

SIXTH AMENDED AND RESTATED

BYLAWS OF

WOMEN IN FILM DALLAS, INC.

A NON-PROFIT CORPORATION

August 13, 2018

ARTICLE I

MISSION STATEMENT

Women in Film Dallas, Inc. (“the Corporation”) empowers, promotes, and mentors professional women in film, television, and screen-based media, as well as actively pursues equitable treatment and opportunities for women. The Corporation will participate with other women in film chapters through its membership in Women in Film and Television International.

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Dallas, County of Dallas at such place as the Board of Directors shall from time to time in its discretion determine. When an actual physical location is not designated by the Board of Directors, the principal office shall be located at the then current President’s home, regardless of whether her home is in Dallas or another town or city in Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The Corporation shall have, and continuously maintain, in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act (the “Act”). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Place of Meetings. All meetings of the members shall be held at the principal office of the Corporation or at such other place within the State of Texas as may be determined by the Board of Directors and set forth in the respective notice or waivers of notice of such meeting.

Section 2. Annual Meeting. An annual meeting of members of the Corporation shall be held each year (no later than November 30) on such date and at such time as shall be designated by the Board of Directors and stated in the notice of the meeting or a duly executed waiver of notice of such meeting.

Section 3. Special Meeting. A special meeting of the members may be called at any time by the President, a majority of the Board of Directors or a petition signed by twenty (20) members in good standing and submitted to the President or as otherwise provided by the Articles of Incorporation of the Corporation. A special meeting shall be held on such date and at such time as shall be designated by the person calling the meeting and stated in the notice of the meeting or a duly executed waiver of notice of such meeting. Only such business shall be transacted at a special meeting of members as shall be stated or indicated in the notice of such meeting or any duly executed waiver of notice of such meeting.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in the case of special meetings, the purpose for which the meeting is called, shall be delivered, either personally, by mail or by email, not less than ten (10) or more than thirty (30) days before the date of the meeting by or at the direction of the Board of Directors, the President, the Secretary or the officer or person calling the meeting, to each member of record entitled to vote at such meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid. When a member meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by adjournment at the meeting at which the adjournment is taken.

Section 5. Quorum. The presence in person of members holding one-tenth (1/10) of the voting memberships at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment.

Section 6. Corporate Records. The Corporation shall keep correct and complete books and records and shall keep minutes of the proceedings of its members and Board of Directors and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its members, giving the names, addresses, email addresses and phone numbers where available of all members. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. Any member upon written demand requesting the purpose thereof, shall have

the right to examine, in person or by agent, accountant or attorney, at any reasonable time or times, for any proper purpose, the Corporation's relevant books and records, and to make extracts there from, at the expense of such member.

Section 7. Action Without Meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Corporation.

## ARTICLE IV

### ELECTIONS

Section 1. Voting. Except as otherwise provided by law or the Articles of Incorporation of the Corporation, every Corporate, Professional, and Associate member shall be entitled to one vote. Voting rights shall be non-cumulative. Except as herein provided or otherwise provided in the Articles of Incorporation, all corporate actions shall be determined by a majority of votes entitled to be cast by members in good standing. Ballots must be returned by a specific date and time as announced. Voting shall be anonymous. The candidates receiving the highest number of votes for each position on the Board of Directors shall be elected to such position.

Section 2. Elections. The Board of Directors, at its sole discretion, may determine in any given year the method of voting. Elections may be conducted by mail or through secure electronic voting options, but must be conducted in October/November. Candidates' names shall be listed alphabetically on the ballot.

Section 3. Elections Committee. Each year, prior to the election process, the President shall establish an ad hoc Elections Committee to oversee the election process. Said committee shall consist of three (3) board members not running for office. In the event that less than three (3) board members are available, members at large may be appointed to serve.

Section 4. List of Members Entitled to Vote. A list of eligible voting members shall be made available for inspection by any member entitled to vote upon request. Requests must be made not later than five (5) business days after the distribution of the slate of nominees, provided, however, that the purpose of the inspection must comply with the requirements of the Act.

