

**BY-LAWS of
Women's Success Network, Inc.**

ARTICLE I - General Provisions

Section 1. The name of the Corporation shall be the "Women's Success Network, Inc." In these Articles, the Corporation shall be referred to as "WSN."

Section 2. The principal office of WSN shall be located at the business address of the then current Secretary. The Board may establish other offices and places of business in Massachusetts or elsewhere.

Section 3. The fiscal year of WSN shall end on the thirty-first day of August of each year.

Section 4. A "Member" shall refer to those persons who have paid the then current annual dues when due and are in good standing.

ARTICLE II - Meetings

Section 1. Member meetings shall be held no less than once each month from September through November and January through June of each year, and/or at other times in the discretion of the Board.

Section 2. The Annual Meeting shall be held at the Member Meeting held in June of each year, at such time and place as determined by the Board.

Section 3. Special meetings of the Members may also be called any time by the Chairperson or upon the written request of three or more Members to the Secretary.

Section 4. Notice of all meetings, shall set forth the date, time, place, and general nature of the business to be transacted at any such meeting, and shall be mailed (by either US mail service, electronic methods, or a combination thereof) to all Members not less than seven (7) days prior to the date of such meeting.

Section 5. Votes by the Members will be taken at Member meetings, as appropriate. All Members in attendance at the meeting where the vote is taken, will cast their vote by a show of hands in response to the item being voted on. Each Member is entitled to one (1) vote. A Member must be present at the meeting to cast a vote. The Executive Officers shall vote only when necessary to break a tie. A quorum, consisting of one fourth (1/4) of all Members, must be present for a vote to be valid and the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these By-laws.

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The Board may determine that proxies shall be solicited with respect to a particular meeting, in which event members may vote either in person by a show of hands or in writing, or by written proxy dated not more than six months before the meeting named therein.

Proxies shall be filed with the Secretary, who shall add those votes to those cast in person at the meeting, or of any resumed meeting. Except as otherwise limited therein, proxies shall entitle the member named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger.

ARTICLE III - Board of Directors

Section 1. Powers - The business and property of the WSN shall be managed by the Board who may exercise all the powers of WSN that are not expressly reserved to the Members by law, the Articles of Organization or these By-Laws and done in accordance with the WSN policies and procedures.

Section 2. Election - The Board shall consist of not less than the Chairperson, the Treasurer, and the Secretary and shall be elected at the Annual Meeting or at a special meeting in lieu of the annual meeting as outlined in Article II. The Board may add other Board members as it may deem necessary or desirable from time to time.

Section 3. Responsibilities and Terms – The Board responsibilities and terms shall be as follows:

Chairperson - The Chairperson, subject to the direction and control of the Board, shall preside when she is present at all WSN Member and Board meetings. The Chairperson shall have such other powers and duties as are usually incident to the office of "Chairperson" or "President" of a corporation and as may be vested in her by these By-Laws or by the Board. The term of the Chairperson on the Board shall be 3 years (one year as Vice Chair, one year as Chair and one year as Past Chair), unless the needs of the organization dictate differently.

Treasurer - The Treasurer shall, subject to the control of the Board, have general charge of the financial affairs of WSN and shall keep full and accurate books of account. The Treasurer may be assisted in this by professionals hired by the Board to prepare said documents. She shall have custody of all funds, securities and valuable documents of the Corporation, except as the Board may otherwise provide, and shall render a statement of the financial affairs WSN at each Board meeting

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and to the Chairperson, upon request. She shall have such other powers and duties as are usually incident to the office of "Treasurer" of a corporation and as may be vested in her by these By-Laws or from time to time designated by the Board. The term of the Treasurer on the Board shall be for 2 years, unless the needs of the organization dictate differently.

Secretary - The Secretary of Corporation shall ensure that notices of the WSN Member and Board meetings are given as required by these By-Laws and shall keep a record of all the meetings of members and Officers. She shall have such other powers and duties that are usually incident to the office of "Secretary" of a corporation and as may be vested in her by these By-Laws or by the Board. In the absence of the Secretary from any meeting, an alternate shall be designated by the person presiding at the meeting to perform the duties of the Secretary. The term of the Secretary on the Board shall be 2 years, unless the needs of the organization dictate differently.

In the event there are additional positions on the Board, such responsibilities and terms shall be outlined in the applicable WSN policies and procedures.

Section 4. Vacancies- Any Board vacancy may be filled by the Board by temporary appointment for the remainder of the term of the vacant position. Such appointment shall be provided to the Members by written notice, and indicate that Members shall have thirty (30) days to reject such appointment by providing the Chairperson a signed petition by no less than one-fourth of all Members.

