

BYLAWS

OF

EXECUTIVE WOMEN INTERNATIONAL®

BUSINESS/CAREER/DEVELOPMENT PROGRAM

A NON-PROFIT CORPORATION

**BYLAWS FOR EXECUTIVE WOMEN INTERNATIONAL
BUSINESS/CAREER/DEVELOPMENT PROGRAM
(A Utah Non-Profit Corporation)**

ARTICLE I

NAME

The name of the corporation is the **EXECUTIVE WOMEN INTERNATIONAL BUSINESS/CAREER/DEVELOPMENT PROGRAM** (herein referred to as "EWIB/C/DP")

ARTICLE II

TIME

The period of existence of the corporation shall be perpetual.

ARTICLE III

ORGANIZATION

This corporation is organized as a non-profit corporation. Its predecessor organization was a nonprofit, unincorporated association known as Executive Women International Business Career Development Scholarship Program which was organized in September of 1985, as a continuation of a program begun in 1974 for the purpose of involving the members of Executive Women International in community projects and to encourage the development of careers in business among high school students. Effective January 1, 1990, the name of the program was changed to Executive Women International Scholarship Program. The program name was then subsequently changed to Executive Women International Business/Career/Development Program, which included the scholarship program (EWISP) and other programs which had been expanded, such as ASIST, and other philanthropic endeavors as they may occur. The existing predecessor unincorporated association presently known as Executive Women International Business/Career/Development Program will contribute all of its assets to the corporation.

The purpose of EWIB/C/DP shall be to engage in any lawful act or activity for which Nonprofit corporations may be organized under the Utah Nonprofit Corporation and Co-operative Association Act, including, but not limited to, the following:

(a) To receive funds from Executive Women International Scholarship Program, Executive Women International Business/Career/Development Program (the unincorporated association), and other funds or donations from time to time as provided herein.

(b) The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (1986, as amended) ("IRC") or successor provisions, and Treasury Regulations promulgated thereunder. By way of example, and without limitation, the corporation is organized to furnish financial assistance in the form of scholarships to students and to individuals enrolling in a continuing education curriculum, and to encourage education, scholarship, career development and enhancement, self-improvement, and to provide opportunities for other charitable, religious, education and scientific activities.

(c) The corporation shall have the power to purchase, acquire, own, hold, lease, mortgage, sell, and dispose of all kinds and character of real, personal, and mixed property (the foregoing particular enumeration in no sense being used by way of exclusion or limitation) and, while the owner of any of the foregoing, to exercise all rights, powers, and privileges appertaining thereto; and to acquire, own, hold, improve, develop, lease, mortgage, operate, maintain, sell, dispose of, and otherwise deal with any such property;

(d) To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, partnership, association, joint venture, or corporation.

The foregoing paragraphs shall be construed both as objects and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the state of Utah; and it is intended that the purposes, objects and powers specified in each of the paragraphs of this Article III, shall be regarded as independent purposes, objects, and powers.

ARTICLE IV

LIMITATIONS

The corporation shall not devote more than an insubstantial part of its activities to activities which in themselves are not in furtherance of one or more exempt purposes within the meaning of IRC § 501(c) or successor provisions and Treasury Regulations promulgated thereunder. The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC § 501(c), or successor provisions and Treasury Regulations promulgated thereunder.

The corporation shall devote no more than an insubstantial part of its activities to influence legislation by propaganda or otherwise, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of or be distributed to its trustees, or officers, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE V

BOARD OF TRUSTEES

The Board of Trustees shall be comprised of five (5) individuals who shall be elected or appointed as provided in this Article V, and who shall have voting rights as prescribed in this Article V. The Board of Trustees shall be the "Governing Board" of the corporation as that term is defined at Utah Code Ann. Section 16-6-19(8). The Board of Trustees (hereinafter the "Board") shall have the authority to adopt Bylaws for the corporation by a unanimous vote.

