



IWF GEORGIA INC.

BYLAWS

Revisions January 11, 2017

BYLAWS OF IWF GEORGIA INC.

ARTICLE I Name and Purposes

1.1. Name. The name of the organization is IWF Georgia Inc.

1.2. Purposes. The corporation (hereinafter the "Corporation") is a non-profit membership organization exempt from tax under Section 501(c)(6) of the Internal Revenue Code and organized under the laws of Georgia for the following purposes:

- (a) to bring together women of significance and diverse achievements in order to facilitate communication among and empowerment of all women;
- (b) to foster association among preeminent women to enable them, individually and collectively, to exert influence and to discharge their responsibilities in their communities for the benefit of all women;
- (c) to provide broad leadership and educational programs and information for and through its members in areas where such members are located; and,
- (d) to support the work of the global International Women's Forum, Inc. ("IWF") to help prepare future generations of women leaders and support its mission of advancing women's leadership across cultures and continents.

ARTICLE 2 Membership

2.1 Eligibility. Women of diverse and significant accomplishments who reside or have residences in the State of Georgia and who have attained recognition in their respective fields are eligible for nomination in accordance with the procedures and criteria established by the Board. Membership is by invitation only or by transfer from another IWF affiliate. Nominees and all members shall subscribe to the purposes of the Corporation and the IWF.

2.2. Election to Membership. The Members of the Corporation shall be those eligible women who meet the criteria established by the Board who are nominated for membership and duly elected in accordance with the procedures and timeline for the membership process established by the Board. Candidates for membership who are members in good standing of other IWF affiliates which offer reciprocal memberships are automatically qualified for membership.

2.3. Voting and Good Standing. Members in good standing shall have one vote at any membership meeting at which they are present. Proxy voting will not be permitted. To be and remain a member in good standing, each member must annually make timely payment of dues and attend programs as determined by the Board.

2.4 Types of Membership:

- (a) **Active Members:** Active members are those members in good standing. Members are encouraged to attend programs and events annually, to co-host programs and events on a periodic basis and to attend conferences of the global International Women's Forum. The Board may make accommodations for Active Members with special circumstances.

- (b) **Approved Inactive Members:** An Active Member may request Approved Inactive Membership for a year for circumstances that preclude her from actively participating in the activities of the Corporation. Upon approval of the Board, a member may be permitted to remain in good standing and become an Approved Inactive member despite non-attendance at local programs or events provided that the member continues to pay the reduced dues set by the Board. Upon request of the Approved Inactive Member and upon approval of the Board, Approved Inactive Memberships are renewable on an annual basis for up to a total of three years.
- (c) **Emerita Members:** A member may become Emerita when she reaches 80 years of age and has been an Active Member for at least 15 years. Emerita Members pay reduced dues set by the Board. The Board will review Emerita Member designations on an annual basis.
- (d) **Honorary Members:** The Board may under extraordinary circumstances designate women of pre-eminent stature as Honorary Members if doing so enhances the reputation of the Corporation. Honorary member designation is determined and re-designated annually by the Board and must be disclosed to the Membership. Annual dues for Honorary Members are waived.

2.5. Dues. Annual dues for all Member types shall be set by the Board and may be changed at the discretion of the Board at any meeting. Dues are payable promptly upon receipt of notification. The Board shall be authorized to waive dues in special circumstances as shall be determined by the Board.

2.6. Termination of Membership:

- (a) **Resignation:** Any member may resign by submitting a letter of resignation to the Board. Dues will not be refunded. Resigning members must go through the formal membership process to re-join.
- (b) **Lapsing:** Any Active Member may be removed from membership due to non-payment of dues or failure to attend programs and events as determined by the Board. The Board may, in its discretion propose that the member seek status as an Approved Inactive Member or otherwise waive such requirements. Such members may reactivate membership in accordance with procedures set by the Board.
- (c) **Cause:** Any membership may be suspended or revoked by the Board for cause based upon reasons the Board determines to be valid. The member so suspended or removed may appeal to the Board for reconsideration of its action.

ARTICLE 3 Officers

3.1. Officers. The officers of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer, and such other officers as may be authorized and elected by the Directors. The Officers shall be elected by the Directors from among the Board members. The term of office for each officer shall be two (2) years or until her successor has been duly elected and qualified. If the President resigns or the office of the President otherwise becomes vacant during her term, the Vice President shall act as President Pro Tem and shall serve until the Board elects a President to fill the expired term. If any other office becomes vacant, the President shall appoint a successor to serve until the next regularly scheduled election of officers.

