

DISABILITY EMPOWHER NETWORK, INC.
A NEW YORK NOT-FOR-PROFIT CORPORATION
BYLAWS

This document is effective the date of approval by the Board of Directors. Adopted May 6, 2021.

ARTICLE I
NAME AND OFFICES

Section 1.1 Name

The name of this corporation is Disability EmpowHer Network, Inc. (the "Organization").

Section 1.2 Offices

The Organization may have offices at such places as the Board of Directors ("Board") may from time to time determine or the business of the Organization may require.

ARTICLE II
PURPOSE, ACTIVITIES, AND POWERS

Section 2.1 Purpose

- (a) The Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).
- (b) The specific purpose of the Organization is connecting, motivating, and guiding disabled girls and women to grow, learn, and develop to their highest potential.

Section 2.2 Activities

- (a) The Organization will coordinate and conduct activities in furtherance of the mission, vision, and purpose of the organization. Activities may include, but are not limited to mentorship, skill development, educational, and empowerment activities.
- (b) To maximize its impact on current efforts, the Organization may seek to collaborate with other nonprofit organizations which fall under Section 501(c)(3) of the Internal Revenue Code and are operated exclusively for charitable, educational, and/or scientific purposes.
- (c) At times, per the discretion of the Board of Directors, the Organization may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

Section 2.3 Powers

The Organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Organization is organized, and to aid or assist other organizations or persons

whose activities further accomplish, foster, or attain such purposes. The powers of the Organization may include, but are not limited to, accepting contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III MEMBERSHIP AND DUES

Section 3.1 No Members

The Organization shall have no members.

Section 3.2 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with the rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Organization. The Board of Directors, a designated committee of the Board, or any duly elected officer in accordance with Board policy shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition, and media coverage at fundraising events, clinics, other events, or other organizations' website and social media webpages. Affiliates have no voting rights and are not members of the Organization.

Section 3.3 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers and Duties

The Board of Directors is responsible for overall policy and direction of the Corporation consistent with the agency articles of incorporation, mission and vision. The Board of Directors is responsible for the development of a long range plan and approves policies, updated as required. The Board of Directors delegates responsibility for day-to-day operations to the Corporation's President/Executive Director and periodically evaluates the performance of the President/Executive Director.

Section 4.2 Number of Directors

The number of directors of the Organization shall be any such number not less than five (5) or more than thirteen (13), as may be determined from time to time by the Board of Directors. A simple majority of the Board's membership shall be women with disabilities. If at any time the Board's membership is not a majority of women with disabilities, the Board shall appoint additional board members who are women with disabilities until there is a majority, subject to the maximum number of directors under these Bylaws. If the maximum amount of board members has been reached, the Board must vote to remove as many directors as necessary in order to allow for disabled women board members to be

appointed. The Board may continue to act without a simple majority of disabled women board members for no longer than six months.

Section 4.3 Term of Office

(a) Each director shall hold office for a term of two (2) years and until their successor shall be appointed and shall have qualified, or until their resignation, removal from office, death, or incapacity.

(b) Each director may hold office for an unlimited, consecutive or nonconsecutive, number of terms so long as re-appointments abide by Section 4.5(a).

(c) The term of office shall be considered to begin on January 1 and end on December 31 of the second year in office, unless the term is extended until such time as a successor has been appointed.

Section 4.4 Qualifications

In order to be eligible to serve as a director on the Board of Directors, an individual must be at least sixteen (16) years of age at the time they are to begin their term and an affiliate within affiliate classifications created by the Board of Directors. No more than two Board members may be younger than 18 (eighteen) years of age at any time.

Section 4.5 Appointment and Nomination

(a) Directors shall be appointed by the affirmative vote of a majority of the directors then in office. The appointment process to replace those who have fulfilled their term of office shall take place in November of each year.

(b) Any director or affiliate of the Organization may nominate potential directors by forwarding the name and contact information of the nominee to the chair of the Organization. The Board of Directors may appoint a Nominating Committee to propose and review Board of Directors candidates and make recommendations to the full Board of Directors.

Section 4.6 Vacancies

The Board of Directors may fill vacancies due to the expiration of any director's term of office, resignation, death, incapacity, or removal of the director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.

