

Bylaws
of
Illinois Network for Women in Higher Education

ARTICLE I

Name and Offices

The name of this corporation shall be Illinois Network for Women in Higher Education. The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II

Purposes

SECTION 1. SPECIFIC OBJECTIVES AND PURPOSES. This corporation has been formed for educational purposes. Its specific and primary purposes are:

Educational –

To provide instruction or training on subjects useful to the individual and beneficial to the community, such as:

- Identifying women leaders in higher education statewide;
- Developing women's leadership abilities through state and regional programs;
- Encouraging women to reach their potential;
- Advancing women into senior-level leadership positions through networking and mentoring;
- Linking women leaders across institutions of higher education; and
- Supporting women administrators throughout their careers.

To provide instruction and training of the individual for the purpose of improving or developing his or her capabilities.

In addition, this corporation is formed for the purposes of performing all things incidental to the achievement of the foregoing specific and primary purposes. The corporation shall not, however, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

SECTION 2. POWERS. This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Illinois and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, provided, however, that in no event shall the corporation engage in activities that are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

SECTION 3. NONPARTISAN. This corporation shall be nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 4. NONCOMMERCIAL. This corporation shall be noncommercial. The name of the corporation or the names of any members in their official capacity shall not be used to endorse or promote any commercial concern or for any purpose not appropriately related to the promotion of the specific and primary purposes of the corporation.

SECTION 5. NONDISCRIMINATION. This corporation shall not discriminate against any person on the basis of race, color, gender, creed, religion, ethnic background or sexual orientation.

ARTICLE III

Members

SECTION 1. This corporation shall have no members.

SECTION 2. PERSONS ASSOCIATED WITH THE CORPORATION. This corporation shall have no members; however, the corporation may refer to persons associated with it as “members” even though those persons do not meet the Illinois statutory definition of a member. These “members” shall be divided into two classes, institutional and individual.

SECTION 3. INSTITUTIONAL CLASS “MEMBERS.” The institutional class “members” shall be persons associated with higher educational institutions that have paid a \$250 annual membership due. As institutional class “members” such persons will receive discounts on conference fees and be eligible for appointment as institutional representatives.

SECTION 4. INSTITUTIONAL REPRESENTATIVES. Institutional Representatives shall be appointed by their respective institutions and shall serve as their institution’s official representative to the organization. Each Representative shall serve for a term of two years with

the opportunity for re-appointment by the president of the representative institutions. As appropriate, Institutional Representatives may participate in local, regional, and statewide meetings. When appropriate, they will establish linkages with campus, state and national programs that focus on women and form committees of other women on their respective campuses for support and assistance.

SECTION 5. INDIVIDUAL MEMBERS. Individual “members” are those persons wishing to participate in the activities of the INWHE who do not belong to institutions or who do belong to institutions of higher education that have chosen not to pay institutional dues and become institutional “members.” The membership dues for individual members will be \$50 per year, and these “members” will pay full-price conference fees. Individual “members” are eligible for two positions on the advisory council.

ARTICLE IV

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its Board of Directors. The directors shall serve as both directors and officers of the organization.

SECTION 2. NUMBER, TENURE AND QUALIFICATION. The initial number of directors shall be nine. The initial Board of Directors shall be those named in the articles of incorporation and shall serve until the first annual meeting of the board.

Thereafter, the number of directors shall be nine. Directors shall be elected by the Board of Directors at the annual meeting of the board. The Directors elected at the first annual meeting shall be divided by lot into three classes, with each class consisting as nearly as may be of one third of the entire number of Directors. Directors in Class I shall hold office for a term of one year, Directors in Class II shall hold office for a term of two years, and Directors in Class III shall hold office for a term of three years, and until their respective successors are elected and qualified. Thereafter, as their terms of office expire, their successors shall be elected and shall hold office for a term of three years and until their successors are elected and qualified. There is a two-term limit on the number of terms a director may serve.

The number of directors may range from a minimum of nine to a maximum of fourteen. The number of directors may be fixed or changed from time to time, within the minimum and maximum, by resolution of the directors without further amendment to the bylaws. No decrease shall have the effect of shortening the term of an incumbent director.

Each director shall be an individual at least 21 years of age. Directors need not be residents of Illinois.

SECTION 3. ANNUAL MEETING. An annual meeting of the Board of Directors shall be held in the last week of March pursuant to notice as described in Section 7 of this Article for the election of directors and for the transaction of any other business as may come before the

annual meeting. The annual meeting may be conducted by telephone conference call if all directors can effectively hear all other directors.

