

# NON-PROFIT CORPORATE BYLAWS

## ARTICLE 1

### NAME

#### 1.01 Name

The name of this corporation shall be the Women's Network Exchange of Arizona, Inc. The business of the corporation may be conducted as WNEA or The Women's Network Exchange of Arizona.

## ARTICLE 2

### PURPOSES AND POWERS

#### 2.01 Purposes

Women's Network Exchange of Arizona, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

WNEA's purpose is to address, educate and promote working women in the Mohave County area of Arizona to become entrepreneurs and maximize their earnings potential to benefit the community and themselves.

We provide education by holding free programs from community and outside experts to current and prospective members, as well as, utilizing social media channels and the corporation's website to provide information and resources for members to promote their business endeavors.

Our efforts include sending ambassador(s) to the local Chamber of Commerce and the larger community and to hold fundraising events in order to provide member benefits, scholarships for local women furthering their education and to enhance the profile of our organization.

To maximize the corporation's impact on the community, we seek to collaborate with other non-profit organizations which fall under the 501 (c)(3) section of the internal revenue code and are operated exclusively for educational and/or charitable purposes.

At times, per the discretion of the board of directors, we may provide volunteer opportunities or internships which shall provide opportunities for involvement in said programs in order to have a greater impact.

#### 2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the educational and charitable purposes for which the corporation is organized and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **2.03 Nonprofit Status and Activities Limitation**

(a) Nonprofit Legal Status. Women's Network Exchange of Arizona is an Arizona non-profit public benefit corporation, recognized as tax exempt under Section 501 (c)(3) of the Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provisions of these Bylaws, no officer, director, member or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any officer, director, member or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Women's Network Exchange of Arizona, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code which organization(s) have a charitable purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Women's Network Exchange of Arizona shall be selected in the discretion of a majority of the officers of the corporation.

## **ARTICLE 3**

### **MEMBERSHIP**

#### **3.01 Membership**

Any person seeking to benefit the success of working women, shall be entitled to become a member of the Women's Network Exchange of Arizona. Memberships will be valid for one fiscal year beginning March 1 and ending February 28/29 and renewable annually. Partial year memberships covering the period of September 1 to February 28/29 will also be available. Previous members shall not be eligible for partial year memberships. Dues amounts and late fees are set by the board and ratified by a simple majority of the membership at any regular meeting.

#### **3.02 Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges and obligations as established by the board. Affiliates may be individuals, businesses and other organizations that seek to support the mission of the corporation. The board shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates and to make determinations as to affiliates' rights, privileges and obligations. At no time shall affiliate information be shared with or sold to other organization or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, events or on the corporation website or social media. Affiliates have no voting rights and are not members of the organization.

### **3.03 Dues**

Any dues for affiliates shall be determined by the board of directors.

## **ARTICLE 4**

### **BOARD OF DIRECTORS**

#### **4.01 Number of Officers/Board of Directors**

Women's Network Exchange of Arizona shall have a board of directors consisting of at least 3 and no more than 9 officers and/or directors. Within these limits the board may increase or decrease the number serving on the board, including for the purpose of staggering the terms of officers/ directors, if desired.

#### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Women's Network Exchange of Arizona shall be managed under the direction of the board, except as otherwise provided by law.

#### **4.03 Terms**

(a) All officers/ directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

(b) Officers/directors may serve terms in succession.

(c) Elections shall be held in February and the term of office shall be considered to begin March 1 and end February 28/29 of the following year.

#### **4.04 Qualifications and Election of Officers/Directors**

In order to be eligible to serve as an officer/director on the board of directors, the individual must be 18 years of age and a member in good standing of the Women's Network Exchange of Arizona. Candidates for President must have been a member in good standing for a minimum of one year. With prior notice, Officers/Directors will be elected by a simple majority of the membership at the regular February meeting.

#### **4.05 Vacancies**

The board of directors may fill vacancies due to the resignation, death or removal of an officer/director. Appointees shall serve the remainder of the term of the officer/director being replaced.

