



CONNECTIONS | CAREERS | COMMUNITY

## MEMORANDUM

TO: 2009-2010 Chapter Presidents  
2009-2010 Chapter Secretaries

FROM: Louise Anderson  
Corporate President

DATE: July 27, 2010

RE: 2010 Annual Meeting Materials

Attached are several important documents that require your attention and that of your membership regarding our 2010 Annual Meeting. They are:

- Notice of 2010 Annual Meeting
- Report of Committee on Order of Business and Rules
- Memo Regarding Proposed 2011 EWI Budget and Rationale
- 2011 Proposed EWI Budget and Rationale
- Report of 2009-2010 Corporate Bylaws Committee
- Proposed Bylaws Amendments
- Memo and Qualifications of 2010-2011 Corporate Board Nominees

These documents are also available on our Corporate Website, [ewiconnect.com](http://ewiconnect.com).

### ***Important dates to remember:***

**Open Forum and Budget Conference Calls:** Two conference calls will be conducted on Tuesday, August 10, 2010, at 1:00 pm and 7:00 pm ET to allow you the opportunity to ask questions regarding the 2011 proposed budget. This call will also allow time for representatives to hear updates and ask questions of the Corporate Board and Executive Director.

**Delegate and Alternates Training Session:** A special training session is being provided during LCAM for all Delegates and Alternates to review the Annual Meeting procedures with Carrie Dickson, our Parliamentarian. All delegates and alternates are required to attend the training/review session to be held on Friday, September 24, 2010 at 4:30 pm.

Please mark these dates and times on your calendar. You will receive more information in the coming weeks.

# EXECUTIVE WOMEN INTERNATIONAL®

## OFFICE OF THE CORPORATE SECRETARY

535 Chestnut Street, Suite 241  
Chattanooga, TN 37402

July 27, 2010

TO: 2009-2010 Chapter Presidents and Chapter Secretaries

Notice is hereby given pursuant to the Corporate Bylaws of Executive Women International®, that the 63<sup>rd</sup> Annual Meeting of the Corporation will be held in Kansas City, Missouri at the Kansas City Marriott Downtown. The meeting will convene at 9:30 am on Saturday, September 25, 2010.

The Delegates to the Annual Meeting will: ratify, approve, and confirm actions of the Board of Directors and Officers of the Corporation and act on any reports and recommendations of the Board of Directors and Officers of the Corporation made at said Annual Meeting; elect officers and members of the Board of Directors; and, take action on any other matters that may properly come before the Annual Meeting.

All Delegates and Alternates are required to sign-in at the designated area on Saturday, September 25, 2010, between 7:00 am and 7:45 am.

The Corporate President requests your cooperation on the following point: Delegates and Alternates should be advised of the following meetings at which their attendance is **required** (all representatives are invited to attend these meetings).

Delegate/Alternate Training Session: 4:30 pm Friday, September 24, 2010, at the Kansas City Marriott Downtown

Delegate Session: 8:10 am Saturday, September 25, 2010, at the Kansas City Marriott Downtown.

Annual Meeting: 9:30 am Saturday, September 25, 2010, at the Kansas City Marriott Downtown.



Nancy Harrison  
Corporate Secretary

**EXECUTIVE WOMEN INTERNATIONAL®**  
**63<sup>rd</sup> ANNUAL MEETING**  
**SEPTEMBER 25, 2010**  
**REPORT OF COMMITTEE ON ORDER OF BUSINESS AND RULES**

**ORDER OF BUSINESS:**

The order of business of this Annual Meeting, unless otherwise voted, shall be as follows:

1. Call to Order
2. Invocation
3. Attendance
  - Corporate Board Members
  - Advisor
  - Nominees to 2010-2011 Corporate Board
4. Introductions
  - Parliamentarian
  - Timekeepers
  - Tellers
  - Credentials Committee
  - Legal Counsel
  - 2010 Annual Minutes Review Committee
5. Recognition
  - Membership Advisors
  - Corporate Committees
6. Credentials Committee Report
7. Proof of Notice and Certificate of Quorum
8. Adoption of Rules
9. Announcements
10. Minutes of the 62<sup>nd</sup> Annual Meeting
  - Minutes of the 62<sup>nd</sup> Annual Meeting held in Louisville, Kentucky, on September 26, 2009, circulated to all Chapter Presidents, were approved on behalf of the membership by the 2009 Minutes Review Committee: Carolyn Ermey, EWI of Nashville; Ann McVey, EWI of Oklahoma City; and Sondra Robbins, EWI of Phoenix
11. Communication
12. Report of the Corporate Board and Committees
13. New Business
  - Election of members of the 2011 Corporate Nominating Committee
  - Corporate and Chapter Bylaw Amendments
  - Approval of Proposed 2011 Corporate Budget (attached)
  - Report of Corporate President
  - Introduction of 2010-2011 Corporate Board Nominees (attached)
  - Election of the 2010-2011 Corporate Officers and Directors
14. Installation of 2010-2011 Corporate Officers and Directors
15. Adjournment

**REPORT OF COMMITTEE ON ORDER OF BUSINESS AND RULES  
EXECUTIVE WOMEN INTERNATIONAL® ANNUAL MEETING**

**RULES:**

The rules regulating the business of the Annual Meeting, unless otherwise voted, shall be as follows:

1. The voting body of the Annual Meeting consists of the duly accredited Delegates; provided, however, that in the absence of any Delegate at any session, the first in order of the Chapter's Alternates who is present at the session may act and vote in place of said Delegate.
2. The voting body of Delegates shall be seated by Chapter in a designated area.
3. In making a motion to the Annual Meeting, a Delegate shall state name and Chapter. In speaking to a motion, a Delegate shall state name and Chapter, and shall also state whether for or against the motion. Lengthy motions shall be submitted in writing to the Corporate Secretary.
4. No speaker shall be allowed the privilege of the floor a second time until all those who wish to speak have had an opportunity to do so.
5. Each speaker shall be limited to two (2) minutes in discussion on questions, reports and recommendations before the house. Only by two-thirds vote of the Delegates may additional time be granted.
6. Debate shall be limited to eight (8) minutes on any subject. Only by two-thirds vote of the Delegates may additional time be granted.
7. A Parliamentarian has been appointed by the Corporate President to advise as to the legal conduct of this Annual Meeting.
8. The Annual Meeting shall be conducted in accordance with ***ROBERTS RULES OF ORDER NEWLY REVISED***, insofar as said rules do not conflict with the Corporation's Bylaws.
9. In the absence of any Delegate at any session, only a duly elected Alternate from the Delegate's Chapter may act and vote for said absent Delegate.
10. The Delegates shall elect by ballot the Officers and Members of the Corporate Board of Directors. In the event there is only one (1) vote for any office or directorate, the election may be by majority voice vote.

**NOTE:** If the above Order of Business and Rules is adopted for the Annual Meeting by a majority vote of the Delegates present, they may thereafter be changed by a two-thirds vote of the Delegates present.



Nancy Harrison, Corporate Secretary/Treasurer



CONNECTIONS | CAREERS | COMMUNITY

## MEMORANDUM

**TO:** 2009-2010 Chapter Presidents  
2009-2010 Chapter Secretaries

**FROM:** Nancy Harrison  
Corporate Secretary/Treasurer

**DATE:** July 27, 2010

**RE: EWI Proposed 2011 Budget and Rationale**

In compliance with the EWI Corporate Bylaws, attached is a copy of the proposed 2011 EWI budget and rationale. The Corporation will seek ratification of this budget at the 63<sup>rd</sup> Annual Meeting to be held in Kansas City, Missouri, on Saturday, September 25, 2010.

Preparation of the attached annual budget includes balancing short-term commitments, such as contractual and lease obligations, future conferences, and scholarship awards, with long-term strategic objectives that focus on membership growth and retention, brand awareness, and strengthening relevant professional development programs and services that align with EWI's mission statement.

### EXECUTIVE WOMEN INTERNATIONAL OPERATIONS BUDGET

Please note the following:

- There are grayed sections in the ITEM column that reflect the break-down of the line-item above.
- There is a reduction in the anticipated sponsorship revenue. The sponsorship revenue will be more realistically achieved through B/C/DP.
- Leadership Conference and Annual Meeting has an income line and an expense line to show the anticipated gain.
- There is a notable reduction of Corporate Office and Office Staff expenses by hiring a management company



CONNECTIONS | CAREERS | COMMUNITY

## BUSINESS/CAREER/DEVELOPMENT PROGRAM

The B/C/DP Budget is attached and has been approved by the Board of Trustees.

Please note the following:

- There are grayed sections in the ITEM column that reflect the break-down of the line-item above.
- There is an increase in the anticipated sponsorship revenue.
- Scholarship Sponsorships that have been given in honor of Past Corporate Presidents is reflected in a separate line-item
- The Scholarship Programs (EWISP and ASIST) have been combined together in one line-item as the incoming board will be evaluating the option of distributing funds differently
- There is a notable reduction of direct and shared expenses by hiring a management company.

Your Corporate Board of Directors is committed to conducting the official business of the Corporation in an expeditious manner. The budget will be presented at the Annual Meeting and will be voted upon in one vote.

We are asking all Chapters to submit questions regarding the proposed 2011 budgets no later than Friday, August 6, to Nancy Harrison, Corporate Secretary/Treasurer at [nharrisonewi@gmail.com](mailto:nharrisonewi@gmail.com). This advance notification will allow us to provide more complete and accurate answers to each question.

The conference calls will be conducted on Tuesday, August 10, 2010 at 1:00 pm ET and 7:00 pm ET to allow you the opportunity to ask questions regarding the 2011 proposed budget. Please mark these dates and times on your calendar!

Attachments

**EXECUTIVE WOMEN INTERNATIONAL  
2011 Proposed Operations Budget**

| Line                     | Item   | Jan - Sept 2011<br>[Nine-Month<br>Budget] | 12-Month<br>Budget<br>2011 | Oct - Dec 2011<br>[1st Q - New<br>Fiscal Year] | Rationale  | Budget<br>2010 | Actual<br>2009** |
|--------------------------|--|---|----------------------------|--|--|----------------|------------------|
| <b>RECEIPTS / INCOME</b> |  |   |                            |  |  |                |                  |
| 1                        | New Chartered Chapter                                  | \$ 75                                     | \$ 100                     | \$ 25  | Interest in Texas  | \$ 100         | \$ -             |
| 2                        | New Members  | \$ 50,723                                 | \$ 66,200                  | \$ 16,455                                      | 435 new members  | \$ 71,248      | \$ 64,697        |
| 3                        | <i>New Firm Fee</i>                                    | \$ 12,188                                 | \$ 16,250                  | \$ 4,063                                       | 325 x \$50   |                |                  |
| 4                        | <i>New 1st Rep</i>                                     | \$ 31,688                                 | \$ 42,250                  | \$ 10,563                                      | 325 x \$130  |                |                  |
| 5                        | <i>New 2nd/3rd Rep</i>                                 | \$ 4,875                                  | \$ 6,500                   | \$ 1,625                                       | 50 x \$130   |                |                  |
| 6                        | <i>New Sustainer</i>                                   | \$ 900                                    | \$ 1,200                   | \$ 300   | 40 x \$30  |                |                  |
| 7                        | <i>New Member-at-Large</i>                             | \$ 1,875                                  | \$ 2,500                   | \$ 625   | 20 x \$125 (Projecting several new member- at-large from recent Chapter closings)                          |                |                  |
| 8                        | <i>Insurance</i>                                       | \$ (802)                                  | \$ (1,523)                 | \$ (721)                                       | 435 x \$3.50   |                |                  |
| 9                        | Renewals   | \$ 209,944                                | \$ 279,925                 | \$ 69,981                                      |  | \$ 303,836     | \$ 294,466       |
| 10                       | <i>1st Rep</i>   | \$ 190,125                                | \$ 253,500                 | \$ 63,375                                      | 1950 x \$130   |                |                  |
| 11                       | <i>2nd Rep</i>   | \$ 19,500                                 | \$ 26,000                  | \$ 6,500                                       | 200 x \$130  |                |                  |
| 12                       | <i>Sustainer</i>                                       | \$ 6,750                                  | \$ 9,000                   | \$ 2,250                                       | 300 x \$30   |                |                  |
| 13                       | <i>Insurance</i>                                       | \$ (6,431)                                | \$ (8,575)                 | \$ (2,144)                                     | 2450 x \$3.50  |                |                  |
| 14                       | Satellite Chapter                                      | \$ 878                                    | \$ 1,170                   | \$ 293   | Based on 8 memberships   | \$ 1,800       | \$ 1,140         |
| 15                       | Investment Income                                      | \$ 6,225                                  | \$ 8,300                   | \$ 2,075                                       |  | \$ 5,000       | \$ 8,005         |
| 16                       | <i>Smith Barney</i>                                    | \$ 75                                     | \$ 100                     | \$ 25  |  |                |                  |
| 17                       | <i>Wachovia</i>  | \$ 6,000                                  | \$ 8,000                   | \$ 2,000                                       |  |                |                  |
| 18                       | <i>Dean</i>  | \$ -                                      | \$ -                       | \$ -   |  |                |                  |
| 19                       | <i>Zions Money Market</i>                              | \$ 150                                    | \$ 200                     | \$ 50  |  |                |                  |
| 20                       | <b>LCAM</b>  | \$ 300,000                                | \$ 300,000                 | \$ -   | Income shown here and projected expenses below based on 2009   | \$ 15,000      | \$ 15,536        |
| 21                       | Reading Rally T-Shirts                                 | \$ 6,000                                  | \$ 6,000                   | \$ -   | Not intended for income; service provided to Chapters  |                |                  |
| 22                       | Corporate Partnerships                                 | \$ 7,500                                  | \$ 10,000                  | \$ 2,500                                       | Includes sponsorships and advertising revenue  | \$ 20,000      | \$ 1,272         |
| 23                       | Chapter Leadership Caucus (Formerly Presidents Caucus) | \$ 25,500                                 | \$ 25,500                  | \$ -   | 85 attendees @ \$300   | \$ 15,000      | \$ 16,546        |
| 24                       | Merchandise Shoppe                                     | \$ 3,750                                  | \$ 5,000                   | \$ 1,250                                       | Proceeds from sale of new-logo and non-logo items through outside vendor PLUS sale of existing merchandise | \$ 10,000      | \$ 3,395         |
| 25                       | Fees   | \$ 600                                    | \$ 800                     | \$ 200   |  | \$ 1,700       | \$ (1,800)       |
| 26                       | EWI B/C/DP Administrative Fees                         | \$ 45,105                                 | \$ 60,140                  | \$ 15,035                                      | From BCDP Adm line   | \$ 66,088      | \$ 56,913        |
| 27                       | Chapter Insurance                                      | \$ 21,173                                 | \$ 23,698                  | \$ 2,524                                       |  | \$ 23,527      | \$ 16,181        |
| 28                       | <i>General Liability</i>                               | \$ 11,900                                 | \$ 11,900                  |  | 68 Chapters @ \$175  |                |                  |
| 29                       | <i>Directors &amp; Officers</i>                        | \$ 1,700                                  | \$ 1,700                   |  | 68 Chapters @ \$25   |                |                  |
| 30                       | <i>Accident Insurance</i>                              | \$ 7,573                                  | \$ 10,098                  | \$ 2,524                                       | 2885 x \$3.50 (All NEW and RENEWING)   |                |                  |
| 31                       | Miscellaneous  | \$ 375                                    | \$ 500                     | \$ 125   |  | \$ 500         | \$ -             |
| 32                       | Sale of Inventory/COG (Net)                            | \$ (1,500)                                | \$ (2,000)                 | \$ (500)                                       |  | \$ (3,000)     | \$ (8,798)       |
| 33                       | <b>B/C/DP MEMBER ASSESSMENT</b>                        | \$ 76,590                                 | \$ 102,120                 | \$ 25,530                                      | 2553 x \$40 (new & renewing members) NOTE: Sustainers do not pay B/C/DP Assessment                         | \$ 108,880     | \$ 102,810       |
| 34                       |  |   |                            |  |  |                |                  |
| 35                       | <b>TOTAL RECEIPTS/INCOME</b>                           | \$ 752,937                                | \$ 887,453                 | \$ 135,493                                     |  | \$ 643,678     | \$ 570,363       |
| 36                       |  |   |                            |  |  |                |                  |

**EXECUTIVE WOMEN INTERNATIONAL  
2011 Proposed Operations Budget**

| Line | Item   | Jan - Sept 2011<br>[Nine-Month<br>Budget] | 12-Month<br>Budget<br>2011 | Oct - Dec 2011<br>[1st Q - New<br>Fiscal Year] | Rationale  | Budget<br>2010   | Actual<br>2009**  |
|------|--|---|----------------------------|--|--|------------------|-------------------|
| 37   |  |   |                            |  |  |                  |                   |
| 38   | <b>DISBURSEMENTS / EXPENSES</b>                        |   |                            |  |  |                  |                   |
| 39   |  |   |                            |  |  |                  |                   |
| 40   | <b>CORPORATE BOARD/COMMITTEE</b>                       |   |                            |  |  |                  |                   |
| 41   | Corporate Board Meetings                               | \$ 18,750                                 | \$ 30,000                  | \$ 11,250                                      |  | \$ 30,000        | \$ 23,138         |
| 42   | Corporate Board Committees                             | \$ 3,750                                  | \$ 5,000                   | \$ 1,250                                       | Allowance for teleconference lines for 8 committee meetings per month  |                  |                   |
| 43   | President's Allowance                                  | \$ 6,000                                  | \$ 8,000                   | \$ 2,000                                       |  | \$ 8,000         | \$ 4,609          |
| 44   | Nominating Committee                                   | \$ 2,250                                  | \$ 3,000                   | \$ 750   |  | \$ 3,000         | \$ 692            |
| 45   | Leadership Development                                 | \$ 3,750                                  | \$ 5,000                   | \$ 1,250                                       | Corporate Board training/seminars  | 5,000            | \$ -              |
| 46   | <b>TOTAL CORP BOARD/COMMITTEE EXPENSE</b>              | <b>\$ 34,500</b>                          | <b>\$ 51,000</b>           | <b>\$ 16,500</b>                               | <b>6%</b>  | <b>\$ 46,000</b> | <b>\$ 28,439</b>  |
| 47   |  |   |                            |  |  |                  |                   |
| 48   | <b>LCAM</b>  | \$ 285,000                                | \$ 285,000                 | \$ -   | <b>32%</b>   |                  |                   |
| 49   | <b>Reading Rally T-Shirts</b>                          | \$ 6,000                                  | \$ 6,000                   | \$ -   | <b>1%</b>  |                  |                   |
| 50   |  |   |                            |  |  |                  |                   |
| 51   | <b>MEMBER SERVICES</b>                                 |   |                            |  |  |                  |                   |
| 52   | Marketing  | \$ 22,500                                 | \$ 30,000                  | \$ 7,500                                       | Increased marketing efforts, including tools for Chapters  | \$ 8,000         | \$ 8,378          |
| 53   | Expansion Efforts                                      | \$ 3,750                                  | \$ 5,000                   | \$ 1,250                                       | Trips to potential Chapter cities by Board members for recruitment events  | \$ 4,000         | \$ 1,500          |
| 54   | Membership/Chapter Development                         | \$ 30,000                                 | \$ 40,000                  | \$ 10,000                                      | Assistance for Chapters in Recruitment and Retention efforts including Programming. Also Chapter development, travel to struggling Chapters. Costs for Chapter Chats, Open Forum. etc. | \$ 25,000        | \$ 6,329          |
| 55   | Chapter Leadership Caucus (Formerly Presidents Caucus) | \$ 22,000                                 | \$ 22,000                  | \$ -   |  | \$ 15,000        | \$ 14,257         |
| 56   | Chapter Insurance                                      | \$ 21,173                                 | \$ 23,698                  | \$ 2,524                                       |  | \$ 23,527        | \$ 19,505         |
| 57   | Information Services                                   | \$ 10,650                                 | \$ 14,200                  | \$ 3,550                                       | Includes current contract with webmaster, database consulting and web hosting by IMIS  | \$ 18,000        | \$ 19,875         |
| 58   | <i>Webmaster</i>                                       | \$ 5,400                                  | \$ 7,200                   | \$ 1,800                                       |  |                  |                   |
| 59   | <i>Database Consulting - IMIS</i>                      | \$ 3,000                                  | \$ 4,000                   | \$ 1,000                                       |  |                  |                   |
| 60   | <i>Web Hosting - IMIS</i>                              | \$ 2,250                                  | \$ 3,000                   | \$ 750   |  |                  |                   |
| 61   |  |   |                            |  |  |                  |                   |
| 62   | <b>TOTAL MEMBER SERVICES</b>                           | <b>\$ 110,073</b>                         | <b>\$ 134,898</b>          | <b>\$ 24,824</b>                               | <b>15%</b>   | <b>\$ 93,527</b> | <b>\$ 69,844</b>  |
| 63   |  |   |                            |  |  |                  |                   |
| 64   |  |   |                            |  |  |                  |                   |
| 65   | <b>OFFICE STAFF</b>                                    |   |                            |  |  |                  |                   |
| 66   | Staff & Staff Serices                                  | \$ 119,250                                | \$ 159,000                 | \$ 39,750                                      | Dedicated personel and services provided by Association Solutions  | 180,000          | \$ 170,598        |
| 67   | Health, Life & Dental Ins.                             | \$ 3,975                                  | \$ 5,300                   | \$ 1,325                                       |  | 8,500            | \$ 7,425          |
| 68   | Retirement Plan  | \$ 2,250                                  | \$ 3,000                   | \$ 750   |  | 3,000            | \$ -              |
| 69   | Payroll Taxes  | \$ 4,388                                  | \$ 5,850                   | \$ 1,463                                       |  | 19,800           | \$ 13,462         |
| 70   | <b>TOTAL STAFF</b>                                     | <b>\$ 129,863</b>                         | <b>\$ 173,150</b>          | <b>\$ 43,288</b>                               | <b>20%</b>   | <b>211,300</b>   | <b>\$ 191,485</b> |
| 71   |  |   |                            |  |  |                  |                   |

**EXECUTIVE WOMEN INTERNATIONAL  
2011 Proposed Operations Budget**

| Line | Item  | Jan - Sept 2011<br>[Nine-Month<br>Budget] | 12-Month<br>Budget<br>2011 | Oct - Dec 2011<br>[1st Q - New<br>Fiscal Year] | Rationale  | Budget<br>2010    | Actual<br>2009**  |
|------|---|---|----------------------------|--|--|-------------------|-------------------|
| 72   | <b>CORPORATE OFFICE</b>                           |   |                            |  |  |                   |                   |
| 73   | Computer Prgrmg/Tech/Supp                         | \$ 9,375                                  | \$ 12,500                  | \$ 3,125                                       | Service Provided by Association Solutions  | \$ 10,000         | \$ 5,714          |
| 74   | Insurance   | \$ 3,000                                  | \$ 4,000                   | \$ 1,000                                       |  | \$ 5,000          | \$ 4,580          |
| 75   | Office Supplies (includes copier/printing)        | \$ 6,000                                  | \$ 8,000                   | \$ 2,000                                       |  | \$ 12,000         | \$ 7,974          |
| 76   | Postage & Shipping                                | \$ 4,050                                  | \$ 5,400                   | \$ 1,350                                       |  | \$ 9,000          | \$ 5,382          |
| 77   | Rent & Utilities/Storage/Repairs                  | \$ 21,600                                 | \$ 28,800                  | \$ 7,200                                       | Based on \$2,400/mo. (Corp Office will be leasing space from Management Company) | \$ 40,500         | \$ 38,815         |
| 78   | Telephone & Fax                                   | \$ 6,000                                  | \$ 8,000                   | \$ 2,000                                       |  | \$ 10,500         | \$ 9,238          |
| 79   | Bank Charges                                      | \$ 6,750                                  | \$ 9,000                   | \$ 2,250                                       | Processing renewals at Corporate Office  | \$ 4,500          | \$ 4,396          |
| 80   | Staff Expense / Development                       | \$ 750                                    | \$ 1,000                   | \$ 250   |  | \$ 5,000          | \$ 1,360          |
| 81   | Cards & Memorial Gifts                            | \$ 525                                    | \$ 700                     | \$ 175   |  | \$ 500            | \$ 679            |
| 82   | Auditing & Tax work                               | \$ 5,625                                  | \$ 7,500                   | \$ 1,875                                       | Audit every third year   | \$ 43,600         | \$ 38,925         |
| 83   | Bookkeeping                                       | \$ 10,125                                 | \$ 13,500                  | \$ 3,375                                       | Service Provided by Association Solutions  |                   |                   |
| 84   | Legal   | \$ 7,500                                  | \$ 10,000                  | \$ 2,500                                       |  | \$ 12,000         | \$ 7,743          |
| 85   | Taxes & Fees                                      | \$ 356                                    | \$ 475                     | \$ 119   |  | \$ 450            | \$ 285            |
| 86   | Miscellaneous                                     | \$ 525                                    | \$ 700                     | \$ 175   |  | -                 | \$ 220            |
| 87   | <b>TOTAL CORPORATE OFFICE</b>                     | <b>\$ 82,181</b>                          | <b>\$ 109,575</b>          | <b>\$ 27,394</b>                               | <b>12%</b>   | <b>\$ 153,050</b> | <b>\$ 125,311</b> |
| 88   |   |   |                            |  |  |                   |                   |
| 89   | <b>B/C/DP MEMBER EXPENSE</b>                      |   |                            |  |  |                   |                   |
| 90   | <b>B/C/DP Member Assessments</b>                  | <b>\$ 76,590</b>                          | <b>\$ 102,120</b>          | <b>\$ 25,530</b>                               | 2553 x \$40 (new & renewing members)   | <b>\$ 108,880</b> | <b>\$ 102,810</b> |
| 91   |   |   |                            |  | <b>12%</b>   |                   |                   |
| 92   |   |   |                            |  |  |                   |                   |
| 93   | <b>TOTAL EXPENSES</b>                             | <b>\$ 724,207</b>                         | <b>\$ 861,743</b>          | <b>\$ 137,536</b>                              | <b>97%</b>   | <b>\$ 637,257</b> | <b>\$ 532,303</b> |
| 94   |   |   |                            |  |  |                   |                   |
| 95   | <b>REVENUE OVER EXPENSES</b>                      | <b>\$ 28,731</b>                          | <b>\$ 25,710</b>           | <b>\$ (3,021)</b>                              | <b>3%</b>  | <b>\$ 6,421</b>   | <b>\$ 39,583</b>  |
| 96   |   |   |                            |  |  |                   |                   |
| 97   |   |   |                            |  |  |                   |                   |
| 98   | <b>NON-CASH ITEMS</b>                             |   |                            |  |  |                   |                   |
| 99   | Non-cash Depreciation                             | \$ 3,750                                  | \$ 5,000                   | \$ 1,250                                       |  |                   | \$ 5,151          |
| 100  | Capitall Expenditures                             |   |                            | \$ -   |  | \$ -              | \$ -              |
| 101  | Reserves  |   |                            | \$ -   |  | \$ 5,000          | \$ -              |
| 102  | Bad Debt 1999-2001                                |   |                            | \$ -   |  |                   |                   |
| 103  | Realized Gain/(Loss) Value of Investments         | \$ (9,000)                                | \$ (12,000)                | \$ (3,000)                                     |  | \$ -              | \$ (12,040)       |
| 104  | Unrealized Gain/(Loss) Value of Investments       | \$ 37,500                                 | \$ 50,000                  | \$ 12,500                                      |  | \$ 10,000         | \$ 53,739         |
| 105  | <b>REVENUE OVER EXPENSES AFTER NON-CASH ITEMS</b> | <b>\$ 53,481</b>                          | <b>\$ 58,710</b>           | <b>\$ 5,230</b>                                |  | <b>\$ 11,421</b>  | <b>\$ 76,131</b>  |
| 106  |   |   |                            |  |  |                   |                   |

The items below were part of the 2010 and 2009 budgets but are not included in the 2011 Proposed Budget. This will change some of the category totals in the 2010 Budget Column.

