

AMENDED AND RESTATED BY-LAWS
of
WOMEN OF THE SUMMIT
(A Colorado Non-Profit Corporation)
ADOPTED APRIL 2010

ARTICLE I
NAME AND LOCATION

Section 1. Corporate Office. The principal office of the corporation shall be located in the County of Summit. The corporation shall have and continuously maintain in Colorado, a registered office and a registered agent whose office shall be identical with the registered office.

ARTICLE II
PURPOSE

Section 1. Purposes and Powers. The corporation shall have such purposes as are now or hereinafter set forth in the Articles of Incorporation and shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in the Articles of Incorporation or in the By-laws or are permitted by the Colorado Nonprofit Corporation Act, provided that no provision of the By-laws shall be in conflict with the Articles of Incorporation or with the Colorado Nonprofit Act.

ARTICLE III
MEMBERSHIP

Section 1. Nondiscrimination. The corporation shall not deny membership on the basis of race, color, religion, sex, sexual preference, national origin or age.

Section 2. Classes of Membership. The corporation shall have one class of members, Voting Members.

Section 3. Rights and Privileges. Voting Members shall be entitled to hold office, to vote in all regular and special elections, and to enjoy the rights and privileges available to the membership.

Section 4. Acceptance of Members.

(a) Applicants for membership shall apply in a form approved by the Board.

(b) Upon payment of dues or Board-approved trade, applicants approved and accepted shall be members of the corporation and, while in good standing, shall be entitled to the full benefits and privileges of membership.

Section 5. Term of Membership. The annual period of membership shall commence on the first day of the month in which the member joins and end one year less one day later (i.e. June 1 to May 31).

Section 6. Suspension and Revocation of Membership.

(a) The Board of Directors by a two-thirds vote may suspend or revoke the membership of any member for either of the following reasons:

(1) Actions determined by the Board of Directors to be detrimental to the corporation.

(2) Failure to meet financial obligations to the corporation, including but not limited to, failure to pay for meeting reservations obligations or failure to remit to treasurer monies held on account of the corporation, or non-payment of dues.

(b) A vote of two-thirds (2/3) of the Board of Directors shall be required to reinstate any membership suspended or revoked under this section. Reinstatement shall be subject to correction of the deficiency for which the membership was suspended or revoked.

(c) No member's dues or any portion thereof shall be refunded because of any action taken under this section.

(d) Any member shall be automatically suspended for non-payment of dues as set forth in Article X, "Dues," of these By-laws.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number, Manner of Selection, and Term of Office. The Board of Directors of Women of the Summit shall consist of seven (7) members: the President, Vice-President, Secretary, Treasurer, and the Chairpersons of the Speaker and Membership committees, and the Immediate Past President of the corporation.

The President and Treasurer are elected in odd years and the Vice-President and Secretary are elected in even years for two-year terms. Committee Chairpersons are appointed by the Board.

Section 2. Qualifications. Only voting members in good standing may be elected or appointed to the Board of Directors. Directors shall be knowledgeable individuals selected for their ability to participate effectively in fulfilling the Board's responsibilities.

Section 3. Vacancies. Any vacancy other than in the office of the President shall be filled by appointment made and approved by a majority vote by the remaining members of the Board. The term of office of such appointee shall be the remainder of the term of office of the director replaced.

If a vacancy occurs in the office of President, it shall be filled by the Vice-President.

Section 4. Powers and Duties. The By-laws of the corporation shall be enforced by the Board of Directors. The Board shall have full charge of the business, funds and property of the corporation, subject to these By-laws, the Articles of Incorporation, and the Colorado Non-profit Corporation Act.

Section 5. Compensation. Directors shall not receive compensation for their services as Directors. However, upon approval by the Board, Directors may be reimbursed for the necessary expenses of office, including but not limited to travel, meals and lodging, and reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 6. Contractual Obligation. The corporation shall not enter into a contractual obligation extending for longer than three months beyond the end of the current fiscal year.

Section 7. Committees. The Board is authorized to make appropriate delegations of authority through committees. The delegation of authority to a committee shall not operate to relieve the Board from any responsibility imposed by law.

Section 8. Removal From Office.

(a) Written Notice of attendance standing shall be sent by the President or the Secretary to any Board member who has missed two (2) consecutive regular Board meetings. The President or Secretary shall give written notice of removal from the Board of Directors to any Board member who missed three (3) consecutive regular Board meetings or who fails to perform the duties of a Director, as determined by a majority vote of the remaining Board members. After a third consecutive absence by any Board member, the remaining Board members may consider the reasons for such absences and by majority vote retain or remove the offending member of the Board of Directors. After removal of any Director under this section of the By-laws, the Board shall proceed in accordance with Section 3 of this article to fill the vacancy.

(b) A director may be removed at any time upon vote for such removal by two-thirds (2/3) of the voting members present at the meeting.

Section 9. Terms in Office. There shall be no limit on the number of terms for which the directors may serve, except that no person shall be elected to the same office for more than two (2) consecutive terms.