Section 5. Elected Officers. The elected officers shall be President, Vice President, Secretary and Treasurer. No individual may run for more than one (1) office in the same election year. If no candidate runs for Vice President, Secretary or Treasurer, the President may fill any vacancies. If no candidate runs for President, the newly elected officers shall appoint the President. If all officer positions have no candidates, the sitting Board of Directors shall appoint a President by two-thirds vote.

Section 6. Eligibility for Office. All officers must identify as female to be eligible to serve. To be eligible to serve as President or Vice President, a person must be a Professional or Corporate member in good standing at the time of nomination and installation. To be eligible to serve as Secretary, a person must be an Associate, Professional or Corporate member in good standing at the time of nomination and installation. To be eligible to serve as Treasurer, a person must be a Friend, Associate, Professional or Corporate member in good standing at the time of nomination and installation.

Section 7. Term of Office. Officers shall be elected for one (1) year beginning January 1.

## ARTICLE V

### MEMBERSHIP

Section 1. Qualifications of Members. The Board of Directors shall in its sole discretion have the authority to determine the qualifications required for membership in the Corporation.

Section 2. Categories of Membership. The Corporation may have up to six (6) categories of membership; provided, however, that the levels of membership, designation and benefits may be changed by the Board at any time in its sole discretion. The designation of such levels and rights of the members of such levels shall be as set forth below. The benefits accruing at each level of membership shall be established by the Board of Directors.

#### Membership Categories

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|--------------|--|
| Corporate    | Company associated with the film, television or screen-based media industry. All company's designated members shall have full benefits of membership, but the company shall have one vote which shall be placed by the administrative member.  |
| Professional | Established professionals in the industry whose primary income is derived from film, television or screen-based media and/or five (5) verifiable professional credits. Professionals shall have voting privileges and full benefits of membership.   |
| Associate    | Recent graduates with verification of program completion or entry-level professionals with no more than three (3) years of experience. Associates shall have voting privileges and full benefits of membership. Associates are required to volunteer per board policy to remain a member in good standing. |
| Friend       | Individual membership with no voting privileges for those who want to support the Corporation.   |

Student Individuals currently enrolled at an accredited school with an interest in pursuing a career in film, television or screen-based media. Verification of enrollment is required upon application and annual renewal. Students do not have voting privileges. Students are required to volunteer per board policy to remain a member in good standing.

Section 3. Sponsorship of New Members. An applicant for membership to the Corporation shall be sponsored by one member in good standing who is familiar with the applicant's work. A member of the Corporation is not eligible to be a sponsor unless she or he is a member in good standing at the Corporate or Professional level.

Section 4. Approval of New Members. Membership applications are submitted to the Corporation through the Membership Chair and approved by the Board of Directors. Upon receipt of a completed application and said membership fee, applicants are considered to be provisional members until board approval. If application is denied, the membership fee will be refunded.

Section 5. Members Who Transfer from Other Chapters. Prospective members who wish to transfer from other Women In Film chapters are not automatically considered members of the Corporation. Prospective members must meet the Corporation's membership qualifications and will be assessed membership dues accordingly. In accordance with WIFTI guidelines, members from other chapters may be eligible to attend WIFD activities as visiting members for up to a three-month period.

Section 6. Annual Dues. Annual dues shall be paid by all new and renewing members. The Board of Directors shall determine from time to time the amount of the annual dues payable to the Corporation by members of each class.

Section 7. Payment of Dues. Dues shall be payable in advance on or before the last day of the member's membership year, or in such other manner as shall be determined by the Board of Directors.

Section 8. Expulsion and Discipline. If the conduct of any member shall appear to the Board of Directors to be prejudicial to the interests and character of the Corporation, the Board of Directors may, after giving the member a written notice of the charges against him or her and a proper opportunity to be heard by the Board of Directors; by a two-thirds (2/3) vote of the persons serving on the Board of Directors, either suspend or expel such member from membership. When any member of any class shall be in default in the payment of dues for a period of two (2) months from the beginning of membership, membership may thereupon be terminated by a majority vote of the directors present at the meeting where such a vote is taken.