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>A EW/Connect Magazine</li> <li>B International Directory</li> <li>C Strategic Planning</li> </ul> | <p>According to a membership survey in 2009, this was not an effective revenue stream or marketing tool</p> <p>The international directory is a key feature of the Corporate Website</p> <p>The management company will assist with strategic planning; no outside vendor needed</p> |
|--|--|

\*Figures are Preliminary and Subject to Change  
\*\*Unaudited Figures

**EXECUTIVE WOMEN INTERNATIONAL  
BUSINESS/CAREER/DEVELOPMENT PROGRAM (B/C/DP)  
2011 Proposed Budget**

The Business/Career/Development Program (B/C/DP) budget is the umbrella for all EWI professional development programs. It currently encompasses EWISP, ASIST and Fellows scholarships, as well as the Academy of Leadership

| Line                            | Item   | Jan - Sept 2011<br>[Nine-Month<br>Budget] | 12-Month<br>Budget<br>2011 | Oct - Dec<br>2011<br>[1st Q - New<br>Fiscal Year] | Rationale   | Budget<br>2010    | ACTUAL<br>2009**  |
|---------------------------------|--|---|----------------------------|---|---|-------------------|-------------------|
| <b>RECEIPTS / INCOME</b>        |  |   |                            |   |   |                   |                   |
| 1                               | Member Firm Assessments  | \$ 76,590                                 | \$ 102,120                 | \$ 25,530   | Assessment of Member Firms, including Members-At-Large                              | \$ 108,880        | \$ 102,810        |
| 2                               | Investment Income  | \$ 11,250                                 | \$ 15,000                  | \$ 3,750  |   | \$ 15,000         | \$ 31,339         |
| 3                               | Grants   | \$ 3,750                                  | \$ 5,000                   | \$ 1,250  |   | \$ 10,000         | \$ -              |
| 4                               | Planned Giving/Honorariums/Memorials                           | \$ 2,625                                  | \$ 3,500                   | \$ 875  |   | \$ 3,500          | \$ 270            |
| 5                               | Literacy Initiative  | \$ 7,500                                  | \$ 10,000                  | \$ 2,500  |   |                   | \$ 11,250         |
| 6                               | Sponsorships / Contributions                                   | \$ 22,500                                 | \$ 30,000                  | \$ 7,500  | Supports Scholarship Programs   | \$ 25,000         | \$ 37,128         |
| 7                               | Scholarship Sponsorships in Honor of Past Corporate Presidents | \$ 12,000                                 | \$ 12,000                  | \$ -  | Cherry York, Peggy Quinn  |                   |                   |
| 8                               | Fellows Application Fees                                       | \$ 150                                    | \$ 150                     | \$ -  | \$25 / application  | \$ 150            | \$ 150            |
| 9                               | Academy of Leadership  | \$ 83,900                                 | \$ 85,775                  | \$ 1,875  |   | \$ 59,500         | \$ 55,754         |
| 10                              | <i>New Academy of Leadership Sessions</i>                      | \$ 33,750                                 | \$ 33,750                  | \$ -  |   | \$ 33,750         | \$ 34,125         |
| 11                              | <i>Leaders Summit</i>  | \$ 10,000                                 | \$ 10,000                  | \$ -  |   | \$ -              | \$ 9,300          |
| 12                              | <i>Annual Alumni Experience</i>                                | \$ 11,250                                 | \$ 11,250                  | \$ -  |   |                   | \$ -              |
| 13                              | <i>Volunteer Leadership</i>                                    | \$ 13,500                                 | \$ 13,500                  | \$ -  |   | \$ 13,500         | \$ 8,950          |
| 14                              | <i>Power of Diverse Communicator</i>                           | \$ -                                      | \$ -                       | \$ -  |   |                   | \$ -              |
| 15                              | <i>Course at Spring Conferences</i>                            | \$ 10,000                                 | \$ 10,000                  | \$ -  |   | \$ 10,000         | \$ -              |
| 16                              | <i>Power of Relationships</i>                                  | \$ -                                      | \$ -                       | \$ -  |   |                   | \$ -              |
| 17                              | <i>The Leadership Experience</i>                               | \$ -                                      | \$ -                       | \$ -  |   |                   | \$ -              |
| 18                              | <i>Academy of Leadership Online</i>                            | \$ 5,625                                  | \$ 7,500                   | \$ 1,875  | Anticipated restructure   | \$ 2,250          | \$ 225            |
| 19                              | <i>AOL Refunds</i>   | \$ (225)                                  | \$ (225)                   | \$ -  |   |                   | \$ 175            |
| 20                              | Miscellaneous  | \$ -                                      | \$ -                       | \$ -  |   | \$ 500            | \$ -              |
| 21                              | <b>TOTAL RECEIPTS/INCOME</b>                                   | <b>\$ 220,040</b>                         | <b>\$ 263,320</b>          | <b>\$ 43,280</b>                                  |   | <b>\$ 229,580</b> | <b>\$ 247,173</b> |
| 22                              |  |   |                            |   |   |                   |                   |
| 23                              |  |   |                            |   |   |                   |                   |
| <b>DISBURSEMENTS / EXPENSES</b> |  |   |                            |   |   |                   |                   |
| 25                              |  |   |                            |   |   |                   |                   |
| 26                              | <b>Scholarship</b>   |   |                            |   |   |                   |                   |
| 27                              | Scholarships   | \$ 53,250                                 | \$ 71,000                  | \$ 17,750   | Perhaps an increased focus on ASIST, as more and more Chapters are supporting ASIST | \$ 76,000         | \$ 55,250         |
| 28                              | Expenses of Scholarship Winners at LCAM                        | \$ 3,500                                  | \$ 3,500                   | \$ -  | Includes travel & hotel   | \$ 1,500          | \$ 21,000         |
| 29                              | B/C/DP Donation for Scholarship Luncheon at LCAM               | \$ 10,000                                 | \$ 10,000                  | \$ -  |   | \$ 10,000         | \$ 10,000         |
| 30                              | Selection Process of Scholarship Recipients                    | \$ 450                                    | \$ 450                     | \$ -  | \$50 donation per judge to a charity of their choice                                | \$ 450            | \$ 450            |
| 31                              | Postage & Copies   | \$ 200                                    | \$ 200                     | \$ -  | Packets for judges  |                   |                   |
| 32                              | <b>Total Scholarship</b>                                       | <b>\$ 67,400</b>                          | <b>\$ 85,150</b>           | <b>\$ 17,750</b>                                  | <b>32%</b>  | <b>\$ 87,950</b>  | <b>\$ 87,089</b>  |
| 33                              |  |   |                            |   |   |                   |                   |
| 34                              | Literacy Initiative  | \$ 7,500                                  | \$ 10,000                  | \$ 2,500  | <b>4%</b>   | \$ 10,000         | \$ 18,400         |
| 35                              | Planned Giving/honorariums/memorials                           | \$ 375                                    | \$ 500                     | \$ 125  | <b>0%</b>   |                   |                   |
| 36                              |  |   |                            |   |   |                   |                   |
| 37                              | <b>Administration</b>  |   |                            |   |   |                   |                   |
| 38                              | Staff Hours  | \$ 23,850                                 | \$ 31,800                  | \$ 7,950  | 20% of operating dedicated staff and services provided by Association Solutions     | \$ 39,600         | \$ 34,120         |
| 42                              | Postage/Shipping   | \$ 810                                    | \$ 1,080                   | \$ 270  | 20% of operating  | \$ 1,980          | \$ 1,099          |
| 43                              | Copier & Supplies  | \$ 4,320                                  | \$ 5,760                   | \$ 1,440  | 20% of operating  | \$ 2,640          | \$ 1,546          |
| 44                              | Bookkeeping  | \$ 1,200                                  | \$ 1,600                   | \$ 400  | 20% of operating (Provided by Management Company)                                   | \$ 8,008          | \$ 9,200          |
| 45                              | Legal  | \$ 1,350                                  | \$ 1,800                   | \$ 450  | 20% of operating  | \$ 2,640          | \$ 1,398          |
| 46                              | Rent   | \$ 4,320                                  | \$ 5,760                   | \$ 1,440  | 20% of operating  | \$ 8,910          | \$ 7,763          |
| 47                              | Phone  | \$ 105                                    | \$ 140                     | \$ 35   | 20% of operating  | \$ 2,310          | \$ 1,788          |
| 48                              | Insurance  | \$ 1,125                                  | \$ 1,500                   | \$ 375  | 20% of operating  | \$ 2,000          | \$ 1,097          |
| 49                              | Website Development & Administration                           | \$ 2,025                                  | \$ 2,700                   | \$ 675  | 20% of operating  |                   |                   |
| 50                              | IT Support   | \$ 1,500                                  | \$ 2,000                   | \$ 500  | 20% of operating (Provided by Management Company)                                   |                   |                   |

**EXECUTIVE WOMEN INTERNATIONAL  
BUSINESS/CAREER/DEVELOPMENT PROGRAM (B/C/DP)  
2011 Proposed Budget**

The Business/Career/Development Program (B/C/DP) budget is the umbrella for all EWI professional development programs. It currently encompasses EWISP, ASIST and Fellows scholarships, as well as the Academy of Leadership

| Line | Item  | Jan - Sept 2011<br>[Nine-Month<br>Budget] | 12-Month<br>Budget<br>2011 | Oct - Dec<br>2011<br>[1st Q - New<br>Fiscal Year] | Rationale                              | Budget<br>2010    | ACTUAL<br>2009**  |
|------|---|---|----------------------------|---|--|-------------------|-------------------|
| 51   | Marketing                                     | \$ 4,500                                  | \$ 6,000                   | \$ 1,500  | 20% of operating                       |                   |                   |
| 52   | <b>Shared Administration</b>                  | <b>\$ 45,105</b>                          | <b>\$ 60,140</b>           | <b>\$ 15,035</b>                                  | <b>23%</b>                             | <b>\$ 66,088</b>  | <b>\$ 56,913</b>  |
| 53   |   |   |                            |   |  |                   |                   |
| 54   | Bank Fees                                     | \$ 6,750                                  | \$ 9,000                   | \$ 2,250  |  | \$ 9,000          | \$ 9,159          |
| 55   | Phone Maintenance                             | \$ 630                                    | \$ 800                     | \$ 170  |  | \$ 800            | \$ 840            |
| 56   | Audit   | \$ -                                      | \$ -                       | \$ -  | Scheduled for every three years        | \$ 7,200          | \$ 7,075          |
| 57   | Solicitation Fees                             | \$ 1,220                                  | \$ 1,220                   | \$ -  | State Solicitation fees in most states |                   | \$ 1,220          |
| 58   | <b>Direct Administration</b>                  | <b>\$ 8,600</b>                           | <b>\$ 11,020</b>           | <b>\$ 2,420</b>                                   | <b>4%</b>                              | <b>\$ 17,000</b>  | <b>\$ 19,391</b>  |
| 59   |   |   |                            |   |  |                   |                   |
| 60   | <b>Total Shared and Direct Administration</b> | <b>\$ 53,705</b>                          | <b>\$ 71,160</b>           | <b>\$ 17,455</b>                                  | <b>27%</b>                             | <b>\$ 83,088</b>  | <b>\$ 76,304</b>  |
| 61   |   |   |                            |   |  |                   |                   |
| 62   | <b>Professional Development</b>               |   |                            |   |  |                   |                   |
| 63   | Academy of Leadership                         | \$ 60,000                                 | \$ 61,250                  | \$ 1,250  | Expenses related to AoL Courses)       | \$ 34,500         | \$ 52,943         |
| 64   | <i>New Academy of Leadership Sessions</i>     | \$ 15,750                                 | \$ 15,750                  | \$ -  |  | \$ 16,500         | \$ 21,183         |
| 65   | <i>Selection of Course TBD</i>                | \$ 11,250                                 | \$ 11,250                  | \$ -  |  |                   |                   |
| 66   | <i>Leaders Summit</i>                         | \$ 10,000                                 | \$ 10,000                  | \$ -  |  |                   | \$ 16,820         |
| 67   | <i>Annual Alumni Experience</i>               | \$ 11,250                                 | \$ 11,250                  | \$ -  |  |                   | \$ -              |
| 68   | <i>Volunteer Leadership</i>                   |   |                            | \$ -  |  | \$ 10,000         | \$ 14,940         |
| 69   | <i>Power of Diverse Communicator</i>          | \$ -                                      | \$ -                       | \$ -  |  |                   | \$ -              |
| 70   | <i>Courses at Spring Conferences</i>          | \$ 8,000                                  | \$ 8,000                   | \$ -  |  | \$ 8,000          | \$ -              |
| 71   | <i>Power of Relationships</i>                 | \$ -                                      | \$ -                       | \$ -  |  |                   | \$ -              |
| 72   | <i>The Leadership Experience</i>              | \$ -                                      | \$ -                       | \$ -  |  |                   | \$ -              |
| 73   | <i>Academy of Leadership Online</i>           | \$ 3,750                                  | \$ 5,000                   | \$ 1,250  |  |                   | \$ -              |
| 74   | Professional Development Programming          | \$ 2,550                                  | \$ 2,550                   | \$ -  | Monthly Teleconferences & Webinars     | \$ 3,450          | \$ 3,178          |
| 75   | <b>Total Professional Development</b>         | <b>\$ 62,550</b>                          | <b>\$ 63,800</b>           | <b>\$ 1,250</b>                                   | <b>24%</b>                             | <b>\$ 34,500</b>  | <b>\$ 56,120</b>  |
| 76   |   |   |                            |   |  |                   |                   |
| 77   | <b>Miscellaneous</b>                          | <b>\$ -</b>                               | <b>\$ -</b>                | <b>\$ -</b>                                       |  | <b>\$ -</b>       | <b>\$ 250</b>     |
| 78   |   |   |                            |   |  |                   |                   |
| 79   | <b>TOTAL EXPENSES</b>                         | <b>\$ 191,530</b>                         | <b>\$ 230,610</b>          | <b>\$ 39,080</b>                                  | <b>88%</b>                             | <b>\$ 223,488</b> | <b>\$ 238,162</b> |
| 80   |   |   |                            |   |  |                   |                   |
| 81   | <b>REVENUE OVER EXPENSES</b>                  | <b>\$ 28,510</b>                          | <b>\$ 32,710</b>           | <b>\$ 4,200</b>                                   | <b>12%</b>                             | <b>\$ 6,092</b>   | <b>\$ 9,011</b>   |
| 82   |   |   |                            |   |  |                   |                   |
| 83   |   |   |                            |   |  |                   |                   |
| 84   | <b>NON-CASH ITEMS</b>                         |   |                            |   |  |                   |                   |
| 85   | Depreciation                                  |   |                            |   |  | \$ 1,000          | \$ -              |
| 86   | Realized Gain/(Loss)                          | \$ (30,354)                               | \$ (40,472)                | \$ (10,118)                                       |  |                   | \$ (40,472)       |
| 87   | Unrealized Gain/(Loss) Value of Investments   | \$ 147,153                                | \$ 196,204                 | \$ 49,051   |  | \$ 15,000         | \$ 196,204        |
| 88   | <b>REVENUE OVER EXPENSES AFTER NON-CASH</b>   | <b>\$ 145,309</b>                         | <b>\$ 188,442</b>          | <b>\$ 43,133</b>                                  |  | <b>\$ 20,092</b>  | <b>\$ 164,742</b> |
| 89   |   |   |                            |   |  |                   |                   |

The items below were part of the 2010 and 2009 budgets but are not included in the 2011 Proposed Budget. This will change some of the category totals in the 2010 Budget Column.

- A Speakers Bureau Corporate Speakers will be asked to become members-at-large
- B Reading Rally T-shirts This item has been moved to the Operating Budget

\*Figures are Preliminary and Subject to Change

\*\*Unaudited Figures



CONNECTIONS | CAREERS | COMMUNITY

## MEMORANDUM

TO: Chapter Presidents  
Chapter Secretaries

FROM: 2009-2010 Corporate Bylaws Chair: Carolyn Feltus – EWI of Mobile  
Committee Members: Melissa Averett – EWI of Baton Rouge  
Karen Kuhn – EWI of Washington DC  
Linda Polson – EWI of Tulsa  
Cindy Tankersley – EWI of Boise

DATE: July 27, 2010

**RE: REPORT OF THE 2009-2010 CORPORATE BYLAWS COMMITTEE**

It has been our privilege to review the proposed amendments to the Corporate and Chapter Bylaws. We recognize the importance of serving on the Corporate Bylaws Committee and appreciate the opportunity to have been a part of this all-important process. These proposed amendments will be included as items to be addressed at the 63<sup>rd</sup> Annual Meeting to be held in Kansas City, Missouri, on Saturday, September 25, 2010.

The amendments presented to you in the attached documents are the result of an effort to make our bylaws more clear, concise, easier to understand and easier to use by our membership. Contributing to this effort were the Executive Women International (EWI) Bylaws Task Force, the Corporate Bylaws Committee, and the Corporate Board. In addition, the proposed revisions were previewed by the Chapter Presidents and some of their feedback and that of others in their Chapters is reflected in the proposed revisions. Dennis Astill, EWI's legal counsel, was instrumental in guiding us through this process and reviewing all of the proposed revisions. We acknowledge and appreciate the efforts and cooperation of all of these individuals who worked together to accomplish the mutual goal of presenting this material to the membership for review and consideration.

We believe the information provided in these documents will provide the tools you need to encourage discussion of the proposed amendments at the Chapter level. The information is presented in a four-column table format as follows:

|           |  |
|-----------|--|
| Column 1: | Content of current bylaws                                |
| Column 2: | A redlined version of proposed revisions                 |
| Column 3: | Presentation of new language based on proposed revisions |
| Column 4: | Rationale/comments related to the proposed revisions     |

You will find the majority of the proposed revisions do not change the intent of either the Corporate or Chapter Bylaws. For this reason, we want to propose that the Corporate and Chapter Bylaws, as revised, be presented at the EWI Annual Meeting and voted on as one as we believe this would be the most effective and efficient use of our time at the Annual Meeting.

Thank you in advance for reviewing these documents and discussing them with your Chapter's membership. Should you have questions regarding any of this information, please do not hesitate to contact Carolyn Feltus at her office (251-694-2308) or on her cell phone (251-654-1692).

### Attachments

Corp Bylaws Chart  
Chapter Bylaws Chart

**EXECUTIVE WOMEN INTERNATIONAL®  
PROPOSED REVISIONS TO CORPORATE BYLAWS  
TO BE PRESENTED TO DELEGATE BODY AT 2010 ANNUAL MEETING**

| CURRENT BYLAWS   | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS                           |
|--|---|--|--|
| <p><b>PREAMBLE</b><br/>These Bylaws supersede and entirely replace the original Corporate Bylaws of EXECUTIVE WOMEN INTERNATIONAL and all amendments thereto.</p>  | Delete Preamble paragraph in its entirety.  | None   | Recommendation of legal counsel.             |
| <p><b>ARTICLE I<br/>NAME</b><br/>The Corporation's name is EXECUTIVE WOMEN INTERNATIONAL.</p>  | No changes to current language.   |  |  |
| <p><b>ARTICLE II<br/>PURPOSE</b><br/>EXECUTIVE WOMEN INTERNATIONAL is a non-profit organization incorporated under the laws of the State of California and Section 501(c)(6) of the current Internal Revenue Code, hereinafter referred to as the "Corporation." The purpose of the Corporation shall be as set forth in the Articles of Incorporation as amended, a copy of which is attached to these Bylaws and incorporated herein as reference. As a further description of the Corporation's purposes, the membership has adopted the following Mission Statement:</p> | <p><b>ARTICLE II<br/>PURPOSE</b><br/>EXECUTIVE WOMEN INTERNATIONAL <u>(the "Corporation")</u> is a non-profit organization incorporated under the laws of the State of California and Section 501(c)(6) of the <del>current federal</del> Internal Revenue Code <del>(hereinafter referred to as the "Corporation")</del>. The purpose of the Corporation is set forth in the Articles of Incorporation, as amended, <del>a copy of which is attached to these Bylaws and incorporated herein by reference</del>. As a further description of the Corporation's purposes, the membership has adopted the following Mission Statement:</p> | <p><b>ARTICLE II<br/>PURPOSE</b><br/>EXECUTIVE WOMEN INTERNATIONAL (the "Corporation") is a non-profit organization incorporated under the laws of the State of California and Section 501(c)(6) of the federal Internal Revenue Code. The purpose of the Corporation is set forth in the Articles of Incorporation, as amended. As a further description of the Corporation's purposes, the membership has adopted the following Mission Statement:</p> | Minor changes, unnecessary verbiage deleted. |
| <p>EXECUTIVE WOMEN INTERNATIONAL is an organization which brings together key individuals from diverse businesses for the purpose of:</p> <ul style="list-style-type: none"> <li>• Promoting Member Firms;</li> <li>• Enhancing personal and professional development; and</li> <li>• Encouraging community involvement.</li> </ul>  | No changes to current language.   |  |  |
| <p><b>ARTICLE III<br/>MEMBERSHIP</b><br/>The membership of the Corporation shall consist of affiliated Chapters (hereinafter referred to as "Chapter"). A Chapter shall consist of an association of non-competing-businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business which meet all requirements of the Corporation and the Chapter (hereinafter referred to as "Member Firms").</p>   | <p><b>ARTICLE III<br/>MEMBERSHIP</b><br/>The membership of the Corporation <del>shall will</del> consist of affiliated Chapters <del>(hereinafter referred to individually</del> as "Chapter"). A Chapter <del>shall will</del> consist of an association of non-competing businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business <del>and</del> which meet all requirements of the Corporation and the Chapter <del>(hereinafter referred to as</del> "Member Firms").</p>  | <p><b>ARTICLE III<br/>MEMBERSHIP</b><br/>The membership of the Corporation will consist of affiliated Chapters (referred to individually as "Chapter"). A Chapter will consist of an association of non-competing-businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business and which meet all requirements of the Corporation and the Chapter ("Member Firms").</p>                         | Minor language changes.                      |

| <b>CURRENT BYLAWS</b>  | <b>PROPOSED REVISIONS</b>   | <b>PROPOSED NEW LANGUAGE</b>  | <b>RATIONALE/COMMENTS</b>  |
|--|---|---|--|
| <p><b>Section 1. Qualifications of Chapter</b><br/>Each Chapter shall be composed of at least twenty-five (25) Member Firms which have been approved for membership and issued a charter by the Corporation upon action of the Board of Directors of the Corporation (hereinafter referred to as the "Corporate Board").</p>   | <p><b>Section 1. Qualifications of Chapter</b><br/>Each Chapter <del>shall will</del> be composed of at least twenty-five (25) Member Firms <del>which have been approved for membership</del> and issued a charter by the Corporation upon action of the Board of Directors of the Corporation (<del>hereinafter referred to as the</del> "Corporate Board").</p> <p><b>Section 2. Qualifications of Member Firms</b><br/><u>Member Firms will be approved for membership within a Chapter upon meeting the qualifications set forth in the Chapter Bylaws which are incorporated here by reference.</u></p>   | <p><b>Section 1. Qualifications of Chapter</b><br/>Each Chapter will be composed of at least twenty-five (25) Member Firms and issued a charter by the Corporation upon action of the Board of Directors of the Corporation ("Corporate Board").</p> <p><b>Section 2. Qualifications of Member Firms</b><br/>Member Firms will be approved for membership within a Chapter upon meeting the qualifications set forth in the Chapter Bylaws which are incorporated here by reference.</p>  | <p>In response to feedback from the membership, the proposed revision to this bylaw provision that was included in the preview document will not be submitted at this year's Annual Meeting. The revisions shown here separate the provisions of the paragraph into two sections, delete some unnecessary verbiage, and add some lanaguage regarding Member Firms qualifying for membership.</p> <p>Membership feedback expressed the need to require Chapters to maintain a minimum number of Member Firms with consideration that the number may need to be changed from 25. Nearly half of our Chapters have membership levels below the current minimum of 25 Member Firms. Based on the provisions of Article V, Section 5, of these Corporate bylaws, it is implied Chapters can fall below any minimum requirement and still maintain voting privileges as Chapters with membership levels between 1 and 25 have a single vote. This has been viewed as an inconsistency within our bylaws. Incoming President Sharon Bennett will appoint a task force comprised of Representatives from Chapters of various sizes to study these provisions of our bylaws and report back to the organization within the next operating year.</p> |
| <b>SATELLITE CHAPTER PROVISION</b>   | <b>MOVED TO NEW SECTION 4 IN THIS ARTICLE</b>   |   |  |
| <p><b>Section 2. Representation of Member Firms</b><br/>Each Member Firm shall be represented by at least one (1) and no more than three (3) individuals (hereinafter referred to as "Representative") designated by such Member Firm. Each Member Firm shall be entitled to one (1) vote per Representative at any meeting of the Chapter. Representative status shall cease immediately upon termination of employment from a Representative's Member Firm regardless of reason or cause. A Representative's right to hold office in any Chapter or for the Corporation shall cease upon the loss of Representative status. No individual may serve as a Representative for more than one (1) Member Firm.</p> | <p><b>Section 23. Representation of Member Firms</b><br/>Each Member Firm <del>shall will</del> be represented by at least one (1) and no more than three (3) individuals (<del>hereinafter referred to as</del> "Representative") designated by such Member Firm, <u>as set forth in the Chapter Bylaws.</u> <del>Each Member Firm shall be entitled to one (1) vote per Representative at any meeting of the Chapter.</del> Representative status <del>shall will</del> cease immediately upon termination of employment from a Representative's Member Firm, regardless of reason or cause. A Representative's right to hold office in any Chapter or <del>for in</del> the Corporation <del>shall will</del> cease upon the loss of Representative status. No individual may serve as a Representative for more than one (1) Member Firm.</p> | <p><b>Section 3. Representation of Member Firms</b><br/>Each Member Firm will be represented by at least one (1) and no more than three (3) individuals ("Representative") designated by such Member Firm, as set forth in the Chapter Bylaws. Representative status will cease immediately upon termination of employment from a Representative's Member Firm, regardless of reason or cause. A Representative's right to hold office in any Chapter or in the Corporation will cease upon the loss of Representative status. No individual may serve as a Representative for more than one (1) Member Firm.</p> | <p>Sentence about voting at Chapter Meeting covered in Chapter Bylaws; other changes removed unnecessary verbiage.</p>   |

| CURRENT BYLAWS  | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE   | RATIONALE/COMMENTS  |
|---|---|---|---|
| <p><b>SECTION 3. TERMINATION AND SUSPENSION OF MEMBERSHIP</b></p>   | <p><b>MOVED TO SECTION 7 OF THIS ARTICLE</b></p>  |   |   |
| <p><b>SATELLITE CHAPTER PROVISION MOVED FROM SECTION 1 OF THIS ARTICLE</b></p> <p>In order to encourage development of new Chapters, the Corporate Board may authorize affiliation of less than twenty-five (25) Member Firms to participate in the Corporation (hereinafter referred to as "Satellite Chapters").</p> <p>Satellite Chapters will not have voting rights. Within six (6) months after a Satellite Chapter has reached a minimum of twenty-five (25) Member Firms, a Satellite Chapter shall apply to the Corporate Board for membership as a Chapter.</p> | <p><b>Section 4. Satellite Chapter</b></p> <p>In order to encourage development of new Chapters, the Corporate Board may authorize affiliation of less than twenty-five (25) Member Firms to participate in the Corporation (<del>hereinafter referred to as</del> "Satellite Chapters").</p> <p>Satellite Chapters will not have voting rights. Within six (6) months after a Satellite Chapter has reached <del>a the</del> minimum of twenty-five (25) Member Firms, a Satellite Chapter <del>shall will</del> apply to the Corporate Board for membership as a Chapter.</p>           | <p><b>Section 4. Satellite Chapter</b></p> <p>In order to encourage development of new Chapters, the Corporate Board may authorize affiliation of less than twenty-five (25) Member Firms to participate in the Corporation ("Satellite 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 apply to the Corporate Board for membership as a Chapter.</p>    | <p>In response to feedback from the membership, the proposed revision to this bylaw that was included in the preview document will not be submitted at this year's Annual Meeting. The proposed revisions shown here delete some unnecessary verbiage, and make minor lanaguage changes. The task force to be appointed by Incoming President Sharon Bennett will also study this provision of our bylaws and report back to the organization within the next operating year.</p> |
| <p><b>Section 4. Life Membership Past Corporate Presidents</b></p> <p>The title "Life Member" shall be conferred upon all past Corporate Presidents. Life Members who are not otherwise a Representative of a Member Firm may attend annual or special meetings of the Corporation at their expense, but may not make motions, vote or hold office. This title, however, will not restrict a Life Member from being an active, dues-paying Representative of a Member Firm.</p>   | <p><b>Section 45. Life Membership <u>for</u> Past Corporate Presidents</b></p> <p>The title "Life Member" <del>shall will</del> be conferred upon all past Corporate Presidents. Life Members who are not otherwise a Representative of a Member Firm may attend annual or special meetings of the Corporation at their expense, but may not make motions, vote or hold office <u>in their capacity as Life Members</u>. This title, however, will not restrict a Life Member from being an active, <del>dues-paying</del> Representative of a Member Firm.</p>                           | <p><b>Section 5. Life Membership for Past Corporate Presidents</b></p> <p>The title "Life Member" will be conferred upon all past Corporate Presidents. Life Members who are not otherwise a Representative of a Member Firm may attend annual or special meetings of the Corporation at their expense, but may not make motions, vote or hold office in their capacity as Life Members. This title, however, will not restrict a Life Member from being an active Representative of a Member Firm.</p> | <p>Minor language changes. As Member Firms are required to pay dues to the Corporation, the term "dues paying" is unnecessary.</p>  |
| <p><b>Section 5. Members-At-Large</b></p> <p>The title "Member-At-Large" may be conferred by the Corporate Board upon an individual not otherwise qualifying for Representative status who is self-employed or employed on a full-time basis by a firm located outside the boundaries of a Chapter. Members-At-Large are not eligible to vote or hold any office at the Chapter or Corporate level. The Corporate Board may establish fees and procedures to determine eligibility for Members-At-Large status.</p>   | <p><b>Section 56. Members-At-Large</b></p> <p>The title "Member-At-Large" may be conferred by the Corporate Board upon an individual not otherwise qualifying for Representative status who is self-employed or employed <del>on a full-time basis</del> by a firm located outside the boundaries of a Chapter. <u>A</u> Members-At-Large <del>are is</del> not eligible to vote or hold any office <del>at the in a Chapter or Corporate level in the Corporation</del>. The Corporate Board may establish fees and procedures to determine eligibility for Members-At-Large status.</p> | <p><b>Section 6. Members-At-Large</b></p> <p>The title "Member-At-Large" may be conferred by the Corporate Board upon an individual not otherwise qualifying for Representative status who is self-employed or employed by a firm located outside the boundaries of a Chapter. A Member-At-Large is not eligible to vote or hold any office in a Chapter or in the Corporation. The Corporate Board may establish fees and procedures to determine eligibility for Member-At-Large status.</p>          | <p>Minor language changes for the most part. It is proposed to remove the term "full-time" from our bylaws as full-time employment now has various defnitions within the business community.</p>  |
| <p><b>Section 3. Termination and Suspension of Membership</b></p> <p>The Corporate Board may suspend the membership of a Chapter on the following grounds:</p>  | <p><b>Section 37. <u>Suspension and Termination and Suspension of Membership</u></b></p> <p>The Corporate Board may suspend the membership of a Chapter, <u>Satellite Chapter, or any other Membership</u> on the following grounds:</p>  | <p><b>Section 7. Suspension and Termination of Membership</b></p> <p>The Corporate Board may suspend the membership of a Chapter, Satellite Chapter, or any other Membership on the following grounds:</p>  | <p>Revised to clarify that bylaws apply to all types of membership in the organization and to reflect membership rights in relation to Satellite Chapters and other membership rights.</p>  |

| <b>CURRENT BYLAWS</b>  | <b>PROPOSED REVISIONS</b>  | <b>PROPOSED NEW LANGUAGE</b>  | <b>RATIONALE/COMMENTS</b>  |
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| <ul style="list-style-type: none"> <li>Loss of or failure to meet membership qualifications as stated in these Bylaws; and</li> <li>Any violation by a Chapter of any of the provisions of the Articles of Incorporation, these Bylaws, or the Chapter Bylaws.</li> </ul> <p>If, after a reasonable period of time as determined by the Corporate Board, the Chapter has not restored its membership qualifications or cured its violation, and after the Chapter has had a reasonable opportunity to be heard by the Corporate Board, the Chapter's charter may then be revoked. The Corporate Board shall have the right to set and determine consistent and equitable procedures or methods for suspending or terminating membership of a Chapter.</p> <p>The Corporate Board shall determine the rights of any Chapter and any Representative to vote or hold office during any periods of suspension of the Chapter. The rights of any Chapter or Representative within a Chapter shall immediately cease upon termination of Chapter membership.</p> | <ul style="list-style-type: none"> <li>Loss of or failure to meet membership qualifications as stated in these Bylaws <u>and Chapter Bylaws; and</u></li> <li><u>Any violation by a Chapter</u> of any of the provisions of the Articles of Incorporation, these Bylaws, <u>or the Chapter Bylaws, or Standing Rules of a Chapter; or</u></li> <li><u>Any action disruptive to or inconsistent with the activities and conduct of the business and mission of the Corporation or any Chapter.</u></li> </ul> <p>If, after a reasonable period of <del>time suspension</del>, as determined by the Corporate Board, the Chapter, <u>Satellite Chapter, or other Membership</u> has not restored its membership qualifications or <del>cured its corrected any</del> violation(s), and after the Chapter, <u>Satellite Chapter, or other Membership</u> has had a reasonable opportunity to be heard by the Corporate Board, the <del>Chapter's</del> charter <u>of a Chapter, or the membership rights of a Satellite Chapter, or other Membership</u> may <del>then</del> be revoked. The Corporate Board <del>shall will</del> have the right to <del>set and determine establish</del> consistent and equitable procedures <del>or methods</del> for suspending or terminating membership <del>of a Chapter</del>.</p> <p><b><u>Section 8. Rights of Suspended/Terminated Members</u></b><br/>The Corporate Board <del>shall will</del> determine the rights of any Chapter and any Representative to vote or hold office during any periods of suspension of <del>the a</del> Chapter.</p> <p>The rights of any Chapter or Representative within a Chapter <u>to vote or hold office shall will</u> immediately cease upon termination of Chapter membership.</p> | <ul style="list-style-type: none"> <li>Loss of or failure to meet membership qualifications as stated in these Bylaws and Chapter Bylaws;</li> <li>Any violation of any of the provisions of the Articles of Incorporation, these Bylaws, Chapter Bylaws, or Standing Rules of a Chapter; or</li> <li>Any action disruptive to or inconsistent with the activities and conduct of the business and mission of the Corporation or any Chapter.</li> </ul> <p>If, after a reasonable period of suspension, as determined by the Corporate Board, the Chapter, Satellite Chapter, or other Membership has not restored its membership qualifications or corrected any violation(s), and after the Chapter, Satellite Chapter, or other Membership has had a reasonable opportunity to be heard by the Corporate Board, the charter of a Chapter, or the membership rights of a Satellite Chapter, or other Membership may be revoked. The Corporate Board will have the right to establish consistent and equitable procedures for suspending or terminating membership.</p> <p><b>Section 8. Rights of Suspended/Terminated Members</b><br/>The Corporate Board will determine the rights of any Chapter and any Representative to vote or hold office during any periods of suspension of a Chapter.</p> <p>The rights of any Chapter or Representative within a Chapter to vote or hold office will immediately cease upon termination of Chapter membership.</p> | <p>References to Member Firm that were included in preview document (e.g. ...Chapter, Satellite Chapter, <b>Member Firm</b> or any other Membership) have been removed from proposed revision.</p>             |
| <b>SECTION 6. ACCESS TO RECORDS</b>  | <b>MOVED TO ARTICLE XVIII</b>  |   |  |
| <p><b>ARTICLE IV REVENUE</b><br/>The principal funds for the operation of the Corporation's activities shall be obtained through</p>   | <p><b>ARTICLE IV REVENUE</b><br/>The principal funds for the operation of the Corporation's activities <u>shall will</u> be obtained through</p>   | <p><b>ARTICLE IV REVENUE</b><br/>The principal funds for the operation of the Corporation's activities will be obtained through</p>   | <p>Reformatting of Article, minor language changes, and removal of the specific February 15 date. This is necessary because effective October 1, 2010, the Corporation will implement an automated billing</p> |