Section 4.7 Removal of Directors

A director may be removed by majority vote of the Board of Directors then in office, if:

(a) The director is absent and unexcused from two (2) or more meetings of the Board of Directors in a twelve (12) month period. The Board chair is empowered to excuse directors from attendance for a reason deemed adequate by the Board chair. The chair shall not have the power to excuse themselves from a meeting of the Board and in that case, the Board vice chair shall be empowered to excuse the chair from attendance for a reason deemed adequate by the Board vice chair.

(b) Before any meeting of the Board of Directors at which a vote on removal will be made, other than pursuant to Section 4.7(a), the director in question is given electronic, written, or oral notification of the

Board's intention to discuss his or her case and is given an opportunity to be heard at a meeting of the Board. Removal pursuant to Section 4.7(b) may be with or without cause.

Section 4.8 Regular Meetings of the Board

The Board of Directors shall have a minimum of four (4) regular Board meetings each calendar year. Regular meetings will take place on such date and at such time and place as may be fixed by the Board of Directors and stated in the notice of such meeting. The purpose of the meeting need not be specified.

Section 4.9 Special Meetings

Special meetings of the Board of Directors may be called at any time and place by or at the request of the chair or any two (2) directors upon notice as herein below provided.

Section 4.10 Notices

Except as provided by Section 4.14, notice of any meeting shall be given at least five (5) days previous thereto by first-class mail, telephonically, or by electronic means to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage prepaid. If notice is given by electronic means, such notice shall be deemed delivered when sent. If notice is given telephonically, then such notice shall be deemed to be delivered if the Secretary certifies in the minutes that at least two good-faith attempts were made to reach the director in question. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. The transactions of any Board of Directors meeting conducted with less than two (2) days of notice are valid provided a quorum is present and provided that each absent director approves with consent to holding the meeting or approves the minutes thereof. All such consents and approvals shall be filed with the corporate records or be made a part of the minutes of the meeting. 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 4.11 Quorum of Directors

A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

Section 4.12 Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

Section 4.13 Proxies

A director may act by proxy for voting and quorum purposes only.

Section 4.14 Action without a Meeting

(a) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by a majority of all directors entitled to vote with respect to the subject matter thereof.

(b) Actions not permitted outside of a scheduled Board meeting include approving changes to the Bylaws and expenditures greater than \$10,000 in value.

Section 4.15 Compensation

Directors shall not be compensated for services to the Organization as directors, but upon authorization in each instance by the Board of Directors, a director may be reimbursed for expenses, if any, incurred in the line of the Board of Directors' duty, provided that those expenditures comply with the Organization's reimbursement policies.

Section 4.16 Presumption of Assent

A director of the Organization who is present at a meeting of the Board of Directors at which action is taken shall be conclusively presumed to have assented to the action taken unless they shall file written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent to the secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.17 Meetings Held Through Communication Equipment

Upon approval of the Board of Directors, directors, non-director committee members, advisory body members, or commission members may participate in and act at any meeting of such Board of Directors of committee, advisory body, or commission through the use of a conference telephone, videoconference, or other communications equipment by means of which all persons participating in the meeting can communication with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person(s) so participating.

ARTICLE V OFFICERS

Section 5.1 Board Officers

The officers of the Organization shall be a Board chair, vice chair, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority, and shall perform the duties set forth in these Bylaws or by resolution of the Board or by the direction of an officer authorized by the Board, to prescribe the duties and authority of other officers. The Board of Directors may also appoint additional vice chairs and such other officers as it deems expedient for the proper conduct of the business of the Organization, each of whom shall have such authority and perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required. The positions of chair, vice chair, treasurer, and secretary must be held by members of the Board of Directors.

Section 5.2 Terms of Office

Each officer shall serve a two (2) year term of office. Unless otherwise specified by the Board of Directors, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which the officer is appointed and shall end upon the adjournment of the Board meeting during which a successor is appointed.

Section 5.3 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Organization without prejudice to the rights, if any, of the Organization under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 5.4 Chair

The Board chair shall be the chief volunteer officer of the Organization. The Board chair shall be a disabled woman. The Board chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. After XXXX, 2021, unless expressly consented to by a majority of the Board of Directors then in office, a candidate for Board chair must have served on the Board of Directors for at least one (1) year of office prior to being appointed Board chair.

Section 5.5 Vice Chair

In the absence or incapacity of the Board chair, the ranking vice chair or vice chair designated by the Board of Directors shall perform the duties of the Board chair. When so acting, the vice chair shall have all the powers of, and be subject to, all the restrictions upon the Board chair. The vice chair shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board chair.

