Illinois Women In Leadership BYLAWS June 15, 2004
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ARTICLE I
MISSION STATEMENT / PURPOSE
Illinois Women in Leadership (IWIL) empowers all women, promotes professionalism and develops leadership abilities through purposeful inclusion, education, mentoring, networking, and community involvement.

ARTICLE II
PARLIAMENTARY AUTHORITY
The current edition of Robert's Rules of Order, shall govern the IWIL organization in all applicable cases provided the rules are not inconsistent with these bylaws or any special rules of IWIL.

ARTICLE III MEMBERS
~~**Section 1. CLASS OF MEMBERS.**~~

~~There shall be one (1) class of members. Members must apply and be approved by the board. Applicants must identify as female and must be involved in a leadership function in the community. All members will pay dues. Members are eligible to hold office and have voting privileges. The board may approve limited one (1) year memberships without dues for trial memberships for any reason the Board determines is appropriate, in its sole discretion.~~

~~**Section 2. ELECTION OF MEMBERS.** Members are elected by the Board of Directors of the organization. Prospective members must submit a completed application.~~
~~Applications are presented at Board meetings. Acceptance requires a majority vote at a Board meeting where a quorum is present.~~

Section 1. CLASS OF MEMBERS.

There shall be one (1) class of members. Applicants must identify as female, be involved in a leadership function in the community, submit a completed membership application, and pay all required membership dues. Members are eligible to hold office and have voting privileges.

The Board may approve limited one-year memberships without dues for trial memberships for any reason the Board determines appropriate, in its sole discretion.

Section 2. ACCEPTANCE OF MEMBERS.

An applicant shall become a member upon submitting a completed membership application and payment of all required dues. A vote of the Board of Directors shall not be required.

Membership applications may be reviewed to confirm that applicants meet the eligibility requirements established in Article III, Section 1. If an applicant does not meet those

requirements, the organization shall notify the applicant, deny the membership, and refund all membership dues paid.

Section 3. VOTING RIGHTS. Each member has one vote on each matter submitted to a membership vote. Voting rights are given to all members.

Section 4. TERMINATION OF MEMBERSHIP. IWIL's Board of Directors may suspend or expel a member or members. There must be an appropriate hearing and an affirmative vote of the majority of the Board members at a Board meeting at which a quorum is present. Reasons for termination include but are not limited to non-payment of dues.

Section 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary. The Board of Directors is deemed to have accepted the resignation when the letter is presented. However, no member's resignation shall relieve the (former) member of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid.

Section 6. REINSTATEMENT. Upon written request by a former member and filed with the Secretary, the majority of the Board of Directors, at a meeting at which a quorum is present, may vote in affirmation to reinstate a former member to membership provided the member's dues are paid in full for that fiscal year.

Section 7. MEMBERSHIP TRANSFER. At the discretion of the Board, membership may be transferred from one individual to another within the same firm if there is proof the employer has paid for the membership. The replacement must complete an application and submit it with a cover letter to the Board. If membership criteria are met and the membership of the withdrawing person is terminated, the replacement may then be approved by the Board to transfer into the membership position. Membership for the replacement begins at time of approval by the Board.

Section 8. DUES. Membership dues are paid annually each calendar year on each member's anniversary or a standard payment date set by the Board. Dues for new members accepted throughout the year will be pro-rated by the number of months of their membership that year. A member may not repeat the pro-rated membership. The amount of the dues is set by the Board at the beginning of each year. The Board has discretion to offer discounted dues for appropriate reasons, which may include special promotions or a member's financial hardship.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. Each June an annual meeting of the members of the organization shall be held. Its purpose is the announcement of the officers and directors, receipt of reports of officers and committees, and the transaction of business pertaining to the organization.

Section 2. REGULAR MEETINGS. Unless otherwise approved by the Board of Directors regular meetings of the members are held at lunchtime on the third Thursday of each month. Known exceptions include the Athena Awards banquet in July, Womens Symposium in September, monthly Member Socials and the Annual Meeting in June, all of which are usually held in the evening.

Section 3. SPECIAL MEETINGS. Special meetings of the members may be called by the President or any member of the Executive Board of Directors, or no less than one-tenth (1/10) of

the members having voting rights, for the purpose or purposes stated in the written notice of the meeting.