#### **4.06 Removal of Officers or Directors**

An officer/director may be removed by a two-thirds vote of the board of directors in office, if:

- (a) the officer/director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse a member for a reason deemed adequate by the president. The president shall not have the authority to remove herself from board meeting attendance. In that case the vice president shall excuse the president if warranted OR

- (b) for cause or no cause, if before the meeting of the board at which a vote on removal will be made the officer/director in question is given electronic or written notification of the board's intention to discuss her case and is given the opportunity to be heard at a meeting of the board.

#### **4.07 Board of Director Meetings**

(a) Regular Meetings. The board of directors shall have a minimum of six (6) regular meetings each fiscal year at times and places fixed by the board. Meetings shall be held upon a minimum four (4) days' notice by first-class mail, electronic mail or facsimile transmission or forty-eight (48) hours' notice if delivered personally or by telephone. If sent by first-class mail, email or fax, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day and hour of the meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president or by a majority of the officers/directors. A special meeting must be preceded by at least 2 days' notice to each board member of the date, time and place, but not the purpose of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Arizona law.

#### **4.08 Manner of Acting**

(a) Quorum. A majority of the officer/s directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or the articles of incorporation, the act of the majority of the officers/directors present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that officers/directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on their discretion.

(d) Participation. Except as required otherwise by law, the articles of incorporation, or these bylaws, officers/directors may participate in a regular or special meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or telephone conference call.

#### **4.09 Compensation for Board Service**

Officers/directors shall receive no compensation for carrying out their duties as board members. The board may adopt policies providing for reasonable reimbursement or board members for expenses incurred in conjunction with carrying out board responsibilities.

#### **4.10 Compensation for Professional Services by Directors:**

Officers/Directors are not restricted from being reimbursed for professional services provided to the corporation. Such reimbursement shall be reasonable and fair to the corporation and approved by the board and in accordance with state law.

## **ARTICLE 5**

### **COMMITTEES**

#### **5.01 Committees**

The board of directors may, by a resolution adopted by the majority of the officers/directors then in office, designate one or more committees or task forces, each consisting of one director and two or more general members, to serve at the pleasure of the board. Any committee or task force shall not:

- (a) Amend or repeal bylaws or adopt new bylaws with a majority vote by the general membership.
- (b) Amend or repeal any resolution of the board of directors.
- (c) Appoint any other committees.
- (d) Expend any corporate funds without prior board approval.
- (e) Approve any transaction to which the corporation is a party and one or more directors have a material financial interest.

#### **5.02 Meetings and Action of Committee**

Meetings and actions of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws regarding meetings of the board of directors. The time for regular committee meetings may be determined by the board of directors or by the committee chair. Special meetings of the committee may be called by a resolution of the board of directors. Notice of committee meetings shall be given to regular and alternate members of the committee. Copies of committee meeting minutes shall be presented to the board of directors and filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provisions of these Bylaws.

#### **5.03 Informal Action by the Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For the purposes of the section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members give consent.

## **ARTICLE 6**

### **OFFICERS**

#### **6.01 Board Officers**

The officers of the corporations shall be a board president, vice president(s), secretary, treasurer and immediate past president, all of whom shall be chosen by and serve at the pleasure of the membership. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board. The board may also appoint such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices but not concurrently. Each board position may cast only one vote in any matter before the board.

## **6.02 Term of Office**

Each officer shall serve a one-year (1) year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the membership at the end of their three (3) year terms or to fill a vacancy in an officer position. Each board officer's term of office shall begin on March 1 after their election and shall end on February 28/29 or until their successor is elected and installed.

## **6.03 Removal and Resignation**

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the board of directors. Any notice of resignation shall take effect upon receipt of the notice if a date is not specified in the resignation. An acceptance of the resignation shall not be necessary to make it effective.

## **6.04 Board President**

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors and shall perform all other duties incident to the office or properly required by the board of directors.

## **6.05 Vice President(s)**

In the absence or disability of the board president, the ranking vice-president shall perform the duties of the board president. When so acting, the vice president shall have all the powers of and be subject to all the restrictions upon the board president. The vice president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

## **6.06 Secretary**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the board of directors and committee actions. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all board of director and committee meetings as required by the Bylaws. The secretary shall have such other powers and perform such other duties as prescribed by the board of directors or the board president. The secretary may appoint, with the approval of the board, a director to assist in performance of all or part of the duties of secretary.

