

**EXECUTIVE WOMEN INTERNATIONAL®
CORPORATE BYLAWS**

2010

TABLE OF CONTENTS

TABLE OF CONTENTS..... I

ARTICLE I - NAME 1

ARTICLE II - PURPOSE 1

ARTICLE III - MEMBERSHIP 1

ARTICLE IV - REVENUE..... 2

ARTICLE V - MEMBERSHIP MEETINGS 3

Section 1. Annual Meetings3

 A. Annual Meeting.3

 B. Budget.....3

 C. Agenda Items3

 D. New Items of Business3

 E. Notice of Meeting.....3

 F. Delegate Session.4

Section 2. Special Meetings and Notice4

Section 3. Meetings Without Notice/Consent to Action4

Section 4. Electronic Meetings.....4

Section 5. Voting.....4

 B. Newly Chartered Chapter.....4

 C. Delegates/Registration.4

Section 6. Quorum.....5

ARTICLE VI - CORPORATE BOARD OF DIRECTORS 5

Section 1. Number and Qualifications of the Corporate Board of Directors.....5

Section 2. Election and Term of Office of Directors5

Section 3. Vacancy.....5

Section 4. Regular Meetings of Directors.....6

Section 5. Special Meetings of Directors.....6

Section 6. Notice of Meetings.....6

Section 7. Quorum.....6

Section 8. Powers and Duties of the Board6

Section 9. Compensation.....7

ARTICLE VII - OFFICERS 7

Section 1. Election and Qualification of Officers	7
B. Other Officers.....	7
C. Secretary/Treasurer	7
D. Qualifications.....	7
E. Compensation.....	7
Section 2. President.....	7
Section 3. Vice President/President-Elect.....	8
Section 4. Secretary.....	8
Section 5. Treasurer.....	8
Section 6. Advisor to the Corporate Board.....	8
ARTICLE VIII - COMMITTEES	8
Section 1. Standing Committees	8
A. Budget Committee.....	8
B. Bylaws Committee.....	9
C. EWI B/C/DP Committee.....	9
D. Nominating Committee	9
Section 2. Other Committees.....	9
ARTICLE IX - INSURANCE AND INDEMNIFICATION	9
ARTICLE X - EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM	10
ARTICLE XI - CORPORATE SEAL.....	10
ARTICLE XII - CHAPTER SEAL	10
ARTICLE XIII - INTELLECTUAL PROPERTY RIGHTS.....	10
ARTICLE XIV - CHAPTER BOUNDARIES	10
ARTICLE XV - CHAPTER BYLAWS.....	11
ARTICLE XVI - PARLIAMENTARY AUTHORITY.....	11
ARTICLE XVII - AMENDMENTS	11
ARTICLE XVIII - ACCESS TO RECORDS	11
ARTICLE XIX - PROCEDURES AND OPERATIONS	11
ARTICLE XX - DISSOLUTION	12

1 **ARTICLE I**
2 **NAME**

3
4 The Corporation's name is EXECUTIVE WOMEN INTERNATIONAL.
5

6 **ARTICLE II**
7 **PURPOSE**
8

9 EXECUTIVE WOMEN INTERNATIONAL (the "Corporation") is a non-profit organization
10 incorporated under the laws of the State of California and Section 501(c)(6) of the federal
11 Internal Revenue Code. The purpose of the Corporation is set forth in the Articles of
12 Incorporation, as amended. As a further description of the Corporation's purposes, the
13 membership has adopted the following Mission Statement:
14

15 EXECUTIVE WOMEN INTERNATIONAL is an organization which brings together key
16 individuals from diverse businesses for the purpose of:
17

- 18 • Promoting Member Firms;
 - 19 • Enhancing personal and professional development; and
 - 20 • Encouraging community involvement.
- 21

22 **ARTICLE III**
23 **MEMBERSHIP**
24

25 The membership of the Corporation will consist of affiliated Chapters (referred to individually as
26 "Chapter"). A Chapter will consist of an association of non-competing-businesses,
27 governmental agencies, non-profit enterprises or associations actively engaged in the conduct
28 of business and which meet all requirements of the Corporation and the Chapter ("Member
29 Firms").
30

31 **Section 1. Qualifications of Chapter**
32

33 Each Chapter will be composed of at least twenty-five (25) Member Firms and issued a charter
34 by the Corporation upon action of the Board of Directors of the Corporation ("Corporate Board").
35

