates at the Corporation's Annual Meeting, and for other matters or business activities not exceeding 10% of such operating budget in amount;
- The power to incur indebtedness or otherwise obligate the Corporation in advance for facilities, speakers, transportation, food service, and other services or activities related to the Corporation's Annual Meeting(s) and Conferences;
- The power to replace an Officer or Director who fails to serve because of absence during that Officer's or Director's term. "Absence" as that term is used herein shall mean the failure to attend more than two meetings of the Corporate Board within any six (6) month period whether due to illness, disability or any other cause;
- The power to replace an Officer or Director where a vacancy occurs, in accordance with these Bylaws, or in accordance with California Corporation Law; and
- The power to propose amendments to and enforce all Bylaws.

Section 10. Corporate President/Chief Executive

The President, 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:

- Shall preside at all meetings of the Corporate Board and the Corporation;
- Shall serve as an ex-officio member of each committee except the Nominating Committee;
- Shall contract or direct the contracting for and on behalf of the Corporation;
- Shall have the power to appoint all committees with the exception of the Nominating Committee; and
- Shall supervise and direct all administration and business of the Corporation.

Section 11. Corporate Vice President/President-Elect

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

Section 12. Corporate Secretary

The Corporate Secretary shall:

- Record, or cause to be recorded, the minutes of the meetings of the Corporate Board and of the Corporation;
- Give notice of meetings of the Corporate Board and the Corporation; and
- Have charge of such books and papers as the Corporate Board may direct, and shall perform all duties incidental to the office of Secretary.

Section 13. Corporate Treasurer

The Corporate Treasurer shall:

- Keep, or cause to be kept, full and accurate accounts of receipts and disbursements; and
- Receive and deposit, or cause to be deposited, all money and other valuables of the Corporation in such depositories as may be designated by the Corporate Board.

Section 14. Advisor to the Corporate Board

The immediate past Corporate President shall act as Advisor to the Corporate Board so long as the Advisor shall continue to meet the qualifications of a member of the Corporate Board. If the immediate past Corporate President is unable to serve as Advisor for any reason, the President may appoint another Past Corporate President to serve as Advisor. Any Advisor appointed shall be required to meet the qualifications of a member of the Corporate Board. The Advisor shall be required to attend Corporate Board Meetings and does not have the authority to vote. The Corporate Board shall have ultimate authority to remove the Advisor for reasons deemed appropriate by a majority of the Corporate Board.

Section 15. Standing Committees

Each Standing Committee and its chairman shall be composed of Representatives appointed by the President, except as provided hereinafter. The following shall be the Standing Committees of the Corporation:

- A. The Budget Committee shall prepare and submit to the Board prior to the spring Corporate Board Meeting a preliminary proposed budget for the Corporation for the ensuing year. After review by the Board, the preliminary proposed budget shall be submitted to the Chapters for discussion not less than thirty (30) nor more than sixty (60) days prior to the date of the Annual Meeting.
- B. The Bylaws Committee shall initiate or receive for consideration by the Board, proposed amendments to the Chapter or Corporate Bylaws.
- C. The Business/Career/Development Program (B/C/DP) Committee, under the direction of an elected Director, shall assist in the coordination of the various B/C/DP programs run by the Chapters and by the Corporation, to include scholarship programs.
- D. The Nominating Committee, whose duties shall be to recommend to the membership a slate of Officers and Directors to be put before the Delegates for a vote at each Annual Meeting in

accordance with methods and procedures established by the Corporate Board, shall consist of five (5) members, namely:

1. The immediate past Corporate President, who shall act as Chairman. In the absence or inability of the immediate past Corporate President to act, a new Chairman shall be selected by the Corporate Board. "Absence or inability to act" as that phrase is used herein shall mean absence at any meeting of the Committee without reasonable cause as determined by the Corporate Board, or failure to act to carry out the duties of the Chairman of the Committee in the judgment of a majority of the Corporate Board;
2. The Corporate President-Elect; and
3. One (1) Member (Representative) each from the Western Division, Central Division and Eastern Division (as such divisions are designated by the Corporate Board) elected by the Delegates at the Annual Meeting. The candidate receiving the second highest number of votes shall be the alternate for that Division. In the absence or inability to act as a Committee Member (as that phrase is used above in relation to the Chairman), the alternate candidate shall act as a Committee Member. Each candidate must have been nominated and approved by the candidate's respective Chapter and 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.