## ARTICLE VI

### BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors, each of whom shall be current members of the Corporation. In the exercise of its powers, the Board of Directors may appoint an executive committee and other committees, and may delegate to the executive committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. The executive committee shall be composed of three (3) or more directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of currently elected officers and additional directors appointed by the current President. The President may appoint up to ten (10) additional directors to include a Membership Chair and a Scholastic Grant Fund Chair. All persons serving on the Board of Directors must identify as female and hold a membership in good standing. Appointed directors will serve a term concurrent with the President's. The number of directors may be increased or decreased from time to time by an amendment of these Bylaws, but in no event shall the Board of Directors of the Corporation consist of less than three (3) persons and no decrease shall have the effect of shortening the term of any incumbent director. At the discretion of the current Board of Directors, the Immediate Past President may be invited to serve as an additional board member for the term of one (1) year.

The President, or a Director with President's approval, may appoint a designated alternate for any board member (excluding an officer). Alternate shall have a term concurrent of said board member and meet the qualifications to serve as specified in these bylaws. A member of the board unable to attend a board meeting may be represented by their designated alternate. The designated alternate, in the absence of the board member, may participate in and vote at board meetings. At the discretion of the President, designated alternates not representing a board member may attend board meetings as observers.

Section 3. Regular Meetings. The Board of Directors shall hold regular meetings approximately once a month for the purpose of organizing and transacting other business.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice delivered personally or sent by mail or email to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors

Section 7. Manner of Acting. The act of a majority of the members of the Board of Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws. A Board Member may vote by Proxy in any Board of Directors meeting so long as that proxy is in documented form and presented to the Secretary by the authorized proxy holder at said meeting. The proxy shall constitute authority to act on behalf of the authorizing Board Member for any or all business before the Board within a given meeting, but shall terminate upon the closing of that meeting. Robert's Rules of Order shall govern the conduct of all board meetings.

Section 8. Removal and Resignation. Any officer elected by the membership or director appointed by the President may be removed by two-thirds (2/3) vote of 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 director so removed. Any director appointed by the President may be removed by the President. Any director or agent may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect as of the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If after 30 days written notice, a board member fails to comply with eligibility requirements in accordance with these bylaws, she may be removed as indicated above.

Section 9. Vacancies. A permanent vacancy on the Board of Directors shall occur upon the resignation, death or removal of a board member. Any vacancy occurring in the Board of Directors shall be filled by the President. In the event the position of President is vacant, the remaining Board of Directors may appoint a President by two-thirds vote. A director elected to fill a vacancy shall hold office for the unexpired term of her predecessor in office.

If the entire Board of Directors resigns at one time, the members shall within a reasonable time at a regular or special meeting, as provided herein, elect a new Board of Directors. The members may elect an Officer or Officers at any time to fill any vacancy or vacancies not filled by the remaining director or directors within six (60) days of the vacancy.

If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board of Directors or the members shall have the power to elect a successor to take office when the resignation is to become effective.

Section 10. Informal Action by Members of the Board of Directors. Any action by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Board of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the members of the Board of Directors, such consent may be given via U.S. Postal Service mail or email.

## ARTICLE VII

### OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. These offices may not be held by the same person. Such officers shall be elected annually for a one (1) year term by the membership of the Corporation that is in good standing. Each officer shall hold office until she shall resign or shall be removed or otherwise disqualified to serve and until her successor shall be elected.

Section 2. Other Officers. The Corporation may also have, in the discretion of the Board of Directors, one Assistant Secretary, one Assistant Treasurer, and such other officers and agents shall hold office for such terms and have such authority and perform such duties as the Board of Directors may from time to time specify, and shall hold office until they shall resign or shall be removed or otherwise disqualified to serve.