36 **Section 2. Qualifications of Member Firms**
37

38 Member Firms will be approved for membership within a Chapter upon meeting the
39 qualifications set forth in the Chapter Bylaws which are incorporated here by reference.
40

41 **Section 3. Representation of Member Firms**
42

43 Each Member Firm will be represented by at least one (1) and no more than three (3)
44 individuals ("Representative") designated by such Member Firm, as set forth in the Chapter
45 Bylaws. Representative status will cease immediately upon termination of employment from a
46 Representative's Member Firm, regardless of reason or cause. A Representative's right to hold
47 office in any Chapter or in the Corporation will cease upon the loss of Representative status.
48 No individual may serve as a Representative for more than one (1) Member Firm.
49

50 **Section 4. Satellite Chapter**
51

52 In order to encourage development of new Chapters, the Corporate Board may authorize
53 affiliation of less than twenty-five (25) Member Firms to participate in the Corporation ("Satellite
54 Chapters"). Satellite Chapters will not have voting rights. Within six (6) months after a Satellite
Chapter has reached the minimum of twenty-five (25) Member Firms, a Satellite Chapter will

55 apply to the Corporate Board for membership as a Chapter.

56
57 **Section 5. Life Membership for Past Corporate Presidents**

58
59 The title "Life Member" will be conferred upon all past Corporate Presidents. Life Members who
60 are not otherwise a Representative of a Member Firm may attend annual or special meetings of
61 the Corporation at their expense, but may not make motions, vote or hold office in their capacity
62 as Life Members. This title, however, will not restrict a Life Member from being an active
63 Representative of a Member Firm.

64
65 **Section 6. Members-At-Large**

66
67 The title "Member-At-Large" may be conferred by the Corporate Board upon an individual not
68 otherwise qualifying for Representative status who is self-employed or employed by a firm
69 located outside the boundaries of a Chapter. A Member-At-Large is not eligible to vote or hold
70 any office in a Chapter or in the Corporation. The Corporate Board may establish fees and
71 procedures to determine eligibility for Member-At-Large status.

72
73 **Section 7. Suspension and Termination of Membership**

74
75 The Corporate Board may suspend the membership of a Chapter, Satellite Chapter, or other
76 Membership (exclusive of Member Firms) on the following grounds:

- 77 • Loss of or failure to meet membership qualifications as stated in these Bylaws and
78 Chapter Bylaws;
- 79 • Any violation of any of the provisions of the Articles of Incorporation, these Bylaws,
80 Chapter Bylaws, or Standing Rules of a Chapter; or
- 81 • Any action disruptive to or inconsistent with the activities and conduct of the business
82 and mission of the Corporation or any Chapter.

83
84 If, after a reasonable period of suspension, as determined by the Corporate Board, the Chapter,
85 Satellite Chapter, or other Membership (exclusive of Member Firms) has not restored its
86 membership qualifications or corrected any violation(s), and after the Chapter, Satellite Chapter,
87 or other Membership has had a reasonable opportunity to be heard by the Corporate Board, the
88 charter of a Chapter, or the membership rights of a Satellite Chapter, or other Membership
89 (exclusive of Member Firms) may be revoked. The Corporate Board will have the right to
90 establish consistent and equitable procedures for suspending or terminating membership.

91
92 **Section 8. Rights of Suspended/Terminated Members**

93
94 The Corporate Board will determine the rights of any Chapter and any Representative to vote or
95 hold office during any periods of suspension of a Chapter.

96
97 The rights of any Chapter or Representative within a Chapter to vote or hold office will
98 immediately cease upon termination of Chapter membership.

99
100 **ARTICLE IV**
101 **REVENUE**

102
103 The principal funds for the operation of the Corporation's activities will be obtained through
104 payment of assessments by Member Firms and other classes of membership as established by
105 the Corporate Board and ratified by the Chapters.

