



◆ Section I

*Welcome to
WBENC*

New Board
Member Briefing

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from WBENC's
President and
Chair
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Expectations



WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL

New Board Member Briefing Manual

January 2011

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A Letter from WBENC's Chair

Dear New Board Member,

Congratulations on your election to the WBENC Board of Directors!

I extend to you a warm welcome on behalf of the WBENC Executive Committee. In just fourteen short years, WBENC has moved from a start-up organization seeking charter members to an organization that now has more applicants for the Board than Board seats than are available. Your selection is indeed recognition of your accomplishments and your commitment and is clearly a vote of confidence in the contributions you will be making to WBENC's continued growth in our second decade as we remain focused on the development of opportunities for women business enterprise (WBEs).

You may have already noticed the high energy and high expectations that are characteristic of our organization. WBENC has quickly succeeded in bringing buying entities together to pursue the shared goal of increasing the participation of WBEs in corporate sourcing opportunities and supply chains. We are also widely recognized as the premier third-party certification agency for WBEs in the United States. Our corporate members and women business enterprises represent the best in class in their respective areas of expertise. As a result, their expectations are high for our organization and, with your help and participation, we will continue to meet those expectations.

While we have made tremendous progress, there is still much that needs to be done and we are counting on you to play an active role. We are very excited about the talents and resources you bring to the Board and to the overall organization. We trust and hope that you will feel inspired by the energized atmosphere, and challenged by the opportunity to demonstrate your leadership in support of our goals and initiatives.

To help you "hit the ground running," this manual is provided for you as a reference tool and we encourage you to become familiar with WBENC's standards and procedures, committees, accomplishments and goals and other WBENC-related information and resources.

My door will always be open to you. Please feel free to contact me at any time to share an idea, offer feedback, or volunteer to assist with a particular initiative. All Board members serve on at least one Board committee and either the President or I will be happy to assist you in selecting a committee as soon as you join the Board.. You will find many opportunities to participate and your participation will be highly valued and most welcome.

All of us on your Executive Committee look forward to working with you and hope your experience with WBENC will be exciting and fulfilling.

Warmest Personal Regards,

Pamela Prince Eason

Pamela Prince Eason
2010-2011 Chair,
WBENC Board of Directors
Vice President, Worldwide Procurement
Pfizer Inc.



A Letter from WBENC's President

Dear New Board Member:

On behalf of the entire WBENC staff, I welcome you to the Women's Business Enterprise National Council (WBENC) Board of Directors. Let me introduce our staff and give you an overview of the responsibilities of each WBENC department.

Office of the President

- **Linda Denny, President and CEO**

WBENC's President and CEO is the Principal responsible for the Board of Directors, working closely with the Board Chair, Executive Committee and the Nominating Committee.. The President and CEO represents WBENC to corporate members and prospects, non-profit and business organizations, government officials, media and the public. She provides vision for the organization and oversees development and execution of the business plan, financial support, member relations, staff recruitment and development and long term strategic planning necessary to achieving the WBENC mission. She serves as an advocate for both corporate supplier diversity programs and WBEs. [ldenny@wbenc.org – 202.872.5506]

- **Diana Wells, Executive Assistant to the President and CEO**, is responsible for managing the President's calendar, travel, correspondence and communication to ensure that the office operates at maximum efficiency. She is the liaison to the Board of Directors, Executive Committee, and Extended Executive Committee, and she is the Assistant Secretary to the Board, assisting by taking the official minutes. In that role, she manages board meetings, and prior to each meeting, she produces the Board Book and posts it to a dedicated intranet site for members to download. She assists the President and CEO in staffing the Nominating Committee. In addition, she is responsible for document retention and executive project management. [dwells@wbenc.org – 202.872.5516]

Programs, Membership, Business Development, Marketing and Communications

This department includes all fundraising, corporate member development and service, the Ambassadors Program, all WBENC awards, recognitions, and programs, such as Tuck-WBENC Executive Program, Dorothy B. Brothers Executive Scholarship, MatchMaker Meetings, WBENC marketing, communications, media, and public relations. The department staff oversees the Salute to Women's Business Enterprises, the WBENC National Conference and Business Fair and other WBENC events, plus support of the Ambassadors Program.. Departmental staff serves as liaisons to the Member Services and Programs, Corporate Membership and Revenue Generation, Marketing, Communications and Brand Management Committees. The department is supervised by the President and CEO and the COO.

Departmental Staff:

- **Cristy McCullough, Assistant Vice President, Marketing and Communications**, develops and directs the implementation of a strategic marketing communications plan defining objectives, target audiences, key messaging and tactical mix to build WBENC's leadership position, visibility and growth strategy. She is the key driver in developing WBENC marketing, messaging and thought leadership activities, communications plans to build brand identity, supporting revenue growth strategies, and stakeholder relations that grow the diversity of WBEs and the diversification of corporate members.

Cristy participates as a member of the senior management team and with the Board of Directors in charting the direction of WBENC and carrying out its mission, assuring its accountability to all constituents.. This will be accomplished by designing and directing communication and marketing that keep intended audiences informed and aligned with WBENC core strategies of certification, opportunities and resources, as well as its accomplishments and business goals. She drives creative strategy to develop and produce quality solutions that result in a strong positive awareness and a broad understanding of WBENC. In addition, Cristy is responsible for differentiating WBENC from other women's business organizations and communicating the value of WBENC to corporate, women business enterprise, regional partner organization and other constituents. She also provides strategic communications counsel to senior management and support to cross-functional teams. Cristy manages the departmental budget for marketing and communications and is responsible for managing an external team of marketing and communications professionals, as well as a growing freelance network of copywriters, designers, interns, and others.