## **6.07 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other officers or directors the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer may appoint, with board approval, a qualified fiscal agent to assist in performance of all or part of the duties of the treasurer.

## **6.08 Non-Officer Directors**

The board of directors may designate additional director positions of the corporation and may appoint and assign duties to other non-officer directors of the corporation.

## ARTICLE 7

### CONTRACTS, CHECKS, LOANS, INDEMNIFICATIONS AND RELATED MATTERS

#### **7.01 Contracts and Other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants and other agreements of the corporations shall be executed on its behalf by the president or other persons the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

#### **7.02 Checks and Drafts**

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

#### **7.03 Deposits**

All funds of the corporations not otherwise employed shall be deposited from time to time to the credit of the corporations in such banks, trust companies or other depository as the board may select.

#### **7.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

#### **7.05 Indemnification**

(a) Mandatory Indemnification. The corporation shall indemnify an officer, director or former officer or director, who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party, because he or she is or was an officer or director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporations shall indemnify an officer, director or former officer or director made a party to a proceeding because he or she is or was an officer or director of the corporation, against liability, incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by and law and payment has been authorized as prescribed by law

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (1) a written affirmation from the officer, director or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the officer, director or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

## **ARTICLE 8**

### **MISCELLANEOUS**

#### **8.01 Books and Records**

The corporations shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

#### **8.02 Fiscal Year**

The fiscal year of the corporation shall be from March 1 to February 28/29 of each year.

#### **8.03 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any officer, director, affiliate or member of a committee with board-delegated powers.

#### **8.04 Nondiscrimination Policy**

The officers, directors, committee members and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation. It is the policy of the Women's Network Exchange of Arizona not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or natural origin.

#### **8.05 Bylaws Amendments**

These Bylaws may be amended, altered, repealed or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however;

- (a) That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code,
- (b) That an amendment does not affect the voting rights of officer, directors or members. An amendment that does affect the voting rights of officers, directors or members further requires ratification by a two-thirds vote of a quorum of directors at a board meeting.
- (c) That all amendments be consistent with the Articles of Incorporation.

## **ARTICLE 9**

### **COUNTER TERRORISM AND DUE DILIGENCE**

- (a) In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Women's Network Exchange of Arizona, Inc. shall stipulate how the funds will be used and shall require



the recipient to provide the corporations with detailed records and financial proof of how the funds were utilized.

- (b) Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practice for U.S. Based Charities" is not mandatory. WNEA willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.
- (c) Women's Network Exchange of Arizona shall also comply with and put into practice the federal guidelines, suggestions, laws and limitations set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to foreign activities.

## **ARTICLE 10**

### **DOCUMENT RETENTION POLICY**

#### **10.01 Purpose**

The purpose of the document retention policy is establishing standards for document integrity, retention and destruction and to promote the proper treatments of Women's Network Exchange of Arizona, Inc.

#### **10.02 Policy**

Section 1. General Guidelines Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

From time to time, Women's Network Exchange of Arizona may establish retention or destruction policies for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant and documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. The Women's Network Exchange of Arizona, Inc. expects all officers, directors and agents to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors and agents should note the following general exception to any stated destruction schedule. If you believe, or WNEA informs you, that corporate records are relevant to litigation or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. minimum Retention Periods for Specific Categories.

(a). Corporate Documents. Corporate records include the corporation's Article of Incorporation, By Laws and IRS Form 1023 and Application for Exemption should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning expenses, proof of contributions made by donors, accounting procedures and other documents concerning the corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

(c) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute "book". A clean copy of all other board and committee materials should be kept for no less than three (3) years by the corporation.

(d) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(e) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

(f) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. The exception to the three year policy may be sales invoices, contracts, leases, licenses and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(g) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g. patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation (i) derives independent economic value from the secrecy of the information; and (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret. (i) Final, executed copies of all contracts entered into by the corporation should be retained. The corporations should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts. Unless correspondence falls another category listed elsewhere in these policies, correspondence should be generally saved for two (2) years.

