

BYLAWS OF WOMEN IN CONSULTING CORPORATION  
A California Nonprofit Public Benefit Corporation

1. Name. The name of this corporation is Women In Consulting®.

2. Offices. The principal office for the transaction of the activities and affairs of this corporation is located at 950 South Bascom Avenue, Suite 1113, San Jose, in Santa Clara County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

At any time, the board may establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

3. Purpose. The purpose of this corporation is to provide and support a collaborative community in which independent consultants, whether members or not of the corporation, can discuss their business needs, network, share information and learn through educational programs, workshops, or other meetings or programs about starting, running, and promoting an independent consulting practice, as stated in Article III of this corporation's Articles of Incorporation. In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing primary purposes.

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 public purposes.

The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes. In no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

4. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

5. Nonpartisan Activities. This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described in Article III, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

5. Members. This corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporations Code law ("Code"). The corporation may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the Code. The corporation's board of directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

5.1 Qualifications. Any person dedicated to the purposes of the Association shall be eligible for Membership upon payment of annual dues.

5.2 Fees, Dues, and Assessment. Each Member in good standing must pay, within the time and on the conditions set by the Board, annual dues in amounts to be fixed from time to time by the Board.

5.3 Removal. The Board of Directors may censure, suspend or expel any member of the Association who ceases to qualify for membership or who acts in a manner detrimental to the Association or receives three materially unfavorable comments from the Membership or Board by an affirmative vote of two-thirds (2/3) of the directors present in person or by proxy and voting at any regular meeting of the Board of Directors at which a quorum is present or by petition of twenty five percent (25%) of the membership.

Removal by the Board must receive prior specific notification of the Board members, and discussion on the regular Board agenda.

Any member for whom such censure, suspension or expulsion is proposed shall be given written notice of such proposed action and reasons therefore at least fourteen (14) days prior to the meeting at which such action is to be voted on. A member may file a written appeal to the Board for review, within five (5) days of the vote by the Board or Membership.

The suspended member shall receive a pro-rata refund of annual membership fees paid.

Member may rejoin after six (6) months. If the member is again the subject of removal, said member shall be removed in accordance with this paragraph, but shall have no further rights to re-join the membership.

5.4 Resignation. Any member may resign by submitting a written resignation to the Women In Consulting office or to the Board of Directors of the Chapter. No portion of any dues paid shall be refunded to the resigned member and the member shall remain liable for accrued and unpaid charges.

6. Board of Directors. Subject to the provisions and limitations of the Code and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of a board of directors.

6.1 Specific Powers. Without prejudice to the general powers set forth in Section 6 of these bylaws, but subject to the same limitations, the board shall have the power to do the following:

- (a) Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- (b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
- (c) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

6.2. Composition. The board of directors shall consist of at least three (3) but no more than sixteen (16) directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors.

6.3. Executive Committee. The Executive Committee assists the Board of Directors in the fulfillment of its responsibilities for overseeing the affairs of Women In Consulting by reviewing matters of Board-level concern and making recommendations to the full board.

6.3.1. Composition. The Executive Committee consists of the President (two-year role), Director of Operations (two-year role), Director of Programs, Director of Communications/Secretary, Director of Finance/Treasurer (two-year role), Director of Membership, President-Elect, Immediate Past President, or whichever similar titles exist on the Board.

6.3.2. Duties of the Executive Committee. The Executive Committee is responsible for the management of the corporation and functions as a coordination subcommittee of the Board of Directors of the corporation.

In particular, and without limitation, the Executive Committee shall have the following duties (additional other specific instructions may be found in the corporation operations manual):

- (a) Implement the strategies and policies agreed upon or carried by motion of the Board.
- (b) Regularly assess the achievement of the targets for the corporation.
- (c) Prepare corporate policies, strategies and strategic plans for the attention of and approval by the Board or its committees.