[cmccullough@wbenc.org – 202.872.5519]

- **Betty Cole, Senior Director, Programs**, is responsible for overseeing WBENC special programs initiated through the Program Committee and other committees. This includes executive education programs, business matchmaking, workshops and speakers, award selections and research. She develops and/or revises all program project plans and budgets and provides management of WBENC research projects. She supervises the Program Manager (position unfilled as of 1/1/2011) and two project consultants who assist in managing the Top Corporations awards. She oversees programs managed by the Program Manager, including , MatchMaker Meetings, Dorothy B. Brothers Executive Scholarship and Tuck-WBENC Executive Program. In conjunction with development staff, Betty is responsible for fundraising for all programs, providing approximately 25% of WBENC funds. She is responsible for the all educational workshops and speakers for the Summit and for the Women In Business national conference. She represents WBENC on program related projects with outside organizations as needed. Betty is the staff liaison to the Program Committee. [bcole@wbenc.org – 202.872.5518]
- **Paige Adams, Director of Development and Corporate Relations**, assists senior management in new corporate member recruiting and providing service to current corporate members. She assists senior management in general fund raising and is responsible for the sale of event and program sponsorships, including the annual Summit and Salute and the WBENC National Conference and Business Fair; researching membership prospects, maintaining contact with prospects; closing membership sales as assigned; maintaining membership records; and tracking and reporting on membership status. Paige supervises the Manager of Corporate Member Services and is the co-manager of the Ambassadors, volunteers who assist in recruitment and retention of corporate members. Paige is the staff liaison to the Corporate Member and Revenue Generation Committee and to WBENC event managers. [padams@wbenc.org – 202.872.5515 x.8020]
- **Kim Jones, Manager of Corporate Member Services**. Kim manages implementation of a program designed to attract, sell and sustain WBENC memberships held by corporations. She assists senior management in corporate member recruiting, personally maintains a portfolio of prospects, provides service to current corporate members, and implements a stewardship process in keeping with WBENC policies, regulatory requirements and best practices in non-profit membership management. Kim conducts “new corporate member training” sessions as needed. She recommends improvements to processes and procedures, plans and manages annual and semi-annual membership drives, and co-manages, with the Director of Development and Corporate Relations, a volunteer core of Ambassadors which assists in recruitment and retention of corporate members. [kjones@wbenc.org – 202.872.5515 x.8001]

Alliance Relationships

- **Susan Prado, Vice President of Alliance Relationships**, supervises Alliance Relationships and is responsible for managing the relationships with organizations with which WBENC has MOUs or other mutually beneficial connections. Some of these include the US Hispanic Chamber of Commerce, NAWBO, and WIPP. The Alliance Relationships department works closely with our 14 regional partner organizations (RPOs), supervising the negotiation of and compliance with the Service Agreement and Certification Standards and Procedures, training for Certification Committees, Program Managers and other RPO staff. The department is responsible for training on and the use of WBENCLink and for providing the data used to calculate WBENC allocations to the RPOs. Susan represents WBENC to corporate and non-profit executives and organizations and to the public. Susan serves as the liaison to the Women's Enterprise Leadership Forum, the Global Service and Programs Committee and the Field Governance Committee.
[sprado@wbenc.org – 202.872.5515 x.1193]

Departmental Staff:

- **Candace Waterman, Senior Director of Compliance**, is the principal contact for all matters related to the certification of women-owned businesses by the regional partner organizations (RPOs) and serves as an “expert” resource for WBENC Standards & Procedures. In addition she provides compliance reviews for the Service Agreements, trains Certification Committees and RPO staff and on the use of WBENCLink. She is the liaison to the National Certification Committee, the National Appeals Committee, the National Certification Review Committee, and the Leadership Council. [cwaterman@wbenc.org – 202.872.5515 x.8102]
- **Susan Cates, Manager, Alliance Relationships**, is responsible for supporting all activities affecting WBENC's partner organizations including allocations. She supports the National Certification Committee, The Women's Enterprise Leadership Forum and the Leadership Council as needed. She is responsible for maintaining a “global” calendar of events for all Alliance Relationships. She is also responsible for the ongoing maintenance of and training on WBENCLink, WBENC's proprietary database, and currently for customer service. [scates@wbenc.org – 202.872.5515 x.8100]

Finance and Operations

Departmental Staff:

- **Lynn Grossman Quinn, Chief Operating Officer**, oversees all accounting activities, including timely and accurate financial reports, is responsible for the development of WBENC guidelines and policies, budgets, audits and the management of office operations, and information technology. Lynn is also responsible for the administration and oversight of all health and benefits programs, screening prospective employees, performance reviews, and other HR functions.

She negotiates contracts and oversees all WBENC events and vendors. Lynn represents WBENC to corporations, non-profit organizations and to the public. This department serves as the liaison to the Finance, Audit, Compensation, and Ethics Committees.

[lquinn@wbenc.org – 202.872.5515 x.5517]

Valerie Bunns, Director of Finance and Operations, assists in developing strategic directions for WBENC's long-term financial and operational success. In addition, she is responsible for the overall management of the finance, accounting, and office services functions; and contributes to the management of the human resources function. She provides financial analysis and

reporting. She is the liaison to the Finance and Audit Committees. [vbunns@wbenc.org – 202-872-5508]

- **Samantha Xia** is the **Accounting Assistant** and is responsible for all accounting transactions and payroll functions. She reports directly to the Director of Finance and Operations. [sstipp@wbenc.org – 202.872.5515 x.8011]
- **CIO (Vacant)** provides technology vision and leadership in the development and implementation of the affiliate-wide information technology (IT) program. The CIO leads the organization in planning and implementing enterprise information systems to support both distributed and centralized business operations and achieves more effective and cost beneficial enterprise-wide IT operations. Additionally, the CIO provides strategic and tactical planning, development, evaluation, and coordination of the information and technology systems for all technology related projects, and facilitates communication among staff, management, vendors, and other technology resources within the organization
- **Jason Moore, IT Manager**, plans, directs, and controls the activities of computer operations, exclusive of the systems programming functions. He develops and establishes department standards and procedures and prepares activity and progress reports. He is responsible for the operation of server boxes and peripheral information system equipment, software, networks and for developing schedules for equipment usage. Jason is responsible for researching and recommending long term technology and innovations that enables WBENC to complete its mission. He also works on special projects as assigned by the President or COO. [jmoore@wbenc.org – 202.872.5507]
- **Alice Spears, Office Manager**, has the primary responsibilities for the day-to-day administration and maintenance of the office including the front desk, answering the general phone number and messages, greeting guests to the office, all supplies and equipment, security and storage of files, mail and overnight services. Alice assists in coding and processing of WBENC's operations expenses. [aspears@wbenc.org – 202.872.5515 x.8015]

As President and CEO, I am always available for your questions, suggestions or concerns. As a member of the WBENC Board of Directors, it is your responsibility to promote WBENC and our important mission of creating opportunities for WBEs in the marketplace. I hope you will include information on the company's WBENC membership in publications and press releases, provide a link to the corporate website and include references in your speeches and presentations. If you need information or assistance pertaining to your Board membership, we are here to help.

