

**AMENDED AND RESTATED BYLAWS OF THE ORGANIZATION OF
WOMEN IN INTERNATIONAL TRADE**

ARTICLE I

Name

The name of the corporation is: Organization of Women in International Trade (the "Association"), and may be abbreviated to OWIT or OWIT International for marketing, promotional, and other purposes as approved by the Board of Directors. (Rev. 10/09)

ARTICLE II

Objectives

The objectives for which the Association is organized and operated are to engage exclusively in such business and educational non-profit activities as may qualify it for exemption from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954 of the United States of America (hereinafter referred to as the "Code"). More specifically, such purposes include, but are not limited to, the following:

1. To support the growth and development of individual Chapter Members;
2. To enhance the status and interests of women in the field of international business and trade through the establishment of a network of contacts;
3. To provide a forum and clearinghouse for members to exchange views, ideas and information to keep them informed of trends and developments in the field of business and international trade;
4. To establish educational programs and activities in order to encourage worldwide advancement of women in international business and trade;
5. To promote professional growth, education, leadership, common cause and social activities among women working worldwide in any way in the field of international business and trade, both in the private and public sector; and
6. To engage in such other programs and activities not inconsistent with Section 501(c)(6) of the Code and the regulations thereunder or with these stated purposes.

In furtherance of the above and other related purposes, the Association shall have the power to exercise all power and authority granted to it under the District of Columbia Nonprofit Corporation Act, or otherwise, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated. (Sect. Rev. 10/09)

ARTICLE III

Admission and Membership

1. Qualification. The membership of the Association shall consist of:

a) Chapters admitted to the Association, who shall have at least five (5) individual members who are professionally employed, involved, or genuinely interested in the field of international business or trade, have submitted an application, and paid any associated fees or costs with admission as a chapter of the Association (hereinafter “Chapter Members”), and meet other criteria as adopted by the Board of Directors; and

b) OWIT Virtual Chapter who may admit as members individuals who are professionally employed, involved, or genuinely interest in the field of international business or trade who reside in regions where no Chapter Member exists and there is no pending application for Chapter Membership from that region (hereinafter “OWIT Virtual Chapter.”)

For purposes of this provision, “region” means a city, county, province or other municipality that is 90 miles or more away from an existing Chapter Member’s designated region. Individuals applying for membership under this provision must agree to comply with the OWIT Virtual Chapter Charter for converting from Global Virtual membership to membership in an existing Chapter Member. For purposes of these bylaws, “Members” shall refer collectively to both Chapter and Virtual Members.

To qualify for membership in the Association, Chapter Members must subscribe to the Association’s purposes and activities, and meet any requirements for membership as may be imposed by the Board of Directors from time to time, including the payment of dues and active participation in the activities of the Association. (Rev. 10/09) (Rev. 3/19)

2. Application. Application for membership in the Association must be submitted in writing to the Association’s Vice President(s) for Chapter Development for consideration, with final approval by the Board of Directors. Applicants for Chapter Membership shall submit the articles of formation and bylaws of the applicant organization, or equivalent documentation, which each application for Chapter membership. No applicant shall be accepted for Chapter membership whose activities and/or bylaws, or equivalent documentation, would potentially place the Association's nonprofit status in jeopardy. OWIT Virtual Chapter is approved as an adjunct of OWIT International. (Rev. 10/09) (Rev. 3/19)

3. Classes of Members. There shall be one class of members. The Board of Directors may, from time to time, change existing classifications of memberships and/or establish such new classifications of membership as it may determine to be in the best interests of the Association. Any change in the class of members shall be adopted as an amendment to these bylaws and shall be subject to the voting requirements under Article XIII. (Rev. 10/09)