(a) Initial Board of Trustees. The initial Board of Trustees shall be five (5) persons, and the persons who shall serve as members of the Board until their successors are elected and qualified are as follows:

Sylvia Napper
Myra Trahern
Cherry York
Vicki Boyle
Kay Gray

(b) Term of Office. The term of office for members of the Board shall be approximately one year, with such terms to begin and end at the annual meetings of the corporation, as described at Article VI.

(c) Election of Successors. Prior to the end of their term of office, the Board shall elect a new successor Board. It is recognized that the corporation is affiliated with and uses the name of Executive Women International, a non-profit corporation ("EWI"). In its selection of a new successor Board, the Board shall give preference to the Officers, Directors and Advisors of EWI. For this purpose, the Board shall normally be selected from the following Officers, Directors or Advisors:

President, Vice-President/President Elect, Secretary, Treasurer, Advisor to the Board, and the B/C/DP Director.

Although the foregoing are the preferred candidates for office for the Board, the Board shall have the discretion to elect candidates of superior qualifications or to forego election from members of the EWI Officers, Directors or Advisors, in the best interests of the corporation.

(d) Qualifications. A member of the Board must be a currently qualified representative of a member firm of EWI. In the event any member of the Board shall cease being qualified, they shall be immediately terminated as a member of the Board without action of the Board. The Board shall replace any member of the Board who resigns, is removed, or is terminated.

(e) Election. Election of the Board or any of its members shall be by a majority of the then existing Board.

(f) Number. The number of the members of the Board shall be set by these Bylaws and may be changed only by amendment to these Bylaws. If the number is increased, the Board shall act to elect additional Board members.

ARTICLE VI

TERM

The term of each trustee shall expire at the close of the next annual meeting of the Board following that Trustee's election. A decrease in the number of trustees shall not shorten an incumbent trustee's term. Despite the expiration of a trustee's term, that trustee shall continue to serve until the election and qualification of a successor, or until there is a decrease in the number of trustees. The term of office for any trustee shall begin immediately following the annual meeting of the Board.

ARTICLE VII

REMOVAL OF TRUSTEES

Trustees shall be subject to removal by a unanimous vote of the Board members (excluding the Trustee to be removed). Any trustee of the corporation shall be subject to removal at any time at any regular, annual or special meeting of the Board. To remove any trustee at any such meeting, notice of such proposed action shall be given together with notice of the meeting.

ARTICLE VIII

QUORUM

A majority of trustees serving on the Board, or on any committee, shall constitute a quorum at any meeting of the Board or of any committee. A quorum shall be required to conduct business at any annual, regular or special meeting of the Board, or any committee of the Board. If a meeting begins with a quorum, even if a quorum is not present at the time of any vote, the act of a majority of those present (or supermajority if required herein or by law) will constitute the legal act of the Board.

ARTICLE IX

NOTICE

Notice of any meeting of the Board of Trustees or of any committee of the Board of Trustees shall be given in writing or by telephone at least five days prior to the meeting. Notice of any special meetings shall be given in writing or by telephone at least two days prior to any such meeting. Notice sent by regular mail shall be deemed given two days after deposited in the U.S. Mail, postage prepaid. Written notice may also be given by facsimile or electronic mail and shall be deemed received if given before 5:00 p.m. on the date of transmission. If after 5:00 p.m., it shall be deemed given on the next business day. Notice may be waived by a Trustee, and a Trustee's attendance at a meeting shall be deemed to constitute waiver of notice of the meeting unless a written objection to the lack of notice of the meeting is delivered by a Trustee who attends a meeting.

ARTICLE X

MEETINGS

(a) Annual Meetings. An annual meeting of the Board of Trustees shall be held during the fall at a place and time named by the Board of Trustees. The general purpose of the annual meeting is for the election and/or reappointment of new or existing trustees and officers.

(b) Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times and places as the President or the Board may designate.

(c) Special Meetings. Special meetings of the Board of Trustees or the Members may be called by any two trustees, or by the President, upon providing notice as set forth at Article IX.

