

AMENDED AND RESTATED
BYLAWS
OF
WOMEN IN HEALTH ADMINISTRATION OF SOUTHERN CALIFORNIA,
a California Nonprofit Mutual Benefit Corporation

ARTICLE I

Organization

Section 1. **Name**

The name of this corporation is “Women in Health Administration of Southern California.”

Section 2. **Purpose and Objectives**

The purpose of this corporation is to enhance, promote and support women health care professionals. The objectives of this corporation are to:

- (a) provide opportunities for professional development and networking of women health care professionals;
- (b) foster mentor relationships;
- (c) address issues relevant to women health care professionals; and
- (d) promote the visibility of women health care professionals.

Section 3. **Organization**

The corporation is a nonprofit mutual benefit corporation, organized under California’s Nonprofit Mutual Benefit Corporation Law. No dividends or distributions shall be declared or paid to any private individual or person, it being expressly understood that this corporation is not formed for profit. Upon dissolution or winding up of this corporation, all of its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to its Members.

Section 4. Principal and Other Offices

The principal office of the corporation shall be fixed and located at such place or places within the State of California as may be determined by the Board of Directors of the corporation (“Board of Directors”), from time to time.

ARTICLE II

Membership

Section 1. Classes of Members

The corporation shall have two (2) classes of Members: Active Members and Student Members. Unless the context indicates or requires to the contrary, the terms “Members” and “Members of the corporation” as used in these Bylaws shall mean all Active and Student Members.

Section 2. Active Members

An Active Member is a person who:

- (a) (i) holds a management, senior staff or consulting position in a health care organization or an entity that provides services to health care organizations; (ii) has education and experience in health administration or a related field; or (iii) is a faculty member of an accredited academic program in a discipline related to the purpose of the corporation;
- (b) has submitted a complete and accurate application for membership in the corporation, accompanied by all necessary or required supporting documentation;
- (c) has been accepted by the Board of Directors as an Active Member; and
- (d) has paid the membership dues applicable to an Active Member.

Section 3. Student Members

A Student Member is a person who:

- (a) is enrolled as (i) a masters degree or doctoral candidate in an accredited graduate program or a residency or fellowship program in health administration or a related field, or (ii) a candidate for a baccalaureate degree in health administration or a related field;
- (b) has submitted a complete and accurate application for membership in the corporation, accompanied by all necessary or required supporting documentation;

(c) has been accepted by the Board of Directors as a Student Member; and

(d) has paid the membership dues applicable to a Student Member.

Section 4. Honorary Life Members

All past presidents of the corporation shall automatically be deemed Honorary Life Members. In addition, Honorary Life Membership may be conferred by the Board of Directors, on any person at any time, in recognition of such person's outstanding service to the corporation, or to the health care field. Honorary Life Members shall not be required to pay membership dues.

Section 5. Membership Certificate and Liability

Each Member shall receive a membership certificate. No current or former Member shall be liable for the debts, liabilities or obligations of the corporation.

Section 6. Membership Dues and Member Removal

Membership dues shall be established annually by the Board of Directors. Any Member who fails to pay the applicable membership dues within ninety (90) days of the date they become due and payable shall be removed as a Member of the corporation, provided the Board of Directors has not granted an extension to pay such dues. A person shall also be removed as a Member of the corporation when such person ceases to meet any of the other criteria for the applicable category of membership.

Section 7. Transferability of Membership

Membership in the corporation may not be transferred or assigned without the prior written consent of the Board of Directors.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting

The annual meeting of the Members of the corporation shall be held on such day and at such time and place as may be specified in the notice of such meeting.

Section 2. Special Meetings

Special meetings of the Members of the corporation for any purpose or purposes may be called at any time by five percent (5%) or more of the Members, the Board of Directors or the President. A special meeting of the Members shall be held at such place as may be specified in the notice of such meeting.

Section 3. Notice

Meetings of the Members of the corporation shall be held upon at least twenty (20) days notice given to the Members by first-class mail or delivered personally or by telephone, facsimile, electronic mail, or other similar means of communication. Any such notice shall be addressed or delivered to each Member at such Member's address as is shown upon the records of the corporation, or as may have been given to the corporation by the Member for purposes of notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient.