Section 5.6 Secretary

The secretary shall keep or cause to be kept a record of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by these Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the Board chair. The secretary may appoint, with approval of the Board, a director to assist in performing all or part of the duties of the secretary.

Section 5.7 Treasurer

The treasurer shall have oversight of the financial condition and affairs of the Organization. The treasurer shall keep the Board informed of the financial condition of the Organization and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee

budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Organization, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the Board chair.

Section 5.8 Executive Director

The Board of Directors shall appoint a President/Executive Director who shall be the chief executive officer responsible for administration of the Corporation. The President/Executive Director has day-to-day responsibility for the agency, including carrying out the agency's goals and Board policy. The President/Executive shall be responsible for the administration and conduct the business and affairs of the corporation, including hiring staff, overseeing volunteers, and the signing of checks and contracts, pursuant to guidelines established by the Board. The President/Executive Director will attend all Board meetings; report on the progress of the agency, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. They shall serve as an ex officio, non-voting member of all committees except the Nominating and ad hoc committees where They may attend only by the Committee's invitation. The President/Executive Director reports to the Board of Directors.

Section 5.9 Non-Director Officers

The Board of Directors may designate additional officer positions of the Organization and may appoint and assign duties to other non-director officers of the Organization.

Section 5.10 Compensation

Compensation to the Executive Director of the Organization, if any, shall be fixed by the Board of Directors. Officers and the Executive Director of the Organization may be reimbursed for expenses incurred in the performance of their duties and in compliance with the Organization's reimbursement policies and budget.

ARTICLE VI COMMITTEES & CHAPTERS

Section 6.1 Creation and Powers

The Board has exclusive ability to create committees and local chapters of the Organization. The Board has the option to provide policies and procedures upon creation of the committee or local chapter. Additional policies and procedures may be created as expressed in Section 6.2.

Section 6.2 Rules

Each committee, advisory body, local chapter, or commission may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII
CHARITABLE RECEIPTS AND DISTRIBUTIONS

Section 7.1 Charitable Receipts

The Board of Directors shall have the power to accept and receive any property by way of gift, devise, or bequest, from any person, firm, or corporation, to be held and disposed of upon the terms, conditions and restrictions imposed upon such gift, devise, or bequest by the donor thereof; provided, however, that the property so received shall be held and disposed of only for the objects and purposes of this Organization.

ARTICLE VIII
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

Section 8.1 Indemnification

The Organization shall indemnify to the full extent authorized by law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative in nature, by reason of the fact they are or were serving as a director, officer, employee, or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Such indemnification shall not be deemed exclusive of any other rights to which a person may be entitled under any bylaw, agreement, vote of disinterested directors, or as a matter of law or otherwise. The Organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability under this Article.

ARTICLE IX
DISSOLUTION OR SALE OF ASSETS

Section 9.1 Dissolution or Sale of Assets

A majority vote of the directors then in office shall be required to sell, lease, exchange, or otherwise dispose of all or substantially all of the assets of the Organization not in the regular course of business, or to dissolve the Organization. Upon dissolution of the Organization, any assets remaining after payment of or provision for its debts and liabilities shall be distributed in accordance with Article 5(c) of the Articles of Incorporation of the Organization.

ARTICLE X
AMENDMENTS

Section 10.1 Bylaws

These Bylaws may be amended by a majority of the directors then in office.

Section 10.2 Articles of Incorporation

The Articles of Incorporation may be amended by the vote of majority of the directors then in office.

ARTICLE XI
MISCELLANEOUS

Section 11.1 Books and Records

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record of the names and addresses of the directors of the Organization. All books and records of the Organization may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 11.2 Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the statutes of the State of Illinois, including without limitation, under the provisions of the Illinois General Not for Profit Corporation Act, a waiver thereof, in writing, approved by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11.3 Construction

The use of "they" in these Bylaws is intentional to respect people of all genders and shall have no legal effect. Whenever the context so requires, the plural shall include the singular and vice versa. Whenever reference is made to a specific section of the Internal Revenue Code, such reference shall be deemed to include reference to such section as amended from time to time and to the corresponding provision of any future United States internal revenue law.

Section 11.4 Invalid Provisions

If any provision herein shall be determined to be invalid or void for any reason, such determination shall not affect the validity of any other provisions hereof.

Adopted by the Board of Directors:

5/6/2021

Date



Leah Smith, Chair