(d) Telephonic Meetings. The Board may conduct any meetings by telephone pursuant to notice as provided herein. At any such meeting, it shall be required that each member of the Board shall be able to hear and communicate with each other member of the Board present by telephone. Any trustee present by telephone shall be counted for purposes of determining a quorum and for voting purposes.

(e) Consent Authorization. The Board may act without a meeting so long as any such act is authorized by resolution or other consent signed by a majority of the Board, and notice of such action is given in accordance with Utah law.

(f) Facsimile or Electronic Signature. For all purposes of these Bylaws and in accordance with law, the facsimile signature or other authorized signature (electronic or otherwise) shall be considered the same as an original signature of the trustee or officer.

ARTICLE XI

GENERAL POWERS

The Board of Trustees shall manage the business and financial affairs of the corporation. The Board of Trustees shall have the authority to delegate its responsibility to manage the day to day business and financial affairs of the corporation to the following officers: President, Vice-President, and Secretary/Treasurer. The Board of Trustees may elect such officers by a majority vote, which they may do at their first regular or special meeting or at any time thereafter. The officers shall serve for a period of one (1) year or until their successors are elected and qualified. If such officers are elected, they shall conduct the business and financial affairs of the corporation in accordance with these Bylaws. Otherwise, if officers are not elected, the Board of Trustees shall manage all of the business and financial affairs of the corporation.

ARTICLE XII

OFFICERS

The executive officers of the corporation may consist of any one or more of the following: President, Vice-President, and Secretary/Treasurer and whenever deemed advisable by the Board, assistant secretaries or assistant treasurers. The Board of

Trustees may, from time to time, appoint such other agents and employees with such powers and duties they may deem proper.

(a) President. The President shall be the chief executive and administrative officer of the corporation. The President shall exercise such duties as customarily pertain to the office of the President and shall have general and active supervision over the property, business and affairs of the corporation and over its several officers. The President may sign, execute and deliver in the name of the corporation powers of attorney, contracts, bonds and other obligations, and shall perform such other duties as may be prescribed from time to time by the Board of Trustees or by these Bylaws. The President shall preside over and conduct all meetings of the Board of Trustees.

(b) Vice- President. In the absence of the President, or in the event of the President's 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. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.

(c) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees and shall maintain them for review, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and be custodian of the corporate records. The Secretary shall have authority to sign and execute in the name of the corporation all authorized deeds, mortgages, bonds, contracts or other instruments when co-signed by either the President or Vice-President, and in general perform all duties incident to the office of the Secretary, and such other duties as from time to time may be assigned by the President.

(d) Treasurer. The Treasurer shall supervise and control the keeping and maintaining of adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of account shall at all reasonable times be open to inspection by any Board member. Unless otherwise directed by the Board, and except for operating funds which must be available to the President and employees of the corporation, the Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other property of the corporation and shall render an account to the Board, at any time requested, of the financial condition of the corporation and the acts of the Treasurer.

ARTICLE XIII

AMENDMENT OF BYLAWS

These Bylaws may be amended by a resolution signed by at least three fourths (3/4) of the Board of Trustees.

ARTICLE XIV

CONTRACTS

The Board may authorize any officer(s) or agent(s) of the corporation to enter into any contract or execute and deliver any investment in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Nothing herein shall restrict the corporation from entering into contracts or transactions with any member of the Board or any member firm or representative of EWI. No Board member who has a financial interest in any contract or business activity of the corporation shall vote on the approval of such contract or transaction, but such person may be counted for purposes of establishing of a quorum.

ARTICLE XV

BANKING

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depository as the Board may select.

ARTICLE XVI

FISCAL YEAR

The fiscal year of the corporation shall be from January 1 to December 31, unless otherwise specified by the Board.

ARTICLE XVII

LOCATION

The location of the corporation's principal office shall be:

515 South 700 East, Suite #2E
Salt Lake City, Utah 84102

The Board shall have the power and authority to change the location of its principal office.

ARTICLE XVIII

REGISTERED AGENT

The registered agent of the corporation is:

Dennis Astill, Attorney
Astill Associates, PC
9533 South 700 East, Ste. 103
Sandy, UT 84070

The Board shall have the power to change the registered agent for the corporation.