Once again, welcome to WBENC!



Best Regards,
Linda J. Denny
President and CEO



Goals of This Manual

- To understand who/what WBENC is, its mission and goals;
- To become familiar with WBENC's history and culture (the WBENC "story");
- To understand how *you* can contribute to WBENC's mission and influence its future;
- To understand WBENC's expectations of you as a new Board member;
- To have a comprehensive WBENC resource.

Notes:



Your Goals and Expectations

As a Board Member

Take a moment and jot down:

(1) What you expect to give while a WBENC Board member.

(2) What you expect to gain while a WBENC Board member.

WBENC

WBENC: Who We Are

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WBENC's Mission and Goals

Mission

WBENC is dedicated to advancing the success of certified Women's Business Enterprises (WBEs), Corporate Members and government agencies in partnership with its Regional Partner Organizations.

Goals

WBENC's goal is to foster diversity in the world of commerce. Its programs and policies are designed to expand opportunities and eliminate barriers in the marketplace for women business owners. WBENC works with representatives of corporations to encourage the utilization and expansion of supplier/vendor diversity programs.

Vision

As the leading advocate for and authority on women-owned businesses as vendors and suppliers to corporations, WBENC builds a stronger economy by creating parity for women's business enterprises through its Gold Standard Certification and by providing marketplace access.

Core Values

To support its constituents, WBENC focuses on its core values of certification, opportunities and resources, while providing prominent recognition to top corporations and WBENC Certified WBEs.



Learning to Speak “WBENC (a glossary of terms and phrases)

WBENC:

Women’s Business Enterprise National Council is a corporate-supported 501(c)(3) not-for-profit national organization that establishes and oversees the standards and procedures for a national standard of certification for women-owned businesses. WBENC oversees its partner organizations (the Regional Partner Organization, or RPOs) as they implement those standards and procedures. WBENC is funded through corporate memberships and fundraising events.

Regional Partner Organization (RPO):

A local or regional 501(c)(3) organization recognized by the WBENC as a Regional Partner Organization that conducts the certification review process according to the standards and procedures established by WBENC and whose Executive Director/President has the authority to approve or deny a certification application. In addition, each RPO is staffed by an Executive Director or President as well as by a Program Manager (see below). Each RPO operates a local Women’s Business Enterprise Forum. RPOs are bound to WBENC by a “Service Agreement”. The RPOs work to develop their assigned territory, to increase the number of certified WBEs, to promote the value of certification, to provide workshops and seminars that enhance the business expertise of the WBE, to help WBEs national and regional Corporate members and government agencies develop relationships, and to work collaboratively with the national organization. There are currently 14 Regional Partner Organizations.

Certification:

Certification is the process by which an applicant business’ eligibility as a WBE (Women’s Business Enterprise) is determined.

Certification Committee:

A regional certification committee is comprised of volunteers (corporate, government and WBEs) who render recommendations for certification or denial to the RPO Executive Director/President. Certification Committee members must complete a WBENC administered course of training and pass a test prior to joining the committee. Refresher training must be completed annually.

Learning to Speak “WBENC” (a glossary of terms and phrases) continued (2)

Program Manager:

The Program Manager is employed by the RPO to administer the certification process on a regional level in accordance with the WBENC Standards & Procedures. They are also responsible for maintaining correct data in the WBENC database called WBENCLink.

Applicant:

A business that requests certification as a WBE (Women Business Enterprise) by completing and submitting an on-line certification application/affidavit and submission of additional documentation.

WBE (Women’s Business Enterprise):

- An independent business concern that is certified to be:
 - at least fifty-one percent (51%) owned and controlled by one or more women who are U.S. citizens or Legal Resident Aliens, or,
 - in the case of any publicly-owned business, at least fifty-one percent (51%) of the stock is owned by one or more women who are U.S. citizens or Legal Resident Aliens; and
 - whose management and daily operation is controlled by one or more of the women who own it
- A business that is owned by a woman but has *not* been certified by a third-party is simply referred to as a “woman-owned business” (WOB).

Regional Appeals Committee:

A committee comprised of WBENC-trained volunteers appointed by the RPO’s Board of Directors that hears an appeal upon the written request of an applicant who has been denied certification.

Women’s Enterprise Leadership Forum: “The Forum”:

The Forum is comprised of women’s business enterprises who are nominated by a WBENC corporate member, her regional partner organization or other approved methods. The Forum’s mission is to promote, translate and advocate the needs, issues and benefits of women’s business enterprises (WBEs) and to facilitate corporate and supplier business opportunities for WBE members of WBENC. WBE members of the WBENC Board of Directors are selected from the Forum. The Forum Chair sits on the WBENC Executive Committee.

Learning to Speak “WBENC (a glossary of terms and phrases) continued (3-end)

Leadership Council:

The Leadership Council is comprised of the executive directors/presidents of WBENC’s 14 regional partner organizations (RPOs). The Leadership Council serves as a forum for the sharing of ideas and building consensus for recommendations to WBENC. The RPO members of the WBENC Board of Directors are selected from this group. The Chair of the Leadership Council sits on the WBENC Executive Committee.

WBENCLink:

WBENCLink is WBENC’s on-line, password-protected database that contains information about WBENC-certified WBEs as well as contact information for national corporate members.

WBENCLink may be accessed by national corporate members, local corporate members, WBEs and RPOs. Users can search the database for qualified WBE vendors using a wide variety of search criteria that are extracted from each WBE’s profile. This versatile database is a major benefit to member corporations and to WBEs. WBEs may search the entire database and are given access upon receipt of their certification. National corporate members may also search the entire database and are given access by WBENC’s national office. Regional corporate members may search the regional database and are given access through their local RPO.