Section 4. Action by Written Ballot

Any action which may be taken at a regular or special meeting of the Members of the corporation may be taken without a meeting if the corporation distributes a written ballot to every Member entitled to vote on the matter. Such ballot shall set forth the proposed action, the Member's opportunity to specify approval or disapproval of the proposal, and the time (which shall be reasonable) within which to return the ballot to the corporation. Written ballots shall be distributed in the manner provided for in Section 3 of this Article. Approval by written ballot shall be valid when the number of votes cast by ballot within the time period specified equals or exceeds the quorum provided for in Section 6 of this Article, and the number of approvals equals or exceeds a majority thereof.

Section 5. Action Without Meeting

Any action required or permitted to be taken by the Members may be taken without a meeting if all Members shall individually or collectively consent in writing to the taking of action without a meeting, and the Members shall individually or collectively consent in writing to the action taken. Such consent or consents shall be filed with the minutes of the proceedings of the Members and shall have the same force and effect as an unanimous vote of the Members.

Section 6. Action at a Meeting: Quorum and Required Vote

Presence of one-third (1/3) of the Members at a meeting of the Members constitutes a quorum for the transaction of business, except as hereinafter provided. Every act or decision done or made by a majority of the Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Members, unless a greater number, or the same number after disqualifying one or more from voting, is required by law, by the Articles of Incorporation, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Members, provided that any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles of Incorporation, or these Bylaws.

Section 7. Validity of a Defectively Called or Noticed Meeting

The transactions of any meeting of the Members, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if the Members sign a written waiver of notice of consent to the holding of such meeting or an approval of the minutes thereof, and if a quorum is present and, either before or after the meeting, each of the Members not present, or who, though present, prior to the meeting or at its commencement protested the lack of proper notice, signs a written notice of consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 8. Adjournment

A majority of the Members present at any meeting of the Members, whether or not a quorum is present, may adjourn the meeting to another time and place, provided that, the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Members who were not present at the time of the adjournment.

ARTICLE IV

Board of Directors

Section 1. Powers

Except as otherwise provided in the Articles of Incorporation, these Bylaws or the laws of the State of California, the Board of Directors shall exercise all of the powers of the corporation, as permitted by law, and shall control its properties and conduct its affairs. Additionally, all of the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Number and Selection of Authorized Directors

All Directors shall be Active Members. The authorized number of Directors shall be not less than nine (9) but no more than thirteen (13) until changed by an amendment to the Articles of Incorporation or these Bylaws. The exact number of directors shall be fixed within those limits by a resolution adopted by the Board of Directors. The Board of Directors shall be composed of the President, Secretary, Treasurer and Immediate Past President of the corporation, the Chairpersons of the Membership, Communications and Events Committees of the corporation, and not less than two (2) other Active Members of the corporation. All Directors (other than the Immediate Past President) shall be selected annually by the Members from the candidates proposed by the Nominating Committee.

Section 3. Election and Term of Office

All Directors shall serve one (1) year terms and until their successors are elected and qualified. The term of office of a Director shall commence as of the first day of the month following the month of the annual meeting of the Members at which such Director's election is announced.

Section 4. Vacancies

Any vacancies in the Board of Directors caused by (a) the death, resignation, or removal of a Director; (b) an amendment of the Articles of Incorporation or these Bylaws increasing the number of Directors authorized; (c) the order of a court that a Director is of unsound mind; or (d) the conviction of a Director of a felony, shall be filled by the remaining Directors, from the candidates proposed by the Nominating Committee.

Section 5. Resignation of Directors

Any Director may resign as a director of the corporation, effective upon giving written notice to the Board of Directors, the President or the Secretary, unless such notice specifies a later time for the effectiveness of such resignation.

Section 6. Removal of Director

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, and remove a Director who fails to attend three (3) meetings of the Board of Directors in a single fiscal year without being excused therefore by the President and the affirmative vote of a majority of the other Directors. A Director may be removed from office without cause at any time by the Members.

ARTICLE V

Meeting of Directors

Section 1. Regular Meetings

The Board of Directors shall meet at least once each quarter, on such a day and at such time and place as may be specified in the notice of such meeting. The first such regular meeting in a fiscal year shall be considered the annual meeting of the Board of Directors for that fiscal year.

Section 2. Special Meetings

Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the President or any two (2) Directors.

Section 3. Notice

Meetings of the Board of Directors shall be held upon at least four (4) days notice given to the Directors by first-class mail or forty-eight (48) hours notice delivered personally or by telephone, facsimile, electronic mail, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address shown on the records of the corporation, or as may have been given to the corporation by the Director for purposes of notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient.

Section 4. Conference Telephone

Directors may participate in a duly scheduled or noticed meeting through use of conference telephone or similar communications equipment, so long as all persons participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence shall constitute presence in person at such meeting.