4. Good Standing. In order to remain in good standing, all members must pay the dues required by the Association in full, unless other arrangements have been made and agreed to in writing by

the Board of Directors. In addition, each Member Chapter and the Virtual Chapter must remain an active and functioning chapter through responsible governance and fiscal policy. Further, each Member Chapter and the Virtual Chapter must offer 4 events/programs per year. Each Member Chapter and the Virtual Chapter shall have a representative participate in at least 6 meetings of the Board of Directors as set forth in the OWIT Chapter Operating Procedures. The member hosting an Annual Meeting of the Association or conference of the Association must participate in the meetings of the Board of Directors as set out in the OWIT Chapter Operating Procedures. (Rev. 10/09) (Rev. 3/19)

5. Voting Members. Unless otherwise designated by the Board of Directors, only Chapter Members and the Virtual Chapter shall be entitled to vote on matters concerning the affairs of the Association. The Chapter Members and the Virtual Chapter entitled to vote shall be only those Members in good standing. Each voting Chapter Member and Virtual Chapter shall be entitled to one vote on any matter requiring such Member's consideration. Chapter Members and Virtual Chapter shall have the right to vote on election of officers, disposition of all or substantially all of the Associations assets, on a merger, election to dissolve the Association, and as designated elsewhere in these Bylaws. Members shall have all rights afforded members under the District of Columbia Nonprofit Corporation Act. (Rev. 10/09)

6. Termination. A Chapter Member may voluntarily terminate membership in OWIT on the occurrence of any of the following events:

a) Resignation. Any chapter member may resign by filing a written resignation with the President of the Association. No portion of any dues paid shall be refunded to the resigned member and the chapter is required to legally dissolve;

b) Inability to maintain a minimum level of activity as specified in Article III (4) of these Bylaws; or

c) As specified elsewhere in these Bylaws.

(Rev. 3/19)

7. Suspension and Expulsion. The Board of Directors may suspend or expel any Chapter member for cause. A Chapter Member will not have voting rights during any period of suspension or expulsion. For cause shall mean:

a) Failure to pay dues, fees or assessments as provided in Article IV (4) of these Bylaws;

b) Failure to account for funds due the Association for any event, within 120 days of the completion of the event or as extended by the Board of Directors;

c) Any activity which jeopardizes the non-profit standing or reputation of the Association;

d) Insolvency of the Chapter Member; or

e) Extended period of inactivity of the Chapter Member.

(Rev. 3/19)

8. Transfer of Chapter Membership. No Chapter membership or right arising from Chapter membership shall be transferred. All Chapter membership rights cease upon resignation of the Chapter member, termination of Chapter membership, dissolution of the Chapter member, or as otherwise provided in these Bylaws. (Rev. 10/09)

ARTICLE IV

Membership Dues

1. Establishment of Dues. The Board of Directors shall establish the annual dues to be paid by the Chapter members and Virtual members of the Association. An equivalency standard shall be established by the Board of Directors for Chapters established outside the United States. (Rev. 10/09)

2. Payment of Dues. Dues shall be payable within sixty (60) days from date of invoice but not later than May 1st. (Rev. 10/09) (Rev. 3/19)

3. Fiscal Year. The Fiscal Year of the Association will be from January 1st through December 31st. (Added 10/09)

4. Non-Payment of Dues. Any Chapter member whose dues are more than ninety (90) days in arrears, without permission of the Board of Directors, shall, after due notification by the Board of Directors, be suspended and cease to have voting rights in the Association until dues are paid. If a Chapter member loses its voting rights and dues remain unpaid for 12 months without consent of the Board of Directors, then the Chapter member shall be subject to suspension or expulsion from the Association. (Rev. 10/09)

ARTICLE V

Meetings of the Members

1. Meetings. A meeting of the Chapter members and Virtual Chapter representative of the Association shall be held at least biennially at a time and place designated by the Board of Directors. (Rev. 10/09)

2. Special Meetings.

a) Special meetings of the Chapter members and Virtual Chapter representatives may be called by the Board of Directors. Notice of any such meeting of the Chapter members and Virtual Chapter representative shall be given not less than fifteen (15) days before the date of the meeting and not less than thirty (30) days for meetings conducted in person, and shall otherwise conform to the applicable requirements of the District of Columbia Nonprofit Corporation Act.