| CURRENT BYLAWS  | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE   | RATIONALE/COMMENTS   |
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| <p>payment of assessments by Member Firms and other classes of membership as established by the Corporate Board through the budgeting process and ratified at the Annual Meeting by the delegate body. Per capita assessments shall be due on February 15 each year.</p>  | <p>payment of assessments by Member Firms and other classes of membership as established by the Corporate Board <u>and ratified by the Chapters.</u></p> <p><b>Section 1. Annual Assessments</b><br/><u>Annual Assessments of the Member Firms and other classes of membership will be established by the Corporate Board</u> through <del>the a</del> budgeting process and ratified <u>by the Members</u> at the Annual Meeting <del>by the delegate body.</del> <u>Per capita</u> The assessments <u>shall will</u> be due on <u>February 15 a date set by the Corporate Board</u> each year.</p>   | <p>payment of assessments by Member Firms and other classes of membership as established by the Corporate Board and ratified by the Chapters.</p> <p><b>Section 1. Annual Assessments</b><br/>Annual Assessments of the Member Firms and other classes of membership will be established by the Corporate Board through a budgeting process and ratified by the Members at the Annual Meeting. The assessments will be due on a date set by the Corporate Board each year.</p>  | <p>cycle <b>for new member firms</b> based on anniversary dates. <b>Existing</b> member firms will be assigned an “anniversary date” of February 15. Steps in the anniversary-based renewal process will include:</p> <ol style="list-style-type: none"> <li>1. Corporate will send renewal notice to each Member Firm.</li> <li>2. Member Firm will send in ALL dues (Chapter and Corporate) before due date to Corporate.</li> <li>3. By end of the following month, Chapter will receive its funds from Corporate.</li> </ol> |
| <p>The Corporation shall have the power to levy such special assessments as may, at the discretion of the Board, be required to meet the necessary operating expenses of the Corporation, provided such expenses were not incurred in violation of these Bylaws.</p> <p>The Corporate Board may suspend or terminate membership of a Chapter and may suspend or terminate a Member Firm’s membership for failure to pay Corporate assessments. No Representative may hold a Corporation or Chapter office during any periods of suspension of that Representative’s Member Firm or upon termination of membership of a Chapter.</p> | <p><b>Section 2. Special Assessments</b><br/>The Corporation <del>shall will</del> have the power to levy such special assessments as may, at the discretion of the <u>Corporate</u> Board, be required to meet the necessary operating expenses of the Corporation, provided such expenses were not incurred in violation of these Bylaws.</p> <p><b>Section 3. Failure to Pay Assessments</b><br/>The Corporate Board may suspend or terminate <del>membership the charter of a Chapter, or the membership rights of a Satellite Chapter, Member Firm, or other Membership and may suspend or terminate a Member Firm’s membership</del> for failure to pay Corporate assessments.</p> <p><b>Section 4. Rights to Hold Office</b><br/>No Representative may hold a <del>Corporation</del> <u>Corporate</u> or Chapter office during any periods of suspension of that Representative’s Member Firm or <del>upon termination of membership of a Chapter for failure to pay Corporate assessments.</del></p> | <p><b>Section 2. Special Assessments</b><br/>The Corporation will have the power to levy such special assessments as may, at the discretion of the Corporate Board, be required to meet the necessary operating expenses of the Corporation, provided such expenses were not incurred in violation of these Bylaws.</p> <p><b>Section 3. Failure to Pay Assessments</b><br/>The Corporate Board may suspend or terminate the charter of a Chapter, or the membership rights of a Satellite Chapter, Member Firm, or other Membership for failure to pay Corporate assessments.</p> <p><b>Section 4. Rights to Hold Office</b><br/>No Representative may hold a Corporate or Chapter office during any periods of suspension of that Representative’s Member Firm or Chapter for failure to pay Corporate assessments.</p> | <p>Reformatting and minor language changes for clarity and to be consistent with above termination section.</p>  |
| <p><b>ARTICLE V</b><br/><b>MEMBERSHIP MEETINGS</b><br/><b>Section 1. Annual Meetings</b><br/>In the fall of each year there shall be held an Annual Meeting of the Corporation for the purpose of electing Officers and Directors and the transaction of other regular business. The date, time, and place of such Annual Meeting shall be determined by the Corporate Board with rotation of</p>   | <p><b>ARTICLE V</b><br/><b>MEMBERSHIP MEETINGS</b><br/><b>Section 1. Annual Meetings</b><br/><u>A. Annual Meeting.</u> <del>In the fall of each year there shall be held an An</del> Annual Meeting of the Corporation <u>will be held</u> for the purpose of electing Officers and Directors and the transaction of other regular business. The date, time, and place of such Annual Meeting <u>shall will</u> be determined by the</p>   | <p><b>ARTICLE V</b><br/><b>MEMBERSHIP MEETINGS</b><br/><b>Section 1. Annual Meetings</b><br/><u>A. Annual Meeting.</u> An Annual Meeting of the Corporation will be held for the purpose of electing Officers and Directors and the transaction of other regular business. The date, time, and place of such Annual Meeting will be determined by the Corporate Board with rotation of geographic</p>   | <p>Reformatting and minor language changes. There is no plan to change the timing of our Annual Meeting. This change simply removes the reference to specific timing for the meeting. Any change to the time of year the meeting is held would not be made without first discussing with the membership.</p>   |

| CURRENT BYLAWS   | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS   |
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| geographic regions wherever possible.  | Corporate Board with rotation of geographic regions <del>wherever</del> -whenever possible.  | regions whenever possible.   |  |
| A proposed annual budget for the Corporation shall be submitted to the Delegates for approval at the Annual Meeting.   | <b>B. Budget.</b> A proposed annual budget for the Corporation <del>shall</del> -will be submitted to the <del>Delegates</del> <del>Chapters</del> for approval at the Annual Meeting. <del>The proposed budget will be provided to the Chapters at least sixty (60) days but no more than ninety (90) days prior to the Annual Meeting. The Corporate Board may provide means for discussion of the proposed budget with the Members at any time up to thirty (30) days prior to the Annual Meeting.</del>  | <b>B. Budget.</b> A proposed annual budget for the Corporation will be submitted to the Chapters for approval at the Annual Meeting. The proposed budget will be provided to the Chapters at least sixty (60) days but no more than ninety (90) days prior to the Annual Meeting. The Corporate Board may provide means for discussion of the proposed budget with the Members at any time up to thirty (30) days prior to the Annual Meeting. | Reformatting and language changes to specify timing for sending budget to Chapters. The 30 days referred to in the proposed language relates to the scheduling of the budget forum call that is held each year to give Representatives the opportunity to ask questions about the proposed budget. |
| Any Chapter may submit a proposed agenda item and/or proposed amendments to the Corporate or Chapter Bylaws no less than one hundred and fifty (150) days prior to the Annual Meeting for consideration by the Corporate Board. Except as provided by California law, all business to be conducted at the Annual Meeting shall be set forth in a written agenda approved by the Corporate Board.   | <b>C. Agenda Items.</b> <del>Except as provided by California law, all business to be conducted at the Annual Meeting will be set forth in a written agenda approved by the Corporate Board.</del> Any Chapter may submit a proposed agenda item and/or proposed amendments to the Corporate or Chapter Bylaws no less than one hundred and fifty (150) days prior to the Annual Meeting for consideration by the Corporate Board.   | <b>C. Agenda Items.</b> Except as provided by California law, all business to be conducted at the Annual Meeting will be set forth in a written agenda approved by the Corporate Board. Any Chapter may submit a proposed agenda item and/or proposed amendments to the Corporate or Chapter Bylaws no less than one hundred and fifty (150) days prior to the Annual Meeting for consideration by the Corporate Board.                        | Reformatting and language rearranged.  |
| New items of business introduced during the Annual Meeting which have not been furnished to the Chapters not less than sixty (60) days nor more than ninety (90) days prior to the Annual Meeting must receive an affirmative vote of three-fourths of the Delegates present and entitled to vote in order to pass. All business of the Corporation shall be conducted during the Annual Meeting, including nomination and election of representatives to the Nominating Committee from the Eastern, Central, and Western Divisions. | <b>D. New Items of Business.</b> New items of business introduced during the Annual Meeting which <del>have</del> <del>were</del> not <del>been</del> -furnished to the Chapters <del>not less than at least</del> sixty (60) days <del>nor</del> -but no more than ninety (90) days prior to the Annual Meeting must receive an affirmative vote of three-fourths (3/4) of the Delegates <del>(as that term is defined in these Bylaws)</del> present and entitled to vote in order to <del>be considered by the Delegates at the Annual Meeting, pass.</del> <del>All business of the Corporation shall be conducted during the Annual Meeting, including nomination and election of representatives to the Nominating Committee from the Eastern, Central, and Western Divisions.</del> | <b>D. New Items of Business.</b> New items of business introduced during the Annual Meeting which were not furnished to the Chapters at least sixty (60) days but no more than ninety (90) days prior to the Annual Meeting must receive an affirmative vote of three-fourths (3/4) of the Delegates (as that term is defined in these Bylaws) present and entitled to vote in order to be considered by the Delegates at the Annual Meeting.  | Reformatting and language changes for clarification. Since election of Division Representatives to Nominating Committee is covered under Article VIII, Section 1.D., it has been deleted here.   |
| The Corporate Secretary shall cause the Corporation to mail the agenda and the proposed budget along with the written notice of the Annual Meeting not less than sixty (60) days nor more than ninety (90) days prior to the date of the Annual Meeting to the addresses of the President and Secretary of each Chapter as set forth in the records of the Corporate Secretary.  | <b>E. Notice of Meeting.</b> The <del>Corporate</del> Secretary <del>shall</del> <del>will</del> cause the Corporation to <del>mail</del> -provide legally sufficient notice of the <del>agenda and the proposed budget along with the written notice of the</del> Annual Meeting, <del>together with the agenda and the proposed budget, to the President and Secretary of each</del> Chapter not less than sixty (60) days nor more than ninety (90) days prior to the date of the Annual  | <b>E. Notice of Meeting.</b> The Secretary will cause the Corporation to provide legally sufficient notice of the Annual Meeting, together with the agenda and the proposed budget, to the President and Secretary of each Chapter not less than sixty (60) days nor more than ninety (90) days prior to the date of the Annual Meeting.   | Reformatting and minor language changes.   |

| CURRENT BYLAWS   | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
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|  | Meeting <del>to the addresses of the President and Secretary of each Chapter as set forth in the records of the Corporate Secretary.</del>   |  |   |
| Prior to the official business of the Annual Meeting, the delegate body shall meet to discuss the agenda items. There shall be no official business conducted during this session.   | <b>F. Delegate Session.</b> Prior to <del>conducting the official business of the Annual Meeting,</del> the <del>Corporate Board will conduct a meeting of the Delegates delegate body shall meet</del> to discuss the agenda items. There <del>shall will</del> be no official business conducted during <del>this the Delegate</del> session.  | 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.  | Revision intended to clarify that the Delegate session is not part of the official Annual Meeting and to clarify that it is conducted by Board, not by Delegates. The provisions of this paragraph in no way prohibit Chapter Representatives that are not Delegates/Alternate Delegates from attending the Delegate Session. |
| <b>Section 2. Special Meetings and Notice</b><br>Special Meetings may be called by the Corporate Board or otherwise as provided by California law. The Corporate Secretary shall give written notice of the special meeting and such notice shall state the purpose or purposes of the special meeting and only the business referred to in the notice may be transacted. The Corporate Secretary shall mail such notice not less than fifteen (15) nor more than sixty (60) days before the date of each special meeting to the addresses of the President and Secretary of each Chapter. | <b>Section 2. Special Meetings and Notice</b><br>Special Meetings may be called by the Corporate Board or otherwise as provided by California law. The <del>Corporate</del> Secretary <del>shall will cause the Corporation to provide legally sufficient give written notice of the any special meeting to the President and Secretary of each Chapter</del> and such notice <del>shall will state generally the purpose(s) or purposes of the special-Special meetingMeeting. and only Only the business referred related to the stated purposes(s) in of the notice may be transacted at any special meeting. The Corporate Secretary shall mail Any such notice will be provided not less than at least fifteen (15) nor but no more than sixty (60) days before the date of each any special-Special meeting Meeting to the addresses of the President and Secretary of each Chapter.</del> | <b>Section 2. Special Meetings and Notice</b><br>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. | Language changes for clarification.   |
| <b>Section 3. Meetings Without Notice</b><br>When all Chapters give their written consent to a meeting and said written consent is made a part of the records of the meeting, proceedings at such meetings are valid irrespective of the manner in which the meeting is called or the place where it is held. The Corporation may act without a meeting if the actions are unanimously consented to by the Chapters. A written consent to any meeting or action is valid if signed by the Chapter President.   | <b>Section 3. Meetings Without Notice/Consent to Action</b><br>When all Chapters give <del>their</del> written consent to a meeting and said written consent is made a part of the records of the meeting, proceedings at such meetings are valid <del>without prior written notice irrespective of the manner in which the meeting is called or the place where it is held.</del> 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.  | <b>Section 3. Meetings Without Notice/Consent to Action</b><br>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.   | Minor language changes. Title changed to clarify the presence of the second sentence.   |
|  | <b>NEW SECTION</b><br><b>Section 4. Electronic Meetings</b><br>Meetings may be held by electronic transmission if conducted in accordance with requirements of   | <b>Section 4. Electronic Meetings</b><br>Meetings may be held by electronic transmission if conducted in accordance with requirements of California law.   | Simple revision to allow for electronic meetings in compliance with California law, rather than specific references to method/techniques. While there is no plan to conduct our Annual Meeting utilizing  |

| CURRENT BYLAWS  | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS   |   |                       |   |                       |   |                        |   |                   |   |  |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |
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|   | California law.   |  | electronic technology, it should not be excluded as a possibility. At the Annual Meeting in 2001, under those unfortunate and extreme circumstances, we were able to conduct our meeting utilizing electronic technology. Comments were also received that some use of electronic technology might enable more of our membership to participate from their home bases. |   |                       |   |                       |   |                        |   |                   |   |  |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |
| <p><b>Section 4. Voting Rights</b><br/>At any meeting of the membership of the Corporation, the voting rights are held by the chartered Chapters of the Corporation, and for each chartered Chapter shall be as follows:</p> <table border="0" data-bbox="67 625 701 844"> <thead> <tr> <th style="text-align: left;">Number of Firms</th> <th style="text-align: center;">Votes</th> </tr> </thead> <tbody> <tr> <td>Up to 25 Member Firms</td> <td style="text-align: center;">1</td> </tr> <tr> <td>26 to 50 Member Firms</td> <td style="text-align: center;">2</td> </tr> <tr> <td>51 to 75 Member Firms</td> <td style="text-align: center;">3</td> </tr> <tr> <td>76 to 100 Member Firms</td> <td style="text-align: center;">4</td> </tr> <tr> <td>101+ Member Firms</td> <td style="text-align: center;">5</td> </tr> </tbody> </table> <p>The determination of the number of Member Firms a Chapter has for voting purposes shall be made by the Corporate Secretary in accordance with the records of the Corporation on June 1 of each year, but not more than ninety (90) days prior to any annual or special meeting.</p> | Number of Firms   | Votes  | 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 | <p><b>Section 4.5. Voting Rights</b><br/><u>A. Number of Votes per Chapter.</u> At any meeting of the membership of the Corporation, the voting rights <del>are</del> held by the chartered Chapters of the Corporation, <del>and for each chartered Chapter shall will</del> be <u>based on the Chapter's number of Member Firms</u> as follows:</p> <table border="0" data-bbox="701 690 1354 909"> <thead> <tr> <th style="text-align: left;">Number of Firms</th> <th style="text-align: center;">No. of Votes</th> </tr> </thead> <tbody> <tr> <td>Up to 25 Member Firms</td> <td style="text-align: center;">1</td> </tr> <tr> <td>26 to 50 Member Firms</td> <td style="text-align: center;">2</td> </tr> <tr> <td>51 to 75 Member Firms</td> <td style="text-align: center;">3</td> </tr> <tr> <td>76 to 100 Member Firms</td> <td style="text-align: center;">4</td> </tr> <tr> <td>101+ Member Firms</td> <td style="text-align: center;">5</td> </tr> </tbody> </table> <p>The determination of the number of Member Firms <del>a</del> <u>for each</u> Chapter <del>has for voting purposes shall will</del> be made by the <del>Corporate</del> Secretary in accordance with the records of the Corporation on <del>June 1 of each year, but not more than ninety (90) days prior to any annual or special meeting.</del> <u>the date legal notice of any meeting is given.</u></p> | Number of Firms | No. of Votes | 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 | <p><b>Section 5. Voting</b><br/><u>A. Number of Votes per Chapter.</u> 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:</p> <table border="0" data-bbox="1354 657 1991 876"> <thead> <tr> <th style="text-align: left;">Number of Firms</th> <th style="text-align: center;">No. of Votes</th> </tr> </thead> <tbody> <tr> <td>Up to 25 Member Firms</td> <td style="text-align: center;">1</td> </tr> <tr> <td>26 to 50 Member Firms</td> <td style="text-align: center;">2</td> </tr> <tr> <td>51 to 75 Member Firms</td> <td style="text-align: center;">3</td> </tr> <tr> <td>76 to 100 Member Firms</td> <td style="text-align: center;">4</td> </tr> <tr> <td>101+ Member Firms</td> <td style="text-align: center;">5</td> </tr> </tbody> </table> <p>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.</p> | Number of Firms | No. of Votes | 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 | <p>Reformatting and minor language changes intended to clarify details related to Annual Meeting.</p> <p>Questions were raised about voting with the new renewal process. While California law allows the determination of votes to be delayed until the day of the meeting and vote, it is impractical to wait until the day of the vote in organizations with large numbers of members. Thus setting a record date is necessary. A record date is always arbitrary because changes can occur between the record date and the date of the vote. The date we have used up to now is likewise arbitrary. It seems less so right now because all Chapters have been affected at the same time of year. However, whether firms renew or not affects voting in the coming year and changes in voting rights have an impact. The change proposed for the renewal process does not change this discrepancy that already exists.</p> |
| Number of Firms   | Votes   |  |  |   |                       |   |                       |   |                        |   |                   |   |  |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |
| 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   |  |  |   |                       |   |                       |   |                        |   |                   |   |  |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |
| Number of Firms   | No. of Votes  |  |  |   |                       |   |                       |   |                        |   |                   |   |  |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |
| 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   |  |  |   |                       |   |                       |   |                        |   |                   |   |  |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |
| Number of Firms   | No. of Votes  |  |  |   |                       |   |                       |   |                        |   |                   |   |  |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |
| 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   |  |  |   |                       |   |                       |   |                        |   |                   |   |  |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |
| <p>If a Chapter has been chartered after June 1, but before the date of any such meeting of the Corporation, the new Chapter shall have the same voting rights as provided above on the basis of its membership roll as of the date such Chapter was chartered, but not more than ninety (90) days prior to any annual or special meeting.</p>  | <p><b>B. Newly Chartered Chapter.</b> If a Chapter <del>has is been</del> chartered after <del>June 1</del> <u>the date legal notice of any meeting is given</u>, but before the date of any such meeting of the Corporation, the new Chapter <del>shall will</del> have <del>the same</del> voting rights as provided above on the basis of its membership roll as of the date such Chapter <del>was is</del> chartered, <del>but not more than ninety (90) days prior to any annual or special meeting.</del></p> | <p><b>B. Newly Chartered Chapter.</b> 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.</p> | <p>Revisions intended to clarify/simplify details related to newly-chartered Chapters and their participation in Annual Meeting.</p>   |   |                       |   |                       |   |                        |   |                   |   |  |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |                 |              |                       |   |                       |   |                       |   |                        |   |                   |   |   |

| CURRENT BYLAWS   | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS   |
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| <p>Each Chapter's vote(s) shall be cast by a Representative (hereinafter referred to as a "Delegate") authorized by a Chapter to cast its vote(s). Delegates shall be registered with the Corporation by delivery of written notice to the Corporate Secretary at or prior to the Annual or special meeting. A notice shall be sufficient if signed by the Chapter President or Secretary. Regardless of the number of votes allowed a Chapter, each Delegate shall be allowed only one (1) vote on any matter submitted for voting to the Delegates. No Chapter may designate more Delegates to vote than the total votes allowed to the Chapter.</p> | <p><u>C. Delegates/Registration.</u> Each Chapter's vote(s) <del>shall will</del> be cast by <u>one or more a</u> Representatives <del>(hereinafter referred to as a "Delegate")</del> authorized by a Chapter to cast its vote(s) <u>("Delegates")</u>. Delegates <del>shall must</del> be registered with the <del>Corporate</del> Secretary at or prior to the Annual <del>Meeting or any special Special meeting</del> <u>Meeting of members.</u> <del>A The written</del> notice <del>shall will</del> be sufficient if signed by the Chapter President or Secretary. <del>Regardless of the number of votes allowed a Chapter, each Delegate shall be allowed only one (1) vote on any matter submitted for voting to the Delegates. No Chapters may will</del> designate <u>the number of more</u> Delegates to vote <u>equal to, but not more</u> than, the total votes allowed to the Chapter.</p> | <p><u>C. Delegates/Registration.</u> 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 President or Secretary. Chapters will designate the number of Delegates to vote equal to, but not more than, the total votes allowed to the Chapter.</p> | <p>Reformatting and language changes intended to clarify details related to Delegates/Alternates.</p> <p>Sentence beginning with "Regardless" moved to next paragraph about "Voting."</p> <p>Delegates not registered with the Corporation by the established deadline will still need to be voted onto the floor at the Annual Meeting.</p> |
| <p>Only Delegates will be allowed to vote at any Annual or special meeting of the Corporation. If a Delegate is not present at any such meeting, the vote of that Delegate may be cast by an Alternate Delegate also selected by the Chapter and registered with the Corporation as provided above.</p>  | <p><u>D. Voting.</u> Only Delegates will be allowed to vote at any Annual <del>Meeting or special Special meeting</del> <u>Meeting</u> of the Corporation. If a Delegate is not present at any such meeting, the vote of that Delegate may be cast by an Alternate Delegate also selected by the Chapter and registered with the Corporation <del>as provided above.</del> <u>Regardless of the number of votes allowed to a Chapter, each Delegate will be allowed only one (1) vote on any matter submitted for voting to the Delegates.</u></p>  | <p><u>D. Voting.</u> Only Delegates will be allowed to vote at any Annual Meeting or Special Meeting of the Corporation. If a Delegate is not present at any such meeting, the vote of that Delegate may be cast by an Alternate Delegate also selected by the Chapter and registered with the Corporation. Regardless of the number of votes allowed to a Chapter, each Delegate will be allowed only one (1) vote on any matter submitted for voting to the Delegates.</p>   | <p>Reformatting and language changes intended to clarify details related to Delegates/Alternates.</p>  |
| <p><b>Section 5. Quorum</b><br/>At any Corporate meeting, a majority of the registered Delegates shall constitute a quorum for all purposes.</p>   | <p><b>Section 5. Quorum</b><br/>At any <del>Corporate</del> <u>meeting of the Corporation</u>, a majority of the registered Delegates <del>shall will</del> constitute a quorum for all purposes.</p>   | <p><b>Section 5. Quorum</b><br/>At any meeting of the Corporation, a majority of the registered Delegates will constitute a quorum for all purposes.</p>   | <p>Minor language changes.</p>   |
| <p><b>ARTICLE VI</b><br/><b>CORPORATE BOARD OF DIRECTORS</b><br/><b>Section 1. Number and Qualifications of the Corporate Board of Directors</b><br/>There shall be no less than seven (7) nor more than ten (10) Directors, each of whom shall be</p> <ul style="list-style-type: none"> <li>• A Representative of a Member Firm; and</li> <li>• A past Chapter President.</li> </ul> <p>If a Director shall cease at any time to be qualified,</p>   | <p><b>ARTICLE VI</b><br/><b>CORPORATE BOARD OF DIRECTORS</b><br/><b>Section 1. Number and Qualifications of the Corporate Board of Directors</b><br/>There <del>shall will</del> be no less than seven (7) nor more than ten (10) Directors, each of whom <del>shall will</del> be:</p> <ul style="list-style-type: none"> <li>• A Representative of a Member Firm; and</li> <li>• A past Chapter President.</li> </ul> <p>If a Director <del>shall ceases</del> at any time to be qualified,</p>   | <p><b>ARTICLE VI</b><br/><b>CORPORATE BOARD OF DIRECTORS</b><br/><b>Section 1. Number and Qualifications of the Corporate Board of Directors</b><br/>There will be no less than seven (7) nor more than ten (10) Directors, each of whom will be:</p> <ul style="list-style-type: none"> <li>• A Representative of a Member Firm; and</li> <li>• A past Chapter President.</li> </ul> <p>If a Director ceases at any time to be qualified,</p>   | <p>Revisions intended to simplify language related to qualifications of Directors.</p>   |

| <b>CURRENT BYLAWS</b>  | <b>PROPOSED REVISIONS</b>   | <b>PROPOSED NEW LANGUAGE</b>  | <b>RATIONALE/COMMENTS</b>   |
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| <p>such Director's term of office shall automatically terminate, but no such act of the Corporation or Directors shall be invalidated by reason thereof. If a Director ceases to have the qualifications described, the Director shall immediately provide a resignation to the Corporation. Notwithstanding the failure to provide a resignation, each Director, by accepting the position, irrevocably appoints the President of the Corporation as attorney-in-fact for the purpose of submitting a resignation in the event said Director fails to meet the qualifications to retain office.</p> <p>At no time may there be more than one (1) Director from the same Chapter.</p>  | <p>such Director's term of office <del>shall</del><u>will</u> automatically terminate, but no <del>such</del> act of the Corporation or <del>Directors</del><u>Corporate Board</u> <del>shall</del><u>will</u> be invalidated by reason thereof. <del>If a Director ceases to have the qualifications described</del><u>In the event, the a Director is no longer qualified to serve, the remaining Directors shall will have the power to</u> immediately <del>provide a resignation to the Corporation</del><u>remove said Director and appoint a replacement Director, with or without a notice of resignation from the affected Director.</u> <del>Notwithstanding the failure to provide a resignation, each Director, by accepting the position, irrevocably appoints the President of the Corporation as attorney-in-fact for the purpose of submitting a resignation in the event said Director fails to meet the qualifications to retain office.</del></p> <p>At no time may there be more than one (1) Director from the same Chapter.</p> | <p>such Director's term of office will automatically terminate, but no act of the Corporation or Corporate Board will be invalidated by reason thereof. In the event a Director is no longer qualified to serve, the remaining Directors will have the power to immediately remove said Director and appoint a replacement Director, with or without a notice of resignation from the affected Director.</p> <p>At no time may there be more than one (1) Director from the same Chapter.</p>   |   |
| <p><b>ARTICLE VI</b><br/><b>Section 2. Officers</b></p>  | <p><b>MOVED TO NEW ARTICLE VII</b><br/><b>INSURANCE PARAGRAPH MOVED TO ARTICLE IX</b></p>   |   | <p>Provisions related to Officers of the Corporation have been grouped together under a new Article VII as they do not fit organizationally with these next few sections that deal with Directors and actions of Directors.</p> |
| <p><b>Section 3. Election and Term of Office of Directors</b><br/>At the Annual Meeting, the Delegates shall elect the Officers and remaining Directors for the following annual term as provided by these Bylaws. Said Officers and Directors will assume office immediately upon their election. The incoming President shall appoint the installing officer, who shall have served as a Past Corporate President and who shall then conduct any installation ceremonies.</p> <p>The Directors and Officers shall serve a one (1) year term, or until their successors are elected and qualified, except in the case of the Vice President/President-Elect who is elected for a two (2) year term. A minimum of three (3) Directors shall have served on the Corporate Board the</p> | <p><b>Section 32. Election and Term of Office of Directors</b><br/>At the Annual Meeting <u>of the Corporation</u>, the Delegates <del>shall</del><u>will</u> elect the Officers and <del>remaining</del> Directors for the following annual term as provided by these Bylaws. Said Officers and Directors will assume office immediately upon their election. The <del>Director serving as</del> incoming President <del>shall</del><u>will</u> appoint the installing officer, who <del>shall</del><u>will</u> have served as a <del>Past past Corporate</del> President and who <del>shall</del><u>will</u> then conduct any installation ceremonies.</p> <p>The Directors and Officers <del>shall</del><u>will</u> serve a one (1) year term, or until their successors are elected and qualified, except <del>in the case of that</del> the <del>Director who is elected to the position of</del> Vice President/President-Elect <del>who is</del><u>will be</u> elected for a two (2) year term. A minimum of three (3) Directors</p>           | <p><b>Section 2. Election and Term of Office of Directors</b><br/>At the Annual Meeting of the Corporation, the Delegates will elect the Officers and Directors for the following annual term as provided by these Bylaws. Said Officers and Directors will assume office immediately upon their election. The Director serving as incoming President will appoint the installing officer, who will have served as a past President and who will then conduct any installation ceremonies.</p> <p>The Directors and Officers will serve a one (1) year term, or until their successors are elected and qualified, except that the Director who is elected to the position of Vice President/President-Elect will be elected for a two (2) year term. A minimum of three (3) Directors will have served on the</p> | <p>Minor language changes.</p> <p>Last paragraph (on Vice President/President-Elect) moved to ARTICLE VII, Section 1.</p>   |