SECTION 4. REGULAR MEETINGS. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 5. SPECIAL MEETINGS. A special meeting of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 6. PLACE OF MEETINGS. The Board of Directors may designate any place as the place of meeting. The annual meeting may be conducted by telephone conference call if all directors can effectively hear all other directors. If no designation is made, the place of meeting shall be the registered office of the corporation in the State of Illinois.

SECTION 7. NOTICE OF MEETINGS. Notice of the annual meeting and special meeting of the Board of Directors shall be delivered personally to each director or communicated to each director by electronic mail at least four (4) days before the date of the meeting, or communicated by express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation, deposited in the mails or given to the express mail company or other carrier at least seven (7) days before the date of the meeting. The notice need not specify the purpose of the meeting. No special meeting of the directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such a meeting. If notice is given by express mail or first class mail, such notice shall be deemed to be delivered when deposited with the carrier. If notice is given by e-mail, such notice shall be deemed delivered when sent so long as no acknowledgement of the inability to deliver the notice occurs. Notice of all meetings will also be posted on the corporation's Web site.

Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the waiver of notice of such meeting, unless specifically required by law. The attendance of a director at any 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 8. QUORUM. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a simple majority of the directors are present at said meeting a majority of the directors present may adjourn the meeting to another time and place without further notice.

SECTION 9. MANNER OF ACTING. The act of a simple majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. No director may act by proxy on any matter.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 11. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause by the affirmative vote of a majority of the directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present and for which appropriate notice has been given pursuant to Section 7.

SECTION 12. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 13. COMPENSATION. The Board of Directors shall not receive compensation for their services as directors, nor shall they be compensated for their costs of attending a meeting. This section shall not preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor for travel and meeting expenses when deemed appropriate

SECTION 14. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to any director who voted in favor of such action.

ARTICLE V

Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a president/state coordinator, a vice president, a treasurer, a secretary, and a regional coordinator, and such other officers as may be appointed or elected by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually for a term of two years by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or be removed in the manner hereinafter provided. Election as an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT/STATE COORDINATOR. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. Except in those instances in which the authority to execute is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities that the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors. The president/state coordinator will chair the Board of Directors and will serve as a liaison with regional and national groups.

SECTION 5. VICE PRESIDENT/STATE COORDINATOR ELECT. The vice president (or in the event there be more than one vice president, each of the vice presidents) shall

assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as may be assigned to him or her from time to time by the president or the Board of Directors. In the absence of the president or in the event of his or her refusal or inability to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated by the Board of Directors, or by the president if the Board of Directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the vice president (or any of them if there is more than one) may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation, (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof, (c) give an accounting of all funds at each meeting and prepare a year-end fiscal report, (d) deposit all monies in the name of and to the credit of the corporation, in such banks of deposit as may be designated by the Board of Directors, and (e) perform all duties incident to the office of treasurer and such other duties as may be assigned to him or her from time to time by the president or the Board of Directors.

SECTION 7. SECRETARY. The secretary shall (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with these bylaws or as required by law, (c) be a custodian of the corporate records, including the bylaws of the corporation, and (d) perform all duties incident to the office of secretary and such other duties as may be assigned to him or her from time to time by the president or by the Board of Directors. The Secretary shall be in charge of timely changing the registered agent with the Secretary of State and for timely filing the corporation's annual report with the Internal Revenue Service.

SECTION 8. REGIONAL COORDINATOR. The Regional Coordinator(s) will assist with establishing and sustaining regional organizations within Illinois and serve as a liaison with regional groups. The Regional Coordinator(s) will be a member (s) of the Programming Committee, as described in Article XII, Section 6 below.

SECTION 9. COMPENSATION. The officers shall not receive compensation for their services as officers. This section shall not preclude any officers from serving the corporation in any other capacity and receiving reasonable compensation therefor.

Article VI

Conflict of Interest Policy

SECTION 1. PURPOSE. The purpose of the conflict of interest policy is to protect this Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit Corporations. Under Illinois state law, if a transaction is fair to the corporation at the time it is authorized, approved, or ratified, the fact that a director of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

SECTION 2. DEFINITIONS.

A. Interested Person - Any director, principal officer, or member of a committee with Board of Directors-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person

B. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section III (A), a person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.

SECTION 3. PROCEDURES.

A. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. If the validity of a transaction described above is contested under Illinois law, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the director's interest or relationship were disclosed or known to the Board of Directors and the board or a committee consisting entirely of directors and the board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested directors who constitute a quorum.
2. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
3. The president of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
4. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
5. Under Illinois law, the presence of a director who is directly or indirectly a party to this transaction or a director who is otherwise not disinterested may not be counted in determining whether a quorum is present and may not be counted when the Board of Directors or a committee then takes action on the transaction. For purposes of this paragraph, a director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director, or general partner.
6. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

1. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall

inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS. The minutes of the Board of Directors and all committees with board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION.

A. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6. ANNUAL STATEMENTS. Each director, principal officer and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

A. Has received a copy of the conflicts of interest policy,

B. Has read and understands the policy,

C. Has agreed to comply with the policy, and

D. Understands that in order to maintain its federal tax exemption the Corporation must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS. To ensure the Corporation operates in a manner consistent with its purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

B. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS. When conducting the periodic reviews as provided for in Article VI, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII

Contracts, Checks, Deposits, and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the executive officer so authorized by these bylaws, 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. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation in the amount of \$1,000 or above shall be signed by the president/state coordinator and countersigned by the treasurer.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific and primary purpose of the corporation.

ARTICLE VIII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the corporation may be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time. The inspection shall include the right to copy and make extracts of documents.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall be from July 1 through June 30 unless otherwise fixed by resolution of the Board of Directors.

ARTICLE X

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. It shall require a simple majority vote of all members of the Board of Directors, whether present or not, to amend the bylaws. Such action may be taken at a regular or special meeting for which not less than five and no more than 60 days written notice of the purpose shall be given. The bylaws of the corporation may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or the articles of incorporation.

ARTICLE XI

Indemnification and Insurance

SECTION 1. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, agents, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, and including 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, agent, or volunteer of this corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article.

SECTION 2. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending any action, suit, or proceeding shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 3. To the fullest extent permitted by law, this corporation shall have power to purchase and maintain insurance on behalf of its directors, officers, employees, agents and volunteers, against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XII

Committees, Commissions, and Advisory Boards

SECTION 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which will consist of two or more directors and such other persons as the Board of Directors designates, provided that a majority of each committee's membership are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it, him, or her by law.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the Board of Directors in the corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission or advisory body may or may not have directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the

Board of Directors or to the officers of the corporation. This corporation may refer to commissions or advisory boards as “committees” even though they do not meet the definition in Section 1 of this Article. The standing commissions or advisory bodies of this corporation shall be: Advisory, Programming, Membership, and Communications.

SECTION 3. ADVISORY COUNCIL. The Advisory Council shall be comprised of all Institutional Representatives plus an additional two seats reserved for non-institutional representatives if they so seek appointment. The Council shall provide a means of connection for the Institutional Representatives, the Board of Directors, and other facets of the corporation. Annually, at least three members of the Advisory Council shall form a Nominating subcommittee to develop a slate of directors and officers for election during the annual meeting. The Nominating subcommittee shall present the slate to the Advisory Council, which in turn will present it to the Board of Directors at least two weeks before the annual meeting. A chairman will be elected by the committee.

SECTION 4. MEMBERSHIP COMMITTEE. The Membership Committee shall promote institutional and individual memberships, maintain an electronic database of memberships, and interact with the Treasurer as necessary. A chairman will be elected by the committee.

SECTION 5. COMMUNICATIONS COMMITTEE. The Publications Committee shall develop, edit, and publish relevant publications as requested by the Board of Directors and shall manage the corporation’s Web site. A chairman will be elected by the committee.

SECTION 6. PROGRAMMING COMMITTEE. The Conference Committee shall be responsible for planning and carrying out all conferences, events and receptions. A chairman will be elected by the committee. The Regional Coordinator(s) shall be member(s) of the Programming Committee as described in Article V, Section 8 above.

SECTION 7. TERM OF OFFICE. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of board and until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

SECTION 8. CHAIR. One member of each committee, advisory board, or commission shall be elected by the committee, advisory board, or commission itself except for the Advisory Council, which will be chaired by the Regional Coordinator, elected from the Board of Directors.

SECTION 9. VACANCIES. Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 10. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, advisory board, or commission, a majority of the whole

committee, advisory board, or commission 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, advisory board, or commission.

SECTION 11. RULE. Each committee, advisory board, or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

SECTION 12. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

ARTICLE XIII

Construction and Terms

SECTION 1. RELATIONSHIP TO ARTICLES OF INCORPORATION. All references in these bylaws to the articles of incorporation shall be to the founding document or articles of incorporation of Illinois Network for Women in Higher Education filed with the office of the Illinois Secretary of State and used to establish the legal existence of this corporation. If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall prevail.

SECTION 2. RELATIONSHIP TO INTERNAL REVENUE CODE. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

SECTION 3. GENERAL SAVINGS CLAUSE. Should any of the provisions or portions of these bylaws be held unenforceable or invalid by a court of competent jurisdiction, the remaining provisions and portions of these bylaws shall be unaffected by such holding.