

AMENDED BYLAWS
OF
WASHINGTON WOMEN'S FOUNDATION

ARTICLE I

Principal Office

The principal office of Washington Women's Foundation will be located in Seattle, Washington.

ARTICLE II

Name

The name of the Washington nonprofit corporation is Washington Women's Foundation, hereafter referred to as the Foundation.

ARTICLE III

Purpose

The Foundation's purpose is to educate, inspire and increase the number of women committed to philanthropy in order to strengthen community and demonstrate the impact that can result from informed, focused grant making.

ARTICLE IV

Membership

Section 1. Classes. The membership of the Foundation shall consist of one class of "active" members.

Section 2. Active Members. The definition of "active" members is included in the Board Policy on membership.

Section 3. Status of Membership. Membership in the Foundation shall be personal, shall not survive the death of any individual member, and may not be transferred by any means. Membership in the Foundation is open to all women.

Section 4. Termination of Membership. Membership in the Foundation may be terminated for any action by a member that is detrimental to the best interests of the Foundation, or for failure to actively support the Foundation's purposes, or to actively participate in Foundation activities. Removal shall require the affirmative vote of three-fourths (3/4ths) of the board of directors. In the event that any such termination is contemplated, the board of directors shall notify the member in writing of the reasons for the proposed action, and of the time and place of the meeting of the board of directors at which termination is to be considered, not later than ten (10) days prior thereto. At the meeting, the member shall be entitled to respond to the stated reasons, and to be heard in her own defense.

ARTICLE V

Meetings of Members

Section 1. Annual Meetings. The annual meeting of the members for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year at the registered office of the Foundation, or other location as determined by the board of directors, during the spring or such other date and at such time as determined by the board of directors, as shall be specified in a notice from the president or secretary of the Foundation.

Section 2. Special Meetings. Special meetings of the membership for any purpose or purposes may be called at any time by the president of the Foundation or by the board of directors, at such time and place as the president or the board of directors may prescribe. Special meetings of the membership may also be called by members having at least one-fourth (1/4th) of the votes entitled to be cast at such a meeting.

Section 3. Notice of Meetings. Written or printed notices stating the date, place and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail or by electronic means, at the direction of the president or the secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at her address as it appears in the records of the Foundation, with postage prepaid.

Section 4. Quorum. Members holding one-tenth (1/10th) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum. Members voting by proxy, mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 5. Voting. A member entitled to vote may vote in person at any meeting, or such member may vote by mail, electronic transmission (such as email or “web voting”), or by proxy executed by the member or a duly authorized attorney-in-fact.

An executed proxy may be transmitted to the Foundation by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, or by telegram or teletype.

Whenever proposals are to be voted upon by members, the vote may be taken by mail or by electronic transmission (such as email or “web voting”) if the text of each proposal to be voted upon is set forth in the notice of meeting. A vote may be conducted by electronic transmission if the Foundation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.

ARTICLE VI

Board of Directors

Section 1. Powers and Qualifications. The business and affairs of the Foundation shall be conducted under the direction of, and the control and disposal of the Foundation's properties and funds, shall be vested in its board of directors, except as otherwise provided in the Washington Nonprofit Corporation Act, the Foundation's Articles of Incorporation or these Bylaws. The directors shall be elected from among the Foundation's active members. Directors must be in compliance with their board of directors' obligations.

Section 2. Number and Term. The number of voting directors of the Foundation (including the ex officio voting director described below) shall be not less than twelve (12) nor more than twenty (20). The board of directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Each director shall hold office for the term for which she is elected and qualified. The term of office of a class of director after those elected at the first annual meeting shall generally be three (3) years, provided, however, that the board of directors may, in its discretion, designate a different term of office. A director may be elected for a maximum of three (3) consecutive terms.

Section 3. Ex Officio Voting Director. The current Chair of the Committee Cabinet shall serve as an ex officio member of the board and is entitled to vote.

Section 4. Ex Officio Non-Voting Director. At all times, the individual holding the position of President of the Foundation shall serve as a non-voting member of the Foundation's board of directors (the "ex officio non-voting director"). The ex officio non-voting director may attend meetings and participate in discussions of the board of directors, except to the extent that such attendance or participation may present a conflict of interest, but shall have no powers or corresponding fiduciary obligations with respect to actions taken by the board of directors.

Section 5. Non-Voting Emerita Directors. From time to time, the board of directors may elect one or more individuals, who have previously served as outstanding and distinguished members of the board of directors, to serve as *non-voting* Emerita directors. Nomination for election as an Emerita director shall be made by any member of the board of directors. Election of non-voting Emerita directors may take place at any meeting of the board of directors. The duration of the term of any non-voting Emerita director shall be within the discretion of the board of directors.

Section 6. Election. The voting directors (other than the ex officio voting director described above) shall be elected by a majority of the membership at each annual membership meeting, to hold office until the expiration of the term of office into which elected, and until her or their respective successors are elected and qualified.

Section 7. Resignation. Any director may resign at any time by giving written notice to the Chair of the Foundation. Such resignations shall take effect at the time specified in the notice, or if no time is specified, at the time of acceptance of the resignation by the Chair.

Section 8. Vacancies. The board of directors shall have power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. The director appointed or elected, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any director appointed by the board by reason of an increase in the size of the board shall

stand for election for the remainder of the specified term for such position at the next annual membership meeting.

Section 9. Executive Committee. The Chair, Vice Chair, Secretary and Treasurer of the Foundation shall comprise the Executive Committee of the board. The Executive Committee shall have and exercise such authority of the board of directors in the management of the Foundation, as may be specified in the Executive Committee Charter, as approved by the board. However, no such committee shall have the authority of the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the Foundation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the Foundation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Foundation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon her by law. Any action or decision by the Executive Committee must be reviewed and ratified at the next board of directors meeting.