3.2 Nomination and Election of Officers. The President will appoint a Nominating Committee no later than June of an election year. The Nominating Committee shall consist of five (5) members. Three (3) members will be selected from the Board and two (2) members selected from the general membership. The Nominating Committee shall be diverse in ethnicity and where possible, be selected from the longer-standing members of the organization, and shall seek input from the membership. The Nominating Committee shall develop a slate of officer candidates willing to serve, present the slate to the President who may set the election of officers for the last meeting of the Board for the calendar year after the Annual Meeting or the first meeting of the Board in the new calendar year after the Annual meeting or may call a meeting of the Board to elect officers. Upon election, notice shall be given to the membership. The new officers assume office on January 1st of the new calendar year



following the Annual Meeting. January 1st is a retroactive date if the Board elects its officers at the first Board meeting of the new calendar year following the Annual Meeting.

3.3 Resignation and Removal. Any officer may resign by delivering a letter of resignation on to the President. Any officer may be removed at any time, with or without cause, by vote of a majority of the remaining directors only after reasonable notice and opportunity to be heard by the remaining directors.

3.4 Compensation. Officers of the Corporation shall be entitled to reimbursement for any reasonable expenses incurred by them in the execution of the functions and duties of their respective offices, if approved in advance in writing by the Board.

ARTICLE 4 Duties of Officers

4.1 President. The President is the chief officer of the Corporation and shall preside at all meetings of the members and directors, and shall possess the power to sign all certificates, contracts and other instruments of the Corporation. The ultimate supervision of the business affairs of the Corporation shall be vested in the President. The President shall have such other powers and duties as the Board may prescribe from time to time.

4.2 Vice President. The Vice President shall assume the duties of the President in the event of absence or disability of the President until such time that the vacancy is filled, and shall have other duties as may be prescribed by the President or the Board.

4.3 Secretary. It shall be the duty of the Secretary to keep or cause to be kept minutes of meetings and all other records of the Corporation and provide notices of all meetings of the Board and the membership. The Secretary shall have custody of the seal of the Corporation; to affix such seal to any instruments requiring the same; to attest the signature or certify the incumbency or signature of any officer of the Corporation, and to perform such other duties as may be prescribed by the President or the Board from time to time.

4.4 Treasurer. The Treasurer is responsible for oversight and review of financial records of the Corporation, including accounts receivable and payable, payment of dues and records of dues payments, payments of all bills and invoices and reports of the financial status presented to the Board and the membership, the annual budget and budget reconciliations and financial records for review by the Board, the membership and the Corporation's accountants. The annual budget is reviewed and approved by the Board and made available for review by the membership. The Treasurer shall perform such other duties as may be prescribed by the President or the Board from time to time.

ARTICLE 5 Board of Directors (the "Board")

5.1 General Powers. The business and affairs of the Corporation shall be managed by the Board. In addition to the powers and authority expressly conferred upon by these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts permitted by the Georgia Nonprofit Corporation Code and the Articles of Incorporation.

5.2 Number, Election and Term of Office. The number of directors of the Corporation shall be not less than twelve (12), nor more than twenty (20), the precise number to be fixed by resolution of the Board of Directors from time to time. The directors shall be elected by the affirmative vote of a majority of the members present at the Annual Meeting of the membership of the Corporation. The term of office for directors shall be three (3) years. A



director may serve no more than two consecutive terms. The outgoing President shall serve on the Board for one year immediately following the tenure as President. The outgoing President shall have voting powers.

Each elected officer shall serve an entire term even if the officer's term on the Board is set to expire prior to the officers' term in office.

No later than June of each year in which a Board vacancy exists or a Board member's term(s) will expire, the President will appoint a Nominating Committee for the purpose of developing a slate of Board candidates.

The Membership will be notified in writing of the candidates for the Board no later than 30 days prior to the election. The election shall take place at the Annual Meeting. The new Board members assume office on January 1st following their election.

5.3 Removal of Directors. At any meeting of the membership with respect to which notice of such purpose has been given, any individual director may be removed, with or without cause, by the affirmative vote of a majority of the members entitled to vote at such meetings, provided that a quorum is present at such time.

5.4 Vacancies. A vacancy occurring in the Board, other than by removal, may be filled by the affirmative vote of a majority of the directors remaining in office, even though less than the full number of directors are serving at such time.

5.5 Compensation. Directors shall be entitled to receive reimbursement of their reasonable expenses, if any, incurred by attendance at any regular or special meeting of the Board or by otherwise serving as a director, if approved in advance in writing by the Board

ARTICLE 6 Committees

6.1 Executive Committee Members. The Board shall have an Executive Committee which shall consist of the President, Vice President, Secretary and Treasurer and such other directors as the President designates at the beginning of her term.