Section 4. PLACE OF MEETINGS. The Board of Directors may designate any place within 30 miles of Springfield, Illinois, as the place of meeting for the annual meeting, regular meetings, or for any special meeting called by the President or the Executive Board of Directors. Voting members calling a special meeting will select a meeting place within 30 miles of Springfield, Illinois.

Section 5. NOTICE OF MEETINGS. The membership must be notified of the annual meeting and any special membership meetings. This must be in writing and the notification must be sent to every voting member, stating the place, date and hour of an annual or special meeting. The postmark or email postmark cannot be less than 15 or more than 60 days before the date of the meeting. The meeting purpose will be stated clearly in the notice. If mailed, the notice of a meeting shall be deemed delivered when postmarked by the United States mail. It is to be addressed to the member's address as it appears on the records of the organization with postage paid by the organization. Any notice required by this section may be given in any regular publication of the organization or via electronic mail and will not require a written, US postal service mailing to any member authorizing receipt of notice by electronic mail.

Section 6. QUORUM. A minimum of one-twentieth (1/20) of the vote holders, represented in person, form a quorum, and they will be able to consider any matter at any regular, annual or special meeting. If less than one-twentieth (1/20) of the eligible voters are present at a meeting, then a majority of the voters present, or the Board of Directors, may adjourn the meeting at any time. If a quorum is present, the affirmative vote of the majority represented at the meeting shall be the act of the members. At any rescheduled adjourned meeting at which a quorum is present, any postponed business may be transacted. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at the meeting.

Section 7. VOTING. Each member shall be entitled to one vote in each matter submitted to vote or express consent or dissent to an action at a member meeting. Members may vote either in person, online, by proxy, or by mail. If a member requests to vote by mail, the member will be sent a ballot to record their vote as to the agenda items of bylaw changes, elections, or special member issues. Only mail-in votes received prior to the meeting at which a vote is taken will be counted.

ARTICLE V BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The organization's affairs are managed by its Board of Directors.

Section 2. STRUCTURE. The Board of Directors consists of: Executive Board (Elected Officers) and Directors of Committees. The Board must meet at least every other month at a time and place determined by the President. The Executive Board (elected officers) serve one-year terms: President, Vice President, Immediate Past President, and Secretary. The Vice President from the prior year is expected to hold the position of President, but if that person is not available, another member may be elected for that role. The President from the prior year is expected to hold the position of Immediate Past President, but if that person is not available, any past president may be elected to that office. The Treasurer and Vice Treasurer also serve on the Executive Board. The officer elected as Vice Treasurer is elected to serve a two-year term in a treasury role: in the **third** year the Vice Treasurer will automatically ascend to the office of

Treasurer, and remain for a new two-year term. A new Vice Treasurer will be elected. If the prior year's Vice Treasurer is not available to serve as Treasurer, another member may be elected for that role. If an officer role becomes vacant during the term, the President, with approval from the Board, may appoint a replacement to serve the remainder of that term.

Each director shall hold office for a term of two (2) years and may be re-elected for an additional two (2) year term. After a total of four (4) years as a director, the member must wait one (1) year before serving on the board again. Exceptions to term limits will be made in order to accommodate special circumstances and the President position which requires a succession of Vice President, President and Immediate Past President. The Immediate Past President serves one year, and is a voting member of the Board of Directors. The Executive Board, composed of the President, Vice President, Secretary, Treasurer, Vice Treasurer and Immediate Past President, may act between meetings of the Board.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary, or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may decide the location for holding any special meeting of the Board of Directors.

Section 4. NOTICE. At least twenty-four (24) hour notice must be provided to each director when a special Board meeting is scheduled. It is each board member's obligation to keep the organization informed of contact information.

Section 5. QUORUM. Two-thirds of the Board of Directors form a quorum and business may be transacted. If less than two-thirds of the directors are present, a majority of the directors present may adjourn the meeting to another time or may agree to accept votes on old business from non- present members. No new business may be voted on unless a quorum is present.

Section 6. MANNER OF ACTING. The Board works as one governing body. All meetings of the Board of Directors shall be conducted in accordance with the current edition of Robert's Rules of Order.