Allocations:

Each year WBENC allocates a percentage of its revenue to the 14 regional partner organizations according to an agreed upon formula. The Allocation rewards growth in the number of certifications (productivity) processed by the RPO and their support of WBENC’s National Conference and Business Fair (performance). WBENC distributes the Allocations in five different payments during the year based on the formula. The RPO Allocation is part of the WBENC annual budget presented to and approved by the Board of Directors in November each year.



WBENC's Expectations of You as a Board Member

1. Understand, and be committed to, WBENC's mission and goals
 - (a) understand your role, vis-à-vis the mission
 - (b) ensure programs reflect WBENC's mission
 - (c) assist in "fine tuning" the mission, if appropriate
2. Commit to a three-year term, including:
 - (a) attending the three scheduled meetings each year
 - (b) participating in interim conference calls if required
 - (c) attending Ambassador training and representing WBENC in that role as opportunity is presented
3. Support WBENC's president and vice presidents, including:
 - (a) introductions to relevant community leaders, organizations and peer corporations
 - (b) encouraging professional development
 - (c) providing feedback (positive and constructive), when appropriate
4. Participate in WBENC's planning process by:
 - (a) **actively** participating in at least one committee; this involves:
 1. attending scheduled committee meetings both in person in conjunction with board meetings and in-between meetings either telephonically or via the web
 2. following through on committee "assignments"
 - (b) contributing to WBENC's long-term planning, if appropriate
5. Ensure WBENC always has adequate resources, including:
 - (a) paying membership dues and sponsorship commitments in a timely fashion
 - (b) supporting WBENC's special programs and initiatives
 - (c) soliciting appropriate individuals and organizations for donations
 - (d) understanding that fundraising is a full-board effort
 - (e) identifying sustainable sources of revenue for long-term stability

WBENC's Expectations of You
As a Board Member
continued

6. Support regional partner organizations (RPOs), including:
 - (a) donating your time or the time of another corporate representative to support RPO programs and initiatives
 - (b) donating money and other resources to the RPO(s)
7. Manage WBENC's resources effectively, including:
 - (a) participating in the budgeting process, if appropriate
 - (b) monitoring the distribution of authority for financial decisions between Board and staff
8. Formulate, monitor and strengthen WBENC's programs and services, including:
 - (a) assisting in the identification and creation of programs that reflect WBENC's mission and meet constituent needs
 - (b) providing feedback on the effectiveness of such programs and providing suggestions for improvement, if appropriate
 - (c) fully supporting WBENC's programs and services
9. Enhance WBENC's public image, including:
 - (a) articulating WBENC's mission, goals and accomplishments to appropriate individuals and organizations
 - (b) acting as an "ambassador" for WBENC at all times
10. Maintain WBENC's integrity and accountability, including:
 - (a) ensuring that policies are in place that guide WBENC's board and staff
 - (b) abiding by all of WBENC's governance documents, including its bylaws, Code of Ethics, and articles of incorporation
 - (c) providing counsel to the president on personnel issues, when requested and/or appropriate

Excerpted and adapted with permission from the *National Center for Nonprofit Boards*; "Ten Basic Responsibilities of Nonprofit Boards," Richard T. Ingram, 1996.



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Section III

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How Did
We Get Here?
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The WBENC Story

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Milestones:
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1996 – 2010
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WBENC Milestones: 1996-2010

1996

November: A Business Plan is commissioned for the creation of a women's business certification entity. The contract is awarded to the Nonprofit Management Corporation (Susan Bari).

December: A coalition of corporations, women's business organizations and women's business enterprises meet in Dallas, Texas to review and adopt the business plan for the *Women's Business Enterprise National Council*.

1997

March: The first WBENC Board of Directors meeting is held in Dallas, Texas. The Nonprofit Management Corporation is hired to do the "ramp-up" for WBENC and Susan Bari is named Acting Executive Director. WBENC is incorporated in the District of Columbia with 11 corporate members and a request for 501(c)(3) status is filed with the Internal Revenue Service. Many corporations were involved in the planning of WBENC but the 11 founding corporations are NationsBank (now Bank of America), Federated Department Stores (now Macys), Ford Motor Company, Fujitsu Network Communications, IBM, JCPenney Company, Motorola, Sears Roebuck, Frito-Lay, Inc. (now PepsiCo), Texas Instruments and Wal-Mart.

April: Four partner organizations: The North Texas Women's Business Council of Dallas, TX; The Women's Business Development Center of Chicago, IL; The Louisiana Women's Business Center of Lafayette, LA and The Greater Columbus Chamber of Commerce Small Business Development Center of Columbus, OH begin using the WBENC Certification Standards and Process to provide certification on a national basis. An integrated internet-accessible database of certified WBEs is created and partner organizations trained in its use. Approximately 500 certified WBEs are "grandmothered" from the four partner organizations into the database. WBENC's membership grows to 21 corporations. One hundred companies say they will accept WBENC certification.

1998

Susan Bari is chosen as WBENC's founding president. Throughout the year, membership continues to grow to a total of 41 corporate members. More than 200 corporations now accept WBENC certification, which is now provided by eight partner organizations. WBENC launches its web site and creates an interactive, on-line application form. WBENC is selected by The Women's Economic Summit '98 (National Women's Business Council) to lead its Marketing Initiatives track. As part of its work, WBENC produces "Best Practices in Supplier Diversity for WBEs." In its first full year of operation, WBENC allocates \$50,000 to partner organizations and provides \$40,000 in start-up grants to new RPOs.