Section 5. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting thereof if all Directors unanimously consent in writing to the taking of action without a meeting. Each such unanimous written consent shall be filed with the minutes of the proceedings of the Board of Directors, and shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 6. Action at a Meeting: Quorum and Required Vote

Presence of a majority of the authorized number of Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. The above notwithstanding, a meeting at which a quorum is present initially may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by at least a majority of the required quorum for such a meeting, or such greater number as is required by law, the Articles of Incorporation, or these Bylaws.

Section 7. Validity of a Defectively Called or Noticed Meeting

The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if each Director is properly noticed, as required under these Bylaws, or signs a written waiver of notice or consents to the holding of such meeting or an approval of the minutes thereof, and if a quorum is present and, either before or after the meeting, each of the Directors not present, or who, though present prior to the meeting or at its commencement protested the lack of proper notice, signs a written waiver of notice or consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 8. Adjournment

A majority of the Directors present at any meeting of the Board of Directors, whether or not a quorum is present, may adjourn the meeting to another time and place, provided that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 9. Fees and Compensation

The corporation is a voluntary service organization. Consequently, its Directors shall not receive any compensation for their services as Directors. However, a Director may be reimbursed for any expenses actually incurred in connection with the performance of her duties as Director of the corporation, if such reimbursement is approved by the Board of Directors, or by a person authorized by the Board of Directors to approve payment of the expenses to be reimbursed.

Section 10. Restriction on Interested Directors

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (a) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reimbursement paid to such Director pursuant to Section 9 of this article; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, no violation of

this section shall affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE VI

Officers

Section 1. Officers

The officers of the corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. All officers of the corporation must be Active Members of the corporation. One person may hold two or more offices. The removal or resignation of a Director who is an officer of the corporation also shall be deemed a resignation by such person from all offices held.

Section 2. Election

The officers of the corporation, other than those officers appointed in accordance with the provisions of Section 3 of this Article, shall be elected annually by the Members of the corporation. Each person elected shall assume office immediately, and shall hold office until she resigns or is removed or otherwise disqualified to serve, or until a successor is selected and qualified. At any meeting of the Board of Directors, the Board of Directors may fill a vacancy in any office caused by the death, resignation, removal or disqualification of any officer or by any other cause. An officer elected to fill a vacancy shall assume office immediately and shall serve for the unexpired term of the officer being replaced.

Section 3. Subordinate Officers

The Board of Directors may authorize such other officers to conduct activities on behalf of the corporation as the business of the corporation may require. The Board of Directors shall appoint such other officers, each of whom shall hold office for one year or such shorter period as may be determined by the Board of Directors, and shall have such authority and perform such duties as the Board of Directors may determine, from time to time.

Section 4. Removal and Resignation

Any officer may be removed, at any time, with or without cause, by the Members. Any such resignation shall take effect on the date of receipt of such notice by the corporation, or at any later date specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. President

The President shall preside at all meetings of the Board of Directors and shall be the chief executive officer of the corporation. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation, and shall have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation. The President shall have the necessary authority and responsibility to operate the corporation and all of its activities and departments, subject only to such policies as may be issued by the Board of Directors or any of its committees to which it has delegated powers for such action. The President shall act as a duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to act.

Section 6. Secretary

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may order, a Book of Minutes of actions taken at each meeting of the Board of Directors, with the time and place of holding, how the meeting was authorized, the notice given thereof, and the names of those present at the meeting. The Secretary shall keep a full and complete record of all actions taken by the Members of the corporation in their capacity as such. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and the Members of the corporation required by these Bylaws to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 7. Treasurer

In the absence or disability of the President, the Treasurer shall perform all of the duties of the President, and when so acting shall have all of the powers of, and be subject to all of the restrictions upon, the President. In addition, the Treasurer shall act as the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall make a report regarding the finances of the corporation at each regular meeting of the Board of Directors, and shall make such other financial reports as the Board of Directors may require, from time to time. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board of Directors all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall also cause to be disbursed funds of the corporation, as may be ordered by the Board of Directors, shall render to the President or the Board of Directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8. Fees and Compensation

This corporation is a voluntary service organization. Consequently, the officers of the corporation shall not receive any compensation for their services as officers of the corporation. However, an officer may be reimbursed for any expenses actually incurred in connection with the performance of her duties as an officer of the corporation, if such reimbursement is approved by the Board of Directors, or by a person authorized by the Board of Directors to approve payment of the expenses to be reimbursed.