(d) Submit the following to the Board or to one of its committees for approval or advice in accordance with such regulations and standards as are promulgated by the Board from time to time:

- appointments to and removals of associates with material impact on the corporation;
- capital investments, financial measures, and the acquisition or divestiture of companies, participations and businesses of material significance in accordance with such regulations and standards as are promulgated by the Board from time to time;
- significant agreements with third parties and engagement in new business activities;
- the revenue, financial, and investment budgets of the corporation and its divisions, satellite units and supporting functions, including any addenda thereto.

(e) Prepare and submit quarterly and annual reports for the attention of and approval by the Board or its committees, and to keep the Board informed of all matters of material significance to the corporation, which also includes posting documents, back-up materials, or other information via the corporation's collaboration tool, or other agreed to method, on matters of the corporation requiring a vote of the Board of Directors.

(f) Implement modifications to the organization of the corporation to ensure efficient operation of the corporation and achievement of optimized consolidated results.

(g) Promote an active internal and external communications policy.

(h) Ensure that management capacity, financial and other resources are provided and used efficiently.

(i) Promulgate guidelines, including guidelines for planning, controlling, reporting, finance, personnel, information and other technologies.

(j) Deal with such other matters as are delegated by the Board to the Executive Committee from time to time.

6.3.3. Sub- or Ad Hoc Committees of the Executive Committee. The Executive Committee may delegate to sub- or ad hoc committees duties as stipulated in the Article 6 above. The Chair, or if none exists, President shall ensure proper reporting of all such sub-committees to the Executive Committee or the Board as the case may be.

7. Election of Directors. Initially, the incorporator shall designate all directors. Each director shall hold office for ~~one three (3) years, except for the treasurer/CFO, president, and operations director, which are two year terms, and until a successor director has been designated and qualified.~~ The Director of Operations, if one exists, and the president stagger term dates.

The chair of the board or, if none, the president shall appoint a committee to nominate qualified candidates for election to the board at least 45-days before the date of any election of directors. The nomination committee shall make its report at least 15-days before the date of the election, or at such other time as the board may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by the committee.

The corporation intends that the Board of Directors shall collectively represent a diversity of relevant backgrounds and skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of corporate activities.

When a meeting is held for the election of directors, any director present at the meeting in person or by proxy may place names in nomination.

The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to directors the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all directors to choose among the nominees.

No corporate funds may be expended to support a nominee.

7.1 Membership Required. All Officers and Committee members shall be Members of the Association.

7.2 Non-Discrimination Policy. The Association has a policy of equal opportunities and nondiscrimination. This policy applies to all Association Directors, Members, employees, contractors, vendors and volunteers. The Association fills such positions without regard to race, creed, color, religion, national origin, gender, sexual orientation, age, disability, veteran status and marital status, or any other protected status (under local, state or federal law). This policy also applies internally to the Association in considering appointment of officers; decisions regarding hiring, promotion and discipline; training; opportunities for advancement; workplace behavior; removal/termination from the Board and all other terms and conditions of employment or allowing volunteers to continue working for the Association; relationships with outside vendors and customers; and in dealing with the general public. No person should be subject to retaliation for seeking a review of a complaint of discrimination, for participating in an investigation of such a complaint, or for seeking redress for discrimination.

8. Vacancies. A vacancy or vacancies on the board of directors shall occur in the event of (a) the death or resignation of any director, (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230- 5239 of the Code dealing with standards of conduct for a director; (c) the vote of a majority of the directors to remove a directors for cause; (d) an increase in the authorized number of directors; or (e) a failure of the directors, at any meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting. Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

Except as provided below, any director may resign by giving written notice to the chair of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

9. Method of Filling Vacancies on Board. 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 according to notice or waivers of notice complying with California Nonprofit Public Benefit Corporation Law, or (3) a sole remaining director.

10. Board Meetings. Meetings of the board shall be held a minimum of four times annually for the purpose of electing directors and officers of the corporation and for the transaction of other business at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Board members are expected to attend all meetings of the board. Specific guidelines for exceptions to this attendance guideline can be found in the corporation operations manual.

For purposes of voting on board matters, a proxy may be submitted by a board member to the president and corporate secretary prior to the board meeting being called to order. A board member may revoke a proxy for any meeting to which he or she is present.