Section 7. VACANCIES. The current President shall fill any vacancy occurring in the Board of Directors. New positions also are filled by presidential recommendations and all are voted upon by the Board of Directors. A director appointed to fill a vacancy will serve only for the unexpired term.

Section 8. COMPENSATION. Directors shall not receive any compensation for their regular services. By resolution of the Board of Directors, expenses of attendance at special meetings or functions may be allowed.

Section 9. REMOVAL OF DIRECTORS. Any director may be removed for just cause from the Board of Directors, by Presidential recommendation to the Executive Board and by an affirmative majority vote of Officers.

Section 10. FISCAL YEAR. The fiscal year of the organization shall be January 1 – December 31.

ARTICLE VI OFFICERS

Section 1. ELECTION AND TERMS OF OFFICE. The organization's officers are elected by the members at the annual meeting. Vacancies may be filled at any meeting of the Board of

Directors, in accordance with Article V, Section 7. Each officer holds office two (2) years or until a qualified successor has been duly elected or until death, resignation, or removal in the manner hereinafter provided.

Section 2. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed for just cause by a two-thirds vote of the Board of Directors.

Section 3. PRESIDENT. The President is the organization's principal executive officer and is subject to the direction and control of the Board of Directors while in charge of the business and affairs of the organization. The President implements the Board's resolutions and directives except in those instances in which that responsibility is assigned specifically by the terms of the resolution to a director. The President discharges all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President will preside at all meetings of the Board of Directors and regular member meetings. The organization will not own real estate. The President will co-sign contracts or other business agreements with one other Executive Board member. The President will be an authorized signer on all IWIL bank accounts. The presidency my be shared and a co-president may serve at the discresion of the Board of Directors.

Section 4. VICE PRESIDENT. The Vice President will become President of the organization for the term of office immediately following the term as Vice President and upon the vote of the entire membership in accordance with Article IV, Section 1. The Vice President in the absence of the President presides at all meetings of the Board of Directors and regular member meetings and performs duties assigned by the Board of Directors or the President.

Section 5. IMMEDIATE PAST PRESIDENT. The President becomes the Immediate Past President for the one-year term of office immediately following the term as President. The Immediate Past President performs duties assigned by the Board of Directors or by the President. The Immediate Past President chairs the Nominating Committee.

Section 6. TREASURER. The Treasurer is the principal accounting and financial officer of the organization. The Treasurer is responsible for the maintenance of adequate books of account for IWIL and is responsible for all receipt and disbursement of funds. Upon election of new officers and announcement of Board positions, prepares budget planning forms and distribute to officers. Gathers input and prepares fiscal year budget for approval no later than the end of the fiscal year. Maintains checkbook and other IWIL bank account information. Balances and transfers money from online merchant services account to the checking account monthly. Picks up mail weekly at the post office (unless another Executive Board member does this) and forwards to appropriate individuals. Receives bills from vendors and designated IWIL representatives. Processes checks as needed.

Prepares deposits from meetings, membership applications, fundraising, etc. Prepares complete Treasurer's Report prior to each Board meeting, indicating amounts received and disbursed each month, by line item, including a summary of bank account balances, and scholarship funds balances. Prepares profit/loss calculations on special projects, as requested. With Board approval, selects tax accounting firm to prepare the IWIL's 990 tax form each year. Meets with designated representative and provides required information. Reviews finished return for accuracy; files with IRS. Arranges for annual audit of bank account records. Results of the audit are reported to and approved by the Board.

Is an authorized signer on all IWIL bank accounts. A federally insured bank will be used. The Treasurer will research options if a banking change is required or desired. Arranges for competitive bids for Officers and Directors and General Liability Insurance annually prior to renewing the current policies. Presents recommendation to the Board for approval.

To ensure accountability to the membership of responsible financial management by the Board, the Treasurer will provide the annual financial report upon request. Handles other financial transactions as needed. Responsible for document destruction, as described below. Submits all current records to the incoming Treasurer and all past records that need to be retained to the Secretary at the end of the fiscal year.

Section 7. VICE TREASURER. Vice Treasurer is to assist the Treasurer in all oversight of financial matters of the organization listed above. Is an authorized signer on all IWIL bank accounts.