| CURRENT BYLAWS  | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE   | RATIONALE/COMMENTS  |
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| <p>previous term, one of which may be the President-Elect.</p> <p>Except for the Vice President/President-Elect, no Officer or Director shall be eligible to serve for more than four (4) consecutive terms. An Officer or Director who has served more than half a term is considered to have served a full term in that office.</p> <p>The Vice President/President-Elect automatically ascends to the office of President. If the Vice President/President-Elect cannot ascend, then the Nominating Committee shall propose a candidate for the office of President at the Annual Meeting. The individual chosen shall meet all qualifications for the office.</p> | <p><del>shall will</del> have served on the Corporate Board the previous term, one of <del>which-whom</del> may be the <del>Vice President/</del>President-Elect.</p> <p>Except for the Vice President/President-Elect, no Officer or Director <del>shall will</del> be eligible to serve for more than four (4) consecutive terms. <del>An Officer or A</del> Director who has served more than half a term is considered to have served a full term in that office.</p> <p><del>The Vice President/President-Elect automatically ascends to the office of President. If the Vice President/President-Elect cannot ascend, then the Nominating Committee shall propose a candidate for the office of President at the Annual Meeting. The individual chosen shall meet all qualifications for the office.</del></p> | <p>Corporate Board the previous term, one of whom may be the Vice President/President-Elect.</p> <p>Except for the Vice President/President-Elect, no Officer or Director will be eligible to serve for more than four (4) consecutive terms. A Director who has served more than half a term is considered to have served a full term in that office.</p>  |   |
| <p><b>Section 4. Vacancy</b><br/>Any vacancy in the office of Director (including any Director designated as an Officer) shall be filled for the remainder of the term by the appointment of an individual who is qualified under these Bylaws by the remaining members of the Corporate Board.</p>   | <p><b>Section 43. Vacancy</b><br/>Any vacancy in the office of Director (including any Director designated as an Officer) <del>shall will</del> be filled for the remainder of the term by the appointment of an individual who is qualified under these Bylaws by <del>act of</del> the remaining members of the Corporate Board.</p>   | <p><b>Section 3. Vacancy</b><br/>Any vacancy in the office of Director (including any Director designated as an Officer) will be filled for the remainder of the term by the appointment of an individual who is qualified under these Bylaws by act of the remaining members of the Corporate Board.</p>   | <p>Minor language changes.</p>  |
| <p><b>Section 5. Regular Meetings of Directors</b><br/>The Corporate Board shall meet at least two (2) times a year. Meetings of the Corporate Board, whether regular or special, may be held at such places and at such times as the President may determine, or, as directed by a majority of the Corporate Board (with priority being given to the direction of a majority of the Corporate Board).</p>  | <p><b>Section 54. Regular Meetings of Directors</b><br/>The Corporate Board shall meet at least two (2) times a year. Meetings of the Corporate Board, whether regular or special, may be held at such places and at such times as the President may determine, or, as directed by a majority of the Corporate Board (with priority being given to the direction of a majority of the Corporate Board).</p>  | <p><b>Section 4. Regular Meetings of Directors</b><br/>The Corporate Board shall meet at least two (2) times a year. Meetings of the Corporate Board, whether regular or special, may be held at such places and at such times as the President may determine, or as directed by a majority of the Corporate Board (with priority being given to the direction of a majority of the Corporate Board).</p> | <p>Section number change only.</p>  |
| <p><b>Section 6. Special Meetings of Directors</b><br/>Special meetings shall be called upon due notice at any time on the order of the President or on the order of any two (2) Directors. Telephonic meetings shall be allowed to the extent provided by California state law. The purpose of the meeting and a written report shall be included in the minutes of the next meeting of the Corporate Board.</p>   | <p><b>Section 65. Special Meetings of Directors</b><br/>Special meetings <del>shall will</del> be called upon due notice at any time on the order of the President or on the order of any two (2) Directors. <del>Telephonic meetings shall be allowed to the extent provided by California state law. The purpose of the meeting and a written report shall be included in the minutes of the next meeting of the Corporate Board.</del></p>  | <p><b>Section 5. Special Meetings of Directors</b><br/>Special meetings will be called upon due notice at any time on the order of the President or on the order of any two (2) Directors.</p>  | <p>Revision intended to simplify language. Minutes of all meetings are recorded rather than incorporated in those of another meeting.</p> |
| <p><b>Section 7. Notice of Meetings</b><br/>Each Director's address and facsimile number shall</p>  | <p><b>Section 76. Notice of Meetings</b><br/>Each <del>Director's</del> Director will be responsible to</p>  | <p><b>Section 6. Notice of Meetings</b><br/>Each Director will be responsible to register current</p>   | <p>Revisions intended to simplify language.</p>   |

| CURRENT BYLAWS  | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
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| <p>be registered with the Corporate Secretary, and notices of meetings sent to such address or facsimile number or through other appropriate means (electronic transmission, etc.) shall be regarded as valid notice.</p>   | <p><del>register current contact information (including address, telephone number(s), and facsimile number, and email address) shall be registered</del> with the <del>Corporate</del>-Secretary, and notices of meetings <del>sent to using</del> such <del>information address or facsimile number or through other appropriate means (electronic transmission, etc.) shall will</del> be regarded as valid notice, <u>so long as given in a manner consistent with California law.</u></p>  | <p>contact information (including address, telephone number(s), facsimile number, and email address) with the Secretary, and notices of meetings using such information will be regarded as valid notice, so long as given in a manner consistent with California law.</p>   |   |
| <p><b>Section 8. Quorum</b><br/>The majority of the authorized number of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Corporate Board and every act or decision of the majority of the Directors present at a meeting at which a quorum has been established, when duly assembled, shall be valid as the act of the Corporate Board.</p>  | <p><b>Section 87. Quorum</b><br/>The majority of the authorized number of Directors <del>shall will</del> constitute a quorum for the transaction of business at any regular or special meeting of the Corporate Board, and every act or decision of the majority of the Directors present at a meeting at which a quorum has been established, <del>when duly assembled, shall will</del> be valid as the act of the Corporate Board.</p>   | <p><b>Section 7. Quorum</b><br/>The majority of the authorized number of Directors will constitute a quorum for the transaction of business at any regular or special meeting of the Corporate Board, and every act or decision of the majority of the Directors present at a meeting at which a quorum has been established will be valid as the act of the Corporate Board.</p>  | <p>Minor language changes.</p>                                    |
| <p><b>Section 9. Powers and Duties of the Board</b><br/>The Corporate Board shall have general management and control of the affairs, funds and property of the Corporation, including, but not limited to, the following powers and duties:</p> <ul style="list-style-type: none"> <li>• The power to grant new Chapter charters;</li> <li>• The power to alter, amend, rescind, suspend or revoke a Chapter's charter in accordance with these Bylaws and in accordance with California state law, after having given to the Chapter in question reasonable opportunity to be heard;</li> <li>• The power to adopt forms of insignia, publications, international directories and any other media which are representative of the Corporation and its Chapters;</li> <li>• The power to incur indebtedness or otherwise obligate the Corporation for matters and business activities which are described in or constitute a part of the operating budget which is approved by the Delegates at the Corporation's Annual Meeting, and for other matters or business</li> </ul> | <p><b>Section 98. Powers and Duties of the Board</b><br/>The Corporate Board <del>shall will</del> have general management and control of the affairs, funds and property of the Corporation, including, but not limited to, the following powers and duties:</p> <ul style="list-style-type: none"> <li>• The power to grant new Chapter charters;</li> <li>• The power to alter, amend, rescind, suspend or revoke a Chapter's charter in accordance with these Bylaws and in accordance with California state law, after having given to the Chapter in question reasonable opportunity to be heard;</li> <li>• The power to adopt forms of insignia, publications, <del>international directories</del> and any other media which are representative of the Corporation and its Chapters;</li> <li>• The power to incur indebtedness or otherwise obligate the Corporation for matters and business activities <del>which are</del> described in or <del>constitute constituting</del> a part of the operating budget <del>which is</del> approved by the Delegates at the Corporation's Annual Meeting, and for other matters or business activities not exceeding 10% of such operating budget in amount;</li> </ul> | <p><b>Section 8. Powers and Duties of the Board</b><br/>The Corporate Board will have general management and control of the affairs, funds and property of the Corporation, including, but not limited to, the following powers and duties:</p> <ul style="list-style-type: none"> <li>• The power to grant new Chapter charters;</li> <li>• The power to alter, amend, rescind, suspend or revoke a Chapter's charter in accordance with these Bylaws and in accordance with California state law, after having given to the Chapter in question reasonable opportunity to be heard;</li> <li>• The power to adopt forms of insignia, publications, and any other media which are representative of the Corporation and its Chapters;</li> <li>• The power to incur indebtedness or otherwise obligate the Corporation for matters and business activities described in or constituting a part of the operating budget approved by the Delegates at the Corporation's Annual Meeting, and for other matters or business activities not exceeding 10% of such operating budget in amount;</li> </ul> | <p>Revisions intended to simplify provisions of this section.</p> |

| <b>CURRENT BYLAWS</b>  | <b>PROPOSED REVISIONS</b>  | <b>PROPOSED NEW LANGUAGE</b>  | <b>RATIONALE/COMMENTS</b>  |
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| <p>activities not exceeding 10% of such operating budget in amount;</p> <ul style="list-style-type: none"> <li>The power to incur indebtedness or otherwise obligate the Corporation in advance for facilities, speakers, transportation, food service, and other services or activities related to the Corporation's Annual Meeting(s) and Conferences;</li> <li>The power to replace an Officer or Director who fails to serve because of absence during that Officer's or Director's term. "Absence" as that term is used herein shall mean the failure to attend more than two meetings of the Corporate Board within any six (6) month period whether due to illness, disability or any other cause;</li> <li>The power to replace an Officer or Director where a vacancy occurs, in accordance with these Bylaws, or in accordance with California Corporation Law; and</li> <li>The power to propose amendments to and enforce all Bylaws.</li> </ul> | <ul style="list-style-type: none"> <li>The power to incur indebtedness or otherwise obligate the Corporation in advance for <del>facilities, speakers, transportation, food service, and other</del> services or activities related to the Corporation's Annual Meeting(s) and <del>Conferences</del><u>other customary business activities of the Corporation</u>;</li> <li>The power to replace an Officer or Director who fails to serve because of absence during that Officer's or Director's term <u>or based on inability or unwillingness to perform the respective duties in a timely and professional manner</u>. "Absence" as <del>that term is</del> used herein <del>shall</del> means the failure to attend more than two meetings of the Corporate Board <del>within any six (6) month period</del> whether due to illness, disability or any other cause, <u>or termination of eligibility of a Director</u>;</li> <li>The power to replace an Officer or Director where a vacancy occurs, in accordance with these Bylaws, or in accordance with California Corporation Law; <del>and</del></li> <li><u>The power to propose amendments to and to enforce all Bylaws; and</u></li> <li><u>All powers otherwise provided in these Bylaws.</u></li> </ul> | <ul style="list-style-type: none"> <li>The power to incur indebtedness or otherwise obligate the Corporation in advance for services or activities related to the Corporation's Annual Meeting(s) and other customary business activities of the Corporation;</li> <li>The power to replace an Officer or Director who fails to serve because of absence during that Officer's or Director's term or based on inability or unwillingness to perform the respective duties in a timely and professional manner. "Absence" as used herein means the failure to attend more than two meetings of the Corporate Board whether due to illness, disability or any other cause, or termination of eligibility of a Director;</li> <li>The power to replace an Officer or Director where a vacancy occurs, in accordance with these Bylaws, or in accordance with California Corporation Law;</li> <li>The power to propose amendments to and to enforce all Bylaws; and</li> <li>All powers otherwise provided in these Bylaws.</li> </ul> |  |
|  | <p><b>NEW SECTION</b><br/><b>Section 9. Compensation</b><br/>No Director is entitled to any compensation for any services rendered as such.</p>  | <p><b>Section 9. Compensation</b><br/>No Director is entitled to any compensation for any services rendered as such.</p>  | <p>This same language appears in Section about officers; included here for consistency.</p>  |
| <p><b>MOVED FROM ARTICLE VI, SECTION 2</b><br/><b>Section 2. Officers</b><br/>The Officers of the Corporation shall consist of:</p> <ul style="list-style-type: none"> <li>President</li> <li>Vice President/President-Elect</li> <li>Secretary</li> <li>Treasurer</li> </ul> <p>An individual may simultaneously hold the offices of Secretary and Treasurer. The Officers must be Directors of the Corporation and must meet all the qualifications of a Director. If an Officer shall cease at any time to be qualified, such Officer's term of office shall immediately terminate. The Directors shall have power to immediately appoint a</p>   | <p><del>ARTICLE VII</del><b>Section 2. Officers</b><br/><b>OFFICERS</b></p> <p>The Officers of the Corporation <del>shall</del><u>will</u> consist of:</p> <ul style="list-style-type: none"> <li>President</li> <li>Vice President/President-Elect</li> <li>Secretary</li> <li>Treasurer</li> </ul> <p><del>An individual may simultaneously hold the offices of Secretary and Treasurer. The Officers must be Directors of the Corporation and must meet all the qualifications of a Director. If an Officer shall cease at any time to be qualified, such Officer's term of office shall immediately terminate. The Directors</del></p>   | <p><b>ARTICLE VII</b><br/><b>OFFICERS</b></p> <p>The Officers of the Corporation will consist of:</p> <ul style="list-style-type: none"> <li>President</li> <li>Vice President/President-Elect</li> <li>Secretary</li> <li>Treasurer</li> </ul>   | <p>Provisions covering Officers of the Corporation have been grouped under this new Article.</p> <p>Information related to Secretary and Treasurer positions now appears in Section 1.C. of this Article.</p> <p>Information related to qualifications now appears in Section 1.D. of this Article</p> <p>Sentence about compensation now appears in Section 1.E. of this Article.</p> |

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| <p>replacement Officer in such event, with or without a resignation from the affected Officer. No Officer is entitled to any compensation for any services rendered as such.</p>   | <p><del>shall have power to immediately appoint a replacement Officer in such event, with or without a resignation from the affected Officer. No Officer is entitled to any compensation for any services rendered as such.</del></p>   |  |  |
| <p><b>MOVED FROM ARTICLE VI, SECTION 3</b><br/>The Vice President/President-Elect automatically ascends to the office of President. If the Vice President/President-Elect cannot ascend, then the Nominating Committee shall propose a candidate for the office of President at the Annual Meeting. The individual chosen shall meet all qualifications for the office.</p>  | <p><b>NEW SECTION</b><br/><b>Section 1. Election and Qualification of Officers</b><br/><b>A. Vice-President/President-Elect.</b> The Vice-President/President-Elect will be elected by the Delegates at each Annual Meeting. The Vice-President/President-Elect must have previously served at least one (1) term of office on the Corporate Board. The Vice President/President-Elect automatically ascends to the office of President. If the Vice President/President-Elect cannot ascend, then the Nominating Committee <del>shall will</del> propose a candidate for the office of President at the Annual Meeting, <u>and the Delegates will elect a President at the Annual Meeting.</u> The individual chosen <u>in such event shall will</u> meet all qualifications for the office.</p> <p><b>NEW PARAGRAPH</b><br/><b>B. Other Officers.</b> All other officers will be elected by the Delegates at each Annual Meeting as part of the election of Directors, with the position of the <del>officer</del> <u>Officer being included with the election of Director.</u></p> | <p><b>Section 1. Election and Qualification of Officers</b><br/><b>A. Vice-President/President-Elect.</b> The Vice-President/President-Elect will be elected by the Delegates at each Annual Meeting. The Vice-President/President-Elect must have previously served at least one (1) term of office on the Corporate Board. The Vice President/President-Elect automatically ascends to the office of President. If the Vice President/President-Elect cannot ascend, then the Nominating Committee will propose a candidate for the office of President at the Annual Meeting, and the Delegates will elect a President at the Annual Meeting. The individual chosen in such event will meet all qualifications for the office.</p> <p><b>B. Other Officers.</b> All other officers will be elected by the Delegates at each Annual Meeting as part of the election of Directors, with the position of the Officer being included with the election of Director.</p> | <p>Minor changes and some new language regarding “other officers” because while it has been a matter of practice and custom it has not expressly stated in these Bylaws.</p> |
| <p><b>MOVED FROM ARTICLE VI, SECTION 2</b><br/>An individual may simultaneously hold the offices of Secretary and Treasurer.</p>   | <p><b>C. Secretary/Treasurer.</b> An individual may simultaneously hold the offices of Secretary and Treasurer.</p>   | <p><b>C. Secretary/Treasurer.</b> An individual may simultaneously hold the offices of Secretary and Treasurer.</p>  | <p>Minor revision.</p>   |
| <p><b>MOVED FROM ARTICLE VI, SECTION 2</b><br/>The Officers must be Directors of the Corporation and must meet all the qualifications of a Director. If an Officer shall cease at any time to be qualified, such Officer's term of office shall immediately terminate. The Directors shall have power to immediately appoint a replacement Officer in such event, with or without a resignation from the affected Officer. No Officer is entitled to any compensation for any services rendered as such.</p> | <p><b>D. Qualifications.</b> The Officers must be Directors of the Corporation and must meet all the qualifications of a Director. If an Officer <del>shall cease ceases</del> at any time to be qualified, such Officer's term of office shall immediately terminate. The Directors <del>shall will</del> have power to immediately appoint a replacement Officer in such event, with or without a resignation from the affected Officer.</p> <p><b>E. Compensation.</b> No Officer is entitled to any compensation for any services rendered as such.</p>   | <p><b>D. Qualifications.</b> The Officers must be Directors of the Corporation and must meet all the qualifications of a Director. If an Officer ceases at any time to be qualified, such Officer's term of office shall immediately terminate. The Directors will have power to immediately appoint a replacement Officer in such event, with or without a resignation from the affected Officer.</p> <p><b>E. Compensation.</b> No Officer is entitled to any compensation for any services rendered as such.</p>  | <p>Minor revision.</p>   |
| <p><b>Section 10. Corporate President/Chief</b></p>  | <p><b>Section 102. Corporate President/Chief</b></p>  | <p><b>Section 2. President/Chief Executive</b></p>   | <p>Use of the modifier “Corporate” and “Chief</p>  |

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| <p><b>Executive</b><br/>The President, as chief executive officer, shall have general supervision of the business and welfare of the Corporation and shall have the following powers and duties subject to the direction of the Corporate Board:</p> <ul style="list-style-type: none"> <li>• Shall preside at all meetings of the Corporate Board and the Corporation;</li> <li>• Shall serve as an ex-officio member of each committee except the Nominating Committee;</li> <li>• Shall contract or direct the contracting for and on behalf of the Corporation;</li> <li>• Shall have the power to appoint all committees with the exception of the Nominating Committee; and</li> <li>• Shall supervise and direct all administration and business of the Corporation.</li> </ul> | <p><b>Executive</b><br/>The President, as chief executive officer, <del>shall will</del> have general supervision of the business and welfare of the Corporation and <del>shall will</del> have the following powers and duties subject to the direction of the Corporate Board:</p> <ul style="list-style-type: none"> <li>• <del>Shall p</del>Preside at all meetings of the Corporate Board and the Corporation;</li> <li>• <del>Shall s</del>Serve as an ex-officio member of each committee except the Nominating Committee;</li> <li>• <del>Shall c</del>Contract or direct the contracting for and on behalf of the Corporation;</li> <li>• <del>Shall have the power to a</del>Appoint all committees with the exception of the Nominating Committee; and</li> <li>• <del>Shall s</del>Supervise and direct all administration and business of the Corporation.</li> <li>• <u>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.</u></li> </ul> | <p>The President, as chief executive officer, will have general supervision of the business and welfare of the Corporation and will have the following powers and duties subject to the direction of the Corporate Board:</p> <ul style="list-style-type: none"> <li>• Preside at all meetings of the Corporate Board and the Corporation;</li> <li>• Serve as an ex-officio member of each committee except the Nominating Committee;</li> <li>• Contract or direct the contracting for and on behalf of the Corporation;</li> <li>• Appoint all committees with the exception of the Nominating Committee; and</li> <li>• Supervise and direct all administration and business of the Corporation.</li> <li>• 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.</li> </ul> | <p>Executive Officer”in the title is unnecessary and has been removed. Other minor revisions. The language covering appointment of temporary Secretary has been added here and in the proposed revisions to the Chapter Bylaws.</p> |
| <p><b>Section 11. Corporate Vice President/President-Elect</b><br/>The Vice President shall be the President-Elect and shall be vested with all the powers, and shall perform all the duties of the President in the absence of the President. The Vice President/President-Elect shall have such other powers and shall perform such other duties as may be delegated by the President or the Corporate Board.</p>  | <p><b>Section 113. <del>Corporate</del> Vice President/President-Elect</b><br/>The Vice President <del>shall will</del> be the President-Elect and <del>shall will</del> be vested with all the powers, and <del>shall will</del> perform all the duties of the President in the absence of the President. The Vice President/President-Elect <del>shall will</del> have such other powers and <del>shall will</del> perform such other duties as may be delegated by the President or the Corporate Board.</p>   | <p><b>Section 3. Vice President/President-Elect</b><br/>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.</p>   | <p>Use of the modifier “Corporate” in the title is unnecessary and has been removed. Other minor revisions.</p>   |
| <p><b>Section 12. Corporate Secretary</b><br/>The Corporate Secretary shall:</p> <ul style="list-style-type: none"> <li>• Record, or cause to be recorded, the minutes of the meetings of the Corporate Board and of the Corporation;</li> <li>• Give notice of meetings of the Corporate Board and the Corporation; and</li> <li>• Have charge of such books and papers as the Corporate Board may direct, and shall perform all duties incidental to the office of Secretary.</li> </ul>   | <p><b>Section 124. <del>Corporate</del> Secretary</b><br/>The <del>Corporate</del> Secretary <del>shall will</del>:</p> <ul style="list-style-type: none"> <li>• Record, or cause to be recorded, the minutes of the meetings of the Corporate Board and of the Corporation; <u>and cause to be maintained appropriate books of such minutes and records of actions for the Corporation;</u></li> <li>• <del>Give</del><u>Cause that</u> notice of meetings of the Corporate Board and the Corporation <u>be given;</u> <del>and</del></li> </ul>   | <p><b>Section 4. Secretary</b><br/>The Secretary will:</p> <ul style="list-style-type: none"> <li>• 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;</li> <li>• Cause that notice of meetings of the Corporate Board and the Corporation be given;</li> <li>• Have charge of such books and papers as the</li> </ul>   | <p>Use of the modifier “Corporate” in the title is unnecessary and has been removed. Other minor revisions.</p>   |

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|  | <ul style="list-style-type: none"> <li>• Have charge of such books and papers as the Corporate Board may direct <u>or as required by law;</u> and</li> <li>• <del>shall</del> perform all duties incidental to the office of Secretary.</li> </ul>   | <p>Corporate Board may direct or as required by law; and</p> <ul style="list-style-type: none"> <li>• Perform all duties incidental to the office of Secretary.</li> </ul>  |  |
| <p><b>Section 13. Corporate Treasurer</b><br/>The Corporate Treasurer shall:</p> <ul style="list-style-type: none"> <li>• Keep, or cause to be kept, full and accurate accounts of receipts and disbursements; and</li> <li>• Receive and deposit, or cause to be deposited, all money and other valuables of the Corporation in such depositories as may be designated by the Corporate Board.</li> </ul>   | <p><b>Section 145. Treasurer</b><br/>The Treasurer will:</p> <ul style="list-style-type: none"> <li>• <del>Keep, or cause to be kept, full and accurate accounts of receipts and disbursements; and</del></li> <li>• <del>Receive and deposit, or cause to be deposited, all money and other valuables of the Corporation in such depositories as may be designated by the Corporate Board.</del></li> <li>• <u>Assist in developing budgets for the Corporation;</u></li> <li>• <u>Assist in developing methods and procedures for maintenance of financial records, and compliance and financial reporting for Chapters; and</u></li> <li>• <u>Provide financial reports at meetings of the Corporate Board and the Corporation.</u></li> </ul>  | <p><b>Section 5. Treasurer</b><br/>The Treasurer will:</p> <ul style="list-style-type: none"> <li>• Assist in developing budgets for the Corporation;</li> <li>• Assist in developing methods and procedures for maintenance of financial records, and compliance and financial reporting for Chapters; and</li> <li>• Provide financial reports at meetings of the Corporate Board and the Corporation.</li> </ul>   | <p>The list of responsibilities added for the Treasurer more accurately reflects the basic responsibilities of the position.</p> <p>The responsibilities listed in the current bylaws are carried out by the Executive Director, Association Solutions staff, and our accounting firm.</p> |
| <p><b>Section 14. Advisor to the Corporate Board</b><br/>The immediate past Corporate President shall act as Advisor to the Corporate Board so long as the Advisor shall continue to meet the qualifications of a member of the Corporate Board. If the immediate past Corporate President is unable to serve as Advisor for any reason, the President may appoint another Past Corporate President to serve as Advisor. Any Advisor appointed shall be required to meet the qualifications of a member of the Corporate Board. The Advisor shall be required to attend Corporate Board Meetings and does not have the authority to vote. The Corporate Board shall have ultimate authority to remove the Advisor for reasons deemed appropriate by a majority of the Corporate Board.</p> | <p><b>Section 146. Advisor to the Corporate Board</b><br/>The immediate past <del>Corporate</del>-President <del>shall act</del> <u>will serve</u> as Advisor to the Corporate Board so long as the Advisor <del>shall</del> <u>continues</u> to meet the qualifications of a member of the Corporate Board. If the immediate past <del>Corporate</del>-President is unable to serve as Advisor for any reason, the President may appoint another <del>Past-past Corporate</del>-President to serve as Advisor. Any Advisor appointed <del>shall</del> <u>will</u> be required to meet the qualifications of a member of the Corporate Board. The Advisor <del>shall</del> <u>will</u> be required to attend Corporate Board Meetings <del>and-but</del> does not have the authority to vote. The Corporate Board <del>shall-may have ultimate authority to remove the Advisor for reasons deemed appropriate by at the discretion of</del> a majority of the Corporate Board.</p> | <p><b>Section 6. Advisor to the Corporate Board</b><br/>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.</p> | <p>Use of the modifier “Corporate” in the title is unnecessary and has been removed. Other minor revisions.</p>  |
| <p><b>Section 15. Standing Committees</b><br/>Each Standing Committee and its chairman shall be composed of Representatives appointed by the President, except as provided hereinafter. The</p>  | <p><b>ARTICLE VIII COMMITTEES</b><br/><b>Section 151. Standing Committees</b><br/>Each Standing Committee and its <del>chairman</del> <u>chair</u></p>   | <p><b>ARTICLE VIII COMMITTEES</b><br/><b>Section 1. Standing Committees</b><br/>Each Standing Committee and its chair will be</p>   | <p>Minor revisions</p>   |

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| <p>following shall be the Standing Committees of the Corporation:</p>  | <p><del>shall will</del> be composed of Representatives appointed by the President, except as provided <del>hereinafter in these Bylaws</del>. The following <del>shall will</del> be the Standing Committees of the Corporation:</p>  | <p>composed of Representatives appointed by the President, except as provided in these Bylaws. The following will be the Standing Committees of the Corporation:</p>   |  |
| <p>A. The Budget Committee shall prepare and submit to the Board prior to the spring Corporate Board Meeting a preliminary proposed budget for the Corporation for the ensuing year. After review by the Board, the preliminary proposed budget shall be submitted to the Chapters for discussion not less than thirty (30) nor more than sixty (60) days prior to the date of the Annual Meeting.</p> | <p>A. <u>Budget Committee</u>. The Budget Committee <del>shall will</del> prepare and submit to the <u>Corporate Board</u>, <del>prior to the spring Corporate Board Meeting on the date set by the Corporate Board</del>, a preliminary proposed budget for the Corporation for the <u>ensuing next fiscal year</u>. After review <u>and adoption</u> by the <u>Corporate Board</u>, <del>the preliminary a final</del> proposed budget <del>shall will</del> be submitted to the Chapters <del>for discussion not less than thirty (30) nor more than sixty (60) days prior to the date of the Annual Meeting by the Corporate Board with the Annual Meeting notice</del>.</p> | <p>A. <u>Budget Committee</u>. 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 will be submitted to the Chapters by the Corporate Board with the Annual Meeting notice.</p> | <p>Revisions intended to clarify budgeting process, remove reference to a specific meeting, and provide for discussion of the budget with membership prior to Annual Meeting. As provided in Article V, Section 1.B., the proposed budget will be provided to the Chapters “no less than 60 days, but no more than 90 days” prior to the Annual Meeting.</p> |
| <p>B. The Bylaws Committee shall initiate or receive for consideration by the Board, proposed amendments to the Chapter or Corporate Bylaws.</p>   | <p>B. <u>Bylaws Committee</u>. The Bylaws Committee <del>shall will</del> initiate or receive <del>for consideration by the Board</del>, proposed amendments to the Chapter or Corporate Bylaws <u>and will submit any proposed amendments to the Corporate Board for its consideration</u>.</p>   | <p>B. <u>Bylaws Committee</u>. The Bylaws Committee will initiate or receive proposed amendments to the Chapter or Corporate Bylaws and will submit any proposed amendments to the Corporate Board for its consideration.</p>  | <p>Minor revisions.</p>  |
| <p>C. The Business/Career/Development Program (B/C/DP) Committee, under the direction of an elected Director, shall assist in the coordination of the various B/C/DP programs run by the Chapters and by the Corporation, to include scholarship programs.</p>   | <p>C. <u>EWI B/C/DP Committee</u>: The Business/Career/Development Program (B/C/DP) Committee, under the <del>direction supervision</del> of an elected Director <u>from EXECUTIVE WOMEN INTERNATIONAL Business/Career/Development Program (“EWI B/C/DP”)</u>, <del>shall will</del> assist in the coordination of the various <u>EWI B/C/DP programs run projects administered</u> by the Chapters and by the Corporation, <del>to include scholarship programs</del>.</p>  | <p>C. <u>EWI B/C/DP Committee</u>: The Business/Career/Development Program (B/C/DP) Committee, under the supervision of an elected Director from EXECUTIVE WOMEN INTERNATIONAL Business/Career/Development Program (“EWI B/C/DP”), will assist in the coordination of the various EWI B/C/DP projects administered by the Chapters and by the Corporation.</p>                                 | <p>Since the EWI B/C/DP is a separate entity, it should be supervised by a Director from that entity (who is elected along with other Directors at the Annual Meeting). Other minor revisions.</p>   |
| <p>D. The Nominating Committee, whose duties shall be to recommend to the membership a slate of Officers and Directors to be put before the Delegates for a vote at each Annual Meeting in accordance with methods and procedures established by the Corporate Board, shall consist of five (5) members, namely:</p>   | <p>D. <u>Nominating Committee</u>: The Nominating Committee, <del>whose duties shall will be to</del> recommend to the <u>membership Chapters</u> a slate of Officers and Directors to be <u>put before presented to</u> the Delegates for a vote at each Annual Meeting in accordance with <del>methods and</del> procedures established by the Corporate Board, <del>The membership of the Nominating Committee will shall consist be comprised</del> of five (5) members, namely:</p>   | <p>D. <u>Nominating Committee</u>: The Nominating Committee will recommend to the Chapters a slate of Officers and Directors to be presented to the Delegates for a vote at each Annual Meeting in accordance with procedures established by the Corporate Board. The membership of the Nominating Committee will be comprised of five (5) members, namely:</p>                                | <p>Minor revisions intended to clarify/simplify language related to Nominating Committee.</p>  |
| <p>1. The immediate past Corporate President, who shall act as Chairman. In the absence or inability of the immediate past Corporate President to act, a new Chairman shall be</p>   | <p>(1) The immediate past <del>Corporate</del> President, who <del>shall act will serve</del> as <del>Chairman</del> chair. In the absence or inability of the immediate past <del>Corporate</del> President to <del>act</del> serve, a new</p>  | <p>(1) The immediate past President, who will serve as chair. In the absence or inability of the immediate past President to serve, a new chair will be selected by the Corporate Board.</p>   | <p>Minor revisions intended to clarify/simplify language related to Nominating Committee.</p>  |