Section 5. Resignation and Removal - Any Board Member may resign by delivering her written resignation to the Chairperson or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Board member may be removed by the affirmative vote of a majority of the Board members present at any Board meeting called for this purpose at which a quorum of the Board is present.

Except as required by law and these By-laws as a condition to the removal of a Board member, notice of a Special Meeting need not be given to any Board member if a written waiver of notice, executed by her before or after the meeting, is filed with the records of the meeting, or to any Board member who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to her.

Section 6. Meetings – Board meetings shall be held no less than once each month from September through November and from January through June of each year, and/or at other times in the discretion of the Chairperson. Special

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meetings of the Board may also be called any time by the Chairperson or upon the written request of three or more Board members to the Secretary. Notice of all meetings, shall set forth the date, time, place, and general nature of the business to be transacted of any such meeting, and shall be mailed (by either US mail service, electronic methods, or a combination thereof) to all Board Members not less than seven (7) days prior to the date of such meeting.

Section 7. Voting and Quorum – Votes by the Board will be taken at Board meetings, as appropriate. All Board members in attendance at the meeting where the vote is taken will cast their vote by a show of hands in response to the item being voted on. Each Board member is entitled to one (1) vote. A Board member must be present at the meeting to cast a vote. The Chairperson shall vote only when necessary to break a tie. A majority of all Board Members must be present for a vote to be valid and the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these By-laws.

Section 8. Action by Consent - Any action by the Board may be taken without a meeting if written consent thereto is signed or consented to by electronic means by a majority of the Board members and filed with the records of the meetings of the Board. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Non-Voting Members - The Board may create classes of non-voting Board members such as honorary Board members, adjunct Board members and paid WSN employees. Persons elected to such classes of membership shall not be Board Members for the purposes of these By-laws and shall have no votes at any Board meetings.

Section 10. Additional Provisions – No person shall hold any two or more Board positions at the same time. The Secretary shall be the Clerk of WSN, shall be a resident of the Commonwealth of Massachusetts and shall be authorized to receive service of process on behalf of WSN, unless the Corporation appoints a resident agent for the service of process, appointed in the manner prescribed by law.

ARTICLE IV - Miscellaneous Provisions

Section 1. Scholarships - From time to time, the Board may choose to make charitable Scholarship donations in any amounts the Board deems appropriate to any candidates that the Board determines are appropriate. All awards will be subject to the policies and procedures of the WSN Board related to scholarships.

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Section 2. Execution of Instruments - All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an Officer of the Corporation in its behalf shall be signed by the Chairperson of the Corporation or the Treasurer, or another Board member as authorized by the Board.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the Chairperson of the Corporation or the Treasurer, or another Board member as authorized by the Board, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding inconsistent provisions of the Articles of Organization, Certificate of Incorporation, Charter, special act of Incorporation, Constitution, By-Laws, Resolutions, or votes of the Corporation.

Section 3. Voting of Securities - Except as the Board may otherwise designate, the Chairperson of the Corporation or the Treasurer, may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this Corporation at any meeting of stockholders of any other Corporation, the securities of which may be held by the Corporation.

Section 4. Corporate Records - The original or attested copies of the Articles of Organization, By-Laws and records of all meetings of Incorporators and members shall be kept in Massachusetts at the principal office of the Corporation; but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the Corporation.

Section 5. Definitions - All references in these By-Laws to the Articles of Organization and to these By-Laws shall be deemed to refer, respectively, to the Articles of Organization and the By-Laws of the Corporation as amended and in effect from time to time.

ARTICLE V – Amendment

These By-Laws may amended or repealed at any annual or special meeting of the Members by a majority vote of the Members present; provided (a) that the majority of the Board shall have approved such amendment, (b) that notice setting forth the proposed amendment shall have been mailed by US Mail or electronic means to all members at least seven (7) days prior to the date of such meeting, and (c) that a quorum is present at such meeting.

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ARTICLE VI - Indemnification Officers and Executive Officers

WSN shall indemnify any current or former Officer, Director, committee member, employee, or agent against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Officer, Director, committee member, employee or agent, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty.

ARTICLE VII – Dissolution

Section 1. A motion to dissolve WSN shall require a unanimous vote of all members of the Board. After such vote, all Members must be notified in writing thirty (30) days prior to a vote being taken, and must be given an opportunity to vote on the proposed dissolution. Dissolution of WSN shall require a vote of three fourths (3/4) of all Members so notified, by the votes received by the Board no longer than sixty (60) days after notice has been sent to the Members.

Section 2. Upon dissolution of WSN, any remaining net assets are to be given to organizations organized exclusively for charitable, educational, or scientific purposes, as shall, at that time, qualify as exempt under Section 501(c)(3) of the Internal Revenue Code.