b) No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

3. Electronic Meetings. A meeting of the Chapter members and Virtual Chapter representatives may be conducted, in whole or in part, by electronic transmission (including teleconferencing) by or to the Association or by electronic video screen communication, as long as Chapter members and Virtual Chapter representatives have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the voting members. Such electronic meetings shall insure that Chapter Members and Virtual Chapter representatives have an opportunity to read or to hear the proceedings of the meeting substantially concurrently with the proceedings, including proposals or objections to any action to be taken. If any votes or other actions are taken at the meeting by means of electronic transmission to the Association, a record of that vote or action shall be maintained by the Association. No special notices shall be needed to conduct an electronic meeting. (Added 10/09)

4. Quorum; Attendance and Proxy; Vote. Chapter Members and Virtual Chapter representatives having at least one-third (1/3) of the votes entitled to be cast represented in person, electronically, by facsimile, or by proxy shall constitute a quorum. Attendance at a meeting by means of conference telephone or similar communications equipment by which all meeting participants can hear each other at the same time shall constitute attendance in person at such meeting. A vote may be in person, by electronic means, by facsimile, or by proxy executed in writing. A proxy shall not be valid for a period of greater than eleven (11) months, unless the proxy specifies otherwise. The affirmative vote of a majority of the votes entitled to be cast by the Chapter members and Virtual Chapter representatives 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. Voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission, provided that the Chapter member states, that this method of voting was authorized by the Chapter member. All of these voting methods are authorized for the Virtual Chapter. (Added 10/09)

5. Form of Notice; Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any Chapter member, such notice may be given in writing, by mail, addressed to such member at his or her post office address as it appears on the records of the Association, or by electronic or facsimile transmission to the last known e-mail or facsimile number on file for the member.. Such notice shall be deemed to be given at the time it is deposited in the United States mail or electronically transmitted. Notice may also be given personally, by telephone, facsimile, telegram, or electronic mail.

Notice shall set forth the place, date, and hour of the meeting, and the means of electronic transmission by and to the Association, electronic video screen communication, and telephone or conference numbers as needed for the member to participate in the meeting. Notice for election of Officers shall include the names of all people who are nominees when notice of the election is given.

Notices for special meetings shall state the nature of the business to be transacted and shall state that no other business may be transacted during the special meeting.

ARTICLE VI

Duties and Powers of Officers

1. Designation. The officers of the Association shall consist of the President, Vice-Presidents, Secretary-General Counsel, Treasurer, Immediate Past President, all standing committee chairpersons, and any other officers the Association deems necessary. All officers shall be elected biennially by the Board of Directors of the Association. Their terms of office shall be two fiscal years. (Rev. 10/09)

2. Eligibility. Only individuals belonging to Chapter members and Virtual Chapter members shall be eligible to serve as elected officers of the Association.

3. Compensation and Reimbursement. All officers shall serve without compensation, but may be reimbursed for reasonable expenses paid while acting on behalf of the Association as approved by the executive committee, the Board of Directors or an approved budget of the organization. (Rev. 10/09).

4. Tenure of Officers. Each officer shall serve a term of two years, or until a successor shall have been duly elected and qualified. There is a two term limit on the number of consecutive terms in the same role that an officer may serve. The term of office of any individual officer shall terminate upon the effective date the resignation is submitted in writing to the Board of Directors, upon death, or upon a vote of two-thirds of the entire Board of Directors in favor of removal from office for cause. (Added 10/09)

5. Duties and Authority of the President. The President shall preside at all meetings of the Association, the Executive Committee, and of the Board of Directors, and shall perform such other duties as usually pertain to such office. At the expiration of the President's term of office, the President shall make a written report to the Board of Directors. The President shall be an ex officio member of all Committees. (Rev. 10/09)

6. Duties and Authority of the Vice-President, President Elect. The Vice President, President Elect shall perform such duties as are assigned by the President, and shall act in the place of the President when the President is absent. The Vice President, President Elect shall assist the President in the performance of duties, and shall have responsibility for specific assignments delegated by the President. (Rev. 10/09)

