

**AMENDED AND RESTATED BYLAWS
OF THE
FAMILY OF WOMEN**



ADOPTED

June 12, 2018

TABLE OF CONTENTS

ARTICLE I. PURPOSE

Section 1. Purpose

ARTICLE II. NONVOTING MEMBERS

Section 1. Rights and Obligations of Nonvoting Members

ARTICLE III. VOTING MEMBERS

Section 1. Power and Purpose of the Voting Members

Section 2. Records of Members

Section 3. Dues

Section 4. Selection of Voting Members

Section 5. Qualifications and Requirements of Voting Members

Section 6. Voting Member Benefits

Section 7. Suspension or Removal of Voting Members

Section 8. Resignation of Voting Members

Section 9. Quorum for Voting Membership Meetings

Section 10. Decision-Making by Voting Members

Section 11. Annual Election of Directors

Section 12. Other Voting Membership Meetings

Section 13. Content of Notice

Section 14. Waiver of Notice

Section 15. Record Date

Section 16. Proxy Voting.

Section 17. Voting by Mail.

ARTICLE IV. BOARD OF DIRECTORS

- Section 1. Duties of the Board
- Section 2. Qualifications of Directors
- Section 3. Number of Directors and Composition of the Board
- Section 4. Terms of Directors
- Section 5. Selection of Directors
- Section 6. Removal of Directors
- Section 7. Resignation of Directors
- Section 8. Filling Vacancies
- Section 9. Conduct of Directors
- Section 10. Quorum
- Section 11. Decision-Making and Voting
- Section 12. No Proxy Voting
- Section 13. Telephonic Meetings
- Section 14. Decisions by Mail or Email
- Section 15. Meetings

- Section 16. Notice of Meetings
- Section 17. Waiver of Notice
- Section 18. Authority of Directors

ARTICLE V. OFFICERS AND STAFF

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal
- Section 4. Vacancies
- Section 5. President
- Section 6. Vice President
- Section 7. President Elect
- Section 8. Secretary
- Section 9. Treasurer
- Section 10. Executive Director and Staff

ARTICLE VI. COMMITTEES

- Section 1. Establishment
- Section 2. Executive Committee
- Section 3. Other Committees
- Section 4. Committee Members
- Section 5. Committee Chairs
- Section 6. Limitations on Powers

ARTICLE VII. MISCELLANEOUS PROVISIONS

- Section 1. Compensation of Officers and Directors
- Section 2. Conflict of Interest
- Section 3. Financial Controls
- Section 4. Annual Financial Assessment
- Section 5. Tax Year
- Section 6. No Discrimination

ARTICLE VIII. AMENDMENTS

- Section 1. Articles of Incorporation and Bylaws

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact Atkin & Associates Center for Nonprofit Law.

BYLAWS

OF

FAMILY OF WOMEN

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Family of Women are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Family of Women include the following:

To lead, inspire and mentor women to embrace their power, purpose and value, and to take responsibility for their relationships.

To empower women to live the lives they love, igniting their passion to make a positive contribution to the world.

To support women to contribute to society by being leaders everywhere in the world.

ARTICLE II. NONVOTING MEMBERS

Section 1. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine the qualifications, dues, obligations, rights and privileges of members in those categories. The nonvoting members will not have the power to vote on the election of Directors or to participate in a binding vote on any corporate matters.

ARTICLE III. VOTING MEMBERS

Section 1. Powers and Purpose of Voting Members. Voting members shall have the power to elect and also to remove the Elected members of the Board of Directors of Family of Women and to vote on any amendments to the Bylaws or Articles which would alter their right to elect or remove the Elected members of the Board. The voting members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

Section 2. Records of Members. The Secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting members and nonvoting members.

Section 3. Dues. The Board of Directors shall determine the dues for voting and nonvoting membership.

Section 4. Selection of Voting Members. Requests for voting membership shall be automatically approved following a determination that the applicant has paid any required dues and satisfies the other qualifications required for voting membership. This determination can be made by the Board of Directors or by a committee delegated this task by the Board of Directors. If at any time there are no voting members, then the Board of Directors may appoint new voting members.