1999

Membership grows to 64 corporations, 12 partner organizations and 350 companies and government agencies accepting WBENC certification. The Board of Directors continues to grow to meet the demand from corporations for participation in WBENC activities. The top companies in America's major industries are now represented on WBENC's Board and as corporate members. WBENC holds its first fundraising gala, the *Salute to Women's Business Enterprises*, at the National Museum of Women in the Arts. The event nets \$87,000. The first "*Search for America's Top Corporations for WBEs*", based on WBENC's Best Practices research, produces our first list of Top Corporations with 15 companies recognized for their achievement. The first "*Applause Award*" is made to the Women's Business Initiative in the City of Dallas. WBENC contracts with

McKay & Associates (a WBE) for the creation and implementation of a training program for regional certification committees. For its third full-year of operations, the Board of Directors approved a budget for 2000 that will total \$1.6 million on projected revenues of \$1.8 million. Allocations to regional partners increase to \$200,000.

2000

By November 15, membership is at 87 corporations. With the Board expansion to 48 seats (32 corporate, 8 WBEs, 8 RPOs), there is a waiting list among corporations for board seats. WBENC's database contains more than 2,700 records of which approximately 2,000 are certified WBEs (or with applications for certification or recertification pending), the remainder being denials, appeals and expired files. Our second **"Salute"** more than doubles its prior success with net revenues of \$139,000. WBENC partners with the North Texas Women's Business Council to stage a national conference and trade fair, **Women in Business 2000**. The 180-booth exhibition capacity sells out and nearly 1,000 attendees participate. The event nets approximately \$120,000 for NTWBC (Women's Business Council Southwest) and \$95,000 for WBENC, far exceeding projections. Three new RPOs are to be launched by the end of the year and the second annual list of **Top Corporations**, the **"Sweet Sixteen,"** was announced October 3 in New Orleans at **Forum 2000**, a new event that brings WBEs together with representatives of top companies to determine how to expand opportunities. WBENC's web site is redesigned and re-launched and the database will be overhauled with enhancements during the summer. On August 1, WBENC moved into its new headquarters office on Connecticut Avenue in Washington, D.C. Allocations for this year will increase to \$250,000.

2001

By December 30, membership is at 104 corporations. Despite downturn in U.S. economy, WBENC continues to grow with projection of 110 corporate members by January 31, 2002. The Board is expanded to 52 seats (34 corporate, 9 WBEs and 9 RPOs). In 2001, WBENC and its process more than 3,000 WBE applications. The third annual **"Salute"** continues to grow, and nets more than \$200,000. WBENC partners with the Women's Business Development Center (WBDC) in Chicago for Women in Business 2001: Sharing the Vision. The event attracts more than 2,000 attendees generates nearly \$1million in sponsorships, exhibitor fees and participant admission, and sets the stage for Women in Business 2002: Sharing the Vision, presented in partnership with the Houston Women's Business Council June 25-27. By December 1, this conference and trade fair in Houston, Texas has generated more than \$500,000 in sponsorship pledges and exhibitor booth sales. The America's Top Corporations for Women's Business Enterprises program is revised, and a new application format introduced with the 2001 list to be announced in March, 2002 during Women's History Month. The 2001 Top Corporations will be introduced at a VIP reception in the White House on March 20, 2002, prior to the 4th annual Salute to Women's Business Enterprises: The Enterprising Economy (which also will celebrate WBENC's 5th anniversary).

2002

Continuing its research in Best Practices in supplier diversity, WBENC published *Next Practices: Excellence in Corporate Purchasing from WBEs* during the Fall of 2002. By December 31, membership is at 125 corporations. WBE certification increases by 29%, with pending applications increasing by 26%. The Board is expanded to 54 seats. Celebrating WBENC's fifth anniversary, the "Salute" continues to grow and generates more than \$520,000 in sales. WBENC announces the Executive Scholarship Program for WBEs. Midyear, 16 WBEs are awarded up to \$5,000 each for executive

education. WBENC partners with the Tuck School of Business at Dartmouth to develop the first-ever Executive Program for WBEs, to be offered in fall 2003. WBENC partners with Women's Business Enterprise Alliance (formerly Houston's Women's Business Council) in Houston for Women in Business 2002: Sharing the Vision. The event attracts more than 2,000 attendees, generates nearly \$1,150,000 in sponsorships, exhibitor fees and participant administration.

2003

By November 15, membership is at 150 corporations. Sponsorship pledges and exhibitor sales for Women in Business 2003 in New York City are approximately \$989,000. America's Top Corporations for Women's Business Enterprises are announced in March, 2003 during Women's History Month. The 2002 Top Corporations are introduced at a VIP reception in the White House on March 19, 2003, prior to the annual Salute to Women's Business Enterprises and on the eve of the US invasion of Iraq. US Department of Commerce Secretary Don Evans presents the honors at a black-tie White House reception. Scholarships are awarded to 14 WBEs through the Executive Scholarship Program. The Women in Business National Conference and Business Fair was held in New York City with more than 250 exhibitor booths, 2,000 attendees and generating more than \$1,564,000 in revenue. On October 5-10, the inaugural Tuck-WBENC Executive Program is attended by 49 participants at the IBM Palisades facility in Palisades, NY. WBENC expands its office space to accommodate its growing programs and personnel by moving from the 9th to the 10th floor of the Bender Building on Connecticut Avenue. Two major studies, the Model for Success and Sustainability and the Branding Initiative are begun to improve process and assist our growth. On October 31st WBENC launches a reconstructed and more sophisticated WBENCLink database. WBENC releases the WBENC Balances Scorecard to assist corporate members in self-evaluating their supplier diversity programs. Total Allocations to the 14 partner organizations was \$889,881.

2004

WBENC corporate membership tops 180 despite many mergers among its membership. WBENC's allocations to our 14 regional partner organizations top \$1,000,000. The Salute to Women's Business Enterprises welcomes more than 800 guests who help us to honor our Women's Business Stars and Applause Award winners. Top Corporation honorees and special guests are greeted at the White House by Labor Secretary Elaine Chao. The new WBENC logo is first revealed during the Salute with a launch of the new brand following. The Women in Business National Conference and Business Fair 2004 in New Orleans provides business networking, opportunity and information for nearly 2,000 participants that generate more than \$1,740,000 in revenue for WBENC and its 14 partner organizations. Tuck continues to provide executive level educational opportunity for 50 WBEs, three RPO Directors and two WBENC staff. IBM pledges to renew its sponsorship through 2008. WBEs from around the US are selected to testify before Congressional committees, serve on the National Women's Business Council, meet with the President of the United States in a roundtable discussion and listen to the State of the Union address in the First Lady's. WBENC partner organizations process more than 5,000 certification/recertification applications WBENC launches its online, downloadable .pdf WBE certificate available to corporate members certified WBEs. After a strategic planning retreat for the Executive Committee, WBENC adds two new committees: Global Business and Strategic Sourcing and Supply Chain Effectiveness. WBENC publishes its first book: *"Breaking Through: Creating Opportunities for America's Women and Minority Owned Businesses"* authored by WBENC president Susan Bari. The Allocation to our 14 partner organizations was \$1339,480.