7. Duties and Authority of the General Counsel. The General Counsel shall serve as the custodian of the books and records of the organization, including the corporate seal, organization Bylaws and procedures manual. The General Counsel is responsible for ensuring the proper maintenance of board votes and minutes. In addition, the General Counsel shall review all contracts, applications for membership, and advise and make recommendations to the President and Board of Directors regarding all legal matters. (Rev. 10/09) (Rev. 3/19)

8. Duties and Authority of the Treasurer. The Treasurer shall be responsible or direct a bookkeeper in the receipt and disbursement of all funds of the Association and shall deposit such funds in such banking institutions as may be approved by the Board of Directors. The Treasurer shall also keep or cause to be kept correct books of account of all the business and transactions of the Association. The Treasurer shall also supervise the preparation of the budget and shall report to the Board of Directors upon request. The Treasurer shall do and perform such other duties as may be lawfully required or as may ordinarily and usually pertain to the office of Treasurer and shall perform such other duties as may be assigned. (Rev. 10/09)

9. Duties and Authority of the Secretary. The Secretary shall attend all meetings of the Association, the Board of Directors and officers. The Secretary shall oversee communication within the organization, including e-mail communication and website update reminders, as well as assist in maintaining and updating records such as the job descriptions for OWIT Board/Executive Committee positions. The Secretary shall serve as a liaison for the Vice Presidents concerning recordkeeping and data retention. (Rev. 10/09) (Rev. 3/19)

10. Other Vice Presidents. From time to time the Board of Directors may determine a need for additional Vice Presidents to meet the needs of the organization. A majority vote of the Board of Directors is required to establish and fill the position, and the vote may be conducted at any regular meeting of the Board of Directors. All other Vice Presidents shall be identified as Vice President, [Name of Responsibility]. (Added 10/09)

11. Immediate Past President. The immediate Past President of the corporation shall be a member of the executive committee. The Past President will be the chair of the Advisory Committee. (Added 10/09)

12. Nomination of Officers. The Nominating Committee comprised of the President Elect, immediate Past President, Treasurer, and President, with advice of General Counsel, shall solicit nominations from the members of the organization. Upon review and qualification of the nominees, the Committee shall present a slate listing the names and qualifications of at least one candidate for each office as well as each committee chairperson position to be filled. The slate shall be prepared and distributed, by mail or electronically, at least thirty (30) days before the election. All nominations including nominations by members must have the prior consent of the nominee. (Rev. 10/09)

13. Election of Officers. Officers shall be elected by the Board of Directors (Chapter Member representatives and Virtual Chapter representative) by a majority of votes cast. If any candidate does not receive a simple majority, a run-off election shall be held between the two candidates receiving the highest number of votes. Election of Officers may be conducted at any regular meeting of the Board of Directors, electronically by electronic mail or any other electronic means, telephonically, or by facsimile. If conducted electronically, the Secretary-General Counsel shall verify the vote and keep or direct to be kept the votes of the election for 60 days post election. Notice of the election and the vote shall be made in conjunction with the voting requirements set forth in Article VII (14). (Rev. 10/09)

14. Vacancies in the Officer Positions. A vacancy in any of the Officer position in the Organization which occurs between the Annual Meetings of the members may be filled by the Board of Directors, by a majority affirmative vote of the Board of Directors. The Officer shall serve for the remainder of the unexpired term. (Added 10/09)

15. Powers of the Executive Committee. In addition to any powers specified elsewhere, the Executive Committee may conduct the normal and usual business of the organization, payment of bills, enforcement of the membership obligations, the setting of the meetings of the board of directors, creating committees, other business not impacting the brand, logo, members' rights, or financial encumbrance of the organization. The Executive Committee shall be responsible for preparing the organization's proposed annual budget for the Board's final approval. All actions shall be reported to the Board of Directors. (Rev. 3/19)

The Executive Committee may not take any of the actions below without consent of the members of the Board of Directors:

- a) Removing officers;
- b) Amending the Articles of Incorporation;
- c) Amending the Bylaws;
- d) Dissolving the Association;

e) Approving a contract or transaction between the association and one or more officers when the officer has a material financial interest in the transaction;

f) The time and place of conferences of the Organization.