106
107 **Section 1. Annual Assessments**

109 Annual Assessments of the Member Firms and other classes of membership will be established
110 by the Corporate Board through a budgeting process and ratified by the Members at the Annual
111 Meeting. The assessments will be due on a date set by the Corporate Board each year.
112

113 **Section 2. Special Assessments**
114

115 The Corporation will have the power to levy such special assessments as may, at the discretion
116 of the Corporate Board, be required to meet the necessary operating expenses of the
117 Corporation, provided such expenses were not incurred in violation of these Bylaws.
118

119
120 **Section 3. Failure to Pay Assessments**
121

122 The Corporate Board may suspend or terminate the charter of a Chapter, or the membership
123 rights of a Satellite Chapter, Member Firm, or other Membership for failure to pay Corporate
124 assessments.
125

126 **Section 4. Rights to Hold Office**
127

128 No Representative may hold a Corporate or Chapter office during any periods of suspension of
129 that Representative's Member Firm or Chapter for failure to pay Corporate assessments
130

131 **ARTICLE V**
132 **MEMBERSHIP MEETINGS**
133

134 **Section 1. Annual Meetings**
135

136 A. Annual Meeting. An Annual Meeting of the Corporation will be held for the purpose of
137 electing Officers and Directors and the transaction of other regular business. The date, time,
138 and place of such Annual Meeting will be determined by the Corporate Board with rotation of
139 geographic regions whenever possible.
140

141 B. Budget. A proposed annual budget for the Corporation will be submitted to the Chapters for
142 approval at the Annual Meeting. The proposed budget will be provided to the Chapters at least
143 sixty (60) days but no more than ninety (90) days prior to the Annual Meeting. The Corporate
144 Board may provide means for discussion of the proposed budget with the Members at any time
145 up to thirty (30) days prior to the Annual Meeting.
146

147 C. Agenda Items. Except as provided by California law, all business to be conducted at the
148 Annual Meeting will be set forth in a written agenda approved by the Corporate Board. Any
149 Chapter may submit a proposed agenda item and/or proposed amendments to the Corporate or
150 Chapter Bylaws no less than one hundred and fifty (150) days prior to the Annual Meeting for
151 consideration by the Corporate Board.
152

153 D. New Items of Business. New items of business introduced during the Annual Meeting which
154 were not furnished to the Chapters at least sixty (60) days but no more than ninety (90) days
155 prior to the Annual Meeting must receive an affirmative vote of three-fourths (3/4) of the
156 Delegates (as that term is defined in these Bylaws) present and entitled to vote in order to be
157 considered by the Delegates at the Annual Meeting.
158

159 E. Notice of Meeting. The Secretary will cause the Corporation to provide legally sufficient
160 notice of the Annual Meeting, together with the agenda and the proposed budget, to the
161 President and Secretary of each Chapter not less than sixty (60) days nor more than ninety (90)
162 days prior to the date of the Annual Meeting.

163
164
165
166
167
168
169
170
171
172
173
174
175
176
177
178
179
180
181
182
183
184
185
186
187
188
189
190
191
192
193
194
195
196
197
198
199
200
201
202
203
204
205
206
207
208
209
210
211
212
213
214
215
216

F. Delegate Session. Prior to conducting the Annual Meeting, the Corporate Board will conduct a meeting of the Delegates to discuss the agenda items. There will be no official business conducted during the Delegate session.

Section 2. Special Meetings and Notice

Special Meetings may be called by the Corporate Board or otherwise as provided by California law. The Secretary will cause the Corporation to provide legally sufficient notice of any Special Meeting to the President and Secretary of each Chapter and such notice will 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 will 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 made a part of 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 unanimously consented to by the Chapters. A written consent to any meeting or action is valid if signed by the Chapter President.

Section 4. Electronic Meetings

Meetings may be held by electronic transmission if conducted in accordance with requirements of California law.

Section 5. Voting

A. Number of Votes per Chapter. At any meeting of the membership of the Corporation, the voting rights held by the chartered Chapters of the Corporation will be based on the Chapter's number of Member Firms as follows:

<u>No. of Firms</u>	<u>No. of 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 for each Chapter will be made by the Secretary in accordance with the records of the Corporation on the date legal notice of any meeting is given.

B. Newly Chartered Chapter. If a Chapter is chartered after the date legal notice of any meeting is given, but before the date of any such meeting of the Corporation, the new Chapter will have voting rights as provided above on the basis of its membership roll as of the date such Chapter is chartered.

C. Delegates/Registration. Each Chapter's vote(s) will be cast by one or more Representatives authorized by a Chapter to cast its vote(s) ("Delegates"). Delegates must be registered with the Corporation by delivery of written notice to the Secretary at or prior to the Annual Meeting or any Special Meeting of members. The written notice will be sufficient if signed by the Chapter

217 President or Secretary. Chapters will designate the number of Delegates to vote equal to, but
218 not more than, the total votes allowed to the Chapter.