2005

WBENC corporate membership tops 200 and certifications exceed the 5,000 mark. The Salute continues its growth; the Women Business Stars program expands and for the Search for America's Top Corporations for WBEs provides a benchmark for corporations seeking to implement diversity best practices in their supply chains. In recognition of the corporate governance changes made in response to Sarbanes/Oxley legislation, WBENC examines its own governance structure resulting in the development and implantation of a Code of Ethics, the revision of the By-Laws, and the creation of Audit and Compensation Committees as standing committees of the Board. In partnership with the Women Presidents' Organization, the Zenith Group is launched in May for WBEs with revenues exceeding \$50M. The Wall Street Journal features Zenith Group members in an article about women's business. The Women in Business Conference in Las Vegas had more than 2,200 attendees, 278 exhibiting companies and produced \$2,376,000 in total revenue and nets a record \$1.1 million. WBENC's second book: ***"Partnering for Profit: Success Strategies for Tomorrow's Supply Chain"***, authored by WBENC President Susan Bari, is released at the conference thanks to sponsorship from Manpower. The Allocation shared with our partner organizations was \$1,339,480.

2006

In March the Salute to Women's Business Enterprises had more than 1000 attendees and tops \$1 million in revenue for the first time. Eighteen companies receive the designation of a 2005 Top Corporation during a White House ceremony. WBENC corporate membership tops 235 as of December 2006 and certifications exceed the 6,000 mark. WBENC's second edition of: ***"Breaking Through: Creating Opportunities for America's Women and Minority Owned Businesses"***, authored by WBENC President Susan Bari, released at the Annual Meeting in March 2006. WBENC's 7th Annual Women in Business National Conference and Business Fair in Miami, FL nets a record \$ 1.13 million with 477 exhibiting companies. The WBENC Ambassadors Program was initiated. The Global Business Initiative was launched in the United Kingdom. In October Vice President Linda Denny was named as Interim President and a search launched for a new President. In 2006 the total RPO Allocation was \$1,232,379.

2007

In March, WBENC kicked off the celebration of its ***Tenth Anniversary*** with two events, a special dinner honoring the "Founders and Builders" and the annual Salute to Women's Business Enterprise, by returning to Dallas, Texas where the organization was founded. Sixteen companies received the designation as a 2006 Top Corporation. WBENC published two white papers, ***"Globalization – From the Inside Out"***, authored by Kent Brittan of United Technologies, and ***"The Business Case: Women-Owned Businesses in the Supply Chain – Influencing Women Consumers"***, authored by Sharon Castillo of SB Services. International media attention focused on the ground-breaking research completed for "The Business Case" paper proving for the first time that women consumers care if a corporation uses women owned companies as vendors in their supply chain. The 8th annual conference, Women In Business 2007; Launching a New Decade, was held in Los Angeles, CA. Interim President Linda Denny was named as WBENC President and CEO Cheryl Stevens, TXU Corp., was elected Board Chair. WBENC's third book, ***"YES, I Can Do That!"***, authored by WBENC President Emeritus, Susan Bari, was released during the conference. Through the mentoring of WBENC, and the support of the Global Business Committee and WBENC corporate members, the Women's Business Enterprise Council—UK was launched in less than one year. A special fundraising campaign, "Partners in Leadership," resulted in total contributions of \$358,000 with the 75% of the funds coming from WBEs. The total RPO Allocation for

2007 was \$ 1,527,769. WBENC ended the year with 256 corporate members and just under 7,000 WBEs had been certified.

2008

In March, WBENC had a successful Salute to Women's Business Enterprise: *The Power of Progress* which included the recognition of 14 Women's Business Enterprise Stars. Sixteen companies received the designation of a 2007 Top Corporation. Atlanta, GA was the site of the Women in Business National Conference and Business Fair, with over 2,500 attendees. During the June Board of Directors meeting the 2nd Decade Strategic Plan was approved, highlighting our COR values of Certification, Opportunity and Resources. A "Whistleblower Policy" was also adopted by the Board. WBENC disaffiliated the Women's Business Enterprise Council Southwest, headquartered in Columbus, Ohio and then conducted a complete search for new organizations to manage the six state territory. Supported by other RPOs, especially Michelle Richards, President of the Women's Business Enterprise Council, Great Lakes, WBENC staff temporarily processed applications for certification and conducted site visits. The search resulted in the creation of the Ohio River Valley Women's Business Council covering Ohio, Kentucky and West Virginia. The Women's Business Enterprise Council South was assigned Tennessee. North and South Carolina was assigned to the Georgia Women's Business Council, which then changed its name to the Greater Women's Business Council. WEConnect-United Kingdom was launched in the House of Commons in the London as the first women's certification entity outside the US based on the WBENC standards. WBENC corporate membership topped 255 at the end of 2008 and certifications were at 8,100 for the year. The RPO Allocation from WBENC was \$1,773,300.