| CURRENT BYLAWS  | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
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| <p>selected by the Corporate Board. "Absence or inability to act" as that phrase is used herein shall mean absence at any meeting of the Committee without reasonable cause as determined by the Corporate Board, or failure to act to carry out the duties of the Chairman of the Committee in the judgment of a majority of the Corporate Board;</p>  | <p><del>Chairman-chair shall will</del> be selected by the Corporate Board. "Absence or inability to <del>actserve</del>" as <del>that phrase is</del> used herein <del>shall will</del> mean absence at any meeting of the <del>Committee committee</del> without reasonable cause as determined by the Corporate Board, or failure to act to carry out the duties of the <del>Chairman-chair</del> of the <del>Committee-committee</del> in the judgment of a majority of the Corporate Board;</p>  | <p>"Absence or inability to serve" as used herein will mean absence at any meeting of the committee without reasonable cause as determined by the Corporate Board, or failure to act to carry out the duties of the chair of the committee in the judgment of a majority of the Corporate Board;</p>   |   |
| <p>2. The Corporate President-Elect; and</p> <p>3. One (1) Member (Representative) each from the Western Division, Central Division and Eastern Division (as such divisions are designated by the Corporate Board) elected by the Delegates at the Annual Meeting. The candidate receiving the second highest number of votes shall be the alternate for that Division. In the absence or inability to act as a Committee Member (as that phrase is used above in relation to the Chairman), the alternate candidate shall act as a Committee Member. Each candidate shall be a Chapter President or past Chapter President, a member of a Chapter in the designated division, and an attendee at the Annual Meeting at which elected.</p> <p>In the event there is no alternate Nominating Committee member within a given division and the elected Nominating Committee member is unable to serve, the Corporate Board shall appoint a replacement Nominating Committee member from that division.</p> <p>There may be no more than one (1) member of the Nominating Committee from the same Chapter.</p> | <p><del>(2).</del> The <del>Corporate Vice President</del>/President-Elect; and</p> <p><del>(3).</del> One (1) <del>Member</del>-(Representative) each from the Western <del>Division</del>, Central <del>Division</del> and Eastern Divisions (as such divisions are designated by the Corporate Board) elected by the Delegates at the Annual Meeting. The candidate receiving the second highest number of votes <del>shall will</del> be the alternate for that <del>Division</del><del>division</del>. In the absence or inability <del>to act as of a</del> <del>Representative to serve as a Committee committee Member-member</del> (as that phrase is used above in relation to the <del>Chairman</del><del>chair</del>), the alternate candidate <del>shall act will serve</del> as a <del>Committee-committee Member-member</del>. Each candidate <del>shall will</del> be a Chapter President or past Chapter President, a member of a Chapter in the designated division, and an attendee at the Annual Meeting at which elected. <del>There can be no more than one (1) member of the Nominating Committee from the same Chapter.</del></p> <p>In the event there is no alternate Nominating Committee member within a given division and the elected Nominating Committee member is unable to serve, the Corporate Board <del>shall will</del> appoint a replacement Nominating Committee member from that division.</p> <p><del>There may be no more than one (1) member of the Nominating Committee from the same Chapter.</del></p> | <p>(2) The Vice President/President-Elect; and</p> <p>(3). One (1) Representative each from the Western, Central and Eastern Divisions (as such divisions are designated by the Corporate Board) elected by the Delegates at the Annual Meeting. The candidate receiving the second highest number of votes will be the alternate for that division. In the absence or inability of a Representative to serve as a committee member (as that phrase is used above in relation to the chair), the alternate candidate will serve as a committee member. Each candidate will be a Chapter President or past Chapter President, a member of a Chapter in the designated division, and an attendee at the Annual Meeting at which elected. There can be no more than one (1) member of the Nominating Committee from the same Chapter.</p> <p>In the event there is no alternate Nominating Committee member within a given division and the elected Nominating Committee member is unable to serve, the Corporate Board will appoint a replacement Nominating Committee member from that division. <u>s</u></p> | <p>Minor revisions intended to clarify/simplify language related to Nominating Committee.</p> |
| <p>E. There shall be such other Standing Committees as may become necessary to</p>  | <p><b>Section 2. Other Committees</b><br/><del>E.—</del> There <del>shall may</del> be such other <del>Standing</del></p>   | <p><b>Section 2. Other Committees</b><br/>There may be such other committees created from</p>  | <p>Minor revision.</p>  |

| <b>CURRENT BYLAWS</b>   | <b>PROPOSED REVISIONS</b>   | <b>PROPOSED NEW LANGUAGE</b>  | <b>RATIONALE/COMMENTS</b>  |
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| <p>carry on the affairs of the Corporation.</p>   | <p><del>Committees</del> committees created from time to time as determined by the Corporate Board to be as may become necessary to carry on the affairs of the Corporation.</p>  | <p>time to time as determined by the Corporate Board to be necessary to assist in carrying out the affairs of the Corporation.</p>  |  |
| <p><b>MOVED FROM ARTICLE VI, SECTION 2</b><br/>The Corporation shall use reasonable efforts to obtain an insurance policy or indemnity bond on the Officers and Directors of the Corporation for errors and omissions and general liability protection.</p>   | <p><b>NEW ARTICLE</b><br/><b>ARTICLE IX</b><br/><b>INSURANCE AND INDEMNIFICATION</b><br/>The Corporation shall will use reasonable efforts to obtain an insurance policy or indemnity bond on for the benefit of the Corporation and the its Officers and Directors of the Corporation for errors and omissions, fidelity, and general liability protection.</p>  | <p><b>ARTICLE IX</b><br/><b>INSURANCE AND INDEMNIFICATION</b><br/>The Corporation will use reasonable efforts to obtain insurance for the benefit of the Corporation and its Officers and Directors for errors and omissions, fidelity, and general liability protection.</p>   | <p>Provisions related to insurance and indemnification combined under new Article IX; minor language revisions</p> |
| <p><b>ARTICLE VII</b><br/><b>INDEMNIFICATION</b><br/>Members of the Corporate Board shall perform their duties in good faith, in a manner they reasonably believe to be in the best interests of the Corporation, and with such care as an ordinary prudent person in a like position would use under similar circumstances. The Corporation shall indemnify the Corporate Board members against liability and reasonable expenses in any proceeding to which the individual is made party because of service as a Corporate Board member, to the extent that such indemnification is permitted by law; provided that said member did not act in bad faith or breach their fiduciary duties to the Corporation and its members or partake in an activity which involved intentional misconduct or a knowing violation of the law.</p> | <p><b>COMBINED WITH INSURANCE PARAGRAPH UNDER ARTICLE IX</b><br/><del>Members of t</del>The Corporate Board shall will perform their its duties in good faith, in a manner they reasonably believe to be in the best interests of the Corporation, and with such care as an ordinary prudent person in a like position would use under similar circumstances. The Corporation shall will indemnify the Officers and Corporate Board members against liability and reasonable expenses in any proceeding to which the individual is made party because of service as an Officer or a member of the Corporate Board member, to the extent that such indemnification is permitted by law; provided that said Officer or Corporate Board member did not act in bad faith or breach their fiduciary duties to the Corporation and its members or partake in an activity which involved intentional misconduct or a knowing violation of the law.</p> | <p>The Corporate Board will perform its duties in good faith, in a manner reasonably believed to be in the best interests of the Corporation, and with such care as an ordinary prudent person in a like position would use under similar circumstances. The Corporation will indemnify the Officers and Corporate Board against liability and reasonable expenses in any proceeding to which the individual is made party because of service as an Officer or a member of the Corporate Board, to the extent that such indemnification is permitted by law; provided that said Officer or Corporate Board member did not act in bad faith or breach fiduciary duties to the Corporation and its members or partake in an activity which involved intentional misconduct or a knowing violation of the law.</p> | <p>Provisions related to insurance and indemnification combined under new Article IX; minor language revisions</p> |
| <p><b>ARTICLE VIII</b><br/><b>EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM</b><br/>EXECUTIVE WOMEN INTERNATIONAL, through the Business/Career/Development Program, shall sponsor scholarship and educational program(s) to benefit students and its Members in furthering their educational and professional development goals. This program shall be partially funded by an annual assessment of all Chapter Member Firms, based on the number of their respective representatives.</p>   | <p><del>ARTICLE VIII-X</del><br/><b>ARTICLE X</b><br/><b>EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM</b><br/><del>Members and Representatives of</del> EXECUTIVE WOMEN INTERNATIONAL, through the Business/Career/Development Program EWI Business/Career/Development Program, shall will sponsor scholarship and educational program(s) to benefit students and its Members in furthering their educational and professional development goals. This program shall will be partially funded by an annual assessment of all Chapter Member Firms;</p>   | <p><b>ARTICLE X</b><br/><b>EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM</b><br/>Members and Representatives of EXECUTIVE WOMEN INTERNATIONAL, through the EWI Business/Career/Development Program, will sponsor scholarship and educational program(s) to benefit students and Members in furthering their educational and professional development goals. This program will be partially funded by an assessment of all Member Firms that is based on</p>   | <p>Revisions intended to clarify the basis for B/C/DP assessment.</p>  |

| CURRENT BYLAWS  | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
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| <p>The annual assessments shall be contributed to the EXECUTIVE WOMEN INTERNATIONAL Business/Career/Development Program, an organization formed under Section 501(c)(3) of the Internal Revenue Code of 1954. This assessment is not prorated. Other funding shall be accomplished through other efforts of the Corporation, the EWI B/C/DP or receipt of donations or private contributions. The Corporate Board may sponsor or sustain such efforts or activities in this regard as it deems necessary or appropriate.</p> <p>The amount of such assessment shall be based on a budget approved by the Delegates at each Annual Meeting. Each newly-chartered Chapter shall be exempt from paying such assessment for one (1) calendar year following its official date of charter.</p> | <p><del>that is</del> based on the number of <del>their each Member Firm's respective</del> representatives. These <del>annual</del> assessments <del>shall will</del> be contributed to the <del>Executive Women International Business/Career/Development Program EWI B/C/DP, an a non-profit organization corporation formed-qualified</del> under Section 501(c)(3) of the <del>federal</del> Internal Revenue Code <del>of 1954</del>. This <del>assessment is not prorated</del>.—Other funding <del>shall will</del> be accomplished through other efforts of the Corporation <del>and its Members, and from activities conducted by</del> the EWI B/C/DP <del>or receipt of and from other public or private donations or private contributions</del>. <del>The Corporate Board EWI and its Members</del> may sponsor or sustain such efforts or activities in this regard as <del>it the Corporate Board</del> deems <del>necessary or</del> appropriate.</p> <p>The amount of <del>such</del> assessment <del>for contribution shall will</del> be based on <del>a the Corporation's</del> budget <del>approved-ratified</del> by the Delegates at each Annual Meeting. <del>Members of Each each</del> newly-chartered Chapter <del>shall will</del> be exempt from <del>paying</del> such assessment for <del>one (1) calendar the fiscal</del> year following <del>its the</del> official date of <del>the Chapter's</del> chartering.</p> | <p>the number of each Member Firm's representatives. These assessments will be contributed to the EWI B/C/DP, a non-profit corporation qualified under Section 501(c)(3) of the federal Internal Revenue Code. Other funding will be accomplished through other efforts of the Corporation and its Members, and from activities conducted by the EWI B/C/DP and from other public or private contributions. EWI and its Members may sponsor or sustain such efforts or activities in this regard as the Corporate Board deems appropriate.</p> <p>The amount of assessment for contribution will be based on the Corporation's budget ratified by the Delegates at each Annual Meeting. Members of each newly-chartered Chapter will be exempt from such assessment for the fiscal year following the official date of the Chapter's chartering.</p> |   |
| <p><b>ARTICLE IX<br/>CORPORATE SEAL</b></p> <p>The Corporate Board shall provide a suitable seal for the Corporation containing the name, date incorporated and state in which the Articles of Incorporation were filed.</p>  | <p><del>ARTICLE IX—XI</del><br/><b>CORPORATE SEAL</b></p> <p><del>If necessary, The the</del> Corporate Board <del>shall will</del> provide a suitable seal for the Corporation containing the name, date incorporated and state in which the Articles of Incorporation were filed <del>or such other information as may be necessary</del>.</p>  | <p><b>ARTICLE XI<br/>CORPORATE SEAL</b></p> <p>If necessary, the Corporate Board will provide a suitable seal for the Corporation containing the name, date incorporated and state in which the Articles of Incorporation were filed or such other information as may be necessary.</p>  | <p>Minor revision. This language is typically unnecessary but has been retained in our bylaws.</p>  |
| <p><b>ARTICLE X<br/>CHAPTER SEAL</b></p> <p>The Corporate Board shall provide a suitable seal for the affiliated Chapters of the Corporation, containing the name of the Corporation and the name of the Chapter.</p>   | <p><del>ARTICLE XII</del><br/><b>CHAPTER SEAL</b></p> <p><del>If necessary, The the</del> Corporate Board <del>shall will</del> provide a suitable seal for the affiliated Chapters of the Corporation, containing the name of the Corporation and the name of the Chapter <del>or such other information as may be necessary</del>. Any <del>Chapter that desires to create a Chapter seal must first obtain approval of the form of the seal from the Corporation</del>.</p>  | <p><b>ARTICLE XII<br/>CHAPTER SEAL</b></p> <p>If necessary, the Corporate Board will provide a suitable seal for the affiliated Chapters of the Corporation, containing the name of the Corporation and the name of the Chapter or such other information as may be necessary. Any Chapter that desires to create a Chapter seal must first obtain approval of the form of the seal from the Corporation.</p>  | <p>Minor revision. This language is typically unnecessary but has been retained since it involves a use of the EWI registered trademark. It is important to have any use approved in advance so it is not misused in any way.</p> |

| CURRENT BYLAWS   | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE   | RATIONALE/COMMENTS   |
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| <p><b>ARTICLE XI<br/>MEMBERSHIP MARKS</b><br/>The name EXECUTIVE WOMEN INTERNATIONAL, the acronym thereof (i.e., EWI), the logo, design and similar marks or indications of membership are owned by and registered to the Corporation and shall not be reproduced without the express written consent of the Corporate Board.</p>  | <p><b>ARTICLE XII</b><br/><del>MEMBERSHIP MARKS</del><b>INTELLECTUAL PROPERTY RIGHTS</b><br/>The name EXECUTIVE WOMEN INTERNATIONAL, the acronym thereof (i.e., EWI), the logo, design and similar marks or indications of membership are owned by and registered to the Corporation and <del>shall will</del> not be reproduced without the <del>express</del> written <del>consent approval</del> of the Corporate Board.</p>   | <p><b>ARTICLE XIII<br/>INTELLECTUAL PROPERTY RIGHTS</b><br/>The name EXECUTIVE WOMEN INTERNATIONAL, the acronym thereof (i.e., EWI), the logo, design and similar marks or indications of membership are owned by and registered to the Corporation and will not be reproduced without the written approval of the Corporate Board.</p>   | <p>Minor revisions and assignment of a more accurate title to this Article.</p>  |
| <p><b>ARTICLE XII<br/>CHAPTER BOUNDARIES</b><br/>Each Chapter shall have a defined geographic boundary. The proposed boundaries of all new Chapters shall be approved by the Corporate Board before issuance of the charter. Chapter boundaries may not be changed without the consent of the Corporate Board.</p>   | <p><b>ARTICLE XIII</b><br/><del>ARTICLE XIV</del><br/><b>CHAPTER BOUNDARIES</b><br/>Each Chapter <del>shall will</del> have a defined geographic boundary. The proposed boundaries of all new Chapters <del>shall will</del> be approved by the Corporate Board before issuance of the charter. Chapter boundaries may not be changed without the consent of the Corporate Board. <u>From time to time, for purposes deemed to be in the best interest of the growth of the Corporation, the Corporate Board may initiate actions to modify Chapter boundaries in consultation with any affected Chapters.</u></p>  | <p><b>ARTICLE XIV<br/>CHAPTER BOUNDARIES</b><br/>Each Chapter will have a defined geographic boundary. The proposed boundaries of all new Chapters will be approved by the Corporate Board before issuance of the charter. Chapter boundaries may not be changed without the consent of the Corporate Board. From time to time, for purposes deemed to be in the best interest of the growth of the Corporation, the Corporate Board may initiate actions to modify Chapter boundaries in consultation with any affected Chapters.</p>  | <p>Revision permits Corporate Board to initiate discussions regarding boundary changes that could open up possibilities for growth for the organization. Such discussion would be initiated by the Corporate Board if/when an inquiry is received from individuals employed by firms within a Chapter's boundaries who may not be in close proximity to the city where the affected Chapter is based and who may be interested in forming a new Chapter in their location.</p> |
| <p><b>ARTICLE XIII<br/>CHAPTER BYLAWS</b><br/>Upon chartering, a Chapter shall conduct itself in accordance with the standard Chapter Bylaws (the "Chapter Bylaws") which have been prepared and approved for compliance with law by legal counsel selected by the Corporate Board and subsequently adopted by the Delegates at an Annual Meeting. Any variance from the Chapter Bylaws by a non-U.S.A. Chapter necessary to conform with the laws or customs of said Chapter's country may be allowed with the approval of the Corporate Board.</p> <p>The Chapter Bylaws may be amended from time to time in accordance with ARTICLE XV of these Bylaws.</p> <p>In addition to Chapter Bylaws, each Chapter may adopt Standing Rules from time to time as it deems necessary for the management of that Chapter provided, however, that no Chapter may adopt a Standing Rule that is inconsistent with the Chapter</p> | <p><b>ARTICLE XIV</b><br/><del>ARTICLE XV</del><br/><b>CHAPTER BYLAWS</b><br/>Upon chartering, a Chapter <u>will adopt the standard Chapter Bylaws and shall</u> conduct <u>itself its</u> operations in accordance with the <u>standard same</u>. <u>Amendments to the Chapter Bylaws (the "Chapter Bylaws") which have been prepared and will first be</u> approved for compliance with law by legal counsel selected by the Corporate Board and subsequently adopted by the Delegates at an Annual Meeting. <u>Any variance to the Chapter Bylaws required by the state law of any Chapter will first be approved by legal counsel selected by the Corporate Board.</u> Any variance from the Chapter Bylaws by a non-U.S.A. Chapter necessary to conform with the laws or customs of said Chapter's country may be allowed with the approval of the Corporate Board.</p> <p>The Chapter Bylaws may be amended from time to time in accordance with ARTICLE <del>XV</del> <u>XVII</u> of these Bylaws.</p> | <p><b>ARTICLE XV<br/>CHAPTER BYLAWS</b><br/>Upon chartering, a Chapter will adopt the standard Chapter Bylaws and conduct its operations in accordance with the same. Amendments to the Chapter Bylaws will first be approved for compliance with law by legal counsel selected by the Corporate Board and subsequently adopted by the Delegates at an Annual Meeting. Any variance to the Chapter Bylaws required by the state law of any Chapter will first be approved by legal counsel selected by the Corporate Board. Any variance from the Chapter Bylaws by a non-U.S.A. Chapter necessary to conform with the laws or customs of said Chapter's country may be allowed with the approval of the Corporate Board.</p> <p>The Chapter Bylaws may be amended from time to time in accordance with ARTICLE XVII of these Bylaws.</p> | <p>Revisions intended to better conform to the intent of this provision. Language related to Chapter Standing Rules is covered in Chapter Bylaws.</p>  |

| CURRENT BYLAWS  | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS   |
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| Bylaws, these Corporate Bylaws, the Articles of Incorporation, or applicable law.   | <del>In addition to Chapter Bylaws, each Chapter may adopt Standing Rules from time to time as it deems necessary for the management of that Chapter provided, however, that no Chapter may adopt a Standing Rule that is inconsistent with the Chapter Bylaws, these Corporate Bylaws, the Articles of Incorporation, or applicable law.</del>  |  |  |
| <b>ARTICLE XIV<br/>PARLIAMENTARY AUTHORITY</b><br>Robert's Rules of Order (newly revised latest edition) shall be the authority governing proceedings in all Corporate meetings insofar as such rules are not in conflict with these Bylaws or with the Corporation's Articles of Incorporation.  | <b>ARTICLE <del>XIV</del>XVI<br/>PARLIAMENTARY AUTHORITY</b><br>Robert's Rules of Order (newly revised latest edition) <del>shall</del> will be the authority governing proceedings in all <u>meetings of the Corporate Corporation meetings</u> insofar as such rules are not in conflict with these Bylaws or with the Corporation's Articles of Incorporation.  | <b>ARTICLE XVI<br/>PARLIAMENTARY AUTHORITY</b><br>Robert's Rules of Order (newly revised latest edition) will be the authority governing proceedings in all meetings of the Corporation insofar as such rules are not in conflict with these Bylaws or with the Corporation's Articles of Incorporation.   | Minor revisions.   |
| <b>ARTICLE XV<br/>AMENDMENTS</b><br>In the event that written notice is not given prior to the Annual Meeting as provided above, an Amendment may be proposed during the Annual Meeting in accordance with Article V of these Corporate Bylaws, and in accordance with California law. Such Amendment shall be adopted upon receiving a three-fourths vote represented by Delegates present at the meeting.   | <b>ARTICLE <del>XV</del><u>XVII</u><br/>AMENDMENTS</b><br><del>These Bylaws or the Chapter Bylaws may be amended at the Annual Meeting in accordance with the requirements of Article V, Section 1.</del> In the event that written notice <u>of an amendment</u> is not given prior to the Annual Meeting as provided <del>above</del> at <u>Article V, Section 1</u> , an Amendment may <u>only</u> be proposed during the Annual Meeting in accordance with Article V of these <del>Corporate</del> Bylaws, and in accordance with California law. Such Amendment <del>shall</del> will be adopted upon receiving a <del>three-fourths</del> vote <u>of three-fourths (3/4) represented by of the</u> Delegates present at the meeting. | <b>ARTICLE XVII<br/>AMENDMENTS</b><br>These Bylaws or the Chapter Bylaws may be amended at the Annual Meeting in accordance with the requirements of Article V, Section 1. In the event that written notice of an amendment is not given prior to the Annual Meeting as provided at Article V, Section 1, an Amendment may only be proposed during the Annual Meeting in accordance with Article V of these Bylaws and in accordance with California law. Such Amendment will be adopted upon receiving a vote of three-fourths (3/4) of the Delegates present at the meeting. | Minor revisions.   |
| <b>MOVED FROM ARTICLE III, Section 6</b><br><b>Section 6. Access to Records</b><br>All Representatives shall have access to all financial reports of the Corporation, subject to California state and federal laws. Chapters, acting through their officers, shall have the right to review the books and records of the Corporation for proper purposes, subject to California state and federal laws. The Corporate Board may take such steps as it deems appropriate to maintain the confidentiality of such books and records and to avoid misuse of such books and records. Any Representative or Chapter requesting such information may be required to pay the cost of | <del>Section 6. Access to Records</del> <b>ARTICLE XVIII<br/>ACCESS TO RECORDS</b><br><del>All Representatives shall have access to all financial reports of the Corporation, s</del> Subject to California state and federal laws. Chapters, acting through their officers, <del>shall</del> will have the right to review the books and records of the Corporation for proper purposes, <del>subject to California state and federal laws.</del> The Corporate Board may take such steps as it deems appropriate to maintain the confidentiality of such books and records. Any <del>Representative or</del> Chapter requesting such information may be required to pay the cost of researching, copying or                              | <b>ARTICLE XVIII<br/>ACCESS TO RECORDS</b><br>Subject to California state and federal laws, Chapters, acting through their officers, will have the right to review the books and records of the Corporation for proper purposes. The Corporate Board may take such steps as it deems appropriate to maintain the confidentiality of such books and records and to avoid misuse of such books and records. Any Chapter requesting such information may be required to pay the cost of researching, copying or obtaining such information as determined by the Corporate Board.  | As Chapters are the members of the Corporation, this provision has been revised accordingly. |

| CURRENT BYLAWS   | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
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| <p>researching, copying or obtaining such information as determined by the Corporate Board.</p> <p><b>ARTICLE XVI<br/>DISSOLUTION</b><br/>Voluntary dissolution of the organization shall occur upon recommendation of the Corporate Board to the membership and upon an affirmative vote of the required majority of the Delegates at a meeting specially called for this purpose or at an Annual Meeting.</p> <p>Assets remaining in the Corporation’s treasury after all outstanding debts have been paid and all leases and contracts have been terminated shall be distributed to one or more qualified charitable, educational, scientific or philanthropic organizations qualified under Section 501(c)(3) of the Internal Revenue Code (or successor provisions) to be selected by the Corporate Board and approved by a majority vote of the remaining Member Firms (acting through their Representatives) at a meeting called for that purpose. If the Corporate Board determines that such a meeting is impractical due to time or financial constraints, then such organization(s) shall be selected by a majority of the remaining Corporate Board.</p> | <p>obtaining such information as determined by the Corporate Board.</p> <p><b>ARTICLE <del>XVIX</del><br/>DISSOLUTION</b><br/>Voluntary dissolution of the <del>organization-Corporation</del> shall will occur upon recommendation of the Corporate Board to the membership and upon an affirmative vote of the <del>required</del> majority of the Delegates <del>present</del> at a meeting specially called for this purpose or at an Annual Meeting.</p> <p>Assets remaining in the Corporation’s treasury, after all outstanding debts <del>and obligations</del> have been paid <del>or settled, and all leases and contracts have been terminated shall will</del> be distributed <del>first to EWI B/C/DP, if it continues in operation, and if not, then</del> to one or more <del>qualified</del> charitable, educational, scientific or philanthropic organizations qualified under Section 501(c)(3) of the <del>federal</del> Internal Revenue Code (or successor provisions) to be selected by the Corporate Board and approved by a majority vote of <del>the remaining Member Firms (acting through their Representatives)Delegates</del> at a <del>Special meeting-Meeting</del> called for that purpose <del>or at an Annual Meeting</del>. If the Corporate Board determines that such a meeting is impractical due to time or financial constraints, then such organization(s) shall will be selected by a majority of the remaining Corporate Board.</p> | <p><b>ARTICLE XIX<br/>DISSOLUTION</b><br/>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.</p> <p>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.</p> | <p>Revision intended to clarify what occurs in the event of dissolution of the Corporation.</p> |
|  | <p><b><u>NEW<br/>SECRETARY’S CERTIFICATE</u></b></p> <p><u>The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted as the Bylaws for the Corporation on _____, 2010.</u></p> <p><u>Dated: _____</u><br/><u>Signature: _____</u></p>  | <p><b>SECRETARY’S CERTIFICATE</b></p> <p>The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted as the Bylaws for the Corporation on _____, 2010.</p> <p>Dated: _____<br/>Signature: _____</p>  |   |

**EXECUTIVE WOMEN INTERNATIONAL®  
PROPOSED REVISIONS TO CHAPTER BYLAWS  
TO BE PRESENTED TO DELEGATE BODY AT 2010 ANNUAL MEETING**

| <b>AS WRITTEN</b>   | <b>PROPOSED REVISIONS</b>   | <b>PROPOSED NEW LANGUAGE</b>   | <b>RATIONALE/COMMENTS</b>  |
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| <p><b>PREAMBLE</b><br/>These Chapter Bylaws supersede and entirely replace the original Standard Chapter Bylaws of EXECUTIVE WOMEN INTERNATIONAL and all amendments thereto. These Chapter Bylaws shall be used by each Chapter for management of Chapter business. For additional guidance, the Chapters shall refer to the Procedure Manual.</p>  | Delete Preamble paragraph in its entirety.  | None   | Recommendation of legal counsel.   |
| <p><b>ARTICLE I<br/>PURPOSE</b><br/>EXECUTIVE WOMEN INTERNATIONAL is a non-profit organization incorporated under the laws of the State of California, hereinafter referred to as the "Corporation." Each Chapter is an unincorporated affiliate which holds membership in the Corporation. The purpose of the Chapter is to carry on, within the geographic boundaries defined in these Bylaws, the activities of the Corporation as set forth in the Articles of Incorporation, as amended. As a further description of the Corporation's purposes, the membership has adopted the following Mission Statement:</p> | <p><b>ARTICLE I<br/>PURPOSE</b><br/>EXECUTIVE WOMEN INTERNATIONAL ("<u>Corporation</u>") is a non-profit organization incorporated under the laws of the State of California, <del>hereinafter referred to as the "Corporation."</del> Each Chapter is an <del>unincorporated</del> <u>affiliated organization</u> which holds membership in the Corporation. The purpose of the Chapter is to <del>carry on</del> <u>fulfill</u>, within <del>the its</del> geographic boundaries <del>defined in these Bylaws described in the Chapter Charter, the activities purpose and mission</del> of the Corporation as set forth in the Articles of Incorporation, <u>as amended, and Bylaws of the Corporation. As a further description of the Corporation's purposes, the membership has adopted the following Mission Statement</u> <u>The purpose of EXECUTIVE WOMEN INTERNATIONAL and its members is more fully described as follows:</u></p> | <p><b>ARTICLE I<br/>PURPOSE</b><br/>EXECUTIVE WOMEN INTERNATIONAL ("<u>Corporation</u>") is a non-profit organization incorporated under the laws of the State of California. Each Chapter is an affiliated organization which holds membership in the Corporation. The purpose of the Chapter is to fulfill, within its geographic boundaries described in the Chapter Charter, the purpose and mission of the Corporation as set forth in the Articles of Incorporation, as amended, and Bylaws of the Corporation. The purpose of EXECUTIVE WOMEN INTERNATIONAL and its members is more fully described as follows:</p> | Minor language changes.  |
| <p>EXECUTIVE WOMEN INTERNATIONAL is an organization which brings together key individuals from diverse businesses for the purpose of:</p> <ul style="list-style-type: none"> <li>• Promoting Member Firms;</li> <li>• Enhancing personal and professional development; and</li> <li>• Encouraging community involvement.</li> </ul>   | No changes to current language.   |  |  |
| <p><b>ARTICLE II<br/>DEFINITIONS</b><br/>For the purposes of these Chapter Bylaws, the following words are defined as:</p> <p><b>"Chapter"</b> – An association of Member Firms which has been granted a charter by the Corporation.</p>  | <p><b>ARTICLE II<br/>DEFINITIONS</b><br/>For the purposes of these Chapter Bylaws, the following <del>words terms</del> are defined <del>as</del>:</p> <p><b>"Chapter"</b> – An association of Member Firms which has been granted a charter by the Corporation.</p>  | <p><b>ARTICLE II<br/>DEFINITIONS</b><br/>For the purposes of these Chapter Bylaws, the following terms are defined:</p> <p><b>"Chapter"</b> – An association of Member Firms which has been granted a charter by the Corporation.</p>  | <p>These definitions are included in this section for clarification throughout the Chapter Bylaws. The specific reference to a Procedure Manual has been removed as the Bylaws include references to Corporate and Chapter procedures. Minor revisions to definitions.</p> <p>The 501(c)(6) reference is not necessary as it</p> |