ARTICLE XIX

ADVISORY BOARD OR COMMITTEE

The President and Board of Trustees shall have the right, from time to time, to appoint such advisory boards or committees as may be reasonably appropriate for the operation of the corporation. Any such advisory committees or boards, if created, shall have such rights and privileges as may be granted by the Board of Trustees.

ARTICLE XX

PROGRAMS

Presently the programs operated by the corporation are comprised of the following:

(a) EWISP. Executive Women International Scholarship Program ("EWISP") is and shall be operated to receive funds from members of EWI, as a separate and distinct membership assessment from EWI members. EWISP shall be a scholarship competition comprised of high school students pursuing a four-year degree in any business or professional field of study, from candidates submitted by EWI Chapters. The EWISP program has traditionally been funded through such membership assessments and has begun to and will continue to accumulate an endowment fund which is segregated from the other funds of the corporation. Such endowment fund may not be modified or used for any other purpose except upon the unanimous approval of the Board of Trustees, and the unanimous ratification by the EWI Board of

Directors. The Board shall provide rules and regulations for the operation of EWISP from time to time.

(b) ASIST. The ASIST program is and shall be operated as an educational scholarship program for the benefit of non-traditional students. These include persons who are past high school age and who are entering college or trade schools and/or the work force for the first time, are re-training due to changes in the workplace, or who otherwise are not the traditional college or trade school student, recently finished with high school. The ASIST program is funded through membership assessments from EWI members. The Board shall provide rules and regulations for the operation of the ASIST program from time to time.

(c) Other Charitable Activity. The Board shall have the power to cause the corporation to engage in other charitable activities as the Board may deem reasonable or appropriate at the time. Nothing herein shall be construed to restrict or limit the type or kind of charitable activities to be engaged in by the corporation, except that any such activity shall meet all requirements of the Internal Revenue Code and applicable State laws and revenue codes for charitable activities and for maintenance of charitable status of the corporation.

(d) Chapter Philanthropy. Each Chapter of EWI is encouraged to engage in separate and distinct philanthropic endeavors to benefit local communities in which the Chapter members reside and work. Chapters may use the corporation for such charitable activities and for the receipt of charitable donations so long as such activities meet all requirements of the Internal Revenue Code and applicable State laws and revenue codes for charitable activities and for maintenance of charitable status of the corporation. The Board may, from time to time, provide rules and regulations for the carrying out of charitable and philanthropic endeavors by each Chapter. All funds raised or donations received by local Chapters under the name of the corporation and its tax qualification shall be deemed to be funds of the corporation. However, so long as the local charitable activities of a Chapter meet all requirements of these Bylaws and rules and regulations of the Board, then the Board shall be deemed to have delegated its rights and powers to such Chapter for purposes of receipt and administration of such funds and the philanthropic endeavors of the Chapter.

ARTICLE XXI DISSOLUTION

The corporation may be dissolved only upon the unanimous vote of the Board of Trustees. In the event of dissolution, no part of the net earnings or assets of the corporation shall inure to the benefit of the Board or any member firm or representative of EWI. Upon the dissolution of the corporation, all assets of the corporation shall be first distributed for the benefit of creditors of the corporation, and then, to the extent of any excess, shall be distributed only to such organizations as may be selected by the

Board which are qualified as charitable organizations under Section 501(c)(3) of the Internal Revenue Code, or its successor provisions.

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned does hereby certify that the undersigned is the Secretary of the EXECUTIVE WOMEN INTERNATIONAL, BUSINESS/CAREER/DEVELOPMENT PROGRAM, a nonprofit corporation duly organized and existing under and by virtue of the laws of the State of Utah; that the above and foregoing Bylaws of said corporation were duly and regularly adopted as such by the Board of Trustees of said corporation by resolution by the Board of Trustees on or about the ____ day of _____, 1998, and that the above and foregoing Bylaws of the corporation are now in full force and effect.

Dated: _____.

Secretary