Section 10. Manner of Acting. Unless otherwise required by law, the Articles of Incorporation or these By-laws, the act of a majority of the voting Directors present at the meeting in which a quorum is presented shall be the act of the Board. Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation, or these By-laws may be taken without a meeting, by the written individual or collective consent of all the voting Directors, setting forth the actions so taken. Such written consent which may be signed in counterparts, shall be filed with the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors entitled to

vote. Any certificate or other document filed under law relating to acts so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the By-laws authorized the Directors to so act. Email consent is considered written consent.

Section 11. Presumption of Assent. A Director entitled to vote who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action unless her dissent shall be entered in the minutes of the meeting or unless she shall file her written dissent to such action with the person acting as the secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who votes in favor of such action.

ARTICLE V OFFICERS AND STANDING COMMITTEE CHAIRPERSONS

Section 1. Enumeration and Election of Officers. The officers of The Women of the Summit shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Duties of the President. The President shall be a Board Member and shall preside at the membership meetings of the corporation and at all meetings of the Board of Directors. The President shall, upon direction of the Board of Directors, co-sign certificates, contracts, checks, and other instruments of the corporation. The President shall, with the assistance and approval of the Board of Directors, appoint the Standing Committees and any other committees the Board of Directors may deem necessary for the administration of the corporation's affairs. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be directed by the Board of Directors.

Section 3. Duties of the Vice-President. The Vice-President shall be a Board Member and shall in the event of absence, resignation, disability or death of the President, possess all powers and perform all the duties of that office. The Vice-President shall perform such duties as the President and Board may designate, including but not limited to, being responsible for publicity for the corporation (i.e. publicizing the general meetings), sending electronic meeting or other organizational notices, and updating the website and/or newsletter.

Section 4. Duties of the Secretary. The Secretary shall be a member of the Board of Directors and shall keep minutes of all Board of Directors and Membership meetings; shall see that all notices are duly given in accordance with these By-laws or as required by law; and be custodian of the corporate records and of the seal of the corporation. Upon direction of the Board of Directors, the Secretary and the President shall sign all contracts, and the Secretary shall perform such other functions as may be incident to the office or that the President and the Board of Directors may designate.

Section 5. Duties of the Treasurer. The Treasurer shall be a member of the Board of Directors and shall have custody of all funds of the corporation and shall account for such funds

to the Board of Directors at regular meetings and to the organization annually. The Treasurer shall maintain the official list of members of the corporation and shall perform such other functions as may be incident to the office and as the President and the Board of Directors may designate.

Section 6. Duties of the Speaker Chairperson. The Speaker Chairperson shall be a member of the Board of Directors and shall be responsible for arranging for the speakers for all general meetings of the organization. The Speaker Committee may consist of the Speaker Chairperson, the Vice-President, and the Treasurer.

Section 7. Duties of the Membership Chairperson. The Membership Chairperson shall be a member of the Board of Directors and shall be responsible for welcoming new members, maintaining all membership records, preparation of new application forms and brochures, and publication of the annual membership directory. Other members of the Membership Committee may be the President and the Secretary.

ARTICLE VI ELECTIONS

Section 1. Procedure. Each year members may submit nominations in writing or electronically for Officers and Directors to be elected. Such nominations shall be submitted to the Nominating Committee not later than thirty (30) days prior to the election. Elections shall be held at the Annual Membership Meeting. Those candidates receiving a majority of the votes cast for the respective positions shall be declared elected. The Nominating Committee shall notify each candidate elected. All nominees shall be members in good standing of the corporation.

Section 2. Nominating Committee. The nominating committee shall be comprised of the Board of Directors, or a committee appointed by the Board of Directors, but shall include the President of the corporation.

Section 3. Installation. Installation of Officers and Directors may be held at the Annual Membership Meeting.

ARTICLE VII MEETINGS

Section 1. Annual Meeting. The Annual Membership Meeting shall be the third Thursday of April unless changed by resolution of the Board. All annual reports of officers and committees shall be presented at the Annual Meeting. Election of officers shall be held at this meeting.

Section 2. Membership Meetings. Regular meetings of the members of the corporation shall be held on a date, time and place to be determined by the Program Committee and approved by the Board of Directors. Members shall be notified electronically of each meeting. Meeting information may be published on the Women of the Summit website, other appropriate websites, and the local newspaper.

Section 3. Board Meetings. Regular meetings of the Board of Directors shall be held at some time during the two weeks preceding each Membership Meeting.

Section 4. Special Meetings.

(a) Special Membership Meetings may be called for a specific purpose at any time by the President or the Board of Directors. Upon receipt of written or electronic request from ten (10) members, the President or Board of Directors shall call a Special Membership Meeting.

(b) The President may call special meetings of the Board of Directors and shall call a special meeting of the Board upon written or electronic request of any two (2) members of the Board. Members of the Board shall be notified electronically of the time and place of special meetings or by telephone personally to each member at least one (1) but not more than thirty (30) days prior to such meeting unless the meeting has been set in advance by the Board of Directors at a regular Board Meeting, in which case only those Board members who are absent shall be so notified.

(c) Any Director may waive notice of any meeting before, at, or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Meetings by Telephone. Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6. Quorum.