6.2 Executive Committee Powers. In the time between Board meetings, the Executive Committee may exercise all the powers of the Board and may authorize the seal of the Corporation to be affixed to all papers which may require it, provided; however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board that by its terms shall not be subject to amendment or repeal by the Executive Committee, and the Executive Committee shall not have the authority of the Board in reference to (1) amending the Articles of Incorporation or Bylaws of the Corporation; (2) adopting a plan of merger or consolidation; (3) the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation; or (4) a voluntary dissolution of the Corporation or a revocation of any such voluntary dissolution.

6.3 Executive Committee Meetings. The Executive Committee shall meet as needed by call of the President or of any two or more members of the Executive Committee. The Executive Committee may fix its own rules or procedures, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the full Board in writing or at the next Board meeting. All actions of the Executive Committee shall be deemed to be in good faith and valid and shall only be subject to revision or alteration by the full Board if deemed to have been in error and to the extent that action shall not have been taken pursuant to or in reliance upon such Executive Committee action prior to any such revision or alteration.

6.4 Executive Committee Action. The Executive Committee shall act by majority vote of its members.

6.5 Other Committees. The Board may by resolution designate from among the Board members one or more committees consisting of two or more directors. Each such committee, to the extent provided in such resolution, shall have and may exercise all the authority of the full Board, with the exception of any authority the delegation of which is prohibited by section 14-3-105 or any succeeding provision of the Georgia Nonprofit Corporation Code. Each committee shall act by a majority of its members. The Committees shall fix their own rules of procedure, including notice of their meetings, and shall provide periodic and final reports of the committees' decisions to the Board at the meeting thereof held next after the action has been taken. All actions of such committees shall be deemed to be in good faith and valid and shall only be subject to revision or alteration by the full Board if deemed to have been in error and to the extent that action shall not have been taken pursuant to or in reliance upon such committee action prior to any such revision or alteration. The Board shall have the power at any time to remove any member of any committee with or without cause, to fill vacancies on committees and to dissolve any committee.

ARTICLE 7 Meetings

7.1 Membership Meetings. Membership programs or meetings will be held on the schedule determined by the Board except that membership meetings will occur at least quarterly. The location and time of the programs and meetings will be determined by the President in consultation with the Board.

7.2 Annual Meeting. The Annual Meeting will be held in October.

7.3 Board Meetings. The Board of Directors shall meet at least once a year at such time and place as established by the Board.

7.4 Special Meetings. Special meetings of members of the Corporation may be held at the request of at least one-third of the directors in office at that time or of at least ten percent of the voting members of the Corporation. The Secretary shall mail notice of such meetings to all members at least ten, but not more than thirty days before the date of the meeting, which notice shall set forth the purpose for which the meeting has been called. The business conducted at any such special meeting shall be limited to those matters set forth in the notice to members. Special meetings of the Board may occur pursuant to the Articles of Incorporation or these Bylaws.

7.5 Conduct of Meetings. The President shall preside at programs and meetings of the membership and meetings of the Board and officers. In the absence of the President, the Vice President will preside. In the absence of the President and Vice President, the Secretary shall preside. In the absence of the President, Vice President, and Secretary, the Treasurer shall preside. 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, and in which they are not inconsistent with these Bylaws and any special rules the Corporation may adopt.

ARTICLE 8 Quorum

8.1 Membership Meeting Quorum. Twenty percent of the voting members of the Corporation shall constitute a quorum at any membership meeting.

8.2 Board Meeting Quorum. Twenty percent of the members of the Board shall constitute a quorum at any board meeting.

8.3 Amendments to Bylaws. Twenty percent of the voting members of the Corporation shall constitute a quorum for amending the Bylaws.

ARTICLE 9 Membership and Electronic Voting

9.1 Vote Required for Action at Membership Meeting. Each member in good standing shall be entitled to one (1) vote, non-cumulative, for purposes of addressing business properly brought before any membership meeting. Except as otherwise provided in these Bylaws or required by law, the vote of a majority of the voting membership present at the time a vote is taken, if a quorum is present at such time, shall be an act of the membership.

9.2 Electronic Voting; Proxy Voting. Members may vote electronically, such as voting via emailed ballot. There shall be no proxy voting of members at membership meetings.

