

AMENDED AND RESTATED BYLAWS
OF
WOMEN'S COLLECTIVE GIVING GRANTMAKERS NETWORK

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ARTICLE I

OFFICES

- Section 1. Principal Office.* The principal office of the corporation shall be located in the State of North Carolina or any other location designated by the Board of Directors.
- Section 2. Registered Office.* The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
- Section 3. Other Offices.* The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require.

ARTICLE II

BOARD OF DIRECTORS

- Section 1. General Powers.* The business and affairs of the corporation shall be managed by its Board of Directors.
- Section 2. Number, Term and Qualifications.* The number of directors constituting the Board of Directors shall be at least three and not more than twenty-one as may be fixed or changed, within the minimum and maximum, by the Board of Directors. Except as otherwise specified herein, each director shall be elected for a three-year term and until her successor is elected and qualifies. The Board of Directors shall be divided into three classes with staggered terms, with each class as nearly equal in number as may be. Accordingly, approximately one-third of the directors' terms of office shall expire each year. Each director shall be eligible to serve on the Board of Directors for three full consecutive three-year terms. Thereafter such director must cease to serve for a least one year before being eligible for election to the Board of Directors of the corporation. Any person who is elected to replace a director whose term has expired shall be elected to serve a three-year term. Any person elected to replace a director who dies, resigns or is removed prior to the expiration of her term shall serve for the remainder of such director's unexpired term and also shall be eligible to serve three additional consecutive three-year terms. Directors need not be residents of the State of North Carolina.

- Section 3. Election of Directors.* Except as otherwise specified herein, the directors shall be elected by the vote of the Members. Those persons who receive the highest number of votes at a meeting of the Members at which a quorum is present shall be deemed to have been elected. If any Member Representative or director so demands, the election of directors shall be by ballot.
- Section 4. Removal.* Any director may be removed at any time with or without cause by the vote of a majority of the directors present at a meeting at which a quorum is present. Without limiting the generality of the forgoing, any director who fails to attend at least fifty percent (50%) of the meetings of the Board of Directors in any fiscal year shall be removed unless a majority of the directors present at a meeting at which a quorum is present shall vote to permit such director to complete the unexpired portion of her term as director.
- Section 5. Vacancies.* Any vacancy occurring among the directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.
- Section 6. Compensation.* Directors shall not be compensated for their services as such but may be reimbursed for any or all expenses incurred in attending regular and special meetings of the Board.
- Section 7. Ex Officio Director.* Notwithstanding the forgoing, the directors may elect the chair or one co-chair of a national conference or other convention of the Members to serve ex officio as a voting member of the Board of Directors for such term of office as specified by the directors, provided that such term generally shall commence upon appointment as chair or co-chair and conclude upon the earlier of June 30 or December 31 following the conference or other meeting. Such ex officio director shall have all the rights and obligations of a director during her term in office but shall not be counted for purposes of calculating the minimum and maximum number of directors set forth in Section 2 above.

ARTICLE III

MEMBERS

- Section 1. Members.* The members of the corporation shall be those organizations designated by the Board of Directors at any time as members of the corporation (referred to herein, individually, as a “Member,” and collectively, as the “Members”). Each Member shall be represented by the chairman or equivalent thereof, or her designee, of the Member’s

governing board of directors or equivalent thereof (referred to herein as the “Member Representative”).

Section 2. Member Rights. The Members shall have only those voting and other rights expressly set forth in these bylaws or required by law.

Section 3. Meetings of the Members.