Section 8. SECRETARY. The Secretary records the minutes of the meetings of the Board of Directors; sees that all notices are duly given in accordance with the provision of the bylaws or as required by law; and performs all duties incident to the Office of Secretary and duties assigned by the President or by the Board of Directors. The Secretary assists the Treasurer in the responsibility for all incoming mail delivered to the post office box and its distribution to the appropriate officers. The Secretary is responsible for maintaining the organization records, policy manual and reviewing the bylaws annually.

ARTICLE VII COMMITTEES

Section 1. COMMITTEES AND STAFF The Board of Directors of the organization may establish one or more committees, each of which may include at least one director and may include other members of the organization. These committees, to the extent provided and not restricted by law, shall have and exercise authority, representing the Board of Directors in specific management areas of the organization. The committees and their members do not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it by these bylaws or by law. The organization may, but need not, establish the following standing committees: ATHENA Award, Communications, Diversity, Equity and Inclusion (DEI) committee, Hospitality, Membership, Registration, Scholarships, Sponsorships,Women's Symposium and the Community Health Giving Cirle (CHGC). These are optional committees. Other committees may be established based on organizational need and by quorum of the Board of Directors. Every committee will integrate DEI principles into their work.

Section 2. CHAIR PERSONS AND MEMBERS. The President appoints committee chairs, from among members in good standing with the organization. The chair appoints the members of the committee. They also must be members in good standing.

Section 3. TERM OF OFFICE. Each committee member continues as such until a project is completed or until the next annual membership meeting, whichever occurs first. Successors are appointed by the incoming President. During any term vacancies may be filled by appointments made in the same manner as the original appointments.

Section 4. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act

of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. RULES. Each committee may adopt rules for its own government consistent with these bylaws and with rules adopted by the Board of Directors.

Section 6. ATHENA AWARDS. This committee develops and implements the annual ATHENA Leadership Award event in coordination with ATHENA International. The event includes recognition of award nominees and the recipient. The committee, in conjunction with the Sponsorship Chair, is responsible for obtaining financial and in-kind sponsors to help assist in funding. This committee handles all details and logistics of the event from budget, speakers, location, food, advertising, etc.

Section 7. COMMUNICATIONS. This committee coordinates, prepares and distributes newsletter and other outgoing communication following approval by the President or the Executive Board. The newsletter is maintained electronically and printed copies are sent only to those requesting them. Responsible for "Pay to Print" activities, including preparing copy of "Pay to Print" information for newsletter and/or website. Also responsible for "Supersized Pay to Print" paid announcements in the newsletter, including collecting the fees and gathering the artwork for such announcements. Works with the Membership Committee to ensure that e-mail and mail address lists are both are up to date as needed.

Section 8. HOSPITALITY. This committee organizes all membership social functions

Section 9. MEMBERSHIP. This committee provides help and guidance to enhance the organization's growth of new members and works to retain existing members. The committee reviews all applications of potential members to assure membership criteria is met and makes recommendations to the Board to accept or deny the application. A member of the Membership Committee then notifies applicants of their acceptance or denial. The committee plans the New Member Luncheons, which helps new and current members get to know each other in a non-meeting setting. This committee provides membership information to the Communications Committee for updating electronic mailing listings and email listings. The committee also coordinates the online membership directory and ensures that new member's information is included. The Membership Chair issues annual dues renewal invoices to all members, ensures that all members are paid, and holds primary responsibility of keeping an accurate and up-to-date membership list.

Section 10. PROGRAM. This committee develops educational and entertaining programs for regular membership meetings each month; coordinates all equipment, speaker requirements, and acts as the host and emcee for the speaker's introduction at the meeting. If approved, the selection and purchase of speaker gifts become the committee's responsibility to purchase or acquire.

Section 11. REGISTRATION. This committee is in charge of regular meeting registration and nametags at all lunch meetings. Individuals on this committee greet members and guests and assure payments have been received. This committee is also responsible for securing, with approval from the Board, the meeting space for the regularly scheduled monthly lunch meetings.

Section 12. SCHOLARSHIPS. This committee works with the Community Foundation for the Land of Lincoln (CFLL) to advertise, select, and award IWIL's annual scholarships to area high

school women and other approved recipients based upon criteria approved by the board. Funding comes from $20 of IWIL membership dues annually. Due to IRS regulations for non-for-profit organizations, none of this scholarship money may go to a member or their family.

