

**AMENDED BYLAWS OF
THE WOMEN'S BUSINESS COUNCIL
OF CHAMPAIGN COUNTY**

2/5/18

ARTICLE I

Offices

The Women's Business Council of Champaign County (the "Corporation" or "WBC") shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II

Goal and Purpose

The goal and purpose of the Corporation includes providing service(s) to Champaign County communities including charitable and volunteer work as well as sponsoring charitable activities. The Corporation's goal and purpose also includes providing networking opportunities and a forum for Members to discuss career goals, opportunities and mutual concerns. Professional growth for our Members is fostered through the development of leadership skills, the recognition of achievements and contributions, and professional contacts in the business environment.

ARTICLE III

Members

SECTION 1. CLASSES OF MEMBERS. The Corporation shall have three classes of Members. The designation of each class and the qualifications of the Members of each class shall be as follows:

A. REGULAR MEMBERSHIP

1. Regular Membership is open to all Members who work or live in Champaign County.
2. Membership runs from January 1 to December 31 with membership dues payable in December of the preceding year.

B. RETIREMENT MEMBERSHIP

1. WBC Members who retire after a longevity of service may continue their membership after retirement at half of the renewal fee for Regular Membership.

C. HONORARY MEMBERSHIP

1. Honorary Membership may be bestowed upon individuals who by their actions have advanced the objectives of the Women's Business Council.
2. Honorary Members pay no dues.
3. A two-thirds vote by the Board of Directors shall be required for approval of Honorary Membership.

SECTION 2. ELECTION OF MEMBERS. To become a Member, an individual shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for election of a Member. No further election shall be required after the initial election of a Member, and membership shall be continuous unless the Member is terminated or resigns as provided for herein or the membership is transferred as allowed per Article III, Section 6.

SECTION 3. VOTING RIGHTS. No Member shall have any voting rights; all voting rights are reserved for the Board of Directors.

SECTION 4. TERMINATIONS.

- A. Failure to renew dues by December 31 will result in termination of membership.
- B. Failure to pay for a monthly luncheon after receiving notice may result in termination of membership.
- C. All recommendations for terminations will be referred to the Corporation's Board of Directors for investigation.

SECTION 5. RESIGNATION. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Such resignation shall not result in any reimbursements of dues paid.

SECTION 6. TRANSFER OF MEMBERSHIP. If a Member changes jobs, the original membership belongs to the business or entity that paid for it. The business or entity that paid for the original membership may request that it be transferred to another employee within that organization.

ARTICLE IV

Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the Members shall be held in January of each year. At this meeting, annual reports will be given by each Committee, and the election of the Board of Directors (as provided in Article V) shall take place.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Members may be called either by the President or the Board of Directors, for the purpose or purposes stated in the notice of the meeting.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by said Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be determined by the President and/or Vice President.

SECTION 4. NOTICE OF MEETING. Notice of the annual meeting will be included in the monthly newsletter to all Members.

ARTICLE V
Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

SECTION 2. NUMBER, ELECTION, TENURE, AND QUALIFICATIONS. The number of Directors shall be between ten and fifteen, as determined by the President. Only Members are eligible to serve as a Director. The Directors shall be elected annually at the regular annual meeting of the Members. The President shall select a slate of Director nominees to present to the Board of Directors, and each Director nominee shall be elected by the affirmative vote of a majority of the then sitting Directors. Each Director shall hold office until the next meeting for the election of Directors following his or her election and until his or her successor shall have been elected and qualified. The number of Directors may be decreased to not fewer than five or increased to any number from time to time by amendment of this section. No decrease shall have the effect of shortening the term of an incumbent Director. Each Director may only serve a maximum of three consecutive one year terms in one position. After serving five consecutive years on the Board of Directors, it is required that a one year break be taken, except for as provided in Article VI, Section 2. After one year, this Member may be elected to the Board of Directors again.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held in January, the time and place of which meeting shall be provided in a resolution of the Board of Directors with no further notice being required. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five days previous thereto by notice to each Director except that no special meeting of Directors may be held to remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid to the current mailing address of each Director as stated on the membership roster. Notice may also be sent by electronic mail which will be deemed delivered on the date the electronic mail is sent.

SECTION 6. QUORUM AND ACTION BY DIRECTORS. Three-quarters (3/4) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than three-quarters (3/4) of the Directors are present at said meeting, any issues requiring a vote shall be considered by those absent Directors who shall cast their vote via a phone call or e-mail to the President within 48 hours following the meeting.