2009

WBENC expanded our annual *Salute to Women's Business Enterprises* event into a thought leadership and educational forum, the *Summit and Salute to Women's Business Enterprise*, which was held at the Gaylord National Hotel and Conference Center in National Harbor, MD. Fourteen Women's Business Enterprise Stars were honored. Nineteen corporate members were honored as Americas Top Corporations for Women's Business Enterprise for 2007. A new Board Nominating Committee was approved as was the reorganization of other Board committees, with several being renamed. *The Bridge to Quality* was the theme for the *Women in Business National Conference and Business Fair*, held in San Francisco with approximately 2200 attendees, including international delegations from Canada and the UK. WEConnect International was incorporated and formally launched WEConnect Canada, WEConnect Europe and is working in India and China. The first annual William J. Alcorn Leadership Award, named in recognition of the contributions of WBENC's first Board Chair and long time Board member from JC Penney, was awarded by Board Chair Cheryl Stevens to Barbara Carbone, KPMG, for her many years of Board leadership. WBENC Marketing and Communications relaunched the "President's Report" in a new format. The annual Tuck WBENC Executive Program, sponsored by IBM, featured new content. By the end of 2009 234 corporations supported WBENC as members and 9,227 WBEs were certified. The RPO Allocation was \$1,289,246.

2010

The annual Summit and Salute was kicked off in March featuring futurist Edie Weiner. The Diplomatic Reception Room of the US State Department was the site for the recognition of a record 21 corporations as the 2008 "America's Top Corporations for WBEs" with over 300 guests from WBENC and the State

Department. Over a thousand guests attended the Salute. *The Opportunity Connection* was the theme for the year and was featured in Baltimore, MD during the *Women in Business National Conference and Business Fair*. The conference was a celebration of WBENC reaching a milestone of more than 10,000 certified WBEs in June! There were 3200 registrations and over 2900 attendees including international delegations from Canada, the UK and India. During the conference WBENC helped introduce the *Roadmap to 2020*, a plan for the entire women's business community to promote and enable women's businesses throughout the next decade. Laura Taylor, Pitney Bowes was recognized with the William J. Alcorn Leadership Award by Board Chair Pamela Prince Eason, Pfizer. A new interactive website was introduced featuring video capabilities and the Ambassador Program was relaunched. Significant upgrades were made to the WBENCLink database in Version 3 released in the fall. President Linda Denny provided significant leadership in promoting the use of "approved third party certifiers" for the first time in US Small Business Administration's final rulings for the "Women Owned Small Business Contracting Act" which will be used in Federal Government contracting. The RPOs began operating under a new "Service Agreement" and system of Allocations, which is forecast to total \$1,226,917. As of the end of the year there were 239 corporate members and 10,717 certified WBEs.



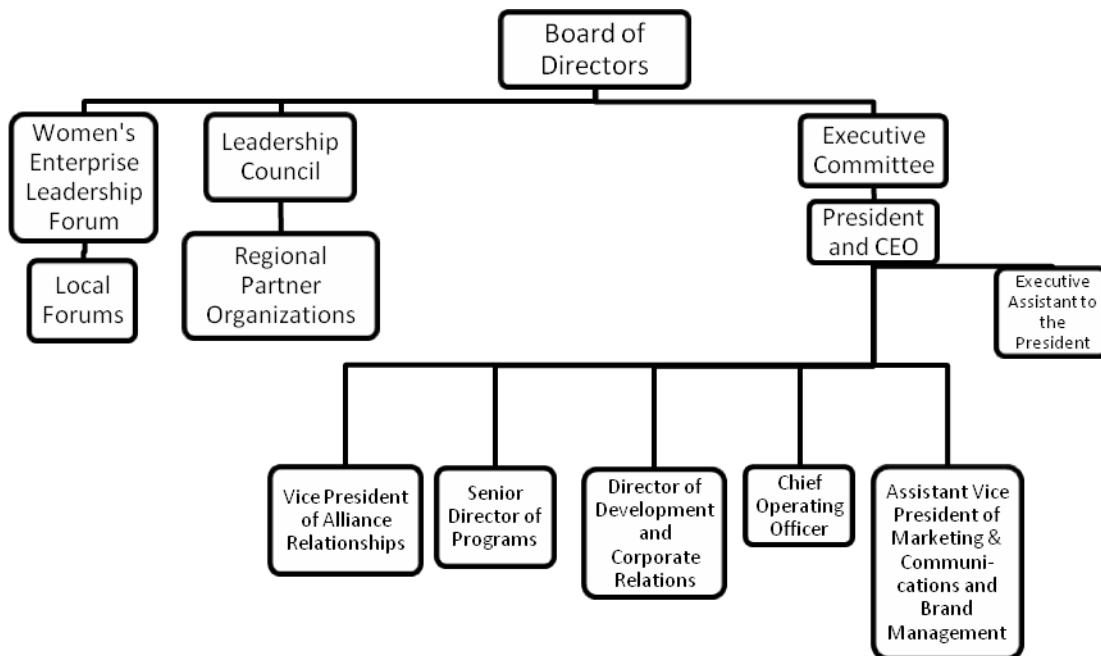
Section IV

WBENC:
Who We are Today
An Overview

- ◆ WBENC
At-A-Glance
- ◆ Governance Bodies
- ◆ Board Basics



WBENC At-a-Glance





The Board of Directors

Composition of the Board of Directors

WBENC is governed by a Board of Directors that is broadly representative of the national alliance of organizations and corporations of which it is comprised and the women's business enterprises it serves. The Board plays the key role in setting policy for national certification standards and governing the organization. It leads national-level advocacy efforts on behalf of women business owners and plays an important role in raising funds and attracting new members to WBENC. There are currently 63 Board seats.

Corporations

- Two-thirds of board seats are reserved for corporate members
- The Chair, Vice Chair, Secretary, Treasurer and all Committee Chairs and Vice Chairs of the Board are always elected from this group

The Leadership Council

- One-sixth of board seats are reserved for representatives of the Leadership Council, which is comprised of the executive directors/presidents of the RPOs

The Women's Enterprise Leadership Forum (The Forum)

- One-sixth of board seats are reserved for representatives of the Forum, which is comprised of WBEs



WBENC's Board of Directors

The Executive Committee

The Executive Committee

- Board Chair
- 1st Vice Chair
- 2nd Vice Chair
- Immediate Past Chair
- Leadership Council Chair
- Forum Chair
- Treasurer (also Finance Com. Chair)
- Secretary
- Membership & Revenue Generation Chair
- Member Services and Programs Chair
- Certification Committee Chair
- Marketing, Communications & Brand Management Chair
- Nominating Committee Chair
- President & CEO, WBENC (Ex-Officio)

Counsel to the Board attends Executive Committee meetings as requested. An “Extended Executive Committee,” inclusive of all committee chairs including Audit, Ethics, Field Governance, Global Services and Programs and Compensation meets in conjunction with Board of Directors’ meetings.