Section 5. Qualifications and Requirements of Voting Members. All voting members must be women who are at least 18 years of age who fulfill the following requirements:

- At any time during the year, register online as a member or complete and submit a membership form;
- Pay the specified membership dues; and
- Support the mission statement, standards, and core values of the corporation.

Clarifications of the criteria for the qualification of voting members, including required participation in the activities of Family of Women, may be set by a resolution of the Board of Directors so long as they do not contradict the provisions of these bylaws.

Section 6. Voting Member Benefits. A voting member is entitled:

- To enroll in programs offered by the Family of Women, subject to fulfillment of any prerequisites required for a specific program;
- To participate in all Territory, Chapter, and Area Meetings; and
- To receive discounts, when offered, to this corporation's events.

Section 7. Suspension or Removal of Voting Members. A Voting member may be removed from membership for failure to meet the qualifications and/or requirements of membership and/or for delinquency of dues. Notification of a member's removal shall be made through the Family of Women official lines of communication. No dues

shall be refunded upon removal of membership, all benefits associated with such membership shall immediately cease, and the corporation's membership list shall be adjusted accordingly.

Section 8. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Secretary of the Corporation. No dues shall be refunded upon voluntary termination of membership, all benefits associated with such membership shall immediately cease, and the corporation's membership list shall be adjusted accordingly. If a member fails to pay dues according to the policy on membership dues, that member shall be considered to have resigned.

Section 9. Quorum for Voting Membership Meetings. A quorum will consist of the presence, participation by conference call, or voting by mail or electronic ballot, where that is allowed, of at least 15% of the voting members.

Section 10. Decision-Making by Voting Members. The affirmative vote of at least a majority of the votes cast, if voting by mail, or of at least a majority of the voting members present at or participating in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles or Bylaws. The same quorum is required for a vote by mail or email. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion. All decisions made at meetings require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 11. Annual Election of Directors.

A. There must be an Annual Election, in which the voting members elect members to the Board of Directors. It will be held during the second quarter of the calendar year at a time and location determined by resolution of the Board of Directors. The Board may set the Election for a different time of year, if necessary.

B. Written notice of the Annual Election must be sent by first class mail, fax, or email to all voting members entitled to vote, at the address, email, or fax number provided by the member or as it appears in the corporate records, at least fifteen days in advance of the election date.

C. The election notice may include reports from the Board of Directors, Officers and staff concerning the activities, management and budget of the corporation. Voting members will then elect the members of the Board of Directors, and vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person

so requests. Members may be given the option to vote by mail, fax, or email. The failure to hold an Annual Election does not affect the validity of any corporate action.

D. Candidates shall be elected based on which candidates receive the greatest number of affirmative votes, in descending order up to the total designated number of director positions subject to the election, provided that each candidate receives affirmative votes equal to a simple majority of the total number of votes cast during the election.

E. If a candidate(s) fails to receive a simple majority of the affirmative votes cast during the election, then that candidate(s) shall not be elected even if, by failing to elect that candidate(s), the corporation is unable to fill all the open director positions subject to the election.

Section 12. Other Voting Membership Meetings.

A. Regular Meetings. The corporation may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail, email, or fax, as directed by the individual voting member, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

B. Special Meetings. Special meetings of the voting members may be called by the President, by the Board of Directors or by a quorum of the voting members. Notice for a special meeting must be mailed by first class mail, email, or fax, as directed by the individual voting member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a special meeting is called may be considered at the meeting.

Section 13. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 14. Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the

person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the requirement of notice of that meeting.

Section 15. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be the date that the notice or ballot is sent.