219
220 D. Voting. Only Delegates will be allowed to vote at any Annual Meeting or Special Meeting
221 of the Corporation. If a Delegate is not present at any such meeting, the vote of that Delegate
222 may be cast by an Alternate Delegate also selected by the Chapter and registered with the
223 Corporation. Regardless of the number of votes allowed to a Chapter, each Delegate will be
224 allowed only one (1) vote on any matter submitted for voting to the Delegates.

225 226 **Section 6. Quorum**

227
228 At any meeting of the Corporation, a majority of the registered Delegates will constitute a
229 quorum for all purposes

230 231 **ARTICLE VI** 232 **CORPORATE BOARD OF DIRECTORS**

233 234 **Section 1. Number and Qualifications of the Corporate Board of Directors**

235
236 There will be no less than seven (7) nor more than ten (10) Directors, each of whom will be:

- 237
238
 - A Representative of a Member Firm; and
 - A past Chapter President.

239
240
241 If a Director ceases at any time to be qualified, such Director's term of office will automatically
242 terminate, but no act of the Corporation or Corporate Board will be invalidated by reason
243 thereof. In the event a Director is no longer qualified to serve, the remaining Directors will have
244 the power to immediately remove said Director and appoint a replacement Director, with or
245 without a notice of resignation from the affected Director.

246
247 At no time may there be more than one (1) Director from the same Chapter.

248 249 **Section 2. Election and Term of Office of Directors**

250
251 At the Annual Meeting of the Corporation, the Delegates will elect the Officers and Directors for
252 the following annual term as provided by these Bylaws. Said Officers and Directors will assume
253 office immediately upon their election. The Director serving as incoming President will appoint
254 the installing officer, who will have served as a past President and who will then conduct any
255 installation ceremonies.

256
257 The Directors and Officers will serve a one (1) year term, or until their successors are elected
258 and qualified, except that the Director who is elected to the position of Vice President/President-
259 Elect will be elected for a two (2) year term. A minimum of three (3) Directors will have served
260 on the Corporate Board the previous term, one of whom may be the Vice President/President-
261 Elect.

262
263 Except for the Vice President/President-Elect, no Officer or Director will be eligible to serve for
264 more than four (4) consecutive terms. A Director who has served more than half a term is
265 considered to have served a full term in that office.

266 267 **Section 3. Vacancy**

268
269 Any vacancy in the office of Director (including any Director designated as an Officer) will be
270 filled for the remainder of the term by the appointment of an individual who is qualified under

271 these Bylaws by act of the remaining members of the Corporate Board.

272
273 **Section 4. Regular Meetings of Directors**

274
275 The Corporate Board shall meet at least two (2) times a year. Meetings of the Corporate Board,
276 whether regular or special, may be held at such places and at such times as the President may
277 determine, or as directed by a majority of the Corporate Board (with priority being given to the
278 direction of a majority of the Corporate Board).

279
280 **Section 5. Special Meetings of Directors**

281
282 Special meetings will be called upon due notice at any time on the order of the President or on
283 the order of any two (2) Directors.

284
285 **Section 6. Notice of Meetings**

286
287 Each Director will be responsible to register current contact information (including address,
288 telephone number(s), facsimile number, and email address) with the Secretary, and notices of
289 meetings using such information will be regarded as valid notice, so long as given in a manner
290 consistent with California law.

291
292 **Section 7. Quorum**

293
294 The majority of the authorized number of Directors will constitute a quorum for the transaction of
295 business at any regular or special meeting of the Corporate Board, and every act or decision of
296 the majority of the Directors present at a meeting at which a quorum has been established will
297 be valid as the act of the Corporate Board.