ARTICLE VII

Committees

Section 1. Committees

Except as limited by Section 12 of this Article, the Board of Directors shall create and maintain the standing committees for Financial Development and Management, Membership, Communications, Events, and Nominations provided for in these Bylaws. In addition, the Board of Directors may create such additional standing committees and such special committees for any purposes, and may delegate to each such committee any of the powers and authorities of the Board of Directors not otherwise prohibited hereunder. All standing and special committees shall have the power to act only in intervals between meetings of the Board of Directors and shall at all times be subject to the control of the Board of Directors. The Board of Directors may establish by resolution that one or more standing or special committees shall have two Chairpersons.

Section 2 Communications Committee

The chairperson of the Communications Committee shall be the person elected annually by the Members of the corporation to the Board of Directors as the Chairperson of the Communications Committee. The Communications Committee shall develop, publish and distribute all promotional, public relations and Member education, notice and other communications, publications and materials. In addition, the Communications Committee shall develop and maintain a historical account of the corporation and its activities for use in its own functions, and in the functions of the Board of Directors and the other committees of the corporation, and for the information of the Members of the corporation. The Communications Committee shall also have such other powers and perform such other duties as may be prescribed by the Board of Directors, from time to time.

Section 3. Financial Development and Management Committee

The Treasurer shall serve as the Chairperson of the Financial Development and Management Committee (“Finance Committee”). The Finance Committee shall develop and implement Board-approved committee expenditure and other fiscal policies and procedures, review and make recommendations to the Board of Directors regarding committee budgets, develop and implement Board-approved honoraria and compensation policies and procedures, sponsorship guidelines, criteria, policies and procedures, and scholarship programs and criteria.

In addition, the Finance Committee shall have such other powers and perform such other duties as may be prescribed the Board of Directors, from time to time.

Section 4. Membership Committee

The chairperson of the Membership Committee shall be the person elected annually by the Members of the corporation to the Board of Directors as the Chairperson of the Membership Committee. The Membership Committee shall develop and implement Board-approved policies and programs for membership development, and shall perform such other functions as may be determined by the Board of Directors, from time to time.

Section 5. Events Committee

The chairperson of the Events Committee shall be the person elected annually by the Members of the corporation to the Board of Directors as the Chairperson of the Events Committee. The Events Committee shall organize and implement a minimum of four (4) Board-approved programs each year for the membership, including the program for the annual meeting of the Members, and shall develop and implement other Board-approved educational, networking, mentorship, fundraising, and sponsorship events and activities for the corporation, from time to time. The Events Committee shall also have such other powers and perform such other duties as may be prescribed by the Board of Directors, from time to time.

Section 6. Nominating Committee

The Nominating Committee shall consist of the President, the Immediate Past President who shall serve as chairperson of the committee, and such other Active Members of the corporation as shall be designated by the Board of Directors. Each year, the Nominating Committee shall call for and consider nominations from the Members of the corporation for, and publish recommendations to the Members for the President, Secretary and Treasurer of the corporation, the chairpersons of the Communications, Events and Membership Committees, and the two (2) at-large Director seats. Candidates may be Directors then in office. The Nominating Committee also shall provide recommendations to the Board of Directors for all vacancies in officer and Director positions to be filled prior to the next annual election of Directors and officers. In addition, the Nominating Committee shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, from time to time.

Section 7. Term of Office

The Chairperson and each member of a standing committee shall serve until the next annual election of the Board of Directors and until her successor is appointed, or until such committee is sooner terminated, or until such person is removed, resigns, or otherwise ceases to qualify as the Chairperson or a member of the committee, as the case may be. The Chairperson and members of special committees shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as the Chairperson or member of such committee, as the case may be.

Section 8. Removal Vacancies

The Board of Directors may remove any member of a standing or special committee (other than the Chairperson of the Committee) at any time, with or without cause. Vacancies on any committee may be filled for the unexpired term in the same manner as provided for original appointment.

Section 9. Meetings: Quorum

Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its Chairperson or by the Board of Directors. A majority of the members of a committee shall constitute a quorum of such committee, 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. Each committee shall keep accurate minutes of its meetings, the Chairperson designating a secretary of the committee for this purpose, and shall make periodic reports and recommendations to the Board of Directors.