(a) A simple majority of Voting Members present shall be required for any business voted on at any Membership Meeting except a two-thirds (2/3) majority of voting Members present is required for removal of a Director as set forth in Article IV, "Board of Directors," of the By-laws.

(b) A majority of the members of the Board of Directors shall constitute a quorum for all Board meetings.

Section 7. Order of Business. Robert's Rules of Order shall govern all matters of procedure at any meeting unless such matters are covered in these By-laws or in the Standing Rules of this

organization. The President may appoint a member of the Board of Directors to act as Parliamentarian at all Board and Membership Meetings.

ARTICLE VIII GENERAL PROVISIONS

Section 1. Duality of Interest. Any duality of interest on the part of any member of the Board or of any officer of the corporation or member of any committee shall be disclosed to the Board and shall be made a matter of record through written procedure at any time when such interest shall become a matter involving Board action. For the purposes of this Article VIII, a person shall be deemed to have an "interest" in a contract or other transaction if the person will receive any personal financial gain from the transaction.

(a) Any member of the Board, officer, or member of a committee having a duality of interest, as above defined, shall not vote or use her personal influence on any pertinent matter before the Board or any committee operating under these By-laws, even though her vote may be permitted by law. The minutes of the meeting shall reflect that a disclosure was made by such person, by an abstention from voting, and the existence of a quorum despite such abstention.

(b) The foregoing requirements shall not be construed as preventing the person making a disclosure of interest from briefly stating her position in the matter, nor from answering pertinent questions asked by other members of the Board or the committee, where such statements or answers may be of assistance in resolving an issue.

(c) Each new member of the Board, officer or member of a management committee shall be specifically advised of the foregoing policy upon entering on the duties of the office.

Section 2. Fiscal Year. The fiscal year of the corporation shall commence on the first day of April and end on the 31st day of March each year.

Section 3. Corporate Seal. The Board may, by resolution, adopt a corporate seal in such form and with such inscription as shall be deemed appropriate.

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provision of the Colorado Nonprofit Corporation Act, of the Articles of Incorporation, or of these By-laws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by state law. All such waivers shall be filed with the corporate records, or be made a part of the minutes of the relevant meeting.

Section 5. Construction of Terms and Headings. Words used in these By-laws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions for headings in these By-laws are for convenience only and not intended to limit or define the scope or effect of any provision of these By-laws.

Section 6. Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and Board committees. All books and records of the corporation may be inspected by any Director or member for any proper purpose at any reasonable time.

ARTICLE IX INDEMNIFICATION

The corporation may indemnify any present or former Director or officer for expenses and costs (including attorney's fees) actually, reasonably and necessarily incurred in connection with the defense of any pending or threatened action, suit, proceeding or appeal, whether civil, criminal, administrative or investigative, to which she is made a party by reason of her duties to the corporation. However, such person shall not be reimbursed in relation to matters as to which she has been finally adjudged guilty of or liable for willful misconduct, neglect of duty or criminal acts in the performance of duties to the corporations. Such costs and expenses may, in the corporation's absolute discretion, include amounts reasonably paid in settlement for the purposes of curtailing the cost of litigation. The corporation shall indemnify any such person only if the corporation is advised in writing by its counsel that indemnification in the particular case is lawful. Such indemnification shall not be deemed exclusive or any other rights to which those indemnified may be entitled under the Articles of Incorporation, these By-laws, any agreement or vote of the Board or insurance purchased by the corporation or otherwise.

ARTICLE X DUES

Section 1. Dues. Dues shall be set each year by the Board of Directors.

Section 2. Payment and Delinquencies. Dues shall be payable not later than the last day of the month in which the member is due for renewal as set forth in Article III, "Membership," Section 5, "Term of Membership." Any member who has not paid annual dues by the delinquent date shall be automatically suspended from the membership roster and shall no longer be allowed to perform any duties of office or be a member of any committee of the corporation. Such person may be reinstated to membership in the corporation upon payment of dues.

ARTICLE XI FINANCES

Section 1. Annual Budget. During the first month of each fiscal year a Budget Committee, consisting of the outgoing and the newly elected members of the Board of Directors shall prepare a budget of estimated income and estimated expenditures for the year following the Annual Membership meeting. Upon approval by the current Board of Directors, such budget shall stand unless later changed by the Board of Directors.

ARTICLE XII
RESOLUTIONS

No resolution or motion to commit Women of the Summit on any matter shall be considered by the corporation until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a membership Meeting, shall be referred to the Board without discussion.

ARTICLE XIII
AMENDMENTS

These By-laws may be amended at any Board Meeting, by a two-thirds (2/3) vote of Board members entitled to vote, provided that members shall have been notified electronically of such proposed amendment at least ten (10) days prior to such meeting.

The foregoing Amended and Restated Corporate By-laws of Women of the Summit were adopted by the Board of Directors and Members of Women of the Summit, a Colorado non-profit corporation, on the 12 day of April 2010.

By: Chriss Cowan
Chriss Cowan, President

ATTEST:

By: Andrea Kohler
Andrea Kohler, Secretary