In the event there is no alternate Nominating Committee member within a given division and the elected Nominating Committee member is unable to serve, the Corporate Board shall appoint a replacement Nominating Committee member from that division.

There may be no more than one (1) member of the Nominating Committee from the same Chapter.

- E. There shall be such other Standing Committees as may become necessary to carry on the affairs of the Corporation.

ARTICLE VII INDEMNIFICATION

Members of the Corporate Board shall perform their duties in good faith, in a manner they reasonably believe 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 shall indemnify the Corporate Board members against liability and reasonable expenses in any proceeding to which the individual is made party because of service as a Corporate Board member, to the extent that such indemnification is permitted by law; provided that said member did not act in bad faith or breach their 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 VIII EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM

EXECUTIVE WOMEN INTERNATIONAL, through the Business/Career/Development Program, shall sponsor scholarship and educational program(s) to benefit students and its Members in furthering their educational and professional development goals. This program shall be partially funded by an annual assessment of all Chapter Member Firms, based on the number of their respective

representatives. The annual assessments shall be contributed to the Executive Women International Business/Career/Development Program, an organization formed under Section 501(c)(3) of the Internal Revenue Code of 1954. This assessment is not prorated. Other funding shall be accomplished through other efforts of the Corporation, the EWI B/C/DP or receipt of donations or private contributions. The Corporate Board may sponsor or sustain such efforts or activities in this regard as it deems necessary or appropriate.

The amount of such assessment shall be based on a budget approved by the Delegates at each Annual Meeting. Each newly-chartered Chapter shall be exempt from paying such assessment for one (1) calendar year following its official date of charter.

ARTICLE IX CORPORATE SEAL

The Corporate Board shall provide a suitable seal for the Corporation containing the name, date incorporated and state in which the Articles of Incorporation were filed.

ARTICLE X CHAPTER SEAL

The Corporate Board shall provide a suitable seal for the affiliated Chapters of the Corporation, containing the name of the Corporation and the name of the Chapter.

ARTICLE XI MEMBERSHIP MARKS

The name EXECUTIVE WOMEN INTERNATIONAL, the acronym thereof (i.e., EWI), the logo, design and similar marks or indications of membership are owned by and registered to the Corporation and shall not be reproduced without the express written consent of the Corporate Board.

ARTICLE XII 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.

ARTICLE XIII CHAPTER BYLAWS

Upon chartering, a Chapter shall conduct itself in accordance with the standard Chapter Bylaws (the "Chapter Bylaws") which have been prepared and approved for compliance with law by legal counsel selected by the Corporate Board and subsequently adopted by the Delegates at an Annual Meeting. Any variance from the Chapter Bylaws by a non-U.S.A. Chapter necessary to conform with the laws or customs of said Chapter's country may be allowed with the approval of the Corporate Board.

The Chapter Bylaws may be amended from time to time in accordance with ARTICLE XV of these Bylaws.

In addition to Chapter Bylaws, each Chapter may adopt Standing Rules from time to time as it deems necessary for the management of that Chapter provided, however, that no Chapter may adopt a Standing Rule that is inconsistent with the Chapter Bylaws, these Corporate Bylaws, the Articles of Incorporation, or applicable law.

ARTICLE XIV PARLIAMENTARY AUTHORITY

Robert's Rules of Order (newly revised latest edition) shall be the authority governing proceedings in all Corporate meetings insofar as such rules are not in conflict with these Bylaws or with the Corporation's Articles of Incorporation.

ARTICLE XV AMENDMENTS

In the event that written notice is not given prior to the Annual Meeting as provided above, an Amendment may be proposed during the Annual Meeting in accordance with Article V of these Corporate Bylaws, and in accordance with California law. Such Amendment shall be adopted upon receiving a three-fourths vote represented by Delegates present at the meeting.

ARTICLE XVI DISSOLUTION

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

Assets remaining in the Corporation's treasury after all outstanding debts have been paid and all leases and contracts have been terminated shall be distributed to one or more qualified 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 the remaining Member Firms (acting through their Representatives) at a meeting called for that purpose. 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.