Section 3. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. She shall preside at all meetings of the members and at all meetings of the Board of Directors. She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President. In the absence of the President, or in the event of her inability or refusal to act, the Vice President 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. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 5. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of her duties in such sum and with such surety or sureties as the Board of Directors shall determine. She shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; and in general perform all the duties incident to the office of Treasurer 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.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all



notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the mailing address and email of each member, which shall be furnished to the Secretary, by each member; and in general perform all 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.

Section 7. Assistant Treasurer and Assistant Secretary. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform all duties as from time to time may be assigned to them by the President, the Board of Directors, or in the case of the Assistant Treasurer, by the Treasurer, or in the case of the Assistant Secretary, by the Secretary.

## ARTICLE VIII

### COMMITTEES

Section 1. Committees. The standing committees of the Corporation shall include a Membership Committee and a committee to oversee the Scholastic Grant Fund. Additional committees shall be determined by the President with the approval of the Board of Directors. Each committee shall consist of three or more members which shall have and exercise their authority of the Board of Directors in the management of the Corporation. Committee Chairs shall be appointed by the President. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed on her by law. The Board of Directors, by a majority vote, shall have the power at any time to change the powers and members of any committee to fill vacancies and to dispose of any committee.

Section 2. Term of Office. Each member of a committee shall serve a term concurrent with the President's, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member in good standing thereof.

Section 3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government consistent with these Bylaws or with the rules adopted by the Board of Directors.

## ARTICLE IX

### INDEMNIFICATION

The Corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar function of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, to the fullest extent that a corporation may grant indemnification to a person serving in such capacity under the Act.

## ARTICLE X

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents 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. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts or orders or the payment of money, notes or other evidences 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be ignored by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time 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, award or devise or raise funds for the general purposes or for any special purpose of the Corporation.

## ARTICLE XI

### CERTIFICATE OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, as may be determined by the Board of Directors. Such certificates shall have the name of the Corporation affixed upon their face. All certificates evidencing membership of any

class shall be numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued thereof on such terms and conditions as the Board of Directors may determine.

## ARTICLE XII

### MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year, or otherwise as established by the Board of Directors.

Section 2. Seal. The Board of Directors may provide a corporate seal, which shall be substantially in the form of a circle and shall have inscribed thereon the name of the Corporation. The Board of Directors may adopt, use and thereafter alter the corporate seal.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, the Articles of Incorporation of the Corporation, a waiver thereof in writing signed by the person or persons whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Compliance with Internal Revenue Service. Where and whenever the Internal Revenue Service or new laws or regulations governing non-profit organizations require any change in the Bylaws of this organization in order to retain its non-profit status, and notice of the necessity of such changes is given to the Corporation by the Internal Revenue Service, or when such law or regulation requiring such change is brought to the attention of the Board of Directors, the President is hereby authorized to make any such changes in the Bylaws and to sign such Bylaws without the requirement of a full vote of the membership or the Board of Directors, where such change is necessary in the reasonable opinion of the Board of Directors to the retention of the non-profit status of the organization. An affidavit by the Secretary of the Corporation shall be entered into the minutes of the next meeting of the Board of Directors that such change was made under the authority of this Article XII, Section 4 and that such change was necessary for the retention of the non-profit status of this organization.

Section 5. Annual Financial Statement. The Board of Directors shall cause to be delivered or make available to all members, when requested, the financial statement of the Corporation for the preceding fiscal year, which must include at least a balance sheet.

Section 6. President's Council. The President shall have the right to organize an advisory council consisting solely of past Presidents of the Corporation. Their function shall be solely to advise the President. They shall have no decision-making authority.

Section 7. Honorary Board. The Board of Directors shall have the right to appoint an Honorary Board which shall be comprised solely of honorees of the Corporation and/or

recipients of the Corporation's Topaz and Legacy Awards for Outstanding Achievement who are not currently members. The Honorary Board shall have such powers and duties as shall be assigned to them by the Board of Directors.