Section 16. Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 17. Voting by Mail. Unless prohibited or limited by the Articles or bylaws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax, or email,. The written ballot must: a) set forth each nominee or proposed action; and b) provide an opportunity to vote for each vacant Board position, and for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot. All solicitations for votes by written ballot must also include the following information: a) indicate the number of responses needed to meet the quorum requirements; b) state the percentage of approvals necessary to approve each matter other than election of Directors; and c) specify a reasonable time by which a ballot must be received by the corporation in order to be counted. Additionally, in the solicitation, the organization shall state the manner in which a ballot may be submitted to the organization, which may include by mail, fax, email, in person, or in person at a meeting to discuss the action. A written ballot may not be revoked.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board of Directors must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to

carry out these tasks. The Board of Directors must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board of Directors does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Family of Women and must have expertise in areas relevant to the needs of the organization. Nominees must be Voting Members in good standing and must maintain good standing throughout their term of office. The organization shall strive to have Board members from a variety of geographical areas.

No more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons." An interested person is (i) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this section shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 3. Number of Directors and Composition of the Board. The Board of Directors must consist of no fewer than four and no more than fifteen members, including both Elected Directors and Appointed Directors. Elected Directors will be elected by the Voting Members. Appointed Directors will be positions filled by the Board of Directors.

Except as provided in Section 5.B of this Article, the number of Appointed Directors may not exceed fifty percent (50%) of the number of Elected Directors. The number of Appointed Directors serving on the Board shall not require adjustment in the event of vacancies of Elected Directors, even though such vacancies may temporarily create a situation where the number of Appointed Directors exceeds the percentage limitation set forth in this section.

Section 4. Terms of Directors. Directors will serve two-year terms, which will be staggered so that approximately one-half of the directors are elected each year. Director terms begin on July 1. Unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is a limit of two consecutive terms for each Director. Following a one-year break in Board service, a person may be elected to the Board again.

Section 5. Selection of Directors.

A. Elected Directors. Elected Directors will be elected by the then current voting members during the annual election of Directors by the Voting Members.

B. Board Appointed Directors. The Elected Directors may appoint further members of the Board of Directors, including the appointment of Directors needed to bring the Board to a minimum of six (6) Directors if there are not enough candidates nominated or Directors elected by the voting members to achieve a minimum of six directors.

C. Election Process. Each voting member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

D. Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

Section 6. Removal of Directors. Elected Directors may be removed with or without cause by resolution of the voting members. Appointed Directors may be removed with or without cause by resolution of the Board of Directors. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the voting members, or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a Director is to be considered.

Section 7. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board of Directors, its presiding Officer, the President, or the Secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The Board of Directors may appoint a new Director to fill any vacancy on the Board of Directors. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation of a quorum, which is at least a fifty-one percent (51%) majority of the

number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, and that the decision must be recorded in the written minutes. Each member of the Board of Directors will have one vote.

The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request that a vote be taken. The affirmative vote of a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

If there is not a consensus, at the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may be held by telephone, video conferencing, internet based communication or other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions by Mail or Email. Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all of the members of the Board. A clearly stated motion must be sent to all of the Directors on the Board by mail, fax or email, with clear instructions that this process requires one hundred percent (100%) of the Directors to vote "yes" for the motion to pass. If the motion is sent by email then each Director must send their vote by email in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative "yes" vote. If any Director votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each Director's vote must be kept in the corporate records.

Section 15. Meetings. The Board of Directors must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year.

Section 16. Notice of Meetings. Notice must be given to every member of the Board of every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these Bylaws. The notice must be given not less than forty-eight hours in advance of the meeting, if delivered by telephone conversation or in person, and not less than seven days in advance if delivered by first class mail, email, or fax to an address provided by the individual Director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 17. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the requirement of notice of that meeting.

Section 18. Authority of Directors. The President shall be an official spokesperson for the organization, and may represent the organization and its positions whenever appropriate. No member of the Board of Directors other than the President may officially represent the positions of the organization or speak or make agreements on behalf of the organization without specific approval by the Board of Directors to do so.

ARTICLE V. OFFICERS AND STAFF

Section 1. Officers. The Officers of Family of Women must carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a president, secretary and treasurer. The Board of Directors may also elect one or more vice presidents, a chairperson, and other Officers as desired. The same person may not hold the offices of President and Secretary at the same time, but the same person may hold any other two offices. Officers do not have to serve simultaneously as members of

the Board of Directors. Officers who are not members of the Board of Directors have no right to vote on Board decisions.