(h) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventory of products, materials and supplies and any invoices should be kept for seven years.

(i) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(j) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

**Section 4. Electronic Mail.** E-Mail that needs to be saved should be either (i) printed in hard copy and kept in the appropriate file or (ii) downloaded to a computer file and kept electronically or on disk or in a cloud storage as a separate file. The retention period depends upon the subject matter of the email, as covered elsewhere in this policy.

## **ARTICLE 11**

### **TRANSPARANCY AND ACCOUNTABILITY**

#### **11.01 Purpose**

By making full and accurate information about its mission, activities, finances and governance publicly available, Women's Network Exchange of Arizona practices and encourage transparency and accountability to the general public. This policy will:

- (a) Indicate which documents and materials produced by the corporation are presumptively open to members and/or the public.
- (b) indicate which documents and materials produced by the corporation are presumptively closed to members and/or the public.
- (c) Specify which procedures whereby the open/closed status of documents and materials can be altered.

The details of the policy are as follows:

#### **11.02 Financial and IRS documents (Forms 1023 and Form 990)**

Women's Network Exchange of Arizona, Inc. shall provide, upon request, its Internal Revenue Forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy and annual financial statements to the public, at no charge.

#### **11.03 Means and Conditions of Disclosure**

Women's Network Exchange of Arizona shall make available the aforementioned documents on its internet website: [www.wnea.org](http://www.wnea.org) to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as donor lists).
- (b) The website shall clearly inform readers that the document is available and provide directions for downloading it.
- (c) Women's Network Exchange of Arizona, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Women's Network Exchange of Arizona, Inc. shall inform anyone regarding the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

#### **11.04 IRS Annual Information Returns (Form 990)**

Women's Network Exchange of Arizona, Inc. shall submit the Form 990 to its board of directors prior to the filing of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via hard copy or email 10 days before the Form 990 is filed with the IRS. '

#### **11.05 Board**

(a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion private.

(b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific item confidential.

#### **11.06 Donor Records**

(a) No donor records shall be made available to any other person outside the corporation except to authorized government agencies.

(b) Within the corporation, donor records shall be made available to the board when requested.

## **ARTICLE 12**

### **CODE OF ETHICS AND WHISTLEBLOWER POLICY**

#### **12.01 Purpose**

Women's Network Exchange of Arizona, Inc. requires and encourages officers/directors and members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of WNEA to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all members is necessary to achieving compliance with various laws and regulations .

#### **12.02 Reporting Violations**

If any officer/director or member reasonably believes that some policy, practice or activity or the Women's Network Exchange of Arizona, Inc. is in violation of the law a written complaint must be filed by that person with the board President.

#### **12.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicated a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

#### **12.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy or practice to the attention of the Women's Network Exchange of Arizona, Inc. and provides WNEA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protections described below is only available to individuals that comply with this requirement.

Women’s Network Exchange of Arizona, Inc. shall not retaliate against any officer/director or member who, in good faith, has made a protest or raised a complaint against some practice of WNEA or of another individual or entity with whom WNEA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

Women’s Network Exchange of Arizona, Inc. shall not retaliate against any officer/director or member who discloses or threatens to disclose to a public body any activity, policy or practice of WNEA that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare or protection of the environment.

**12.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**12.06 Handling of Reported Violations**

The board president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the board and its appointed special committee and appropriate corrective action shall be taken if warranted by the investigation.

**ARTICLE 13**

**AMENDMENT OF ARTICLES OF INCORPORATION**

**13.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the sitting board of directors

**CERTIFICATE OF ADOPTION OF BYLAWS.**

I do hereby certify that the above stated Bylaws of the Women’s Network Exchange of Arizona, Inc. were approved by the Women’s Network Exchange of Arizona, Inc. Board of Directors on XXXXXXXXXXXXXXXXXXXX and constitute a complete copy of the Bylaws of the corporation.

Secretary: \_\_\_\_\_

Date: \_\_\_\_\_