Unless otherwise provided herein, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present (in person or via absentee voting as provided above) shall be the act of the Board of Directors.

SECTION 7. VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the chairman of the meeting shall order or any Director shall demand that voting be by ballot.

SECTION 8. VACANCIES. Any vacancy occurring for any reason on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed if said Director does not attend nine (9) scheduled Board meetings and seven (7) monthly membership meetings. The removal of a Director shall require the affirmative vote of two-thirds of the Board of Directors which vote shall be held at a meeting called expressly for that purpose.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

ARTICLE VI

Officers

SECTION 1. OFFICERS. The officers of the Corporation shall be a President; one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall be elected by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. Vacancies may be filled or new offices created and filled by the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present. Each officer (other than the President and Vice President) shall hold office for a one year term and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. The President and Vice President shall each serve a term of two years, and the Vice President shall automatically become the President at the expiration of the sitting President's term or upon the death, resignation, or removal of the President. Officers may serve on the Board of Directors for no longer than 5

consecutive years, and may serve again after a one year hiatus, except that if a Vice-President serves his or her second or final year as Vice-President during his or her fifth consecutive year on the Board of Directors, then the Vice-President shall be allowed to serve a sixth and seventh consecutive year on the Board of Directors as President.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The removal of any officer shall require the affirmative vote of a majority of the entire Board of Directors.

SECTION 4. PRESIDENT. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the Members and of the Board of Directors. He or she may execute for the Corporation any contracts, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President must have served on the Board of Directors for two years prior to being eligible to serve as President. The immediate past President serves on the Board of Directors for a one year term as a non-voting Member.

SECTION 5. VICE PRESIDENT. The Vice President (or in the event there be more than one Vice President, each of the Vice Presidents) shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such a designation, or in the absence of any designation, then in the order of their superiority of tenure) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the Vice President (or any of them if there are more than one) may execute for the Corporation any contracts, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The Vice President (or in the event there are more than one Vice President, the Vice President designated by the Board of Directors shall become the President at the expiration of the

sitting President's term or upon the death, resignation, or removal of the President, except that the Vice-President must become President no later than at the end of his or her fifth consecutive year on the Board of Directors and may serve no more than seven consecutive years on the Board of Directors in accordance with Article VI, Section 2.

SECTION 6. SECRETARY. The Secretary shall: (a) record the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary/Treasurer by such Member; (e) distribute the agenda for Board meetings to the Board of Directors; and (f) perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Secretary shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 7. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds of the Corporation, and be responsible therefore and for the receipt and disbursement thereof; (c) shall serve as a backup to the Secretary, if the Secretary is not able to attend the meetings. The Treasurer shall perform such other duties as shall be assigned to her or him by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give bonds for the faithful discharge of her or his duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VII *Committees*

SECTION 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which will consist of two or more Directors and such other persons as the Board of Directors designates, provided that only Members are eligible to serve on committees and a majority of each committee's members must be Directors.

SECTION 2. COMMISSIONS OR ADVISORY COMMITTEES. Commissions or advisory bodies not having and exercising the authority of the Corporation's Board of Directors may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission or advisory body may or may not have Directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf of the Corporation or bind it to any actions, but may make recommendations to the Board of Directors or to the officers of the Corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Members of the Corporation, unless the committee, advisory board,

or commission shall be sooner terminated, or such member is removed from the committee and/or ceases to qualify as a member thereof. The chairperson for each committee shall be a member of the Board of Directors and shall be appointed to the committee by the President. The term for a chairperson is one year, but a chairperson may be selected in the same capacity for two consecutive terms.

SECTION 4. VACANCIES. Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money shall be signed by the Treasurer, President, or Vice President in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Corporation. Within one week of payment, the Treasurer shall provide the President a copy of all invoices and checks that were countersigned by the Vice President (instead of the President).

SECTION 3. DEPOSITS. All funds of the Corporation shall be deposited in a timely manner, within a minimum of one week, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE IX

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors, and shall keep at the registered or principal office a record containing the names and addresses of the Members. All books and records of the Corporation may be inspected by any Member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XI

Dues

SECTION 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of membership fee, if any, and annual dues payable to the Corporation by Members of each class.

ARTICLE XII

Seal

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XIII

Waiver a/Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIV

Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expense (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person may be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

ARTICLE XV

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Any amendment to the bylaws shall be in writing and must be approved by a majority of the entire Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the articles of incorporation.