Section 8. Special Events. No special event, including, but not limited to, the Topaz Awards shall be held on a nationally recognized religious holiday. Further, when scheduling any such event, no member, agent or representative of the Corporation shall make the date of such religious holiday available for selection by any guest of honor or award recipient.

## ARTICLE XIII

### ADVISORY BOARD

Section 1. Number, Tenure and Qualifications. The President, if she so desires, shall designate and appoint Advisors to serve on an Advisory Board. The number of advisors shall be no fewer than three (3) nor more than five (5). Each Advisor shall serve until the first annual meeting of the Board of Directors and until his or her successor is appointed by a majority vote of the Board of Directors at an annual or special meeting of the Board of Directors. Each Advisor shall thereafter serve a term of one (1) year or until his or her successor is appointed at an annual or special meeting of the Board of Directors by a majority vote of the Board of Directors. The Advisory Board may include members who do not live or work in the Dallas area.

Section 2. Purpose. The purpose of the Advisory Board shall be to advise the Board of Directors on the business and affairs of the Corporation, and on all matters pertaining to the operation, structure and effectiveness of the Corporation, to the extent such advice is requested by the Board of Directors. The Advisory Board shall have no further rights, duties or powers except as specifically granted by the Board of Directors.

Section 3. Regular Meetings. A regular meeting of the Advisory Board may be held upon seven (7) days notice at such time and place, either within or without the State of Texas, as shall from time to time be determined by the Board of Directors or the Advisory Board.

Section 4. Special Meetings. Special meetings of the Advisory Board may be called by or at the request of any two directors or any two advisors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Advisory Board called by them.

Section 5. Notice. Notice of any meeting of the Advisory Board shall be, given at least seven (7) days prior thereto by written notice delivered personally or sent by mail or email to each advisor at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid.

Any advisor may waive notice of any meeting. The attendance of an advisor at any meeting shall constitute a waiver of notice of such meeting, except where an advisor attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any meeting of the Advisory Board need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or these Bylaws.

Section 6. Quorum. A majority of the Advisory Board shall constitute a quorum for the transaction of business by the Advisory Board; but if less than a majority of the advisors is present at said meeting, a majority of the advisors present may adjourn the meeting from time to time without further notice.

Section 7. Chairperson. The immediate past President of the Corporation shall automatically be appointed to the Advisory Board for a one-year term during which term she shall serve as Chairman.

Section 8. Vacancies. Vacancies in the membership of the Advisory Board may be filled by appointments made in the same manner as provided in the case of the original election.

Section 9. Rules. The Advisory Board may adopt rules for its own government consistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE XIV

### AMENDMENTS TO BYLAWS

Section 1. Method of Amendments. These bylaws may be amended by any of the following methods:

1. A two-thirds (2/3) vote at an in-person meeting of the Board of Directors shall be required to alter, amend or repeal these Bylaws and for new Bylaws to be adopted and added. All Directors must receive at least fourteen (14) business days' written notice of an intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting.
2. By a petition of thirty percent (30%) of the members in good standing and eligible to vote presented to the Board of Directors. Upon receiving such petition to the Board of Directors, the President shall submit the proposed revisions to membership for approval by majority vote within forty-five (45) days. Members shall be given at least fourteen (14) days to cast their vote.

Section 2. Member Notification of Intention to Amend. Members shall be notified in writing at least ten (10) business days prior to the Board of Directors' intention to alternate, amend or repeal these Bylaws or to adopt new Bylaws. Notice shall include the date and time of such meeting along with proposed amendments. Members in good standing and eligible to vote

may request to attend such meeting by emailing the President or Secretary at least five (5) days prior to such meeting.

Section 3. Member Notification of Revised or Newly Adopted Bylaws. Members shall be notified in writing of revised or newly adopted Bylaws within thirty (30) days of approval. Bylaws shall be made readily available to all members or applicants for membership.

The above Sixth Amended and Restated Bylaws being duly adopted by action of the Board of Directors at a meeting duly called and held on August 13, 2018.