Section 10. Other Committees. The board of directors may designate and appoint committees of the board. Such committees shall have such powers as delegated to them by the board. The designation and appointment of any committee and the delegation of authority to it shall not operate to relieve the board of any individual board member of any responsibility imposed upon her by law. Standing committees of the board shall be enumerated in Board Policy. Additional committees may be appointed from time to time as circumstances require.

ARTICLE VII

Meetings of Board of Directors

Section 1. Regular Meetings. There shall be regular meetings of the board of directors held on a schedule determined annually by the board. Notice of time and place of the meetings shall be delivered personally to each director by US post or electronic mail at least seven (7) days before the date of the meeting.

Section 2. Special Meetings. Special meetings of the board of directors may be held at any place and time, whenever called by the Chair, president, secretary, or any three (3) directors.

Section 3. Notice of Meetings. Notice of the time and place of any special meeting of the board of directors shall be given by the secretary, or by the person or persons calling the meeting, by mail, electronic means or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

Section 4. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have

assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail, facsimile or email) her written dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the Foundation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email.

Section 5. Meetings Held by Telephone or by Similar Communications Equipment. Members of the board of directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE VIII

Consent to Notice By Email

If notice is provided to members or directors by email, it is effective only with respect to members or directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A member or director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the Foundation. The consent of any member or director is revoked if the Foundation is unable to transmit by email two (2) consecutive notices given by the Foundation in accordance with the member's or director's consent, and this inability becomes known to the secretary of the Foundation or other person responsible for giving the notice. The inadvertent failure by the Foundation to treat this inability as a revocation does not invalidate any meeting or other action. Notice provided by email to a member or director who has consented to receive notice by such means is effective when it is emailed to an address designated to the recipient for that purpose.

ARTICLE IX

Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or the board of directors (or its committees) of the Foundation, may be taken without a meeting if a consent in writing or by email transmission, setting forth the action so taken, shall be executed (as defined herein) by all of the members or directors entitled to vote with respect to the subject matter thereof. Such consent may be executed in counterparts, each of which shall be an original, but all of which together shall constitute the same document. Delivery of an originally executed signature page, a counterpart signature page, or a photocopy transmitted by electronic or telephone facsimile transmission, shall be as effective as delivery of a manually signed counterpart of the Director's written consent. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of these Bylaws, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given to any member or director of the Foundation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XI

Officers

Section 1. Officers Enumerated. The officers of the Foundation shall be a chair, a vice chair, a secretary, a treasurer, a president and such other officers and assistant officers as may be deemed necessary by the board of directors. All officers, except the president, shall be elected from among the voting members of the board of directors. The officers shall be annually elected by the board of directors, and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the office of chair, president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors may prescribe.

Section 2. The Chair. The chair shall exercise the usual executive powers pertaining to the office of chair. She shall preside at meetings of the board of directors and committees exercising any authority of the board and of the membership.

Section 3. The Vice Chair. In the absence or disability of the chair, the vice chair shall act as chair.

Section 4. The Secretary. It shall be the duty of the secretary to keep the records of the proceedings of the board of directors and of the membership, and perform such other duties as are incident to her office, or are properly required of her by the board of directors.

Section 5. The Treasurer. The treasurer shall oversee the financial affairs of the Foundation on behalf of the board of directors, shall report the Foundation's financial position to the board of directors as required by the board of directors and shall perform all of the duties incident to the office of treasurer or as required of her by the board of directors.

Section 6. The President. The president shall be the chief executive officer of the Foundation, serving subject to such terms and conditions as may be directed by the board of directors. The President's responsibilities and authorities include developing and implementing the policies, goals and strategies of the Foundation as approved by the board of directors, managing the administration of the Foundation, and signing contracts and other documents obligating the Foundation. The board may delegate other authorities as necessary.

Section 7. Vacancies. Vacancies in any office arising from any cause may be filled by the board of directors at any regular or special meeting.

Section 8. Removal. Any officer elected or appointed may be removed by the board of directors whenever in its judgment the best interests of the Foundation will be served thereby.

ARTICLE XII

Administrative and Financial Provisions

Section 1. Fiscal Year. The last day of the Foundation's fiscal year shall be December 31.

Section 2. Loans Prohibited. No loans shall be made by the Foundation to any officer or to any director.

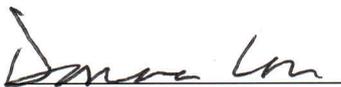
Section 3. Corporate Seal. The board of directors may provide for a corporate seal which shall have inscribed thereon the name of the Foundation, the year and state of incorporation and the words "corporate seal."

Section 4. Books and Records. The Foundation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following: current Articles of Incorporation and Bylaws; a record of members, including names, addresses and classes of membership, if any; correct and adequate records of accounts and finances; a record of officers' and directors' names and addresses; minutes of the proceedings of the members, if any, the board, and any minutes which may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing. The records shall be open at any reasonable time to inspection by any members of more than three (3) months' standing or a representative of more than five percent (5%) of the membership. Costs of inspecting or copying shall be borne by such members except for copies of the Articles of Incorporation and Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

Section 5. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of directors at any regularly scheduled or special meeting of the board.

CERTIFICATION

Donna Lou, being Secretary of the Washington Women's Foundation, hereby certifies that the foregoing Bylaws, including amendment through September 28, 2010 were duly adopted by the board of directors on September 28, 2010 and that the foregoing is a complete, true and correct copy.


Donna Lou, Secretary

9/28/10
Date