298
299 **Section 8. Powers and Duties of the Board**

300
301 The Corporate Board will have general management and control of the affairs, funds and
302 property of the Corporation, including, but not limited to, the following powers and duties:

- 303
- 304 • The power to grant new Chapter charters;
 - 305 • The power to alter, amend, rescind, suspend or revoke a Chapter's charter in
306 accordance with these Bylaws and in accordance with California state law, after having
307 given to the Chapter in question reasonable opportunity to be heard;
 - 308 • The power to adopt forms of insignia, publications, and any other media which are
309 representative of the Corporation and its Chapters;
 - 310 • The power to incur indebtedness or otherwise obligate the Corporation for matters and
311 business activities described in or constituting a part of the operating budget approved
312 by the Delegates at the Corporation's Annual Meeting, and for other matters or business
313 activities not exceeding 10% of such operating budget in amount;
 - 314 • The power to incur indebtedness or otherwise obligate the Corporation in advance for
315 services or activities related to the Corporation's Annual Meeting(s) and other customary
316 business activities of the Corporation;
 - 317 • The power to replace an Officer or Director who fails to serve because of absence during
318 that Officer's or Director's term or based on inability or unwillingness to perform the
319 respective duties in a timely and professional manner. "Absence" as used herein means
320 the failure to attend more than two meetings of the Corporate Board whether due to
321 illness, disability or any other cause, or termination of eligibility of a Director;
 - 322 • The power to replace an Officer or Director where a vacancy occurs, in accordance with
323 these Bylaws, or in accordance with California Corporation Law;

- The power to propose amendments to and to enforce all Bylaws; and
- All powers otherwise provided in these Bylaws.

326 **Section 9. Compensation**

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

330 **ARTICLE VII**
331 **OFFICERS**

333 The Officers of the Corporation will consist of:

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

339 **Section 1. Election and Qualification of Officers**

341 A. Vice-President/President-Elect. The Vice-President/President-Elect will be elected by the
342 Delegates at each Annual Meeting. The Vice-President/President-Elect must have previously
343 served at least one (1) term of office on the Corporate Board. The Vice President/President-
344 Elect automatically ascends to the office of President. If the Vice President/President-Elect
345 cannot ascend, then the Nominating Committee will propose a candidate for the office of
346 President at the Annual Meeting, and the Delegates will elect a President at the Annual
347 Meeting. The individual chosen in such event will meet all qualifications for the office.

349 B. Other Officers. All other officers will be elected by the Delegates at each Annual Meeting as
350 part of the election of Directors, with the position of the Officer being included with the election
351 of Director.

353 C. Secretary/Treasurer. An individual may simultaneously hold the offices of Secretary and
354 Treasurer.

356 D. Qualifications. The Officers must be Directors of the Corporation and must meet all the
357 qualifications of a Director. If an Officer ceases at any time to be qualified, such Officer's term of
358 office shall immediately terminate. The Directors will have power to immediately appoint a
359 replacement Officer in such event, with or without a resignation from the affected Officer.

361 E. Compensation. No Officer is entitled to any compensation for any services rendered as
362 such.

364 **Section 2. President**

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

- Preside at all meetings of the Corporate Board and the Corporation;
- Serve as an ex-officio member of each committee except the Nominating Committee;
- Contract or direct the contracting for and on behalf of the Corporation;
- Appoint all committees with the exception of the Nominating Committee; and
- Supervise and direct all administration and business of the Corporation.

- 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.

Section 3. Vice President/President-Elect

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

Section 4. Secretary

The Secretary will:

- 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;
- Cause that notice of meetings of the Corporate Board and the Corporation be given;
- Have charge of such books and papers as the Corporate Board may direct or as required by law; and
- Perform all duties incidental to the office of Secretary.

Section 5. Treasurer

The Treasurer will:

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

Section 6. Advisor to the Corporate Board

The immediate past President will serve as Advisor to the Corporate Board so long as the Advisor continues to meet the qualifications of a member of the Corporate Board. If the immediate past President is unable to serve as Advisor for any reason, the President may appoint another past President to serve as Advisor. Any Advisor appointed will be required to meet the qualifications of a member of the Corporate Board. The Advisor will be required to attend Corporate Board Meetings but does not have the authority to vote. The Corporate Board may remove the Advisor at the discretion of a majority of the Corporate Board.

**ARTICLE VIII
COMMITTEES**

Section 1. Standing Committees

Each Standing Committee and its chair will be composed of Representatives appointed by the President, except as provided in these Bylaws. The following will be the Standing Committees of the Corporation:

A. Budget Committee. The Budget Committee will prepare and submit to the Corporate Board, on the date set by the Corporate Board, a preliminary proposed budget for the Corporation for the next fiscal year. After review and adoption by the Corporate Board, a final proposed budget

429 will be submitted to the Chapters by the Corporate Board with the Annual Meeting notice.