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) each director participating in the meeting can communicate concurrently with all other directors;

(b) each director is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

(c) The board has adopted and implemented a means of verifying both of the following: (1) a person participating in the meeting is a director or other person entitled to participate in the board meeting and (2) all actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

11. Annual and Other Meetings. Immediately after each annual meeting for the election of directors, the new board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

12. Special Meetings. Special meetings of the board for any purpose may be called at any time by the chair of the board, if any, the president or any vice president, the secretary, or any two directors. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address (including electronic address) or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least five days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least 48-hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

13. Waiver of Board Meeting Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

14. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation law, including, without limitation, the provisions on (a) approval of contracts or transactions between this corporation and one or more directors or between this corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

15. Adjournment of Board Meetings. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24-hours. If the original meeting is adjourned for more than 24-hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

16. Action Without a Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

#### 17. Conflict of Interest and Compensation Approval Policies

17.1. Purpose of Conflict of Interest Policy. The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest

of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws conflict of interest applicable to nonprofit and charitable organizations.

#### 17.2. Definitions.

(a) Interested Person. Any director, principal officer, member of a committee with board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

#### 17.3. Conflict Of Interest Avoidance Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(e) **Mutual Directors.** No contract or transaction between the corporation and any California nonprofit public benefit corporation, of which one or more of its directors are directors of this corporation, is void or voidable because such director(s) are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

**17.4. Records of Board and Board Committee Proceedings.** The minutes of meetings of the board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**17.5. Compensation Approval Policies.** A voting member of the board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation. When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

(a) The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.

(b) All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. Is not the person who is the subject of compensation arrangement, or a family member of such person;
2. Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
3. Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
4. Has no material financial interest affected by the compensation arrangement: not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons.; and
5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

(c) The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources

2. The availability of similar services in the geographic area of this organization

3. Current compensation surveys compiled by independent firms

4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement. As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. The terms of the compensation arrangement and the date it was approved

2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member

3. The comparability data obtained and relied upon and how the data was obtained.

4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.

5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.

6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

17.6. Annual Statements. Each director, principal officer, and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

(a) has received a copy of the conflicts of interest policy,

(b) has read and understands the policy,

(c) has agreed to comply with the policy, and

(d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

17.7. Periodic Reviews. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

17.8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 17.7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

18. Committees. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of one or more directors and any additional number of persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. The President shall be an *ex-officio* member of all committees. The President may from time to time appoint one or more additional persons as *ex-officio* members of committees. *Ex-officio* members of committees shall be entitled to all the rights and privileges of regular committee members but shall not vote or be counted in determining the existence of a quorum. Any such committee shall have specific authorities granted by the board, to the extent provided in the board resolution, except that no committee may:

(a) Fill vacancies on the board or any committee of the board;

(b) Fix compensation of the directors for serving on the board or on any committee;

(c) Amend or repeal bylaws or adopt new bylaws;

(d) Amend or repeal any resolution of the board;

(e) Create any other committees of the board or appoint the members of committees of the board; or

(f) With respect to any assets held in charitable trust, approve any contract or transaction between this corporation and one or more of its directors or between this corporation and an entity in which one or more of its directors have a material financial interest, subject to the approval -provisions of Corporations Code section 5233(d)(3).

(g) Enter into any contract, binding negotiation, or encumbrance on behalf of the board and/or the corporation.

Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such. Committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws and any such rules will be stated in the corporation operations manual. If the board has not adopted rules, the committee may do so. The committees of the corporation and their responsibilities will be the following: Programs - Select topics and recruit speakers for all programming except for satellite meetings; Satellite Committee – individual committees for each satellite oversee programming, logistics, etc. for their respective satellite group; Online Marketing Committee - Maintain the corporation's Internet website and social media channels; Membership Committee – manage satisfaction, retention and recruitment of members (the Hospitality Committee is a part of the Membership Committee); Partner/Sponsor Committee - Identify, select and negotiate benefits for members or sponsors of in-kind or cash donations to the corporation.

As with all committees, the board of directors may modify or reorganize these committee or their responsibilities and may eliminate or create additional committees as necessary.