Section 2. Election and Term of Office. The Officers of Family of Women will be elected by the Board of Directors. As soon as possible following the election of Directors, the Board of Directors will meet to elect new officers of the corporation. Officers will serve one-year terms. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

Section 3. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining Directors still in office, although less than a quorum, may elect any eligible individual to fill such a vacancy. The elected Officer will hold office for the remaining portion of the term of that office.

Section 5. President. The President shall be called the Chair. The President is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The President generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

Section 6. Vice-President. In the absence of the President or in the event of the President's inability to act, the Vice President will perform the duties of the President. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice President will also perform other duties assigned by the Board of Directors. More than one Vice President position may be created and duties clarified, in an ordinary resolution of the Board of Directors.

Section 7. President Elect. The President Elect shall assist, support and learn from the current President, to prepare for becoming the next President.

Section 8. Secretary. The Secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each voting member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Treasurer. The Treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every meeting of the Board of Directors on the financial affairs of the corporation; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 10. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board of Directors determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director present.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Section 2. Executive Committee.

A. The Board may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees must consist of two or more Directors who are simultaneously full members of the Board of Directors, and it shall not have any members who are not simultaneously members of the Board of Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee, and may also require certain procedures for the Executive Committees to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

B. The Executive Committee must comply with the provisions of the Bylaws concerning the meetings and decision of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board.

Section 3. Other Committees.

A. The Board may establish any other committees it deems appropriate, including a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees. These are all "non-Board committees" which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs but may make recommendations to the Board or a Board Committee and implement Board or Board Committee decisions and policies under the supervision and control of the Board or a Board Committee. Such committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Financial Collaboration Team. As soon as reasonably possible the Board shall establish a committee responsible for financial oversight of the organization's income and expenses. The committee must consist of two or more persons, including at least one person with some financial experience or experience with bookkeeping, who is not the organization's check signer or bookkeeper. The committee shall be responsible for overseeing the organization's financial transactions and the implementation of the

organization's financial policies. As part of its mission, the committee shall review on a regular basis, or oversee a regular review of, the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements.

The committee shall report any questions or concerns about the organization's finances to the Board. The committee shall also make the necessary arrangements for and oversee the organization's annual audit or annual financial review, which is described in these Bylaws.

Section 4. Committee Members. The Board shall appoint the members of committees, or for committees other than the Non-Board Committees, the Board may delegate this task to the Board President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that power to the Board President or to the members of the committee.

Section 6. Limitation on Powers. The Board of Directors shall always have the power to amend, alter or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an Officer as defined in these Bylaws. However, the corporation may pay compensation to Officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Members of the Board of Directors and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an

Officer or member of the Board of Directors or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) conflict-of-interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director other staff. 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board of Directors must analyze the transaction with sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. 4) All conflict of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's funds and assets, and that would discover it if those problems or crimes were to occur. Those financial policies shall require that there must be three separate levels of financial operations, and that those operations shall be performed by different people: 1) those with the authority to spend the organization's money; 2) those who are the bookkeeper(s) who record and track the income and expenditures; and 3) those who oversee the bookkeeping system and the expenditure of funds. The Finance Collaboration Team shall oversee the bookkeeping system and the expenditure of funds.

Section 4. Annual Financial Assessment. The Board of Directors must require the performance of an annual audit, financial review, financial compilation or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal audit, but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets. The financial oversight committee described above shall select the person performing

the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 5. Tax Year. The tax year of the corporation is the calendar year.

Section 6. No Discrimination. In the delivery of its services to the public, Family of Women does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two-thirds (2/3) of the entire Board of Directors at a properly called meeting is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the bylaws. Notwithstanding the foregoing, the affirmative vote of a majority of the voting members present or participating at a properly called meeting, at which a quorum is present, or the majority of the votes cast by mail, is necessary for any amendment that alters the rights of the voting members to elect or remove Elected members of the Board of Directors.

§

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Family of Women, as amended by the Board of Directors on the 18th day of November, 2017.

Signed this 10th day of January, 2018.

/s/ Lorna Harvey
Secretary of Family of Women