Section 13. WOMEN'S SYMPOSIUM. This committee develops and implements an annual day-long event for IWIL members as well as other women. This event features a keynote speaker and breakout sessions on various topics including but not limited to finance and wealth management, professional advancement, health and wellness and self-improvement. Additionally, this committee is responsible for obtaining financial and in-kind sponsors and exhibitors to help assist in funding. This committee has a chair and vice-chair. The vice-chair serves an apprentice to the chair as each position is held just for a year. This committee handles all details and logistics of the event from budget, speakers, location, food, advertising, etc.

Section 14. SPONSORSHIP. This committee will develop and implement an annual sponsorship program. They will work closely with the Symposium, Athena and Hospitality Committees to ensure sponsorships are recorded appropriately for each event. They will also ensure donors receive the recognition promised within their request. This committee has a chair and vice-chair.

Section 15. ARTICLE XVI DIVERSITY, EQUITY & INCLUSION (DEI).
This committee works to increase and support diversity, equity, and inclusion efforts, including helping to recruit a more diverse membership, offering more diverse programming, and partnering with diverse organizations in the community. The committee is responsible for proposing DEI goals to the Board each year and collaborating on initiatives with all the other committees to achieve those goals. The DEI Committee Chair shall be a member of the Board of Directors. For purposes of the work of this committee, diversity efforts will focus on inclusion of members of groups that have been marginalized and excluded based on race, color and ethnicity, seen and unseen disabilities (i.e., disability status), and/or gender identity or expression (i.e., LGBTQ+ status).

Section 16. ADMINISTRATIVE SUPPORT STAFF. Maintains the organization's website; ensures the posting of updates to the website, which includes event registration, newsletters, forms and applications, calendar, updates members photos and program information. Primary person for understanding and maintaining backend of website including point person for support issues with provider. Other members are responsible for providing content to the website. This is a paid position at the discretion of the board as a part time role.

~~**Section 17. COMMUNITY HEALTH GIVING CIRLE.** Maintains the funds of the giving circle which will be donated directly to the Community Foundation of the Land of Lincoln. This committee will be solely responsible for the fundraising, disbursement and allocation of these funds in whatever way their members see fit. In order to obtain voting membership to this circle an IWIL member must donate $250 annually to the fund held at the Community Foundation for the Land of Lincoln. Separation from IWIL may be made at any time by a majority vote of the giving circle.~~

Section 17. COMMUNITY HEALTH GIVING CIRCLE. Maintains the funds of the giving circle which will be donated directly to the Community Foundation of the Land of Lincoln (known as 'the fund'). This committee will be solely responsible for the fundraising, disbursement and allocation of these funds in whatever way their members see fit. $5 of

each IWIL member's dues will be added to the giving circle annually.
To obtain voting membership to this circle an IWIL member must donate an additional $250 annually to the fund or be part of a group vote where the combined donation to the fund is at least $250.
Separation of the giving circle from IWIL may be made at any time by a majority vote of the giving circle.

ARTICLE VIII NOMINATIONS

Section 1. APPOINTMENT OF NOMINATING COMMITTEE. The Immediate Past President, or in the absence of the Immediate Past President, the President, appoints the nominating committee. The nominating committee is not fewer than five (5) members: two (2) or more members from the Board of Directors and three (3) or more members who are not then members of the Board of Directors. The Immediate Past President serves as the chair of the Nominating Committee.

Section 2. DUTIES AND PROCEDURES. It shall be the duty of the Nominating Committee to make and present to the annual meeting of the members nominations for the offices of President, Vice President, Treasurer, and Secretary. At least 90 days prior to the annual meeting of the members, the committee shall meet at a time and place to be determined by its chair and select one candidate, willing to serve, for each office to be filled. The Nominating Committee chair will, at least 75 days prior to the annual meeting of the members, file with the Secretary of the organization the committee's report containing a slate of officers. All organization members shall be sent a copy of the report of the committee at least 60 days prior to the annual meeting of the members, either by a separate mailing or by publication in any regular publication of the organization. If between the time of nomination and the annual meeting of the members, a nominee dies or declines to serve, the nominating committee shall make a substitute nomination at the time of the members meeting. The nominee for the office of Vice President shall have served on the Board of Directors for at least one year prior to being nominated.