| AS WRITTEN  | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS   |
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| <p><b>"Chapter Board"</b> – The duly elected Board of Directors of the Chapter.</p> <p><b>"Corporate Board"</b> – The duly elected Board of Directors of the Corporation.</p> <p><b>"Corporation"</b> – EXECUTIVE WOMEN INTERNATIONAL, a non-profit organization incorporated under the laws of the State of California and Section 501(c)(6) of the Internal Revenue Code, as amended.</p> <p><b>"Member Firm"</b> – A non-competing business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business admitted to membership by the Chapter and the Corporation.</p> <p><b>"Procedure Manual"</b> – The Corporation's Procedure Manual as provided to the Chapters for guidance and management of their day-to-day operations.</p> <p><b>"Representative"</b> – An individual designated by a Member Firm to represent it according to the qualifications provided in the Corporate Bylaws.</p> | <p><b>"Chapter Board"</b> – The <del>duly</del> elected Board of Directors of the Chapter.</p> <p><b>"Corporate Board"</b> – The <del>duly</del> elected Board of Directors of the Corporation.</p> <p><b>"Corporation"</b> – EXECUTIVE WOMEN INTERNATIONAL, a non-profit organization incorporated under the laws of the State of California <del>and Section 501(c)(6) of the Internal Revenue Code, as amended.</del></p> <p><b>"Member Firm"</b> – A non-competing business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business <del>and</del> admitted to membership by the Chapter <del>and the Corporation.</del></p> <p><del><b>"Procedure Manual"</b> – The Corporation's Procedure Manual as provided to the Chapters for guidance and management of their day-to-day operations.</del></p> <p><b>"Representative"</b> – <del>An One or more</del> individuals designated by a Member Firm to represent it according to the qualifications provided in <del>these</del> <u>Corporate Chapter</u> Bylaws.</p> | <p><b>"Chapter Board"</b> – The elected Board of Directors of the Chapter.</p> <p><b>"Corporate Board"</b> – The elected Board of Directors of the Corporation.</p> <p><b>"Corporation"</b> – EXECUTIVE WOMEN INTERNATIONAL, a non-profit organization incorporated under the laws of the State of California.</p> <p><b>"Member Firm"</b> – A non-competing business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business and admitted to membership by the Chapter.</p> <p><b>"Representative"</b> – One or more individuals designated by a Member Firm to represent it according to the qualifications provided in these Chapter Bylaws.</p>   | <p>describes the federal tax code classification. For Bylaw purposes it is merely necessary to state that EWI is a non-profit corporation.</p> |
| <p><b>ARTICLE III</b><br/> <b>CHAPTER BOARD OF DIRECTORS AND OFFICERS</b><br/> <b>Section 1. Number and Qualifications of Board Members</b><br/> The Corporate business and affairs of the Chapter shall be managed and directed by a Board of at least six (6) and no more than ten (10) Directors, each of whom shall be a Representative of a Member Firm. If a Director shall cease at any time to have such qualifications, such directorship and any officer's position held in the Chapter automatically terminates, but no act of the Chapter Board shall be invalidated by reason thereof.</p>   | <p><b>ARTICLE III</b><br/> <b>CHAPTER BOARD OF DIRECTORS <del>AND OFFICERS</del></b><br/> <b>Section 1. Number and Qualifications of Chapter Board Members</b><br/> The <del>Corporate</del> business and affairs of the Chapter <del>shall will</del> be managed and directed by a Board <u>of Directors ("Chapter Board") comprised</u> of at least six (6) and no more than ten (10) Directors, each of whom <del>shall will</del> be a Representative of a Member Firm. <del>If a Director shall cease at any time to have such qualifications, such directorship and any officer's position held in the Chapter automatically terminates, but no act of the Chapter Board shall be invalidated by reason thereof.</del> <u>If a Director ceases at any time to be qualified, such Director's</u></p>   | <p><b>ARTICLE III</b><br/> <b>CHAPTER BOARD OF DIRECTORS</b><br/> <b>Section 1. Number and Qualifications of Chapter Board Members</b><br/> The business and affairs of the Chapter will be managed and directed by a Board of Directors ("Chapter Board") comprised of at least six (6) and no more than ten (10) Directors, each of whom will be a Representative of a Member Firm. If a Director ceases at any time to be qualified, such Director's term of office will automatically terminate, but no act of the Chapter or Chapter Board will be invalidated by reason thereof. If a Director ceases to be qualified, the Director will immediately provide notice of resignation to the Chapter. In the event of failure to do so, the</p> | <p>Reformatting of Article and new language added here to provide measure of consistency with similar provision in Corporate Bylaws.</p>       |

| AS WRITTEN   | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
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|  | <p><u>term of office will automatically terminate, but no act of the Chapter or Chapter Board will be invalidated by reason thereof. If a Director ceases to be qualified, the Director will immediately provide notice of resignation to the Chapter. In the event of failure to do so, the Chapter Board may remove any such Director.</u></p> <p><b>Section 2. Compensation.</b><br/><u>No Director is entitled to any compensation for any services rendered as such.</u></p> | <p>Chapter Board may remove any such Director.</p> <p><b>Section 2. Compensation.</b><br/>No Director is entitled to any compensation for any services rendered as such.</p>   |   |
| <p><b>SECTION 2. EXECUTIVE OFFICERS AND DUTIES</b></p>   | <p><b>MOVED TO ARTICLE IV, SECTION 1</b></p>  |  | <p>Provisions related to Officers of the Chapter have been grouped together under a new Article IV as they do not fit organizationally with these next few sections that deal with Directors and actions of Directors.</p>  |
| <p><b>Section 3. Designated Directors and Duties</b><br/>Directors shall be elected to serve designated functions and may also be Directors-at-Large as determined by the Chapter Board. The designations and their responsibilities are as follows:</p> | <p><b>Section 3. Designated Directors and Duties</b><br/>Directors <del>shall</del><u>will</u> be elected to serve designated functions and may also be Directors-at-Large as determined by the Chapter Board. The <u>suggested</u> designations <u>for Director positions</u> and their responsibilities are as follows:</p>   | <p><b>Section 3. Designated Directors and Duties</b><br/>Directors will be elected to serve designated functions and may also be Directors-at-Large as determined by the Chapter Board. The suggested designations for Director positions and their responsibilities are as follows:</p> | <p>Reformatting of Article and minor language changes.</p>  |
| <p>A. <u>Membership</u>. One of the Directors elected to the Chapter Board shall be designated to lead and direct the membership activities of the Chapter in the recruitment and retention of Member Firms.</p>   | <p>A. <del>Membership</del>. One of the Directors elected to the Chapter Board <del>shall</del><u>will</u> be designated to lead and direct the membership activities of the Chapter in the recruitment and retention of Member Firms.</p>  | <p>A. <u>Membership</u>. One of the Directors elected to the Chapter Board will be designated to lead and direct the membership activities of the Chapter in the recruitment and retention of Member Firms.</p>  | <p>Minor language changes.</p>  |
| <p>B. <u>Program</u>. One of the Directors elected to the Chapter Board shall have general charge of planning and arranging the programs for the regular meetings of the Chapter.</p>  | <p>B. <del>Program</del>. One of the Directors elected to the Chapter Board <del>shall</del><u>will</u> have general charge of planning and arranging the programs for the regular meetings of the Chapter.</p>   | <p>B. <u>Program</u>. One of the Directors elected to the Chapter Board will have general charge of planning and arranging the programs for the regular meetings of the Chapter.</p>   | <p>Minor language changes.</p>  |
| <p>C. <u>Publication</u>. One of the Directors elected to the Chapter Board shall be responsible for the preparation, publication and distribution of the Chapter's monthly publication.</p>   | <p>C. <del>Publication</del><u>Communications</u>. One of the Directors elected to the Chapter Board <del>shall</del><u>will</u> be responsible for the preparation, publication and distribution of the Chapter's <del>monthly publication</del><u>newsletter, website information, public relations and communications for the Chapter.</u></p>   | <p>C. <u>Communications</u>. One of the Directors elected to the Chapter Board will be responsible for the preparation, publication and distribution of the Chapter's newsletter, website information, public relations and communications for the Chapter.</p>                          | <p>Communications is a more appropriate and current title for this position and encompasses the various methods by which Chapters communicate with their members/communities. Related committee responsibilities would continue to be structured under this board position.</p> |
| <p>D. <u>Ways &amp; Means</u>. One of the Directors elected to the Chapter Board shall be charged with the direction and supervision of ways and means to finance special activities and/or supplement operating funds of the Chapter.</p>               | <p>D. <del>Ways &amp; Means</del><u>Fund Raising</u>. One of the Directors elected to the Chapter Board <del>shall</del><u>will</u> be charged with the direction and supervision of <del>ways and means to finance any</del> special activities <u>for the purpose of and/or supplementing Chapter</u></p>   | <p>D. <u>Fund Raising</u>. One of the Directors elected to the Chapter Board will be charged with the direction and supervision of any special activities for the purpose of supplementing Chapter operating funds and/or fund raising</p>   | <p>Changed title to Fund Raising to more accurately describe this position.</p>   |

| AS WRITTEN  | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
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|   | operating funds <u>and/or fund raising activities to support of</u> the Chapter's <u>Business/Career/Development Program ("B/C/DP")</u> .  | activities to support the Chapter's Business/Career/Development Program ("B/C/DP").  |   |
| <p>E. Director-At-Large. Chapters have the option of electing to the Chapter Board a Director-at-Large whose assignments shall be designated by the Chapter Board.</p>  | <p>E. <del>_____</del> Director-At-Large. Chapters have the option of electing to the Chapter Board a Director whose assignments <del>shall will</del> be designated by the Chapter Board. <u>These may include scholarships and literacy programs sponsored by the Chapter or the Corporation, or other requirements of the Chapter.</u></p>  | <p>E. Director-At-Large. Chapters have the option of electing to the Chapter Board a Director whose assignments will be designated by the Chapter Board. These may include scholarships and literacy programs sponsored by the Chapter or the Corporation, or other requirements of the Chapter.</p>   | <p>Revised to include example of responsibilities assigned to this position by many Chapters.</p>   |
| <p><b>Section 4. Election and Term of Office of Directors</b><br/>At the Chapter's Annual Business meeting and in any case prior to October 31, the Representatives of Member Firms shall elect the Officers and Directors (Board of Directors) for the Chapter.</p> <p>Each of the Directors shall serve a one (1) year term to begin at the close of the Chapter's Annual Business meeting, except in the case of the Vice President/President-Elect who shall be elected for a two (2) year term.</p> <p>A minimum of three (3) of these Directors shall have served on the Chapter Board the previous year, one of which may be the President-Elect. The Vice President/President-Elect shall automatically ascend to the office of President without action of the Member Firms. Directors may serve as Officers and Designated Directors simultaneously.</p> <p>No Officer or Director may serve more than five (5) consecutive terms. An Officer or Director who has served more than half a term is considered to have served a full term in that office.</p> <p>Officers, Directors, and committee members shall serve the Chapter without compensation.</p> | <p><b>Section 4. Election <del>and Term of Office of</del> Directors</b><br/>At the Chapter's Annual Business meeting, and in any case prior to <del>October 31</del> <u>September 30</u>, the Representatives of Member Firms <del>shall will</del> elect the Officers and Directors (<del>Board of Directors</del>) for the Chapter.</p> <p><b>Section 5. Term of Office of Directors</b><br/>Each of the Directors <del>shall will</del> serve a one (1) year term to begin at the close of the Chapter's Annual Business meeting, except <del>in the case of that</del> <u>the Director elected to serve as</u> Vice President/President-Elect <del>who shall will</del> be elected for a two (2) year term.</p> <p>A minimum of three (3) of these Directors <del>shall will</del> have served on the Chapter Board the previous year, one of <del>which whom</del> <u>which</u> may be the <u>Vice President/</u>President-Elect. The Vice President/President-Elect <del>shall will</del> automatically ascend to the office of President <u>and retain the office of Director</u> <del>without action of the Member Firms. Directors may serve as Officers and Designated Directors simultaneously.</del></p> <p><u>Except for the Director who is elected as Vice President/President-Elect, No no</u> Officer or Director may serve more than five (5) consecutive terms. An Officer or Director who has served more than half a term is considered to have served a full term in that office.</p> | <p><b>Section 4. Election of Directors</b><br/>At the Chapter's Annual Business meeting, and in any case prior to September 30, the Representatives of Member Firms will elect the Officers and Directors for the Chapter.</p> <p><b>Section 5. Term of Office of Directors</b><br/>Each of the Directors will serve a one (1) year term to begin at the close of the Chapter's Annual Business meeting, except that the Director elected to serve as Vice President/President-Elect will be elected for a two (2) year term.</p> <p>A minimum of three (3) of the Directors will have served on the Chapter Board the previous year, one of whom may be the Vice President/President-Elect. The Vice President/President-Elect will automatically ascend to the office of President and retain the office of Director.</p> <p>Except for the Director who is elected as Vice President/President-Elect, no Officer or Director may serve more than five (5) consecutive terms. An Officer or Director who has served more than half a term is considered to have served a full term in that office.</p> | <p>The change to September 30 coincides with end of our operating year. Other revisions are for clarification and simplification; the compensation provision moved to ARTICLE III, Section 2.</p> |

| AS WRITTEN  | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS   |
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| <p><b>Section 5. Vacancy</b><br/>Any vacancy in the office of Director (including any Director designated as an Officer) shall be filled for the remainder of the term by the appointment of an individual who is qualified under these Bylaws by the remaining members of the Board. In the event the Vice President/President-Elect cannot assume the duties of the President, the Nominating Committee shall present a successor as Vice President/President-Elect or Vice President only.</p> | <p><del>Officers, Directors, and committee members shall serve the Chapter without compensation.</del></p> <p><b>Section 56. Vacancy</b><br/>Any vacancy in the office of Director (including any Director designated as an Officer) shall will be filled for the remainder of the term by the appointment of an individual who is qualified under these Bylaws by the remaining members of the Chapter Board. In the event the Vice President/President-Elect cannot assume the duties of the President, the Nominating Committee shall will present a successor as Vice President/President-Elect or Vice President only who will be appointed by the Chapter Board, if qualified.</p> | <p><b>Section 6. Vacancy</b><br/>Any vacancy in the office of Director (including any Director designated as an Officer) will be filled for the remainder of the term by the appointment of an individual who is qualified under these Bylaws by the remaining members of the Chapter Board. In the event the Vice President/President-Elect cannot assume the duties of the President, the Nominating Committee will present a successor as Vice President/President-Elect who will be appointed by the Chapter Board, if qualified.</p>  | <p>Minor language changes.</p>   |
| <p><b>Section 6. Board Meetings</b><br/>Monthly meetings of the Board shall be held.</p> <p>Special meetings of the Board shall be called at any time on the order of the President or on the order of any two (2) Directors. Telephonic meetings shall be allowed to the extent provided by California state law. Only such business of which the Board has been notified may be transacted at any special meeting.</p>  | <p><del>Monthly meetings of the Board shall be held. The Chapter Board will hold monthly meetings.</del></p> <p><b>Section 67. Board Meetings</b><br/>Special meetings of the Chapter Board shall may be called at any time on the order of the President or on the order of any two (2) Directors. <del>Telephonic meetings shall be allowed to the extent provided by California state law.</del> Only such business of which the Chapter Board has been notified may be transacted at any special meeting. <u>Telephonic meetings of the Chapter Board may be allowed according to the laws of the state in which the Chapter is organized.</u></p>                                   | <p><b>Section 7. Board Meetings</b><br/>The Chapter Board will hold monthly meetings. Special meetings of the Chapter Board may be called at any time on the order of the President or on the order of any two (2) Directors. Only such business of which the Chapter Board has been notified may be transacted at any special meeting. Telephonic meetings of the Chapter Board may be allowed according to the laws of the state in which the Chapter is organized.</p>  | <p>Comment from legal counsel: Chapters are separate legal entities organized in the state of the Chapter. Most have organized as non-profit corporations in their respective states. They could organize as limited liability companies also. If a Chapter has no formal organization, it is probably considered a partnership under the applicable state law. Thus the type of entity in the state of the Chapter will define some of these issues regarding notice of meetings.</p> |
| <p><b>Section 7. Notice of Meetings</b><br/>Each Director's address shall be registered with the Secretary, and notices of meetings telephoned, mailed or electronically transmitted to such address shall be valid notices thereof.</p>  | <p><del>Each Director's will be responsible to register current contact information (including address, telephone number(s), facsimile number, and email address) shall be registered with the Secretary, and notices of meetings using such information will be regarded as valid notice telephoned, mailed or electronically transmitted to such address shall be valid notices thereof. Unless otherwise required by the laws of the state in which the Chapter is organized, the following will govern requirements for notice of Chapter Board meetings:</del></p> <p><u>Regular meetings of the Chapter Board may be held without notice if the time and place of the</u></p>      | <p><b>Section 8. Notice of Meetings</b><br/>Each Director will be responsible to register current contact information (including address, telephone number(s), facsimile number, and email address) with the Secretary, and notices of meetings using such information will be regarded as valid notice. Unless otherwise required by the laws of the state in which the Chapter is organized, the following will govern requirements for notice of Chapter Board meetings:</p> <p>Regular meetings of the Chapter Board may be held without notice if the time and place of the meetings are fixed by these Bylaws or the Chapter Board. Special meetings of the Chapter Board will</p> | <p>Language revised to clarify contact information, eliminate reference to specific methods for sending notices, and add requirements with regard to timing of notices.</p>  |

| AS WRITTEN   | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE   | RATIONALE/COMMENTS   |
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|  | <p><del>meetings are fixed by these Bylaws or the Chapter Board. Special meetings of the Chapter Board will be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice if delivered personally, telephonically, or by electronic transmission by the Secretary. A notice, or waiver of notice, need not specify the purpose of any regular meeting of the Chapter Board.</del></p>   | <p>be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice if delivered personally, telephonically, or by electronic transmission by the Secretary. A notice, or waiver of notice, need not specify the purpose of any regular meeting of the Chapter Board.</p>   |  |
| <p><b>Section 8. Quorum</b><br/> The majority of the authorized number of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Chapter Board, and every act or decision of the majority of the Directors present at a meeting at which a quorum has been established shall be valid as the act of the Chapter Board.</p>   | <p><b>Section 89. Quorum</b><br/> <del>The</del> majority of the authorized number of Directors <del>shall will</del> constitute a quorum for the transaction of business at any regular or special meeting of the Chapter Board, and every act or decision of the majority of the Directors present at a meeting at which a quorum has been established <del>shall will</del> be valid as the act of the Chapter Board.</p>   | <p><b>Section 9. Quorum</b><br/> A majority of the authorized number of Directors will constitute a quorum for the transaction of business at any regular or special meeting of the Chapter Board, and every act or decision of the majority of the Directors present at a meeting at which a quorum has been established will be valid as the act of the Chapter Board.</p>  | <p>Minor language revisions.</p>   |
| <p><b>Section 9. Powers and Duties of the Board</b><br/> Subject to the restrictions of the law, the Corporate Bylaws, and the Chapter's charter from the Corporation, the Board shall exercise all of the powers of the Chapter and shall:</p> <ul style="list-style-type: none"> <li>• Have authority to admit Member Firms into the Chapter;</li> <li>• Have power to terminate or suspend membership;</li> <li>• Have power to incur indebtedness or otherwise obligate the Chapter for matters and business activities which are described in or constitute a part of the operating budget which is approved by the membership at the Chapter's annual meeting, and for other matters or business activities not exceeding 10% of such operating budget in amount;</li> <li>• Have power to appoint a Director as an Officer in the event of an Officer's temporary absence or disability (as that phrase is used in the Corporate Bylaws); and</li> <li>• Have power to direct the affairs, policies and procedures of the Chapter.</li> </ul> | <p><b>Section 98. Powers and Duties of the Chapter Board</b><br/> Subject to the restrictions of the law, the Corporate Bylaws, and the Chapter's charter from the Corporation, the Chapter Board <del>shall will exercise all of the powers of the Chapter and shall have</del> <u>general supervision of the business of the Chapter, including but not limited to the following:</u></p> <ul style="list-style-type: none"> <li>• <del>Have authority</del> <u>Authority</u> to admit Member Firms into the Chapter;</li> <li>• <del>Have power</del> <u>Power</u> to terminate or suspend <u>a Member Firm's membership or the Representative status of any Representative of a Member Firm;</u></li> <li>• <del>Have power</del> <u>Power</u> to incur indebtedness or otherwise obligate the Chapter for matters and business activities which are described in or constitute a part of the operating budget <del>which is</del> approved by the membership at the Chapter's annual <u>business</u> meeting, and for other matters or business activities not exceeding 10% of such operating budget in amount;</li> <li>• <del>Have power to appoint a Director as an Officer in the event of an Officer's temporary absence</del></li> </ul> | <p><b>Section 8. Powers and Duties of the Chapter Board</b><br/> Subject to the restrictions of the law, the Corporate Bylaws, and the Chapter's charter from the Corporation, the Chapter Board will have general supervision of the business of the Chapter, including but not limited to the following:</p> <ul style="list-style-type: none"> <li>• Authority to admit Member Firms into the Chapter;</li> <li>• Power to terminate or suspend a Member Firm's membership or the Representative status of any Representative of a Member Firm;</li> <li>• Power to incur indebtedness or otherwise obligate the Chapter for matters and business activities which are described in or constitute a part of the operating budget approved by the membership at the Chapter's annual business meeting, and for other matters or business activities not exceeding 10% of such operating budget in amount;</li> <li>• Power to replace an Officer or Director who fails to serve because of absence during that Officer's or Director's term or based on inability or unwillingness to perform the respective</li> </ul> | <p>Revision provides for termination or suspension of Representative status.</p> <p>"...general supervision of the business of the Chapter" in first paragraph covers the language of the last bulleted statement in the current Bylaws.</p> <p>The final bullet point was added to be consistent with the Corporate Bylaws and so that the Bylaws are not interpreted to mean only enumerated powers apply.</p> |

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|   | <p><del>or disability (as that phrase is used in the Corporate Bylaws); and</del></p> <ul style="list-style-type: none"> <li><del>• Have power to direct the affairs, policies and procedures of the Chapter</del></li> <li><del>• Power to replace an Officer or Director who fails to serve because of absence during that Officer's or Director's term or based on inability or unwillingness to perform the respective duties in a timely and professional manner; and-</del></li> <li><del>• All powers otherwise provided in these Bylaws.</del></li> </ul>  | <p>duties in a timely and professional manner; and</p> <ul style="list-style-type: none"> <li>• All powers otherwise provided in these Bylaws.</li> </ul>   |   |
| <p><b>MOVED FROM ARTICLE III, SECTION 2</b><br/> <b>Section 2. Executive Officers and Duties</b><br/>                 The Executive Officers of the Chapter are:</p> <p>A. <u>President</u>. The President shall be the Chief Executive Officer of the Chapter and shall preside at all meetings of the Chapter and of the Chapter Board. The President shall be a member of the Chapter Board and shall have general charge of the business of the Chapter. The President shall appoint any parliamentarian, historian, official greeter, and standing committees as the President deems necessary or appropriate, with the exception of the Nominating Committee, and subject to the direction of the Board of Directors and these Bylaws. The President shall be an ex-officio (non-voting) member of each committee except the Nominating Committee and shall have such other powers and shall perform such other duties as may be assigned by the Chapter Board.</p> | <p><b>NEW ARTICLE</b><br/> <b>ARTICLE IV</b><br/> <b>CHAPTER OFFICERS</b><br/> <b>Section 21. Executive Officers and Duties</b><br/>                 A. <u>Description of Positions and Duties of Executive Officers</u>. The Executive Officers of the Chapter <u>and their duties</u> are <u>described as follows</u>:</p> <p>(1) <u>President</u>. The President <del>shall will</del> be the Chief Executive Officer of the Chapter and <del>shall will</del> preside at all meetings of the Chapter and of the Chapter Board. The President <del>shall will</del> be a member of the Chapter Board and <del>shall will</del> have general charge of the business of the Chapter. The President <del>shall will have the power and duty to</del>:</p> <ul style="list-style-type: none"> <li>• <u>Appoint any parliamentarian</u></li> <li>• <u>Appoint an historian</u></li> <li>• <u>Appoint an official greeter</u></li> <li>• <u>Appoint any standing committees, with the exception of the Nominating Committee</u></li> <li>• <u>Appoint a temporary Secretary from the members of the Chapter Board for any meeting at which the Secretary of the Chapter is not present.</u></li> </ul> <p><del>The President shall appoint any parliamentarian,</del></p> | <p><b>ARTICLE IV</b><br/> <b>CHAPTER OFFICERS</b><br/> <b>Section 1. Executive Officers and Duties</b><br/>                 A. <u>Description of Positions and Duties of Executive Officers</u>. The Executive Officers of the Chapter and their duties are described as follows:</p> <p>(1) <u>President</u>. The President will be the Chief Executive Officer of the Chapter and will preside at all meetings of the Chapter and of the Chapter Board. The President will be a member of the Chapter Board and will have general charge of the business of the Chapter. The President will have the power and duty to:</p> <ul style="list-style-type: none"> <li>• Appoint a parliamentarian</li> <li>• Appoint an historian</li> <li>• Appoint an official greeter</li> <li>• Appoint any standing committees, with the exception of the Nominating Committee</li> <li>• Appoint a temporary Secretary from the members of the Chapter Board for any meeting at which the Secretary of the Chapter is not present.</li> </ul> <p>The President will be an ex-officio (non-voting) member of each committee except the Nominating Committee and will have</p> | <p>Reformatting of content and minor language changes. Appointing acting Secretary is consistent with a Corporate Bylaw change.</p> |

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|  | <p><del>historian, official greeter, and standing committees as the President deems necessary or appropriate, with the exception of the Nominating Committee, and subject to the direction of the Board of Directors and these Bylaws.</del></p> <p>The President <del>shall</del><u>will</u> be an ex-officio (non-voting) member of each committee except the Nominating Committee and <del>shall</del><u>will</u> have such other powers and shall perform such other duties as may be assigned by the Chapter Board.</p>   | <p>such other powers and shall perform such other duties as may be assigned by the Chapter Board.</p>   |  |
| <p>B. <u>Vice President/President-Elect.</u> The Vice President shall be the President-Elect and shall be vested with all the powers and shall perform all the duties of the President in case of the absence or disability (as that phrase is used in the Corporate Bylaws) of the President. The Vice President/President-Elect shall have such other powers and shall perform such other duties as may be delegated by the President or by the Chapter Board.</p>   | <p><del>(2)B.</del> <u>(2)B.</u> —Vice President/President-Elect. The Vice President <del>shall</del><u>will</u> be the President-Elect and <del>shall</del><u>will</u> be vested with all the powers and <del>shall</del><u>will</u> perform all the duties of the President in case of the absence or disability <del>(as that phrase is used in the Corporate Bylaws)</del> of the President. The Vice President/President-Elect <del>shall</del><u>will</u> have such other powers and <del>shall</del> perform such other duties as may be delegated by the President or by the Chapter Board.</p>  | <p><del>(2).</del> <u>(2).</u> 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 case of the absence or disability of the President. The Vice President/President-Elect will have such other powers and perform such other duties as may be delegated by the President or by the Chapter Board.</p>   | <p>Minor language changes.</p>   |
| <p>C. <u>Secretary.</u> The Secretary shall keep and have charge of the minutes of all meetings of the Chapter and of the Chapter Board; shall serve notices of all meetings of the Chapter and of the Chapter Board; shall execute official documents, with the President, in the name of the Chapter; shall be custodian of the seal of the Chapter; shall keep the Bylaws and such other papers as the Chapter Board may direct; and shall perform all the duties incident to the office of Secretary, subject to the control and direction of the Chapter Board.</p> | <p><del>C(3).</del> <u>C(3).</u> —Secretary. The Secretary <del>shall</del><u>will</u> keep <del>or cause to be kept,</del> and have charge of the minutes of all meetings of the Chapter and of the Chapter Board; <del>shall</del> serve notices of all meetings of the Chapter and of the Chapter Board; <del>shall</del> execute official documents, with the President, in the name of the Chapter; <del>shall</del> be custodian of the <u>Chapter seal</u> <del>of the Chapter</del>; <del>shall</del> keep the Bylaws and such other papers as the Chapter Board may direct; and <del>shall</del> perform all the duties incident to the office of Secretary, subject to the control and direction of the Chapter Board.</p> | <p><del>(3).</del> <u>(3).</u> <u>Secretary.</u> The Secretary will keep, or cause to be kept, and have charge of the minutes of all meetings of the Chapter and of the Chapter Board; serve notices of all meetings of the Chapter and of the Chapter Board; execute official documents, with the President, in the name of the Chapter; be custodian of the Chapter seal; keep the Bylaws and such other papers as the Chapter Board may direct; and perform all the duties incident to the office of Secretary, subject to the control and direction of the Chapter Board.</p> | <p>Minor language changes. Recommendation of legal counsel to retain list of responsibilities.</p> |
| <p>D. <u>Treasurer.</u> The Treasurer shall keep or cause to be kept, full and accurate accounts of receipts and disbursements; shall receive and deposit, or cause to be received and deposited, all money and all valuables of the Chapter in the name and to the credit of the Chapter, in depositories designated by the</p>   | <p><del>D.</del> <u>(4) Treasurer.</u> The Treasurer <del>shall</del><u>will</u> keep <del>or cause to be kept,</del> full and accurate accounts of receipts and disbursements; <del>shall</del> receive and deposit, or cause to be received and deposited, all money and all valuables of the Chapter in the name and to the credit of the Chapter, in depositories designated by the Chapter</p>  | <p><del>(4) Treasurer.</del> <u>(4) Treasurer.</u> The Treasurer will keep, or cause to be kept, full and accurate accounts of receipts and disbursements; receive and deposit, or cause to be received and deposited, all money and all valuables of the Chapter in the name and to the credit of the Chapter, in depositories</p>   | <p>Minor language changes. Recommendation of legal counsel to retain list of responsibilities.</p> |

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| <p>Chapter Board; shall disburse or cause to be disbursed, the funds of the Chapter as may be approved by the Chapter Board, making proper vouchers for such disbursements; shall render to the President, the Chapter Board, and to the Chapter whenever they may require, accounts of all transactions as Treasurer, and of the financial condition of the Chapter; shall send each Member Firm notice of annual assessments and/or notice of delinquency, if required; and shall perform all duties incident to the office of Treasurer, subject to the control and direction of the Chapter Board.</p> | <p>Board; <del>shall</del> disburse or cause to be disbursed, the funds of the Chapter as may be approved by the Chapter Board, making proper vouchers for such disbursements; <del>shall</del> render to the President, the Chapter Board, and to the Chapter whenever they may require, accounts of all transactions as Treasurer, and of the financial condition of the Chapter; <del>shall</del> send each Member Firm notice of annual assessments and/or notice of delinquency, if required; and <del>shall</del> perform all duties incident to the office of Treasurer, subject to the control and direction of the Chapter Board.</p> | <p>designated by the Chapter Board; disburse or cause to be disbursed, the funds of the Chapter as may be approved by the Chapter Board, making proper vouchers for such disbursements; render to the President, the Chapter Board, and to the Chapter whenever they may require, accounts of all transactions as Treasurer, and of the financial condition of the Chapter; send each Member Firm notice of annual assessments and/or notice of delinquency, if required; and perform all duties incident to the office of Treasurer, subject to the control and direction of the Chapter Board.</p> |   |
| <p>E. Sergeant-At-Arms. The Sergeant-At-Arms shall keep, or cause to be kept, complete records of the Representatives' attendance at meetings; shall have charge of all reservations; shall be responsible for the orderly conduct of meetings; and shall perform such other duties as may be assigned by the President or the Chapter Board.</p>  | <p><del>E.</del> (5) —Sergeant-At-Arms. The Sergeant-At-Arms <del>shall</del> will keep, or cause to be kept, complete records of the Representatives' attendance at meetings; <del>shall</del> have charge of all reservations; <del>shall be responsible for the orderly conduct of meetings;</del> and <del>shall</del> perform such other duties as may be assigned by the President or the Chapter Board.</p>   | <p>(5) Sergeant-At-Arms. The Sergeant-At-Arms will keep, or cause to be kept, complete records of the Representatives' attendance at meetings; have charge of all reservations; and perform such other duties as may be assigned by the President or the Chapter Board.</p>  | <p>Minor language changes. Responsibility for the “orderly conduct of meetings” is an archaic reference and has been removed.</p> |
|  | <p><b>NEW PARAGRAPH</b><br/>(6) <u>Chapter Advisor. The President may appoint past Presidents of the Chapter to serve as Advisors to the Chapter Board so long as the Advisors continue to meet the qualifications of a member of the Chapter Board. If an Advisor is unable to serve for any reason, the President may appoint another past President to serve as Advisor. Advisors will be required to attend Chapter Board Meetings but do not have the authority to vote. The Chapter Board may remove an Advisor at the discretion of a majority of the Chapter Board.</u></p>  | <p>(6) <u>Chapter Advisor.</u> The President may appoint past Presidents of the Chapter to serve as Advisors to the Chapter Board so long as the Advisors continue to meet the qualifications of a member of the Chapter Board. If an Advisor is unable to serve for any reason, the President may appoint another past President to serve as Advisor. Advisors will be required to attend Chapter Board Meetings but do not have the authority to vote. The Chapter Board may remove an Advisor at the discretion of a majority of the Chapter Board.</p>   | <p>Provision for Advisor to Chapter Board added/consistent with Corporate Bylaws.</p>   |
| <p>The Officers must be Directors of the Chapter Board and must meet all the qualifications of a Director.</p>   | <p>B. <b>Qualifications of Officers.</b> <del>The</del> All Officers must be Directors of the Chapter Board and must meet all the qualifications of a Director.<br/><br/>C. <b>Compensation.</b> <u>Officers will serve the Chapter without compensation.</u></p>  | <p>B. <b>Qualifications of Officers.</b> All Officers must be Directors of the Chapter Board and must meet all the qualifications of a Director.<br/><br/>C. <b>Compensation.</b> <u>Officers will serve the Chapter without compensation.</u></p>   |   |
| <p>ARTICLE IV</p>  | <p>ARTICLE <del>IV</del></p>   | <p>ARTICLE V</p>   | <p>Minor language changes.</p>  |