19. 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, at the board's discretion, may also have a chair of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and one or more committee chairs, and such other officers as may be appointed by the board of directors.

Any number of offices may be held by the same person, except that the president may not hold the office of treasurer or chief financial officer for the corporation.

The officers of this corporation shall be chosen by the board and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract. Specific information as to the benefits of serving on the Board of Directors may be found in the corporation operations manual.

20. Removal, Resignation and Replacement of Officers. Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause.

The president, treasurer/CFO, and operations director, if one exists, hold their officer position for two-year terms, and until a successor director has been designated and qualified

Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

21. Chair. If a chair of the board of directors is elected, he or she shall preside at board meetings and executive committee meetings and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is no president, the chair of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation set forth in these bylaws.

22. President. Subject to such supervisory powers as the board may give to the chair of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and, in the absence of the chair of the board, or if none, at all board meetings and meetings of the executive committee. The president shall have such other powers and duties as the board or the bylaws may require.

23. Vice-President. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice president(s) shall have such other powers and perform such other duties as the board or the bylaws may require.

24. Secretary. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date. The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members (per section 5), showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

25. Chief Financial Officer. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The chief financial officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (ii) disburse the corporation's funds as the board may order; (iii) render to the president, chair of the board, if any, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the chief financial officer 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 office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

26. Executive Director/Association Manager. The Board of Directors may engage an Executive Director or Association Manager who shall have overall responsibility for management of the operations and business affairs of the Association. The Executive Director/Association Manager shall execute all programs established by the Board of Directors and all duties as may be assigned from time to time by the President or the Board of Directors, shall negotiate and execute contracts as authorized by the Board of Directors, shall be custodian of Association funds, and shall have authority to make deposits and disbursements in connection with the conduct of its business affairs, as delegated by the Board of Directors. The Executive Director/Association Manager and all staff members of the Association staff who deal with its funds shall be bonded or otherwise insured for the faithful discharge of duties as the Board of Directors may deem appropriate. The Executive Director/Association Manager shall maintain an accurate list of the membership of the Association.

27. Contracts and Banking Provision.

(a) Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to special instances.

(b) Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such financial institutions and/or investments in accordance with the guidelines recommended by the Finance Committee and/or the Chief Financial Officer for the corporation, and approved by the Board of Directors.

(c) Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

(d) Loans. No loan shall be made to the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

(e) This corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation or of its parent, affiliate, or subsidiary.

28. Indemnification of Directors and Officers.

To the fullest extent permitted by law, this corporation shall indemnify its "agents", as described in Section 5238(a) of the Code, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 6.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

29. Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such, or to give other indemnification to the extent permitted by law.

30. Maintenance of Corporate Records. This corporation shall keep at its principal office 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. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the Chairperson or President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.:

(a) Adequate and correct books and records of account;

(b) Written minutes of the proceedings of its board and committees of the board. The minutes shall be kept in written or typed form, and other 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.; and

(c) If there are members pursuant to Section 5, a record of each member's name, address, and class of membership.

31. Director's Right of Inspection. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

32. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year. The first such year of corporate existence begins January 1, 2002.

33. Annual Report. The board shall cause an annual report to be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year,

(b) An income statement, and

(c) Statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records

This Section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year, as set out in Section 34.

34. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

(a) Any transaction (i) to which the corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest): any director or officer of the corporation, its parent, or its subsidiary; or any holder of more than 1° percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation.

35. Dissolution. The Association shall use its funds only to accomplish the purposes specified in these Bylaws. No part of the funds shall be used to the advantage of any single person or entity or be distributed to the members of the Association. In the event of the dissolution or final liquidation of the Association, its remaining net assets shall be distributed to such nonprofit corporations or associations as are exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, as deemed appropriate by the Women In Consulting Board of Directors.

36. Amendment of Bylaws. These Bylaws may be amended by a 2/3 vote of the then active directors of the Board.

37. Parliamentary Authority. The rules contained in the most current edition of ROBERT'S RULES OF ORDER, Newly Revised, shall govern the corporation in all cases to which they are applicable or are not inconsistent with these bylaws or any special rules of order the Board may adopt.

38. 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. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

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