Section 3. NOMINATION BY PETITION. Nominations may also be made by petition by at least 20 members and filed with the Secretary of the organization at least thirty (30) days prior to the annual meeting of the members. The Secretary shall announce any such nominations to all members at the annual meeting and the procedures for multiple nominations, as outlined below, will be followed.

Section 4. OTHER NOMINATIONS. No person shall be nominated for any of the foregoing offices except in accordance with the provisions of this article.

Section 5. MULTIPLE NOMINATIONS. In the event there are multiple nominations, that is, a slate of officers from the Nominating Committee and nominations from a petition of (20) twenty members by written secret ballot, a vote will be taken at the annual meeting by the members present to determine the final election result. The ballots shall be counted by the Secretary and the tally shall be confirmed by the Past President.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authority may be general or confined to specific instances.

Section 2. DEPOSITS. All funds of the organization shall be deposited in a timely manner to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. GIFTS. The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the organization.

ARTICLE X
BOOKS AND RECORDS
The organization's officers keep correct and complete books and records of accounts and minutes of the proceedings of its Board of Directors. Appointed committees having any of the authority of the Board of Directors keep their own minutes and records and surrender them upon completion or at the end of the fiscal year. All books and records of the organization may be inspected by any member, officer director, director's agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI DUES
Section 1. ANNUAL DUES. The Board of Directors may recommend from time to time the amount of initiation fee, if any, and annual dues payable to the organization by members. Any change in initiation fee, or annual dues will be voted upon by the voting-eligible members of the organization. Annual dues or fees recommendations are voted upon at the annual meeting by the majority vote of the members entitled to vote and attending the annual meeting of the organization in person or by mail voting, with due notice to members provided.

Section 2. PAYMENT OF DUES. Dues are payable annually one month following receipt by the member of the invoice. Generally dues invoices will be sent each year in the month that such member was originally elected to membership, but the invoices may be sent at any time during the fiscal year, at the discretion of the Board.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP. If a member defaults in the payment of dues for two months from the due date then membership may be terminated by the Board of Directors in the manner provided in Article III of these bylaws.

ARTICLE XII
AMENDMENTS
The power to alter, amend, or repeal the bylaws or adopt new bylaws belongs to the members of the organization. Such action may be taken at regular, annual or special meetings as specified in writing, with advanced notice as previously stated.

ARTICLE XIII
DISSOLUTION
In the event of the dissolution of the organization, any remaining funds shall be distributed to a charitable organization with goals and purposes similar to that of the organization or otherwise deemed worthy as determined by a majority vote of the Board of Directors of the organization.

ARTICLE XIV INDEMNIFICATION
Section 1. DIRECTORS, OFFICERS, AND AGENTS ACTING IN GOOD FAITH.
Except as otherwise provided in the Articles of Incorporation and subject to all of the other provisions of this Article, the Corporation may indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the action, suit or proceeding, if the person acting in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and regarding a criminal action or proceeding, if the person had no reasonable cause to believe their conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation and, regarding a criminal action or proceeding, had reasonable cause to believe their conduct was unlawful. Indemnification, however, shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 2. The Organization may purchase and maintain insurance on behalf of any person described above against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Organization would otherwise have the power to indemnify under the circumstances.

Section 3. The right to Indemnification by the Organization pursuant to this article shall be in addition to, and not exclusive of, any other rights to indemnification which he or she may be entitled, including any rights to indemnification under the terms of any insurance purchased by the Organization pursuant to Section 2 above.

ARTICLE XV
NON-DISCRIMINATION POLICY

Illinois Women In Leadership, Inc. shall conduct its affairs in a manner which does not discriminate against any person(s) with respect to race, color, creed, ethnic origin, gender, age, sexual orientation, gender identity or expression, disability (seen or unseen), or affiliation. This policy shall apply to awarding scholarships, hiring, admission to membership, nomination to the Board of Directors, nomination as an officer, ~~or~~ and appointment to committees. In addition to its anti-discrimination commitment, Illinois Women In Leadership is committed to actively working to increase and support diversity, equity, and inclusion in its organization and in the community.