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| <p><b>MEMBERSHIP</b><br/>A Chapter shall consist of an association of non-competing businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business which meet all requirements of the Corporation and the Chapter (hereinafter referred to as “Member Firms”).</p>  | <p><b>MEMBERSHIP</b><br/>A Chapter <del>shall</del> <u>will</u> consist of an association of non-competing businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business which meet all requirements of the Corporation and the Chapter (<del>hereinafter referred to as</del> “Member Firms”).</p>  | <p><b>MEMBERSHIP</b><br/>A Chapter will consist of an association of non-competing businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business which meet all requirements of the Corporation and the Chapter (“Member Firms”).</p>   |  |
| <p><b>Section 1. Classes of Membership</b><br/>Chapters shall have the following membership classifications:</p> <p>A. <u>Member Firm</u>. The members shall be non-competitive business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business. Member Firms shall be classified in accordance with the Major and Minor Classifications outlined in the Procedure Manual.</p> <ol style="list-style-type: none"> <li><u>Representative</u>. Each member firm shall have at least one (1) Representative who shall be a key individual from the Member Firm. Each Member Firm shall be entitled to propose up to two (2) additional Representatives who shall also be key individuals of the same Member Firm. No individual shall serve as a Representative for more than one (1) Member Firm.”</li> <li><u>Representative Status</u>. Representatives shall cease to be such immediately and without action of the Chapter upon termination of full-time employment with a Member Firm.</li> </ol> | <p><b>Section 1. Classes of Membership</b><br/>Chapters <del>shall</del> <u>will</u> have the following membership classifications:</p> <p>A.— <u>Member Firm</u>. <del>The members-</del> <u>A Member Firm shall will</u> be non-competitive business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business. Member Firms <del>shall will</del> be classified in accordance with the Major and Minor Classifications outlined in the <u>Corporation’s procedures</u><del>Procedure Manual</del>.</p> <ol style="list-style-type: none"> <li><del>(1)-</del> <u>Representative</u>. Each <del>member Member firm-Firm shall will have appoint</del> at least one (1) Representative who <del>shall is be</del> a key individual from the Member Firm. Each Member Firm <del>shall will</del> be entitled to <del>propose-recommend and appoint</del> up to two (2) additional Representatives who <del>shall are</del> also <del>be</del> key individuals of the same Member Firm. No individual <del>shall will</del> serve as a Representative for more than one (1) Member Firm.”</li> <li><del>(2)-</del> <u>Representative Status</u>. Representatives <del>status shall will</del> cease <del>to be such</del> immediately and without action of the Chapter upon termination of <del>full-time</del> employment with a Member Firm.</li> </ol> | <p><b>Section 1. Classes of Membership</b><br/>Chapters will have the following membership classifications:</p> <p>A. <u>Member Firm</u>. A Member Firm will be non-competitive business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business. Member Firms will be classified in accordance with the Major and Minor Classifications outlined in the Corporation’s procedures.</p> <ol style="list-style-type: none"> <li><u>Representative</u>. Each Member Firm will appoint at least one (1) Representative who is a key individual from the Member Firm. Each Member Firm will be entitled to recommend and appoint up to two (2) additional Representatives who are also key individuals of the same Member Firm. No individual will serve as a Representative for more than one (1) Member Firm.</li> <li><u>Representative Status</u>. Representative status will cease immediately and without action of the Chapter upon termination of employment with a Member Firm.</li> </ol> | <p>Most are minor language changes.</p> <p>Based on feedback, the proposed revision includes the removal of the term “full-time” under Representative Status. The rationale is that Member Firms may define full-time status differently, and it is up to the Member Firm to select the key individual(s) to serve as its Representative(s). In addition, a similar sentence in the Corporate Bylaws does not include the term “full-time” (see Article III, Representation of Member Firms). This revision makes the two provisions consistent.</p> |
| <p>B. <u>Special Classifications</u>. The following special membership classifications are authorized subject to approval by the Chapter and subject to assessment of such dues and assessments as the Chapter Board may require:</p>  | <p>No changes to current language.</p>   |   |  |
| <p>1. <u>Sustaining Member</u> A Sustaining Member</p>   | <p><del>(1)</del> <u>Sustaining Member</u>. A Sustaining Member</p>  | <p>(1) <u>Sustaining Member</u>. A Sustaining Member</p>  | <p>Simplification of language and other minor edits,</p>   |

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| <p>shall be one who has been a Representative in good standing immediately prior to retirement from business or a Member Firm, who is no longer employed on a full-time basis with any business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business. A Sustaining Member shall have no voting rights and may not serve as an Officer or Director. A Sustaining Member may attend all membership meetings and functions. A Sustaining membership is transferable from one Chapter to another should the Sustaining Member move to a location where there is a Chapter. Sustaining Members shall be subject to regular Corporate and Chapter assessments.</p>  | <p><del>shall will be one an individual</del> who has been a Representative in good standing immediately prior to retirement from business or a Member Firm, <del>and</del> who is no longer employed <del>on a full-time basis with by</del> any <del>business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business</del> <u>Member Firm or any other person or entity</u>. A Sustaining Member <del>shall will</del> have no voting rights and may not serve as an Officer or Director. A Sustaining Member may attend all membership meetings and functions. A Sustaining <del>membership Member is may</del> <u>transferable</u> from one Chapter to another should the Sustaining Member move <del>to a location where there is a Chapter within the boundaries of another Chapter. A</del> Sustaining Member <del>s shall will</del> be subject to regular Corporate and Chapter assessments. <del>Nothing in these Bylaws will prevent a Sustaining Member from being designated as a Chapter Life Member.</del></p> | <p>will be an individual who has been a Representative in good standing immediately prior to retirement from business or a Member Firm, and who is no longer employed by any Member Firm or any other person or entity. A Sustaining Member will have no voting rights and may not serve as an Officer or Director. A Sustaining Member may attend all membership meetings and functions. A Sustaining Member may transfer from one Chapter to another should the Sustaining Member move within the boundaries of another Chapter. A Sustaining Member will be subject to regular Corporate and Chapter assessments. Nothing in these Bylaws will prevent a Sustaining Member from being designated as a Chapter Life Member.</p>                   | <p>including clarification regarding service of a Sustaining Member on committees and use of term “full-time.”</p> |
| <p>2. <u>Chapter Life Member:</u> A Chapter Life Member shall be an individual not otherwise qualified for membership, who has been a Representative in good standing for at least ten (10) years, and whose name the Chapter desires to enroll because of special meritorious service above and beyond the call of duty to the Chapter. A Chapter Life Member shall have no voting rights and may not serve as an Officer or Director. A Chapter Life Member may attend all membership meetings and functions. Eligibility of the prospective Chapter Life Member shall be determined by the Chapter Board, subject to the approval of the Chapter. Chapter Life Members shall be subject to such assessments as each Chapter and the Corporation may determine.</p> | <p><del>(2).</del> <u>Chapter Life Member.</u> A Chapter Life Member <del>shall will</del> be an individual not otherwise qualified for membership, who has been a Representative in good standing for at least ten (10) years, and whose name the Chapter desires to enroll because of special meritorious service above and beyond the call of duty to the Chapter. A Chapter Life Member <del>shall will</del> have no voting rights and may not serve as an Officer or Director. A Chapter Life Member may attend all membership meetings and functions. Eligibility of the prospective Chapter Life Member <del>shall will</del> be determined by the Chapter Board, subject to the approval of the Chapter. Chapter Life Members <del>shall will</del> be subject to such assessments as each Chapter <del>and the Corporation may determineset.</del></p>  | <p><del>(2)</del> <u>Chapter Life Member.</u> A Chapter Life Member will be an individual not otherwise qualified for membership, who has been a Representative in good standing for at least ten (10) years, and whose name the Chapter desires to enroll because of special meritorious service above and beyond the call of duty to the Chapter. A Chapter Life Member will have no voting rights and may not serve as an Officer or Director. A Chapter Life Member may attend all membership meetings and functions. Eligibility of the prospective Chapter Life Member will be determined by the Chapter Board, subject to the approval of the Chapter. Chapter Life Members will be subject to such assessments as each Chapter may set.</p> | <p>Minor language changes.</p>   |
| <p>3. <u>Honorary Member.</u> An Honorary Member</p>  | <p><del>(3).</del> <u>Honorary Member.</u> An Honorary Member</p>   | <p><del>(3)</del> <u>Honorary Member.</u> An Honorary Member</p>  | <p>Minor language changes.</p>   |

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| <p>shall be an individual not otherwise qualified for membership, whose name the Chapter desires to enroll because of special meritorious service to the community. An Honorary Member shall have no voting rights and may not serve as an Officer or Director. An Honorary Member may attend all membership meetings and functions. Eligibility of the prospective Honorary Member shall be determined by the Chapter Board, subject to the approval of the Chapter. Honorary Members shall not be subject to assessment.</p>   | <p><del>shall</del> will be an individual not otherwise qualified for membership, whose name the Chapter desires to enroll because of special meritorious service to the community. An Honorary Member <del>shall</del> will have no voting rights and may not serve as an Officer or Director. An Honorary Member may attend all membership meetings and functions. Eligibility of the prospective Honorary Member <del>shall</del> will be determined by the Chapter Board, subject to the approval of the Chapter. Honorary Members <del>shall</del> will not be subject to assessment.</p>   | <p>will be an individual not otherwise qualified for membership, whose name the Chapter desires to enroll because of special meritorious service to the community. An Honorary Member will have no voting rights and may not serve as an Officer or Director. An Honorary Member may attend all membership meetings and functions. Eligibility of the prospective Honorary Member will be determined by the Chapter Board, subject to the approval of the Chapter. Honorary Members will not be subject to assessment.</p>  |  |
| <p>4. <u>Transitional Member</u>. The Board may grant Transitional membership to an individual not otherwise qualified for membership, who has been a Representative in good standing and who has become unemployed due to elimination of job position, mergers, acquisitions or other legitimate business reasons. Transitional membership shall be in effect until such member shall resume full-time employment, but in no case shall this membership extend for a period of more than one (1) year. A Transitional Member shall have no voting rights and may not serve as an Officer or Director. A Transitional Member may attend all membership meetings and functions.</p> | <p><del>(4).</del> <u>Transitional Member</u>. The <del>Chapter</del> Board may grant Transitional membership to an individual not otherwise qualified for membership, who has been a Representative in good standing and who has become unemployed due to elimination of job position, mergers, acquisitions or other legitimate business reasons. Transitional membership <del>shall</del> will be in effect until such member <del>shall</del> resumes full-time employment, but in no case <del>shall</del> will this membership extend for a period of more than one (1) year. A Transitional Member <del>shall</del> will have no voting rights and may not serve as an Officer or Director. A Transitional Member may attend all membership meetings and functions.</p> | <p>(4). <u>Transitional Member</u>. The Chapter Board may grant Transitional membership to an individual not otherwise qualified for membership, who has been a Representative in good standing and who has become unemployed due to elimination of job position, merger, acquisition or other legitimate business reason. Transitional membership will be in effect until such member resumes employment, but in no case will this membership extend for a period of more than one (1) year. A Transitional Member will have no voting rights and may not serve as an Officer or Director. A Transitional Member may attend all membership meetings and functions.</p> | <p>Minor language changes.</p>             |
| <p>C. <u>Transfers</u>. Membership of any status referred to above is non-transferable.</p>  | <p><u>C. Transfers</u>. Membership of any status referred to above, <del>other than that of a Sustaining Member</del>, is non-transferable.</p>  | <p><u>C. Transfers</u>. Membership of any status referred to above, other than that of a Sustaining Member, is non-transferable.</p>  | <p>Language revised for clarification.</p> |
| <p><b>Section 2. Application for Membership</b><br/> A proposed Member Firm shall make application for membership to the Chapter which shall be submitted for approval in accordance with Corporate and Chapter Bylaws, the Procedure Manual, and Standing Rules of the Chapter. Membership recognition by the Corporation shall be official upon receipt of the completed application</p>   | <p><b>Section 2. Application for Membership</b><br/> A. <del>Member Firm</del>. A <del>proposed Member Firm firm</del> proposed for membership <del>shall</del> will make submit its application <del>for membership</del> to the Chapter <del>which shall be submitted</del> for approval in accordance with Corporate and Chapter Bylaws, <del>Corporate and Chapter the Procedure procedures</del> Manual, and Standing Rules of the Chapter. <del>Membership</del></p>   | <p><b>Section 2. Application for Membership</b><br/> A. <u>Member Firm</u>. A firm proposed for membership will submit its application to the Chapter for approval in accordance with Corporate and Chapter Bylaws, Corporate and Chapter procedures, and Standing Rules of the Chapter. Recognition by the Chapter and the Corporation of the firm as a Member Firm will be official upon</p>  |  |

| <b>AS WRITTEN</b>  | <b>PROPOSED REVISIONS</b>   | <b>PROPOSED NEW LANGUAGE</b>  | <b>RATIONALE/COMMENTS</b>  |
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| <p>and all required fees and assessments by the Corporation at its business office, conditioned upon meeting the requirements of the Corporate and Chapter Bylaws, the Procedure Manual, and Standing Rules of the Chapter.</p>  | <p><del>recognition</del> <u>Recognition</u> by the <u>Chapter and the Corporation of the firm as a Member Firm shall will</u> be official upon receipt of the completed application and all required fees and assessments by the Corporation at its business office, <del>conditioned and</del> upon meeting the requirements of the Corporate and Chapter Bylaws, <del>the Corporate and Chapter Procedure procedures Manual</del>, and Standing Rules of the Chapter.</p> <p><b>NEW PARAGRAPH</b><br/> <u>B. Other Memberships.</u> Individuals seeking membership under any of the special classifications set forth at Article V, Section 1.B., above will do so according to procedures and terms and conditions as required by the Chapter. Membership recognition will be official upon receipt of the completed application and any required fees and assessments by the Corporation at its business office, and upon meeting the requirements of the Corporate and Chapter Bylaws, Corporate and Chapter procedures, and Standing Rules of the Chapter.</p> | <p>receipt of the completed application and all required fees and assessments by the Corporation at its business office, and upon meeting the requirements of the Corporate and Chapter Bylaws, Corporate and Chapter procedures, and Standing Rules of the Chapter.</p> <p><b>NEW PARAGRAPH</b><br/> <u>B. Other Memberships.</u> Individuals seeking membership under any of the special classifications set forth at Article V, Section 1.B., above will do so according to procedures and terms and conditions as required by the Chapter. Membership recognition will be official upon receipt of the completed application and any required fees and assessments by the Corporation at its business office, and upon meeting the requirements of the Corporate and Chapter Bylaws, Corporate and Chapter procedures, and Standing Rules of the Chapter.</p> |  |
| <p><b>Section 3. Voting Rights</b><br/> Each Member Firm is entitled to one (1) vote per Representative at any meeting of the Chapter. All other special classes of membership are not entitled to vote, with the exception of a Corporate Life Member who is serving as an active, dues-paying Representative of a Member Firm.</p>   | <p><b>Section 3. Voting Rights</b><br/> Each Member Firm is entitled to one (1) vote per Representative at any meeting of the Chapter. <del>All No other special classes of membership are not is</del> entitled to vote, <del>with the exception of a Corporate Life Member who is serving as an active, dues-paying Representative of a Member Firm.</del></p>  | <p><b>Section 3. Voting Rights</b><br/> Each Member Firm is entitled to one (1) vote per Representative at any meeting of the Chapter. No other class of membership is entitled to vote.</p>  | <p>Provision for a Corporate Life Member to vote is covered by right of Member Firm Representatives to vote.</p> |
| <p><b>SECTION 4. ACCESS TO RECORDS</b></p>   | <p><b>MOVED TO NEW ARTICLE XI</b></p>   |   |  |
| <p><b>Section 5. Suspension or Termination</b><br/> The Chapter Board shall have the power to suspend or terminate membership of any Member Firm for the failure to pay dues and assessments; breach of these Bylaws, the Corporate Bylaws, or any Standing Rules; or for other conduct which the Chapter Board deems inconsistent and destructive to the purposes and mission of the Chapter and the Corporation. During suspension or upon termination of membership, all rights of membership (of any class) including the right to hold office and vote, may not be exercised.</p> | <p><b>Section 54. Suspension or Termination</b><br/> The Chapter Board <del>shall will</del> have the power to suspend or terminate membership of any Member Firm for the failure to pay dues and assessments; breach of these Bylaws, the Corporate Bylaws, or any Standing Rules; or for other conduct which the Chapter Board deems inconsistent and destructive to the purposes and mission of the Chapter and the Corporation. During suspension or upon termination of membership, all rights of membership (of any class) including the right <u>of a Member Firm Representative</u> to hold office and</p>  | <p><b>Section 4. Suspension or Termination</b><br/> The Chapter Board will have the power to suspend or terminate membership of any Member Firm for the failure to pay dues and assessments; breach of these Bylaws, the Corporate Bylaws, or any Standing Rules; or for other conduct which the Chapter Board deems inconsistent and destructive to the purposes and mission of the Chapter and the Corporation. During suspension or upon termination of membership, all rights of membership (of any class) including the right of a Member Firm Representative to hold office and</p>   | <p>Minor language changes.</p>   |

| AS WRITTEN   | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE   | RATIONALE/COMMENTS  |
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| <p><b>ARTICLE V<br/>REVENUE</b><br/>Operating funds of the Chapter shall principally be derived from membership dues. Fees and dues assessed by the Corporation are as approved through the budgeting process by the delegate body at the Corporation’s Annual Meeting.</p> <p>A Chapter may charge additional fees of its Member Firms as established by a majority vote of said Chapter’s membership. Chapters shall be responsible to collect for the Corporation all annual Corporate assessments and dues. Corporate per capita assessments are due to the Corporation on February 15 each year. The Chapter Board shall have the right to suspend or terminate membership of any Member Firm for failure to pay any dues or assessments.</p> | <p>vote, may not be exercised.</p> <p><b>ARTICLE VI<br/>REVENUE</b><br/>Operating funds of the Chapter <del>shall will</del> principally be derived from membership dues. Fees and dues assessed by the Corporation are <del>as approved by the Chapters through the budgeting process by the delegate body</del> at the Corporation’s Annual Meeting. <u>Each Member Firm will be required to pay the Corporation’s annual assessment.</u></p> <p>A Chapter may charge additional fees <u>or dues</u> of its Member Firms as established <del>by a majority vote of said Chapter’s membership by the Chapter at its annual business meeting or other special meetings. Unless online payments are authorized and/or the Corporation collects annual fees and dues from Member Firms,</del> Chapters <del>shall will</del> be responsible <del>to for the collection</del> for the Corporation <del>of</del> all annual Corporate assessments and dues <del>from the Chapter’s Member Firms</del>. Corporate <del>per capita</del> assessments <del>are will be</del> due to the Corporation on <del>February 15 each year</del> <u>the date established by the Corporation</u>. <del>The Chapter Board shall have the right to suspend or terminate membership of any Member Firm for failure to pay any dues or assessments. All dues and assessments paid are non-refundable.</del></p> | <p>vote, may not be exercised.</p> <p><b>ARTICLE VI<br/>REVENUE</b><br/>Operating funds of the Chapter will principally be derived from membership dues. Fees and dues assessed by the Corporation are approved by the Chapters at the Corporation’s Annual Meeting. Each Member Firm will be required to pay the Corporation’s annual assessment.</p> <p>A Chapter may charge additional fees or dues of its Member Firms as established by the Chapter at its annual business meeting or other special meetings. Unless online payments are authorized and/or the Corporation collects annual fees and dues from Member Firms, Chapters will be responsible for the collection for the Corporation of all annual Corporate assessments and dues from the Chapter’s Member Firms. Corporate assessments will be due to the Corporation on the date established by the Corporation. All dues and assessments paid are non-refundable.</p> | <p>New language added for clarification and provision for online payment of dues/fees. Also removed specific date from these Bylaws for consistency with Corporate Bylaws. Termination provision covered in Article V, Section 4. Legal counsel recommended adding language regarding dues being non-refundable to clarify that no firm is entitled to a refund of dues by virtue of termination or suspension, resignation or other change as that is similar to other 501(c)(6) entities.</p> |
| <p><b>ARTICLE VI<br/>CHAPTER MEETINGS</b><br/><b>Section 1. Mandatory Meetings</b><br/>Each Chapter shall establish the dates and times of its monthly meetings, which shall include a minimum of two (2) business meetings per year, one of which is the Chapter’s annual meeting.</p>  | <p><b>ARTICLE VII<br/>CHAPTER MEETINGS</b><br/><b>Section 1. Mandatory Meetings</b><br/>Each Chapter <del>shall will</del> establish the dates and times of its monthly meetings, which <del>shall will</del> include a minimum of two (2) business meetings per year, one of which is the Chapter’s annual <u>business</u> meeting.</p>   | <p><b>ARTICLE VII<br/>CHAPTER MEETINGS</b><br/><b>Section 1. Mandatory Meetings</b><br/>Each Chapter will establish the dates and times of its monthly meetings, which will include a minimum of two (2) business meetings per year, one of which is the Chapter’s annual business meeting.</p>   | <p>Minor language changes.</p>  |
| <p><b>Section 2. Attendance at Meetings</b><br/>The attendance requirement for a Member Firm and Representative should be developed by the Chapter Board, presented to the membership for vote and be included in the Chapter Standing Rules.</p>  | <p><b>Section 2. Attendance at Meetings</b><br/>The attendance requirement for a Member Firm and Representative <del>(s) should will</del> be developed by the Chapter Board, presented to the membership for vote and <del>be</del> included in the Chapter Standing Rules.</p>   | <p><b>Section 2. Attendance at Meetings</b><br/>The attendance requirement for a Member Firm and Representative(s) will be developed by the Chapter Board, presented to the membership for vote and included in the Chapter Standing Rules.</p>   | <p>Minor language changes.</p>  |
| <p><b>Section 3. Notice of Meetings</b></p>  | <p><b>Section 3. Notice of Meetings</b></p>  | <p><b>Section 3. Notice of Meetings</b></p>   | <p>Language changes for consistency with language</p>   |

| <b>AS WRITTEN</b>   | <b>PROPOSED REVISIONS</b>  | <b>PROPOSED NEW LANGUAGE</b>  | <b>RATIONALE/COMMENTS</b>   |
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| <p>Notice of the annual business meeting and any special meetings of the Chapter shall be given in writing to Representatives by the Secretary via the Chapter publication over the signature of the Secretary or by sending a copy of the notice through the mail to the registered address of each Representative or by other appropriate means (telephone, mail, electronic transmission, etc.) not less than seven (7) days prior to the date of the annual business meeting and not less than five (5) days prior to the date of a special meeting. Such notices shall specify the place, day and hour of the meeting.</p> | <p>Notice of the annual business meeting and any special meetings of the Chapter <del>shall will</del> be given <del>in writing</del> to Representatives by the Secretary, <u>utilizing methods as authorized by the state law of the Chapter, via the Chapter publication over the signature of the Secretary or by sending the notice through the mail to the registered address of each Representative or by other appropriate means (telephone, mail, electronic transmission, etc.)</u> not less than <del>seven</del> <u>seven-ten (710)</u> days prior to the date of the annual business meeting and not less than five (5) days prior to the date of a special meeting. Such notices <del>shall will</del> specify the place, day and hour of the meeting. <u>Each Member Firm Representative will be responsible to provide current contact information (mailing address, telephone number(s), facsimile number, email address) for the Member Firm’s executive(s) and Representative(s). Notice to the parties using such information will be sufficient for all purposes of the Chapter.</u></p> | <p>Notice of the annual business meeting and any special meetings of the Chapter will be given to Representatives by the Secretary, utilizing methods as authorized by the state law of the Chapter, not less than ten (10) days prior to the date of the annual business meeting and not less than five (5) days prior to the date of a special meeting. Such notices will specify the place, day and hour of the meeting. Each Member Firm Representative will be responsible to provide current contact information (mailing address, telephone number(s), facsimile number, email address) for the Member Firm’s executive(s) and Representative(s). Notice to the parties using such information will be sufficient for all purposes of the Chapter.</p> | <p>in Corporate Bylaws.</p>   |
| <p><b>Section 4. Quorum</b><br/>A majority of the total voting Representatives in good standing shall constitute a quorum at any regular or special meeting of the Chapter. After establishing a quorum, a majority vote of the established quorum shall be valid for the transaction of business.</p>  | <p><b>Section 4. Quorum</b><br/>A majority of the <del>total voting</del> Representatives <u>eligible to vote in good standing, shall will</u> constitute a quorum at any regular or special meeting of the Chapter. <del>After establishing a quorum, a</del> majority vote of the <del>established</del> <u>Representatives eligible to vote and present at the meeting will be valid</u> <del>quorum shall be valid</del> for the transaction of business.</p>  | <p><b>Section 4. Quorum</b><br/>A majority of the Representatives eligible to vote will constitute a quorum at any regular or special meeting of the Chapter. A majority vote of the Representatives eligible to vote and present at the meeting will be valid for the transaction of business.</p>   | <p>Minor language changes for clarification. Per legal counsel, the term “good standing” is unclear. The term “eligible to vote” encompasses all reasons why someone might be in attendance at the meeting but whose vote would not be counted.</p> |
| <p><b>ARTICLE VII COMMITTEES</b><br/>The President of each Chapter may appoint any committees, with the exception of the Nominating Committee, deemed necessary to assure the smooth operation of the Chapter. Any committees appointed in the areas of responsibility of a Designated Director shall be chaired by the Designated Director.</p>  | <p><b>ARTICLE VIII COMMITTEES</b><br/>The President of <del>each the</del> Chapter may appoint any committees, <del>with the exception of the Nominating Committee,</del> deemed necessary to assure the <del>smooth successful</del> operation of the Chapter, <u>with the exception of the Nominating Committee.</u> Any committees appointed in the areas of responsibility of a <del>Designated</del> Director <del>shall will</del> be chaired by the <del>Designated respective</del> Director.</p>  | <p><b>ARTICLE VIII COMMITTEES</b><br/>The President of the Chapter may appoint any committees deemed necessary to assure the successful operation of the Chapter, with the exception of the Nominating Committee. Any committees appointed in the areas of responsibility of a Director will be chaired by the respective Director.</p>   | <p>Minor language changes for simplification and clarification.</p>   |
| <p><b>Section 1. Nominating Committee</b></p>   | <p><b>Section 1. Nominating Committee</b></p>  | <p><b>Section 1. Nominating Committee</b></p>   | <p>Minor language changes.</p>  |

| AS WRITTEN   | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
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| <p>A. <u>Formation of Committee.</u> The Committee shall consist of three (3) or five (5) members as follows:</p> <ul style="list-style-type: none"> <li>The immediate past Chapter President, if possible, who shall act as Chairman;</li> </ul> <p>In the absence or inability of the immediate past Chapter President to act, a new Chairman shall be selected by the Board of Directors. “Absence or inability to act” as that phrase is used herein shall mean absence at any meeting of the Committee without reasonable cause as determined by the Board of Directors, or failure to act to carry out the duties of the Chairman of the Committee in the judgment of a majority of the Chapter Board.</p> | <p>A. <u>Formation of Committee.</u> The Committee <del>shall</del> <u>will</u> consist of three (3) or five (5) members as follows:</p> <ul style="list-style-type: none"> <li>The immediate past <del>Chapter</del> President, if possible, who <del>shall</del> <u>will</u> <del>act</del> <u>serve</u> as <del>Chairman</del> <u>chair</u>; In the absence or inability of the immediate past <del>Chapter</del> President to <del>act</del> <u>serve</u>, a new <del>Chairman</del> <u>chair</u> <del>shall</del> <u>will</u> be selected by the <del>Chapter</del> Board <del>of Directors</del>. “Absence or inability to act” as that phrase is used herein <del>shall</del> <u>will</u> mean absence at any meeting of the <del>Committee</del> <u>committee</u> without reasonable cause <del>as determined by the Board of Directors</del>, or failure to act to carry out the duties of the <del>Chairman</del> <u>chair</u> of the <del>Committee</del> <u>committee</u> in the judgment of a majority of the Chapter Board.</li> </ul> | <p>A. <u>Formation of Committee.</u> The Committee will consist of three (3) or five (5) members as follows:</p> <ul style="list-style-type: none"> <li>The immediate past President, if possible, who will serve as chair; In the absence or inability of the immediate past President to serve, a new chair will be selected by the Chapter Board. “Absence or inability to act” as that phrase is used herein will mean absence at any meeting of the committee without reasonable cause, or failure to act to carry out the duties of the chair of the committee in the judgment of a majority of the Chapter Board.</li> </ul>  | <p>Minor language changes.</p>  |
| <ul style="list-style-type: none"> <li>One (1) member elected by the Board of Directors, preferably from within its own membership, after installation of the Board; and</li> </ul>  | <ul style="list-style-type: none"> <li>One (1) member elected by the <del>Chapter</del> Board <del>of Directors</del>, preferably from within its own membership, after installation of the <del>Chapter</del> Board; and</li> </ul>   | <ul style="list-style-type: none"> <li>One (1) member elected by the Chapter Board, preferably from within its own membership, after installation of the Chapter Board; and</li> </ul>   | <p>Minor language changes.</p>  |
| <ul style="list-style-type: none"> <li>At the option of the membership, either one (1) or three (3) members elected by the membership at the Chapter’s annual meeting after election of the Board, but who shall not be Representatives of Member Firms which have representatives currently elected to the Board.</li> </ul> <p>Should a vacancy occur in one of the elected Committee positions, a replacement for that particular vacancy will be elected in the same manner as the original member.</p>  | <ul style="list-style-type: none"> <li>At the option of the membership, either one (1) or three (3) members elected by the <del>membership</del> <u>Representatives eligible to vote</u> at the Chapter’s annual <del>business</del> meeting after election of the <del>Chapter</del> Board. <del>Committee members elected, but who shall</del> <u>will</u> not be Representatives of Member Firms which have representatives currently elected to the <del>Chapter</del> Board.</li> </ul> <p>Should a vacancy occur in one of the elected <del>Committee</del> positions <u>on the Nominating Committee</u>, a replacement for that particular vacancy will be elected in the same manner as the original member. <u>The failure to timely fill a vacancy on the Nominating Committee will not invalidate the actions of the committee.</u></p>   | <ul style="list-style-type: none"> <li>At the option of the membership, either one (1) or three (3) members elected by the Representatives eligible to vote at the Chapter’s annual business meeting after election of the Chapter Board. Committee members elected will not be Representatives of Member Firms which have representatives currently elected to the Chapter Board.</li> </ul> <p>Should a vacancy occur in one of the elected positions on the Nominating Committee, a replacement for that particular vacancy will be elected in the same manner as the original member. The failure to timely fill a vacancy on the Nominating Committee will not invalidate the actions of the committee.</p> | <p>Minor language changes for clarification.</p>                            |
| <p>B. <u>Nomination of Delegates.</u> The Committee shall select and propose to the membership, in time to meet Corporate filing requirements,</p>   | <p>B. <del>—</del> <u>Nomination of Delegates.</u> The <del>Nominating</del> Committee <del>shall</del> <u>will</u> select and propose to the membership, in time to meet <del>the</del></p>   | <p>B. <u>Nomination of Delegates.</u> The Nominating Committee will select and propose to the membership, in time to meet the Corporation’s filing</p>   | <p>Minor language changes for clarification.<br/> <b>NEED TO REREAD</b></p> |