- (a) Regular Meetings. A regular meeting of the Members shall be held annually as designated by the Board of Directors or by 10% of the Members, for the purpose of electing directors and conducting such other business as may properly come before the Members. In addition, the Board of Directors or 10% of the Members may provide, by resolution, the time and place, for the holding of additional regular meetings.
- (b) Special Meetings. Special meetings of the Members may be called by or at the request of the Board of Directors or 10% of the Members.
- (c) Notice of Meetings. The Members shall receive notice of any meeting not fewer than 5 days prior to the meeting in a writing either (1) delivered personally to each Member Representative, or (2) sent to each Member Representative by United States mail, facsimile or electronic mail. Any such notice shall be sent to each Member at its address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile or electronic mail, such notice shall be deemed delivered upon receipt of an electronic acknowledgment of delivery. A Member may choose not to receive notice by facsimile or electronic mail at any time upon written notice to the corporation, effective on a prospective basis or upon such later date as may be specified in the notice. Notice of meetings need not specify the purpose for which the meeting is called. Notwithstanding the forgoing, the Board of Directors may designate in advance of any meeting of the Members any other notice period or delivery method that shall be fair and reasonable under the circumstances, and such notice period and delivery method shall be deemed valid pursuant to these bylaws.
- (d) Waiver of Notice. Any Member may waive notice of any meeting. The attendance by a Member Representative at a meeting shall constitute a waiver of notice of such meeting, except where a Member Representative attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (e) Quorum. The number of Members Representatives present at a meeting shall constitute a quorum for the transaction of business at any meeting of the Members.

- (f) Manner of Acting. Except as otherwise provided in these bylaws, the act of the majority of the Members Representatives present at a meeting at which a quorum is present shall be the act of the Members.
- (g) Presumption of Assent. A Member Representative who is present at a meeting of the Members at which action on any matter is taken shall be presumed to have assented to the action taken unless (1) her contrary vote is recorded, (2) her dissent is otherwise entered in the minutes of the meeting, (3) she shall file her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or (4) she shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.
- (h) Vote by Ballot. Any action that may be taken at a meeting of the Members may be taken without a meeting if the corporation delivers a written ballot to each Member Representative by United States mail, facsimile or electronic mail. Such ballot shall set forth each proposed action and provide an opportunity to vote for or against each such proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds a majority of the Members. All solicitations for votes by written ballot shall indicate the time by which a ballot must be received by the corporation in order to be counted. Submission of a written ballot by a Member to the corporation may be satisfied by electronic transmission, including facsimile or electronic mail, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member Representative.

ARTICLE IV

MEETINGS OF DIRECTORS

- Section 1.* *Regular Meetings.* A regular meeting of the Board of Directors shall be held annually. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.
- Section 2.* *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the Chair or any two directors.
- Section 3.* *Notice of Meetings.* Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least 5 days prior to the meeting, give written notice thereof delivered personally or sent by United States mail,

facsimile or electronic mail to each director at 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 in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile or electronic mail, such notice shall be deemed delivered upon receipt of an electronic acknowledgment of delivery. Such notice need not specify the purpose for which the meeting is called.

Section 4. Waiver of Notice. Any director may waive notice of any meeting. The attendance by a director at a 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.

Section 5. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. Manner of Acting. Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (1) her contrary vote is recorded, (2) her dissent is otherwise entered in the minutes of the meeting, (3) she shall file her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or (4) she shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 8. Informal Action by Directors. Action taken by the directors without a meeting is nevertheless Board action if written consent to the action in question is approved in writing by all of the directors, whether done before or after the action so taken. Such approval may be evidenced by signature or electronic indicia of assent, and shall be filed with the minutes of the proceedings of the Board.

Section 9. Committees of the Board. The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate certain directors to constitute an Executive Committee and any other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation; provided, however, that no committee of the Board

shall (a) authorize or approve any dissolution, merger or sale, pledge, transfer or other distribution of all or substantially all of the corporation's assets; (b) elect, appoint or remove any directors, officers, committee chairmen or committee members, or the Chair, or fill any vacancy; (c) adopt, amend or repeal the articles of incorporation or the bylaws; or (d) engage in any other act not specifically delegated to such committee by these bylaws or by resolution of the Board. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or her by law.

Section 10. Advisory Board. The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate persons to serve as members of an Advisory Board. Such Advisory Board shall provide counsel to the Board of Directors and shall have no authority to manage the affairs of the corporation.