Section 10. Expenditures

Any expenditure of corporation funds by a committee, and any reimbursement to a committee member for expenses incurred in connection with committee activities, shall require prior approval of the Board of Directors, or by a person authorized by the Board of Directors to approve such corporate expenditure or reimbursement.

Section 11. Limitation on Delegation

In accordance with the California Corporations Code, the Board of Directors may not delegate to any committee any of the following powers:

- (a) The approval of any action which also requires an approval of the Members of the corporation;
- (b) The filling of vacancies on the Board of Directors or on any committee of the Board of Directors;
- (c) The fixing of compensation of Directors for serving on the Board of Directors or on any committee;
- (d) The amendment or repeal of these Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board of Directors;
- (f) The appointment of committees of the Board of Directors or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any self-dealing transaction.

ARTICLE VIII

Indemnification and Insurance

Section 1. Indemnification by the Corporation

- (a) To the fullest extent permitted by law and in the manner provided by law, the corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action proceeding described in California Corporations Code Section 7237(b)) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation, or that the person had reasonable cause to believe that the person's conduct was unlawful.

- (b) To the fullest extent permitted by law and in the manner provided by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action, if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 2. Payment of Expenses

- (a) To the extent permitted by law, the corporation may indemnify an agent of the corporation that has been successful on the merits in defending any proceeding referred to in this Article, or in defense of any claim, issue or matter therein, against expenses actually and reasonably incurred by the agent in connection therewith.

- (b) To the extent permitted by law, expenses incurred in defending any proceeding may be advanced by the corporation prior to the final

disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or other agent of the corporation against any liability asserted against or incurred by such agent in such capacity, or arising out of such agent's status as such, whether or not the corporation would have the power to indemnify such person against such liability under this Article or otherwise.

Section 4. Meaning of Terms

For purposes of this Article VIII, the terms "agent", "proceeding" and "expenses" shall have the meanings set forth in Section 7237 of the California Corporations Code.

ARTICLE IX

Miscellaneous

Section 1. Inspection of Articles and Bylaws

The corporation shall keep, at its principal executive office in California or such other place as may be designated by the Board of Directors, the original or a copy of its Articles of Incorporation, as amended to date and certified by the California Secretary of State, and its Bylaws, as amended or otherwise altered to date certified by the Secretary. The Articles of Incorporation and Bylaws, as amended or otherwise altered, shall be open to inspection by the Directors and the Members of the corporation at all reasonable times during normal office hours, upon reasonable advance notice to the Secretary.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by the Treasurer of the corporation, or by the designee of the Treasurer duly authorized by the Board of Directors for such purposes.

Section 3. Records

The corporation shall keep adequate and correct books and records of its accounts and shall keep minutes of the proceedings of its Members, its Board of Directors and each committee of the Board of Directors. Such minutes shall be maintained in written form or in any other form capable of being converted into written form.

Section 4. Annual Report

Upon written request of a Member, the Board of Directors shall promptly cause the most recent annual financial report of the corporation to be sent to the Member. An annual report shall be prepared within one hundred twenty (120) days after the close of each corporation fiscal year. The report shall contain the following information in reasonable detail:

- (a) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;
- (b) A statement of the place where the names and addresses of the current Members are located; and
- (c) Any information regarding certain transactions and indemnifications required by Section 8322 of the California Corporations Code, as amended from time to time.

Section 5. Conflicts of Interest

The Board of Directors may promulgate and amend, from time to time, a conflict of interest policy to be adhered to by its officers and Directors that complies with state and federal law then in effect.

Section 6. Fiscal year

The fiscal year of the corporation shall commence on January 1 of each year and shall end on December 31 of the same year, unless another fiscal year shall be established, from time to time, by resolution of the Board of Directors.

ARTICLE X

Affiliation

This Corporation is an officially designated women’s network of the American College of Healthcare Executives (“College”). As a condition of this affiliation, the corporation has pledged to (a) promote College affiliation amongst Members of the corporation who are not currently affiliated with the College; (b) encourage Members of the corporation who are College affiliates to advance or recertify their membership in the College; and (c) distribute the Code of Ethics of the College to all Members of the corporation. As members of an officially designated women’s network of the College, Members of the corporation shall be expected to abide by the Code of Ethics of the College.

ARTICLE XI

Amendments

Section 1. Amendment by Member

New Bylaws may be adopted, and these Bylaws may be amended or repealed, by the Members of the corporation, or by the Board of Directors with the approval of the Members.

Section 2. Record of Amendments

Any amendment or alteration to these Bylaws shall be filed forthwith with the original Bylaws of the corporation.