| AS WRITTEN  | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS   |
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| <p>nominees for Delegates and Alternates to the Annual Meeting of the Corporation. It is the duty of the Nominating Committee to specify their selections of Delegates and first, second Alternates, etc., and to present the nominees in that order for ratification by the membership. The membership shall be advised in writing of these proposed nominees prior to the Chapter's business meeting at which the Committee makes its report and elections take place and at which time nominations may be made from the floor.</p>   | <p>Corporation's filing requirements, nominees for Delegates and Alternates to the Annual Meeting of the Corporation. It is the duty of the Nominating Committee to specify their selections of Delegates and first, <del>and</del> second <del>(or more)</del> Alternates, <del>etc.</del>, and to present the nominees in that order for ratification by the Chapter membership. The Chapter membership <del>shall</del> will be advised in writing of these proposed nominees prior to the Chapter's business meeting at which the <del>Committee</del> committee makes its report and elections take place. <u>At said business meeting of the Chapter and at which time nominations for Delegates or Alternates may be made from the floor by Representatives eligible to vote.</u></p>  | <p>requirements, nominees for Delegates and Alternates to the Annual Meeting of the Corporation. It is the duty of the Nominating Committee to specify their selections of Delegates and first and second (or more) Alternates, and to present the nominees in that order for ratification by the Chapter membership. The Chapter membership will be advised in writing of these proposed nominees prior to the Chapter's business meeting at which the committee makes its report and elections take place. At said business meeting of the Chapter nominations for Delegates or Alternates may be made from the floor by Representatives eligible to vote.</p>   |  |
| <p>C. <u>Nomination of Board.</u> The Committee, through adequate means, shall solicit views from the membership for the purpose of selecting nominees for the office of Vice President/President-Elect, Secretary, Treasurer, Sergeant-at-Arms, Membership Director, Program Director, Publication Director, Ways and Means Director, and an optional Director-at-Large. Prior to the June meeting, at which the Nominating Committee makes its report, and at which time nominations may be made from the floor, written notice shall be sent to all Representatives listing the current President-Elect as President and the nominees selected and proposed by the Committee. Other nominations may thereafter be submitted by any five (5) Representatives, in writing, to the President up to and including July 31, at which time the nominations are automatically closed. Should there be nominations other than those submitted by the Committee, the membership shall be notified in writing at least ten (10) days prior to the annual meeting held in September of each year.</p> | <p>C. <del>—</del> <u>Nomination of Chapter Board.</u> The Committee, <del>through adequate means, shall</del> will solicit views from the membership <u>of the Chapter</u> for the purpose of selecting nominees for <del>the office of Vice President/President-Elect, Secretary, Treasurer, Sergeant-at-Arms, Membership Director, Program Director, Publication Director, Ways and Means Director, and an optional Director-at-Large</del> <u>Officers and Directors of the Chapter.</u> Prior to the <del>June</del> <u>business meeting of the Chapter,</u> at which the Nominating Committee makes its report, <del>and at which time nominations may be made from the floor,</del> written notice <del>shall</del> will be sent to all Representatives listing the current <u>Vice President</u>/President-Elect as President and the nominees selected and proposed by the Committee. Other nominations may thereafter be submitted by any five (5) Representatives, in writing, to the President up to and including <u>thirty (30) days prior to the annual business meeting</u> <del>July 31,</del> at which time the nominations are automatically closed. Should there be nominations other than those submitted by the <del>Committee</del> committee, the</p> | <p>C. <u>Nomination of Chapter Board.</u> The Committee will solicit views from the membership of the Chapter for the purpose of selecting nominees for Officers and Directors of the Chapter. Prior to the business meeting of the Chapter at which the Nominating Committee makes its report, written notice will be sent to all Representatives listing the current Vice President/President-Elect as President and the nominees selected and proposed by the Committee. Other nominations may thereafter be submitted by any five (5) Representatives, in writing, to the President up to and including thirty (30) days prior to the annual business meeting, at which time the nominations are automatically closed. Should there be nominations other than those submitted by the committee, the membership will be notified in writing at least ten (10) days prior to the annual business meeting. Nominations for the positions to be voted upon may be made from the floor at the annual business meeting if approved by a majority of the Representatives eligible to vote at the meeting. If nominations are made from the floor, vote will be by written ballot.</p> | <p>Language changes for simplification and clarification. Changing a firm deadline allows the Chapter to set the date, taking into account the time lines and upcoming renewal dates of its Member Firms. The Nominating Committee will need to be aware of any firms with renewals (on anniversary dates) that fall during this period.</p> |

| AS WRITTEN   | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
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|  | <p>membership <del>shall</del><u>will</u> be notified in writing at least ten (10) days prior to the annual <del>business</del> meeting <del>held in September of each year</del>. <del>Nominations for the positions to be voted upon may be made from the floor at the annual business meeting if approved by a majority of the Representatives eligible to vote at the meeting. If nominations are made from the floor, vote will be by written ballot.</del></p>   |  |   |
| <p><b>Section 2. Other Standing Committees</b><br/> Other Standing Committees may be designated in the Chapter Standing Rules.</p>   | <p>No changes to current language.</p>   |  |   |
|  | <p><b>NEW SECTION</b><br/> <b>Section 3. Other Committees</b><br/> Other committees may be established by the President or Chapter Board as deemed necessary or appropriate.</p>   | <p><b>Section 3. Other Committees</b><br/> Other committees may be established by the President or Chapter Board as deemed necessary or appropriate.</p>   |   |
| <p><b>ARTICLE VIII</b><br/> <b>NAME AND GEOGRAPHIC BOUNDARIES</b><br/> <b>Section 1. Boundaries</b><br/> The name and geographic boundaries of the Chapter shall be established by the membership and approved by the Corporate Board, and are as follows:<br/> (list approved boundaries for your Chapter)<br/> Changes in the name and/or geographic boundaries of a Chapter shall be approved by a majority of the members of a Chapter and by the Corporate Board.</p> | <p><b>ARTICLE <del>VIII</del><u>IX</u></b><br/> <b>NAME AND GEOGRAPHIC BOUNDARIES</b><br/> <b>Section 1. Boundaries</b><br/> The name and geographic boundaries of the Chapter <del>shall</del><u>will</u> be established by the <u>Chapter</u> membership and approved by the Corporate Board, and are as follows:<br/> (list approved boundaries for your Chapter)<br/> Changes in the name and/or geographic boundaries of a Chapter <del>shall</del><u>will</u> be approved by a majority of the members of a Chapter and by the Corporate Board. <u>From time to time, for purposes deemed to be in the best interest of the growth of the Corporation, the Corporate Board may initiate actions to modify Chapter boundaries in consultation with any affected Chapters.</u></p> | <p><b>ARTICLE IX</b><br/> <b>NAME AND GEOGRAPHIC BOUNDARIES</b><br/> <b>Section 1. Boundaries</b><br/> The name and geographic boundaries of the Chapter will be established by the Chapter membership and approved by the Corporate Board, and are as follows:<br/> (list approved boundaries for your Chapter)<br/> Changes in the name and/or geographic boundaries of a Chapter will be approved by a majority of the members of a Chapter and by the Corporate Board. From time to time, for purposes deemed to be in the best interest of the growth of the Corporation, the Corporate Board may initiate actions to modify Chapter boundaries in consultation with any affected Chapters.</p> | <p>Revision permits Corporate Board to initiate discussions regarding boundary changes that could open up possibilities for growth for the organization. Such discussion would be initiated by the Corporate Board if/when an inquiry is received from individuals employed by firms within a Chapter's boundaries who may not be in close proximity to the city where the affected Chapter is based and who may be interested in forming a new Chapter their location.</p> |
| <p><b>Section 2. Waiver</b><br/> Geographic rights of a Chapter may be waived by a Chapter Board, or waiving of the geographic rights of another Chapter may be requested by a Chapter Board. In such event, a signed waiver must be received before such jurisdiction is given.</p>   | <p><b>Section 2. Waiver</b><br/> Geographic rights of a Chapter may be waived by a Chapter Board <u>upon the request of another Chapter or the Corporate Board, or waiving of the geographic rights of another Chapter may be requested by a Chapter Board.</u> In such event, a signed waiver must be received before such jurisdiction is given.</p>   | <p><b>Section 2. Waiver</b><br/> Geographic rights of a Chapter may be waived by a Chapter Board upon the request of another Chapter or the Corporate Board. In such event, a signed waiver must be received before such jurisdiction is given.</p>  | <p>Minor language changes for simplification and consistency with Corporate Bylaw provision.</p>  |

| AS WRITTEN  | PROPOSED REVISIONS   | PROPOSED NEW LANGUAGE   | RATIONALE/COMMENTS   |
|---|--|---|--|
| <p><b>ARTICLE IX<br/>PARLIAMENTARY AUTHORITY</b><br/>Robert's Rules of Order (newly revised latest edition) shall be the authority governing proceedings in business meetings of the Chapter and of the Board insofar as such rules do not conflict with the Bylaws of the Corporation governing the Chapter and governing law.</p>   | <p><b>ARTICLE IX<br/>PARLIAMENTARY AUTHORITY</b><br/>Robert's Rules of Order (newly revised latest edition) <del>shall will be the authority</del> governing proceedings in <del>business</del> meetings of the Chapter and of the <del>Chapter</del> Board insofar as such rules do not conflict with the <del>Corporate</del> Bylaws, <del>Chapter Bylaws, or any of the Corporation governing the Chapter and</del> governing law.</p>  | <p><b>ARTICLE X<br/>PARLIAMENTARY AUTHORITY</b><br/>Robert's Rules of Order (newly revised latest edition) will govern proceedings in meetings of the Chapter and of the Chapter Board insofar as such rules do not conflict with the Corporate Bylaws, Chapter Bylaws, or any governing law.</p>   | <p>Minor language changes.</p>   |
| <p><b>MOVED FROM ARTICLE IV, SECTION 4</b><br/>All Member Firms shall have access to all records of the Chapter, but only for purposes determined by the Chapter Board to be legally valid and consistent with the purposes and mission of the Corporation and Chapter. No unauthorized use or exploitation of the Chapter records may be made by any Member Firm.</p>  | <p><b>NEW ARTICLE<br/>ARTICLE XI<br/>ACCESS TO RECORDS</b><br/>All Member Firms <del>shall will</del> have access to all records of the Chapter, but only for purposes determined by the Chapter Board to be legally valid and consistent with the purposes and mission of the Corporation and Chapter. No unauthorized use or exploitation of the Chapter records may be made by any Member Firm.</p>   | <p><b>ARTICLE XI<br/>ACCESS TO RECORDS</b><br/>All Member Firms will have access to all records of the Chapter, but only for purposes determined by the Chapter Board to be legally valid and consistent with the purposes and mission of the Corporation and Chapter. No unauthorized use or exploitation of the Chapter records may be made by any Member Firm.</p>   | <p>Minor language change.</p>  |
| <p><b>ARTICLE X<br/>DISSOLUTION OF A CHAPTER</b><br/>Dissolution of a Chapter shall occur upon revocation or surrender of said Chapter's charter for reasons specified in the Corporate Bylaws. Upon dissolution of the Chapter, the Treasurer of said Chapter shall pay all outstanding debts. Any funds remaining in the Chapter Treasury of a U.S.A. Chapter shall be distributed to EWIB/C/DP, a non-profit corporation, so long as such organization continues to exist or any successor organization. If EWIB/C/DP is no longer in existence, then all funds remaining in the Chapter shall be distributed to Executive Women International.</p> <p>For all Chapters outside of the U.S.A., any funds remaining in the Chapter treasury shall be distributed to Executive Women International unless prohibited or restricted by the law of that country, state or province in which the Chapter is located. In that event, such funds shall be distributed to a charitable organization, qualified under the laws of that country, state or province, and approved by the Corporate Board of Directors</p> | <p><b>ARTICLE XII<br/>DISSOLUTION OF A CHAPTER</b><br/>Dissolution of <del>thea</del> Chapter <del>shall will</del> occur upon revocation or surrender of <del>said the</del> Chapter's charter <del>for reasons specified in the Corporate Bylaws—by the Corporation, or upon a majority vote of the Chapter Board and voting Representatives.</del> Upon dissolution of the Chapter, the <del>Treasurer of said</del> Chapter <del>shall will</del> pay all <del>of its</del> outstanding debts. Any funds remaining in the Chapter Treasury of a U.S.A. Chapter <del>shall will</del> be distributed to <del>EXECUTIVE WOMEN INTERNATIONAL Business/Career/Development Program (“EWI B/C/DP”), a non-profit corporation qualified under Section 501(c)(3) of the federal Internal Revenue Code,</del> so long as such organization continues to exist, or <del>to</del> any successor organization. If EWIB/C/DP is no longer in existence, then all funds remaining in the Chapter <del>shall will</del> be distributed to <del>EXECUTIVE WOMEN INTERNATIONALxecutive Women International.</del></p> <p>For all Chapters outside of the U.S.A., any funds remaining in the Chapter treasury <del>shall will</del> be</p> | <p><b>ARTICLE XII<br/>DISSOLUTION OF A CHAPTER</b><br/>Dissolution of the Chapter will occur upon revocation or surrender of the Chapter's charter by the Corporation, or upon a majority vote of the Chapter Board and voting Representatives. Upon dissolution of the Chapter, the Chapter will pay all of its outstanding debts. Any funds remaining in the Chapter Treasury of a U.S.A. Chapter will be distributed to EXECUTIVE WOMEN INTERNATIONAL Business/Career/Development Program (“EWI B/C/DP”), a non-profit corporation qualified under Section 501(c)(3) of the federal Internal Revenue Code, so long as such organization continues to exist, or to any successor organization. If EWIB/C/DP is no longer in existence, then all funds remaining in the Chapter will be distributed to EXECUTIVE WOMEN INTERNATIONAL.</p> <p>For all Chapters outside of the U.S.A., any funds remaining in the Chapter treasury will be distributed to EXECUTIVE WOMEN INTERNATIONAL unless prohibited or restricted by</p> | <p>Language changes for clarification. Providing for funds at dissolution of a Chapter to be directed to EWI's B/C/DP was adopted many years ago to reflect support of EWI B/C/DP which is the preferred charity of EWI.</p> |

| AS WRITTEN   | PROPOSED REVISIONS  | PROPOSED NEW LANGUAGE  | RATIONALE/COMMENTS  |
|--|---|--|---|
| <p>of Executive Women International.</p>   | <p>distributed to <del>Executive Women International</del> <b>EXECUTIVE WOMEN INTERNATIONAL</b> unless prohibited or restricted by the law of that country, state or province in which the Chapter is located. In that event, such funds shall be distributed to a charitable organization, qualified under the laws of that country, state or province, and approved by the Corporate Board <del>of Directors of Executive Women International.</del></p>  | <p>the law of that country, state or province in which the Chapter is located. In that event, such funds shall be distributed to a charitable organization, qualified under the laws of that country, state or province, and approved by the Corporate Board.</p>  |   |
| <p><b>ARTICLE XI<br/>CHAPTER STANDING RULES</b><br/>The Chapter may adopt Standing Rules to govern the conduct and business of the Chapter, which rules shall not be inconsistent with these Bylaws, the Corporate Bylaws, the Procedure Manual and California law.</p> <p>Any Standing Rules that may be adopted may be amended by the Chapter membership.</p>  | <p><b>ARTICLE XII</b><br/><b>CHAPTER STANDING RULES</b><br/>The Chapter may adopt <u>or amend</u>- Standing Rules to govern the conduct and business of the Chapter. <del> , which Such</del> rules <del>shall will</del> not be inconsistent with these Bylaws, the Corporate Bylaws, <del>the Corporate and Chapter Procedure procedures Manual and California law</del> <u>the laws applicable to the Chapter.</u></p> <p><del>Any Standing Rules that may be adopted may be amended by the Chapter membership.</del></p>  | <p><b>ARTICLE XIII<br/>CHAPTER STANDING RULES</b><br/>The Chapter may adopt or amend Standing Rules to govern the conduct and business of the Chapter. Such rules will not be inconsistent with these Bylaws, the Corporate Bylaws, Corporate and Chapter procedures and the laws applicable to the Chapter.</p>   | <p>Language changes for simplification/clarification.</p>   |
| <p><b>ARTICLE XII<br/>AMENDMENTS</b><br/>The Corporate Bylaws Committee shall initiate or receive for consideration by the Corporate Board proposed amendments to these Bylaws or to the Corporate Bylaws. In addition, proposed amendments to these Bylaws or to the Corporate Bylaws may be prepared by and recommended by a majority of the Corporate Board in consultation with legal counsel for the Corporation, or, if requested by any Chapter in accordance with California law and Article V of the Corporate Bylaws, and shall be mailed by the Corporate Secretary to each Chapter not less than sixty (60) nor more than ninety (90) days prior to the date of the Corporation’s Annual Meeting. Any such amendment shall be adopted upon receiving a two-thirds vote represented by Delegates present at the meeting.</p> <p>In the event that written notice is not given as provided above prior to the Corporation’s Annual</p> | <p><b>ARTICLE XIII</b><br/><b>AMENDMENTS</b><br/>The Corporate Bylaws Committee <del>shall will</del> initiate or receive for consideration by the Corporate Board proposed amendments to these <del>Chapter</del> Bylaws <del>or to the Corporate Bylaws</del>. In addition, proposed amendments to these <del>Chapter</del> Bylaws <del>or to the Corporate Bylaws</del> may be prepared <del>by</del> and recommended by a majority of the Corporate Board in consultation with legal counsel for the Corporation. <u>Any Chapter may submit a proposed amendment to the Corporate or Chapter Bylaws no less than one hundred and fifty (150) days prior to the Annual Meeting for consideration by the Corporate Board as provided in Article V of the Corporate Bylaws and , or, if requested by any Chapter</u> in accordance with California law <del>and Article V of the Corporate Bylaws, and shall be mailed by the Corporate Secretary to each Chapter not less than sixty (60) nor more that ninety (90) days prior to the date of the Corporation’s Annual Meeting. Any such amendment shall be adopted</del></p> | <p><b>ARTICLE XIV<br/>AMENDMENTS</b><br/>The Corporate Bylaws Committee will initiate or receive for consideration by the Corporate Board proposed amendments to these Chapter Bylaws. In addition, proposed amendments to these Chapter Bylaws may be prepared and recommended by a majority of the Corporate Board in consultation with legal counsel for the Corporation. Any Chapter may submit a proposed amendment to the Corporate or Chapter Bylaws no less than one hundred and fifty (150) days prior to the Annual Meeting for consideration by the Corporate Board as provided in Article V of the Corporate Bylaws and in accordance with California law.</p> | <p>Language changes for simplification of this provision and consistency with related Corporate Bylaw provisions.</p> |

| <b>AS WRITTEN</b>  | <b>PROPOSED REVISIONS</b>   | <b>PROPOSED NEW LANGUAGE</b>   | <b>RATIONALE/COMMENTS</b> |
|--|---|--|---------------------------|
| <p>Meeting, upon affirmative vote of three-fourths of the voting Delegates, a proposed amendment may be placed on the agenda. In such event, said amendment shall be adopted upon receiving a two-thirds vote represented by Delegates present at the meeting.</p> | <p><del>upon receiving a two-thirds vote represented by Delegates present at the meeting.</del></p> <p><del>In the event that written notice is not given as provided above prior to the Corporation's Annual Meeting, upon affirmative vote of three-fourths of the voting Delegates, a proposed amendment may be placed on the agenda. In such event, said amendment shall be adopted upon receiving a two-thirds vote represented by Delegates present at the meeting.</del></p> |  |                           |
|  | <p><b>NEW</b><br/> <b><u>SECRETARY'S CERTIFICATE</u></b></p> <p><u>The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted as the Bylaws for the Corporation on _____, 2010.</u></p> <p><u>Dated: _____</u><br/> <u>Signature: _____</u></p>  | <p><b>SECRETARY'S CERTIFICATE</b></p> <p>The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted as the Bylaws for the Corporation on _____, 2010.</p> <p>Dated: _____<br/>             Signature: _____</p> |                           |



CONNECTIONS | CAREERS | COMMUNITY

## MEMORANDUM

TO: All EWI® Members

CC: 2009-2010 Corporate Board and Advisor

FROM: Peggy Quinn, 2009-2010 Corporate Advisor and Nominating Committee Chair

DATE: June 15, 2010

RE: The Regular Ticket for the 2010-2011 EWI Corporate Board of Directors

It is my pleasure to announce the following Regular Ticket and proposed slate for our 2010-2011 Corporate Board of Directors:

**Corporate Board Position**

**Nominee**

Vice President/ President Elect

Lisa Stokes  
B.R.P. Entertainment  
EWI of Harrisburg

Secretary/Treasurer

Renea Callery  
Lake Trust Credit Union  
EWI of Detroit-Windsor

Professional Development Director

Ronwyn Anderson  
Soft-Lite Windows, LLC  
EWI of Nashville

Recruitment and Retention Director

Nancy Harrison  
UtiliFlex  
EWI of Chattanooga

Marketing Director

Karen Skirten  
TierOne Travel  
EWI of Calgary

Chapter Development Director

Kerry Feltenberg  
Arizona Grand Resort  
EWI of Phoenix



CONNECTIONS | CAREERS | COMMUNITY

Sharon Bennett, Lifetouch, EWI of Cincinnati/N. KY, was elected at the 2009 Annual Meeting in Louisville to serve as Vice-President/President Elect. She will be installed as President at the 2010 Annual Meeting in Kansas City, Missouri, on September 25, 2010.

As immediate Past Corporate President, Louise Anderson, Maurice H. Joseph, Inc., EWI of Jackson, will fulfill the position of Corporate Advisor for the 2010-2011 Corporate Board of Directors.

This Regular Ticket and proposed slate was determined by the 2009-2010 Corporate Nominating Committee (elected during the 2009 Annual Meeting in Louisville, Kentucky) at its meeting on June 13 - 14, 2010 by unanimous vote. As set forth in our procedures, the "Twelve Common Characteristics of Leaders and Criteria for Effective Leadership" were utilized to review and evaluate the candidates' applications, combined with Chapter and Corporate experience, business experience, and other organizational experience. We appreciate the commitment of all individuals who submitted applications for consideration and their ongoing service to the mission of EWI. Chapters must continue to encourage and prepare representatives for Corporate leadership positions, both elected and appointed.

Please join the Nominating Committee members and me in extending congratulations to the 2010-2011 Corporate Board Nominees, their Chapters, and their firms. We appreciate their dedication to the mission and goals of EWI, their willingness to serve in these leadership positions, and we applaud the support and commitment of their firms.

2009-2010 Corporate Nominating Committee members are:

| <b><u>Nominating Committee Position</u></b> | <b><u>Member</u></b>   |
|---|--|
| Chair                                       | Peggy Quinn<br>University of Memphis<br>EWI of Memphis                 |
| Vice President/President Elect              | Sharon Bennett<br>Lifetouch<br>EWI of Cincinnati/N. KY                 |
| Eastern Division Representative             | Debora Honodel<br>Southern States Cooperative, Inc.<br>EWI of Richmond |
| Central Division                            | Connie Ross<br>Marmon Mok Architecture<br>EWI of San Antonio           |
| Western Division Representative             | Ruthanne Morgan<br>Cement Cutting, Inc.<br>EWI of San Diego            |

# EXECUTIVE WOMEN INTERNATIONAL®

## 2010-2011 Corporate Board of Directors QUALIFICATIONS OF NOMINEES

|   |  |
|---|--|
| <p style="text-align: center;"><b>PRESIDENT</b><br/><b>Sharon Bennett</b><br/><b>EWI of Cincinnati/N. Kentucky</b></p> <p>Lifetouch<br/>Church Consultant</p> <p><b><u>Corporate Experience</u></b><br/>Vice President/President Elect 2009-2010<br/>B/C/DP Board of Trustees 2009-2010<br/>EWI Global Alliance Board 2009-2010<br/>Budget Committee Chair 2009-2010<br/>Grant Writing/Sponsorship Co-Chair 2009-2010<br/>Task Force Bylaws Committee 2009-2010<br/>Task Force Procedure Manual Review 2009-2010<br/>Internship Committee 2009-2010<br/>Planned Giving Committee 2009-2010<br/>LCAM Committee 2008-2009<br/>70<sup>th</sup> Anniversary ad hoc 2007-2008<br/>EWI Ambassador 2007-2008<br/>Membership Advisor 2004-2008<br/>Corporate Reading Rally 2006-2007<br/>Membership Chair 2002-2003<br/>Multi-location Committee Chair 2002-2003<br/>Membership Director 2002-2003<br/>B/C/DP Board of Trustees 2001-2002<br/>Communication Director 2001-2002<br/>Membership Advisor 2000-2001<br/>Regional Director 1999-2001<br/>Global Expansion Chair 2000<br/>Marketing Committee 1999</p> <p><b><u>Chapter Experience</u></b><br/>Publications Director 2006-2008<br/>Membership Director 2005-2006<br/>Ways and Means Director 2004-2005<br/>President 1998<br/>Vice President 1997<br/>Ways and Means Director 1996-1997</p> | <p style="text-align: center;"><b>VICE PRESIDENT/PRESIDENT-ELECT</b><br/><b>Lisa Stokes</b><br/><b>EWI of Harrisburg</b></p> <p>B.R.P. Entertainment<br/>President/Owner</p> <p><b><u>Corporate Experience</u></b><br/>Marketing/Public Relations Director 2009-2010<br/>LCAM Committee Chair 2009-2010<br/>Professional Development Committee 2009<br/>ASIST Liaison 2008<br/>Nominating Committee 2007<br/>Membership Advisor 2005-2007</p> <p><b><u>Chapter Experience</u></b><br/>Philanthropy Committee Chair 2004<br/>President 2003<br/>Vice President 2002<br/>Publication Committee Chair 2000-2001</p> |
|---|--|

**SECRETARY/TREASURER**

**Renea Callery  
EWI of Detroit-Windsor**

Lake Trust Credit Union  
Administrative Assistant to the CEO

**Corporate Experience**

Membership Director 2009-2010  
Education/Professional Development Director  
2008-2009  
Literacy/Reading Rally Committee 2008  
Ad-Hoc Committee for 70<sup>th</sup> LCAM 2008  
Membership Advisor 2008  
EWI Ambassador 2007-2008  
Corporate Reading Rally Chair 2007  
Literacy/Reading Rally Committee 2005  
Membership Priority Advisor 2002  
Secretary/Treasurer 2001-2002  
B/C/DP Board of Trustee 2001-2002  
Budget Committee 2001-2002  
Regional Director 1999-2001

**Chapter Experience**

Membership Advisor 2008  
Program Director 2007-2008  
B/C/DP Director 2007  
ROAR Chair 2003-2006  
(Recruit-Orientate-Activate-Retain)  
Literacy Chair 2002 to present  
Bylaws Committee 2004-2005  
W&M Chair 2000-2002 & 2003-2005  
Budget Committee 1998-99  
Advisor 1999  
Nominating Chair 1999  
Regional Conference Chair 1998-99  
President 1998  
Vice-President 1997  
Ways & Means 1996  
Treasurer 1994-95  
Publications Director 1993

**CHAPTER DEVELOPMENT DIRECTOR**

**Kerry Feltenberg  
EWI of Phoenix**

Arizona Grand Resort  
Director of Catering/Conference Services

**Corporate Experience**

Regional Director 1999

**Chapter Experience**

President 2009-2010  
Ways and Means Committee 2009-10  
Membership Committee 2009-10  
Vice President/President Elect 2008-2009  
Advisor 1999  
Nominating Chair 1999  
Strategic Planning Chair 1999  
President 1998  
Bylaws Committee 1998  
Regional Conference Chair 1998  
Budget Committee 1997-1998  
Vice President 1997  
Program Chair 1996

**MARKETING DIRECTOR  
Karen Skirten  
EWI of Calgary**

TierOne Travel  
Owner/Operator

**Corporate Experience**

Expansion Director 2009-2010  
EWI Global Alliance Board 2009-2010  
Expansion Committee 2007-2008

**Chapter Experience**

Golf Chair 2009 – 2010  
Endowment Funds Chair, 2009-2010, 2008-2009  
Technical Committee 2008-2009  
Chapter Advisor 2007-2008  
President 2006-2007  
Vice President/Acting President 2005-2006  
Program Director 2004-2005  
Program Committee 2003-2004  
Ways & Means Committee 2002-2003

**PROFESSIONAL DEVELOPMENT  
DIRECTOR  
Ronwyn Anderson  
EWI of Nashville**

Soft-Lite Windows, LLC  
Director of Human Resources

**Corporate Experience**

EWI Special Scholars 2009-2010  
Grant Writing/Sponsorship Committee 2009-2010  
Membership Advisor 2008-2010  
ASIST Liaison 2008-2009

**Chapter Experience**

Secretary 2010  
Bylaw Chair 2009  
Advisor 2008  
Nominating Chair 2008  
President 2007  
Vice-President 2006  
Membership Committee 2006-2010  
Philanthropy Committee 2006-2010  
EWISP Chair 2005  
Director at Large 2005  
Finance, Budget, Finance Review, Program, EWISP  
& ASIST Committees

**RECRUITMENT AND RETENTION  
DIRECTOR  
Nancy Harrison  
EWI of Chattanooga**

UtiliFlex  
Director of Training and Development

**Corporate Experience**

Secretary-Treasurer 2009-2010  
Chapter Operations & Financial Reporting  
Committee 2009-2010  
Audit Committee 2009-2010  
B/C/DP Board of Trustees 2009-2010  
Budget Committee 2009-2010  
EWI Global Alliance Board 2009-2010  
Corporate Fellows Scholarship Liaison 2008-2009  
Membership Advisor 2008-2009  
Membership Advisor 2007-2008

**Chapter Experience**

Director at Large/Advisor 2009-2010  
Director at Large/Advisor 2007 -2008  
Website/History Chair 2009-2010  
President 2006-2007  
Vice President/President Elect 2005-2006  
Ways and Means Director 2004-2005  
Sergeant-at-Arms 2004-2005  
Secretary 2003-2004  
Publications Director 2004-2004

**ADVISOR  
Louise Anderson  
EWI of Jackson**

Maurice H. Joseph, Inc.  
Vice President

**Corporate Experience**

President 2009-2010  
B/C/DP Board of Trustees 2009-2010  
EWI Global Alliance Board 2009-2010  
Audit Committee 2009-2010  
Vice President/President-Elect 2008-2009  
B/C/DP Board of Trustees 2008-2009  
Budget Committee Chair 2008-2009  
Task Force Bylaws Review Committee 2008-2009  
Task Force Procedures Review Committee 2008-  
2009  
Expansion Director 2007-2008  
Strategic Planning Committee 2007-2008  
EWI Global Alliance Board 2007-2008  
Membership Director 2006-2007  
Strategic Planning Committee 2006-2007  
EWI Global Alliance Board 2006-2007  
Fellows Committee Chair 2005-2006  
Canadian Ad Hoc Chair 2005-2006  
B/C/DP Board 2005-2006  
Education Director 2005-2006  
Membership Priority Program Advisor 2004-2005  
Membership Advisor 2003-2004  
Chartering Committee Member 2000-2001

**Chapter Experience**

Ways & Means Committee 2009-2010  
Hospitality Committee 2008-2009  
Ways & Means Committee 2007-2008  
Ways & Means Director 2004  
Membership Committee 2003, 2005, 2006  
Directory Chair 2001, 2002  
Bylaws Committee Chair 2000  
Nominating Committee Chair 1999  
Strategic Planning Director 1999  
Advisor 1999, 2002, 2003  
Public Relations Chair 1998  
President 1997  
Vice President 1996  
Publication Director 1996  
Conference Chair 1996  
Treasurer 1995  
Sergeant-at-Arms 1994  
Program Committee 1994  
Philanthropy Committee 1993  
Hospitality Committee 1992