ARTICLE V

OFFICERS

Section 1. Officers of the Corporation. The officers of the corporation shall consist of a Chair, a Chair Elect, a Secretary, a Treasurer and other officers as the Board of Directors may elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term. The officers of the corporation shall be elected from among the directors annually by the Board of Directors and each officer shall hold office for one year or until her successor shall have been elected and qualified. Officers may be elected to serve additional consecutive one-year terms; provided, however, that the Chair may be elected to serve not more than two consecutive one-year terms. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Compensation of Officers. Officers of the corporation shall not be compensated, and no officer shall serve the corporation in any other capacity and receive compensation therefor unless such compensation shall be authorized by the Board of Directors.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

- Section 5. Chair.* The Chair shall oversee the activity of the Board of Directors and, when present, preside at all meetings of the Board of Directors. In the absence of an Executive Director, the Chair shall discharge the duties of such position.
- Section 6. Chair Elect.* In the absence of the Chair or in the event of her death, inability or refusal to act, the Chair Elect, unless otherwise determined by the Board of Directors, shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Chair Elect shall perform such other duties as may be assigned to her by the Chair, by the Board of Directors, or by these bylaws.
- Section 7. Secretary.* The Secretary shall (a) keep the minutes of the meetings of the Board of Directors and of all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, (c) be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation is affixed to all documents executed on behalf of the corporation which require the seal of the corporation; and (d) in general perform all duties incident to the office of secretary and such other duties as may be assigned to her by the Chair, by the Board of Directors, or by these bylaws. The Secretary may be assisted in the discharge of the duties described herein by professional staff and other persons as she deems necessary or desirable.
- Section 8. Treasurer.* The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of these bylaws; and (c) in general, perform all of the duties incident to the office of treasurer and such other duties as may be assigned to her by the Chair, by the Board of Directors, or by these bylaws. The Treasurer may be assisted in the discharge of the duties described herein by professional staff and other persons as she deems necessary or desirable.

ARTICLE VI

EXECUTIVE DIRECTOR

- Section 1. Executive Director.* The Executive Director, if any, shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the corporation. She may sign, with the Secretary or any other proper officer of the corporation thereunto 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 to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. In addition, she shall perform all duties incident to the office of executive director and such other duties as may be prescribed by the Board of Directors. The compensation, if any, of the Executive Director of the corporation shall be fixed by the Board of Directors. In the absence of a Executive Director, the Chair shall discharge the duties of such position.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

- Section 1. Contracts.* The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 2. Loans.* No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 3. Checks and Drafts.* All checks, drafts or other orders for the payment of money, 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 be determined by resolution of the Board of Directors.
- Section 4. Deposits.* All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such depositories as the Board of Directors may select.
- Section 5. Gifts.* The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation.

ARTICLE VIII

GENERAL PROVISIONS

- Section 1. Seal.* The seal of the corporation, if any, shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL.

Section 2. Indemnification. Any person who at any time serves or has served (1) as a director, officer, employee or agent of the corporation, or (2) at the request of the corporation, in such capacity for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, brought by a third party seeking to hold her liable by reason of the fact that she is or was acting in such capacity, and (b) reasonable payments made by her in satisfaction of any judgment, money decree, fine, penalty or settlement for which she may have become liable in any such action, suit or proceeding. Such person shall not be indemnified by the corporation against suits brought by or on behalf of the corporation, seeking to hold her liable by reason of the fact that she is or was acting in such capacity, unless such person is found blameless by a court of law or other properly constituted tribunal.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due her.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that she is not entitled to be indemnified by the corporation as authorized in this bylaw.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against her and incurred

by her in any such capacity, or arising out of her status as such, whether or not the corporation would have the power to indemnify her against such liability.

Section 3. Fiscal Year. The fiscal year of the corporation shall end on June 30.

Section 4. Amendments. Except as otherwise provided herein, these bylaws may be amended or repealed and new or amended bylaws may be adopted by the affirmative vote of two-thirds of the directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least 10 days' written notice is given of the intention to alter, amend, repeal or adopt new bylaws at such meeting.

Approved by the Board of Directors as of October 23, 2013

Amended by the Board of Directors as of July 28, 2014

Amended by the Board of Directors as of _____, 2016