430
431 B. Bylaws Committee. The Bylaws Committee will initiate or receive proposed amendments to
432 the Chapter or Corporate Bylaws and will submit any proposed amendments to the Corporate
433 Board for its consideration.

434
435 C. EWI B/C/DP Committee. The Business/Career/Development Program (B/C/DP) Committee,
436 under the supervision of an elected Director from EXECUTIVE WOMEN INTERNATIONAL
437 Business/Career/Development Program ("EWI B/C/DP"), will assist in the coordination of the
438 various EWI B/C/DP projects administered by the Chapters and by the Corporation.

439
440 D. Nominating Committee. The Nominating Committee will recommend to the Chapters a slate
441 of Officers and Directors to be presented to the Delegates for a vote at each Annual Meeting in
442 accordance with procedures established by the Corporate Board. The membership of the
443 Nominating Committee will be comprised of five (5) members, namely:

444
445 (1) The immediate past President, who will serve as chair. In the absence or inability of the
446 immediate past President to serve, a new chair will be selected by the Corporate Board.
447 "Absence or inability to serve" as used herein will mean absence at any meeting of the
448 committee without reasonable cause as determined by the Corporate Board, or failure to act
449 to carry out the duties of the chair of the committee in the judgment of a majority of the
450 Corporate Board;

451
452 (2) The Vice President/President-Elect; and

453
454 (3) One (1) Representative each from the Western, Central and Eastern Divisions (as such
455 divisions are designated by the Corporate Board) elected by the Delegates at the Annual
456 Meeting. The candidate receiving the second highest number of votes will be the alternate
457 for that division. In the absence or inability of a Representative to serve as a committee
458 member (as that phrase is used above in relation to the chair), the alternate candidate will
459 serve as a committee member. Each candidate will be a Chapter President or past Chapter
460 President, a member of a Chapter in the designated division, and an attendee at the Annual
461 Meeting at which elected. There can be no more than one (1) member of the Nominating
462 Committee from the same Chapter.

463
464 In the event there is no alternate Nominating Committee member within a given division and the
465 elected Nominating Committee member is unable to serve, the Corporate Board will appoint a
466 replacement Nominating Committee member from that division

467
468 **Section 2. Other Committees**

469
470 There may be such other committees created from time to time as determined by the Corporate
471 Board to be necessary to assist in carrying out the affairs of the Corporation.

472
473 **ARTICLE IX**
474 **INSURANCE AND INDEMNIFICATION**

475
476 The Corporation will use reasonable efforts to obtain insurance for the benefit of the Corporation
477 and its Officers and Directors for errors and omissions, fidelity, and general liability protection.

478
479 The Corporate Board will perform its duties in good faith, in a manner reasonably believed to be
480 in the best interests of the Corporation, and with such care as an ordinary prudent person in a
481 like position would use under similar circumstances. The Corporation will indemnify the Officers
482 and Corporate Board against liability and reasonable expenses in any proceeding to which the

483 individual is made party because of service as an Officer or a member of the Corporate Board,
484 to the extent that such indemnification is permitted by law; provided that said Officer or
485 Corporate Board member did not act in bad faith or breach fiduciary duties to the Corporation
486 and its members or partake in an activity which involved intentional misconduct or a knowing
487 violation of the law.
488

489 **ARTICLE X**

490 **EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM**

491
492 Members and Representatives of EXECUTIVE WOMEN INTERNATIONAL, through the EWI
493 Business/Career/Development Program, will sponsor scholarship and educational program(s) to
494 benefit students and Members in furthering their educational and professional development
495 goals. This program will be partially funded by an assessment of all Member Firms that is
496 based on the number of each Member Firm's representatives. These assessments will be
497 contributed to the EWI B/C/DP, a non-profit corporation qualified under Section 501(c)(3) of the
498 federal Internal Revenue Code. Other funding will be accomplished through other efforts of the
499 Corporation and its Members, and from activities conducted by the EWI B/C/DP and from other
500 public or private contributions. EWI and its Members may sponsor or sustain such efforts or
501 activities in this regard as the Corporate Board deems appropriate.
502

503 The amount of assessment for contribution will be based on the Corporation's budget ratified by
504 the Delegates at each Annual Meeting. Members of each newly-chartered Chapter will be
505 exempt from such assessment for the fiscal year following the official date of the Chapter's
506 chartering.
507