ARTICLE 10 Paid Staff

10.1. Subject to the provisions of these Bylaws, the President and Board may hire, at their discretion, such agents and employees, either full-time, part-time or both, as they deem necessary and appropriate for the efficient and effective operations of the activities of the Corporation.

ARTICLE 11 Offices

11.1 Principal Office. The principal office for the business of the Corporation shall be located at such place as may be fixed from time to time by the Board.

11.2 Registered Office. The registered office of the Corporation established pursuant to section 14-3-60 of the Georgia Nonprofit Corporation Code, or an applicable succeeding provision, shall be the office named in the Articles of Incorporation and may be changed at any time by the Board by resolution and upon the filing of appropriate documents in the office of the Secretary of the State of Georgia.

ARTICLE 12 Amendments

12.1 Amendments. These Bylaws may be amended from time to time provided that the proposed amendments are provided to the membership in writing a minimum of thirty (30) days prior to taking a vote. Amending the Bylaws requires a quorum of the Membership.

ARTICLE 13 Indemnification

13.1 (a) The Corporation shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), because such person is or was a director, officer, employee or agent of the Corporation (including the Corporation operating under its former name, Women's Forum of Georgia, Inc.), or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or

proceeding if such person acted in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

(b) The Corporation shall have authority to indemnify any person who was or is a party or who is threatened, pending or completed action or suit by, or in the right of, the Corporation to procure a judgment in its favor, because such person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this Bylaw provision or in defense of any claim, issue, or matter therein, such person may be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under subsections (a) and (b) of this Bylaw provision (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in subsection (a) and (b) Such determination shall be made:

- (1) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (2) By a written opinion of independent legal counsel:
 - (i) if a quorum cannot be obtained under subdivision (1) above; or
 - (ii) even if a quorum is obtained under (1) above, if such quorum so directs that a written opinion be obtained.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding that are paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent shall be repaid if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Bylaw provision.

(f) The indemnification and advancement of expenses provided by or granted pursuant to this Bylaw provision shall not be deemed exclusive of any other rights, in respect to indemnification or otherwise, to which those seeking under any other Bylaw, resolution or agreement, either specifically or in general terms approved by the affirmative vote of a majority of the members entitled to vote thereon, taken at a meeting, the notice of which specified that such Bylaw, resolution or

agreement would be placed before the members, both as to action by a director, officer, employee or agent in such person's official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted to a director, officer, employee or agent pursuant to this subsection by the Corporation with respect to the liabilities described in section 14-3-131 (b) (6) (A) (i)-(iii) of the Georgia Nonprofit Corporation Code or any applicable succeeding provision.

(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person incurred by such person in any such capacity, or arising out of such person's status as such whether or not the Corporation would have the power to indemnify such person against such liability under this Bylaw provision.

(h) For purposes of this Bylaw provision, references to the "Corporation" shall include, in addition to any surviving or new corporation, or any merging or consolidating corporation (including any merging or consolidating corporation) absorbed in a merger or consolidation, and includes the Corporation operating under its former name, the Women's Forum of Georgia, Inc., so that any person who is or was a director, officer, employee, or who is serving at the request of such merging or consolidating corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Bylaw provision with respect to the resulting or surviving corporation as such person would if such person had served the resulting corporation in the same capacity, provided that no indemnification under subsections (a) and (b) of this Bylaw provision permitted by this subsection shall be mandatory under this subsection or any Bylaw of the surviving or new corporation without the approval of such indemnification by the Board of the surviving or new corporation in the manner provided in paragraph (1) of subsection (d) of this Bylaw provision.

(i) The indemnification and advancement of expenses provided by or granted pursuant to this Bylaw provision shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE 14 Miscellaneous Provisions

14.1 Contracts, Deeds, and Loans. All contracts, deeds, mortgages, pledges promissory notes, security documents, transfers and other written instruments binding upon the Corporation shall be executed on behalf of the Corporation by the President or such officer or agent as the Board or the President may designate from time to time. Any such instrument required to be given under the seal of the Corporation may be sealed and attested to by the Secretary or any Assistant Secretary of the Corporation.

14.2 Checks and Drafts. Checks and drafts of the Corporation shall be signed by such officer or officers or such other employees or persons as the Board from time to time may designate. The Board may provide by resolution for the authority of officers, employees and other persons to deal with banks and other financial institutions on behalf of the Corporation.

14.3 Books and Records. The officers of the Corporation shall keep correct and complete books and records of account and shall keep minutes of meetings of the Board, and the Annual Meeting.

14.4 Corporate Seal. The Corporate Seal shall be in such form as the Board may from time to time determine.