(Added 12/09)

16. Roles and Responsibilities. At any time, the Board of Directors may adopt a document containing further roles and responsibilities of the Officers of the Corporation. This document shall be attached to the Bylaws as an addendum. Any role or responsibility identified in said document shall be adopted by the Board of Directors as long as there is nothing contained in the roles and responsibilities which would be in violation of the District of Columbia laws or nonprofit regulations for 501(c)6 organizations. (Added 10/09)

ARTICLE VII

Duties and Powers of the Board of Directors

1. Powers. Supervision and guidance of the affairs of the Association shall be vested in the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Association under the District of Columbia Nonprofit Association Act, the Articles of Incorporation, and the Bylaws.

2. Number. The number of directors may be determined by the Board of Directors, provided that each Chapter member and the Virtual Chapter has representation on the board of directors, and that the number of directors shall not be less than three (3). Any decision to change representation to the board that does not permit each Chapter member to have one representative on the Board of Directors, must be approved by a two thirds (2/3) majority vote of the Chapter members. (Rev. 12/09)

3. Members of Board. The Board shall be comprised of one representative elected or appointed by each Chapter member's organization. Each board member serves at the pleasure of the Chapter member's organization and in accordance with the laws and guidelines established for each Chapter member organization. As each officer of the corporation serves for the good of the entire organization, each officer, including the Past-President, shall each have a vote on the Board of Directors in addition to the vote cast by their Chapter member organization's representative. However, no one person may have more than one vote. If a person is serving as both an Officer of the Corporation and as the representative of the Chapter member organization, only one vote may be cast. Otherwise, no Chapter member organization shall have more than one (1) vote. (Rev. 12/09)

4. Qualifications of Board of Directors. Members of the Board of Directors need not be residents of the District of Columbia. A director must be a member of a Chapter member organization or Virtual Chapter. (Rev. 12/09)

5. Tenure of Directors. Each director shall serve a term as designated by the Chapter member organization or Virtual Chapter. Each Chapter member organization and Virtual Chapter is entitled to one voting representative on the Board of Directors in addition to any Officers serving the Corporation from their organization. (Rev. 12/09)

6. Resignation. Any director may resign at any time by giving written notice of the resignation to the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

7. Termination. The Board of Directors may terminate an Executive Committee Member for cause, which may include:

- a. Breach of the Executive Committee Member's fiscal/fiduciary duty to OWIT or
- b. Failure to participate in at least one-third of all Board meetings (via teleconference or in person).

(Added 3/19)

8. Vacancies in Board of Directors. A vacancy in the Board of Directors existing between an Annual Meetings of the members may be filled by the Chapter member organization represented by that director. A director so elected shall serve for the remainder of the unexpired term. (Rev. 12/09)

9. Honorary Directors. The Board of Directors may, in its discretion, appoint honorary directors. Honorary directors shall not vote as directors, but may attend and otherwise participate in all meetings of the Board of Directors. Membership in a member organization is not a prerequisite to appointment as an honorary director. The term of office of an honorary director shall be determined by the Board of Directors. (Rev. 12/09)

10. Meetings: The Board of Directors may hold meetings, annual, regular, or special, either within or outside the District of Columbia. Meetings of the Board of Directors may be held at such times and places as may be determined by the Executive Committee, on ten (10) days notice to each director, by the President or Vice-President, or upon the written request of one-third of the members of the Board of Directors. Any or all directors may participate in a meeting of the Board of Directors by means of conference telephone, webcast, or by any means of

communication by which all persons participating in the meeting are able to communicate with one another. Such participation shall constitute presence in person at the meeting. (Rev. 12/09)

11. Waiver of Notice of a Special Meeting. A director may waive notice of the time and place of any regular or special meeting. Attendance at a regular or special meeting shall constitute a waiver of notice, except where the director attends a meeting for the express purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully convened. A written statement filed with the Board of Directors by any director either before or after a meeting is held, which statement recites knowledge of the date, time and place of such meeting, and specifically waives notice thereof, shall be considered effective to dispense with the requirement of prior written notice to such director.