508 **ARTICLE XI**

509 **CORPORATE SEAL**

510
511 If necessary, the Corporate Board will provide a suitable seal for the Corporation containing the
512 name, date incorporated and state in which the Articles of Incorporation were filed or such other
513 information as may be necessary.
514

515 **ARTICLE XII**

516 **CHAPTER SEAL**

517
518 If necessary, the Corporate Board will provide a suitable seal for the affiliated Chapters of the
519 Corporation, containing the name of the Corporation and the name of the Chapter or such other
520 information as may be necessary. Any Chapter that desires to create a Chapter seal must first
521 obtain approval of the form of the seal from the Corporation.
522

523 **ARTICLE XIII**

524 **INTELLECTUAL PROPERTY RIGHTS**

525
526 The name EXECUTIVE WOMEN INTERNATIONAL, the acronym thereof (i.e., EWI), the logo,
527 design and similar marks or indications of membership are owned by and registered to the
528 Corporation and will not be reproduced without the written approval of the Corporate Board.
529

530 **ARTICLE XIV**

531 **CHAPTER BOUNDARIES**

532
533 Each Chapter will have a defined geographic boundary. The proposed boundaries of all new
534 Chapters will be approved by the Corporate Board before issuance of the charter. Chapter
535 boundaries may not be changed without the consent of the Corporate Board. From time to time,
536 for purposes deemed to be in the best interest of the growth of the Corporation, the Corporate

537 Board may initiate discussions with a chapter regarding changes in its boundaries.

538
539
540
541

**ARTICLE XV
CHAPTER BYLAWS**

542 Upon chartering, a Chapter will adopt the standard Chapter Bylaws and conduct its operations
543 in accordance with the same. Amendments to the Chapter Bylaws will first be approved for
544 compliance with law by legal counsel selected by the Corporate Board and subsequently
545 adopted by the Delegates at an Annual Meeting. Any variance to the Chapter Bylaws required
546 by the state law of any Chapter will first be approved by legal counsel selected by the Corporate
547 Board. Any variance from the Chapter Bylaws by a non-U.S.A. Chapter necessary to conform
548 with the laws or customs of said Chapter's country may be allowed with the approval of the
549 Corporate Board.

550
551
552

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

553
554
555
556

**ARTICLE XVI
PARLIAMENTARY AUTHORITY**

557 Robert's Rules of Order Newly Revised will be the authority governing proceedings in all
558 meetings of the Corporation insofar as such rules are not in conflict with these Bylaws or with
559 the Corporation's Articles of Incorporation.

560
561
562
563

**ARTICLE XVII
AMENDMENTS**

564 These Bylaws or the Chapter Bylaws may be amended at the Annual Meeting in accordance
565 with the requirements of Article V, Section 1. In the event that written notice of an amendment is
566 not given prior to the Annual Meeting as provided at Article V, Section 1, an Amendment may
567 only be proposed during the Annual Meeting in accordance with Article V of these Bylaws and in
568 accordance with California law. Such Amendment will be adopted upon receiving a vote of
569 three-fourths (3/4) of the Delegates present at the meeting.

570
571
572
573

**ARTICLE XVIII
ACCESS TO RECORDS**

574 Subject to California state and federal laws, Chapters, acting through their officers, will have the
575 right to review the books and records of the Corporation for proper purposes. The Corporate
576 Board may take such steps as it deems appropriate to maintain the confidentiality of such books
577 and records and to avoid misuse of such books and records. Any Chapter requesting such
578 information may be required to pay the cost of researching, copying or obtaining such
579 information as determined by the Corporate Board.

580
581
582
583

**ARTICLE XIX
PROCEDURES AND OPERATIONS**

584 The Corporate Board has adopted a Procedure Manual which may be revised or amended from
585 time to time. The Corporation and Chapters will operate according to the procedures set forth in
586 the Procedure Manual and any other procedures otherwise adopted by the Corporate board
587 from time to time.

588
589
590

591
592
593
594
595
596
597
598
599
600
601
602
603
604
605
606
607
608
609
610
611
612
613
614

**ARTICLE XX
DISSOLUTION**

Voluntary dissolution of the Corporation will 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, will be distributed first to EWI B/C/DP, 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 federal 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) will be selected by a majority of the remaining Corporate Board.

SECRETARY’S CERTIFICATE

The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted as the Bylaws for the Corporation on September 25, 2010.

Dated: _____
Signature: _____