12. Quorum; Adjournment. At all meetings of the Board of Directors, one-third of the directors then in office shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be specifically provided by law or by the Articles of Incorporation. If a quorum is not present at a meeting of the Board of Directors, the directors present may adjourn the meeting until a quorum is present.

13. Action by Consent. Any action required or permitted to be taken at a meeting, including amendment of the Bylaws, of the Executive Committee, the Board of Directors or of any committee may be taken without a meeting if written consents setting forth the action so taken are signed by all of the members of the Executive Committee, the Board of Directors or of such committee, as the case may be. Such consents shall have the same force and effect as a unanimous vote of the Executive Committee, the Board of Directors or of the committee, as the case may be. Such consents (which may be in one instrument or several instruments) shall be filed with the Secretary. A certificate of the chairperson or other individual presiding over the Executive Committee, the Board of Directors, or, in the case of a committee, the Chairperson thereof, or the Secretary as to the receipt of such consents, the action thereby taken, and the effective date of such action shall be filed with the minutes of the proceedings of the Executive Committee, the Board of Directors or of the committee. An action so taken shall be deemed to have been taken at the meeting held on the effective date so certified. (Rev. 12/09)

14. Compensation and Reimbursement. Members of the Board of Directors shall serve without compensation, but may be reimbursed for reasonable expenses paid while acting on behalf of the Association as approved by the Board of Directors or in an approved budget of the organization. (Rev. 12/09)

15. Any action that is taken which requires a written ballot or other vote of the Board of Directors, Members, or Executive Committee to be held electronically shall comply with the following:

A ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission. The electronic transmission shall state the time by which the ballot must be received in order to be counted, the proposed action, and opportunity to approve or deny each proposal. (Added 12/09)

16. Approval. Approval shall be obtained when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action. (Added 12/09)

17. Adjournment of Meetings. Any meeting of the Board of Directors may be adjourned from time to time by a vote of the majority of the directors at the meeting. No additional notice to directors needs to be given if at the time of adjournment a new date and time for a meeting is announced. (Added 12/09)

ARTICLE VIII

Committees

1. Constitution and Powers. The Chapter members and Virtual Chapter representative of the Board of Directors shall vote for a chairperson of each standing committee of the Association when voting on the slate of officers for the organization. The members of each committee may be appointed by the respective committee chairpersons or pursuant to any other rules adopted by the Board of Directors of the Association. Committees may be designated as needed by the Executive Committee or the Board of Directors. (Rev. 12/09)

2. The standing committees of the Association may include Membership, Annual Meeting or Conference, Marketing, Public Relations, Strategic Planning, Partnership or Fundraising, Nominating, or Government Affairs as deemed appropriate by the Executive Committee and the Board of Directors. The Association may form such other committees as are necessary for the management of the affairs of the Association. Committee descriptions, positions, powers and duties shall be designated in a Roles and Responsibilities document which shall serve as an addendum to these Bylaws, and may be changed and updated as needed by the Board of Directors by a simple majority vote of a quorum of directors. (Rev. 12/09) (Rev. 3/19)

3. Term of Office. Each member of a committee shall continue as such until a successor is appointed or elected unless the committee shall be sooner terminated, or unless such member shall resign or cease to qualify as a member thereof. (Rev. 12/09)

ARTICLE IX

Prohibited Activities

1. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Association shall have the authority to pay reasonable compensation for services actually rendered to or for the Association.

2. The Association shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. This prohibition does not apply to advocacy activities in furtherance of the exempt purposes of OWIT. See Article X regarding Lobbying Activities. (Rev. 3/19)

3. Notwithstanding any other provision of these Bylaws, or any provision of the Articles of Incorporation or the District of Columbia Code governing or pertaining to the Association, the Association shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in section 501(c)(6) of the Code (or the corresponding provision of any future Federal income tax law).

ARTICLE X

Lobbying Activities

1. The VP of Government Affairs shall present on an annual basis the proposed legislative lobbying agenda to the Executive Committee for approval and to the Board for final approval. The VP of Government Affairs shall solicit input into the legislative agenda from the Executive Committee and the Board as well as keep the Committee and Board apprised of significant developments.

2. The VP of Government Affairs shall file all required Lobbying Disclosure Act quarterly reports on behalf of OWIT.

(Article added 3/19)

ARTICLE XI

Offices; Agent; Seal

1. Principal Office. The principal office of the Association and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors.

2. Registered Office and Agent. The Association shall continuously maintain within the District of Columbia a registered office and a registered agent which shall be designated by the Board of

Directors. Any change in the registered office or registered agent shall be accomplished in compliance with the District of Columbia Nonprofit Association Act.

3. Seal. The seal of the Association shall contain its name, the year of its incorporation and the words "District of Columbia." The seal may be used by causing it or a facsimile thereof to be affixed, impressed, or used in any other manner permitted by law.

ARTICLE XII

Power of the Board of Directors to Borrow Money and Receive Gifts and Contributions

The Board of Directors shall have full power and authority to borrow money and receive gifts and contributions whenever in the discretion of the Board the exercise of said power is required in the general interests of the Association. The Board of Directors may authorize the appropriate officers of the Association to make, execute, and deliver in the name and on behalf of the Association such notes, bonds and other evidence of indebtedness as said Board of Directors shall deem proper, and said Board of Directors shall have full power to mortgage the property of the Association or any part thereof, as security for such indebtedness.

ARTICLE XIII

Indemnification and Insurance

The Association may purchase and maintain insurance on behalf of itself or any person who is or was a director, officer, advisor, employee, or agent of the Association (hereinafter an "Associate") against any liability and all expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which the present or former Associate is made a party by reason of being or having been such Associate, except in relation to matters as to which the present or former Associate shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Associate may be entitled under any bylaw, agreement, vote of the Board of Directors or Chapter members, or otherwise.

ARTICLE XIV

Amendments

The Bylaws may be amended by the Board of Directors by the vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, or by unanimous consent in writing without a meeting, and may be conducted in person, electronically, including email, and in any other manner acceptable for voting for any other action of the Board of Directors as specified in these Bylaws. (Rev. 12/09)

ARTICLE XV

Dissolution

The Board of Directors, upon the approval of two-thirds (2/3) of its Chapter members, may dissolve the Association. A committee shall thereupon be elected by the Board of Directors to liquidate the assets of the Association in conformity with the Articles of Incorporation of this Association and under such plan as the Board of Directors shall approve.

ARTICLE XVI

Miscellaneous Provisions

1) Annual Report. The executive committee shall cause an annual report to be sent to the Chapter members and directors within 90 days of the close of the corporation's fiscal year. The requirement for an annual report is waived if the corporation has less than \$25,000.00 in gross receipts during the fiscal year.

2) Audit. An independent audit of the reports or tax returns of the corporation may be authorized by the board of directors as needed. A vote of two-thirds (2/3) of the Chapter members to request an audit shall cause an audit to be completed within 90 days of the vote.

3) Right to Inspect. Every director and member shall the right at any reasonable time to inspect the books, records, documents of the corporation for a purpose reasonably related to the director's interest as a director or a Chapter member's interest as a Chapter member of the corporation.

4) Articles and Bylaws. The corporation shall keep a current copy of the articles of incorporation and bylaws. They shall be open to inspection by mailing a copy to the Chapter member within 30 days of any written request for inspection.

(Added 12/09)

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting General Counsel of the ORGANIZATION OF WOMEN IN INTERNATIONAL TRADE, a District of Columbia, nonprofit corporation; that these bylaws are the bylaws of the corporation as adopted by the board of directors on the date below, and that these bylaws are restated in their entirety and not amended or modified since the date approved. (Added 12/09) (Rev. 3/19)

Dated: 3/16/19

Catherine A. Orr

General Counsel of OWIT