The Officers (2010-2011)**Chair**

Pamela Prince Eason
Vice President, Worldwide Procurement
Pizer, Inc.

Ex-officio

Linda J. Denny, President & CEO
WBENC

1st Vice Chair

Laura Taylor
Vice President, Enterprise Procurement
Pitney Bowes, Inc.

Counsel to the Board

Jorge Romero, Of Counsel
Kirkpatrick & Lockhart Preston Gates Ellis LLP

2nd Vice Chair

Benita Fortner
Director, Supplier Diversity
Raytheon Company

Secretary

Michelle Sourie Robinson
Director, Supplier Diversity
The Home Depot

Treasurer .

Kathy Homeyer
Director, Supplier Diversity
UPS

Additional Executive Committee Members (non-officers)**Immediate Past Chair**

Cheryl Stevens, Vice President, Supplier Diversity, Energy Future Holdings

Leadership Council Chair

Geri Swift, President, WBEC-PA, DE, sNJ

Women's Enterprise Leadership Forum Chair

Nancy Williams, Principal, ASAP (2010)
Holli Dorr, President, Hollister Construction (2011)

Certification Committee Chair:

Nancy Conner, Manager, Supplier Diversity, W.W. Grainger

Membership and Revenue Generation Chair

Theresa Harrison, Director, Supplier Diversity, Ernst & Young

Member Services and Programs Chair

Benita Fortner, Director Supplier Diversity, Raytheon Company

Marketing, Communications and Brand Management Chair

Debra Jennings-Johnson, Director Supplier Diversity, BP America, Inc.

Nominating Committee Chair

Lynn Scott, Senior Director Supplier Diversity, Alcatel-Lucent



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Chief Procurement Officer
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Nancy Williams

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Beverly Williamson

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Vacant

Ford Motor Company

Vacant

Dell

Vacant

Verizon

Vacant

JP Morgan Chase

WBENC:

Committees of the Board

- ◆ National Certification
- ◆ National Appeals
- ◆ Membership and Revenue Generation
- ◆ Members Services and Programs
- ◆ Marketing, Communications and Brand Management
 - Key Marketing Messages
 - Branding Guidelines
- ◆ Nominating
- ◆ Finance
- ◆ Audit
- ◆ Global Services and Programs
- ◆ Leadership Council
- ◆ Women’s Enterprise Leadership Forum
- ◆ Ethics
- ◆ Field Governance



The National Certification Committee

Chair: **Nancy Conner, W.W. Grainger**

Mission: The National Certification Committee reviews proposed changes to and interpretations of WBENC's Standards and Procedures.

Purposes:

- The National Certification Committee is responsible for the development and maintenance of the standards and procedures that govern the certification process implemented by the RPOs across the nation.
- The committee examines issues and other ambiguities in the certification process and makes amendment recommendations to the Board of Directors as warranted.

Note: The vice chair and members of this committee are anonymous. All questions concerning this subcommittee should be directed to Nancy Conner, Chair of the Certification Committee.



The National Appeals Subcommittee

Purpose: The Appeals Subcommittee, comprised of five anonymous members as a sub-committee of the Certification Committee, was formed in 1999 to hear appeals that are made to the National level.

The Committee is representative of the WBENC coalition and includes corporate, legal, RPO and WBE representation.

Note: This committee is not open for additional participation. All members must be trained in WBENC standards and procedures. To insure confidentiality, no visitors are permitted to attend Appeals Committee meetings.

Note: The Chair and members of this committee are anonymous. All questions concerning this subcommittee should be directed to Nancy Conner, Chair of the Certification Committee.



Membership & Revenue Generation Committee

Chair: Theresa Harrison, Ernst & Young LLP

Vice Chair: Vacant

Mission: The mission of the Committee is to work to increase corporate membership in and support of WBENC, its partner organizations and its special programs.

Purpose:

The Membership & Revenue Generation committee conducts periodic member satisfaction surveys, manages the WBENC Ambassadors program, raises money for the Summit & Salute and the national Conference, and researches potential revenue streams.

Committee Members

(as of November 2010)

Board Members

Greta Davis, *Time Warner*

Theresa Harrison, *Ernst & Young LLP*

Geri Swift, *WBEC PA-DE-sNJ*

Non-Board Members

Julie Copeland, *Arbill*

Erica Billie, *Capital One*

Kathy Dang, *Pfizer, Inc.*

Pauline Gebon, *Adecco USA*

Elie Halter, *Schnipke Engraving Co. Inc.*

Wendy Matheu, *Amgen*

Sue Pistone, *Sue Pistone & Associates*

Rebecca Thompson, *IAP Worldwide*

Rea Waldon, *WBEC- Ohio River Valley*

Staff: Paige Adams, Director of Development & Corporate Relations

Kim Jones, Manager of Corporate Membership Services



The Member Services and Programs Committee

Chair: Ruby McCleary, United Airlines
Vice Chair: Betsy Hosick, Chevron Corporation

Mission: The Program Committee's mission is to develop open communication between corporations and women business enterprises, to promote business opportunities for WBEs within the private sector and to provide assistance to corporations and WBEs in enhancing or developing women's business enterprise initiatives within supplier diversity programs.

Committee Members (as of December 31, 2010)

Board Members

- Debbie Hurst, *WBC-Southwest*
- Michelle Sourie Robinson *The Home Depot*
- Beverly Williamson, *Johnson & Johnson*

Non-Board Members

- Michelle Boggs, *McKinley Marketing Partners*
- Billie Bryant, *CESCO*
- Patricia Rodriguez Christian, *CRC Group*
- Klassi Duncan, *Covidien*
- George Ehrgott, *CTDI*
- Mary Kay Hamm, *DFA Management*
- Sandra James, *Private Eyes* Eartha Jean Johnson, *LegalWATCH*
- Kim Le, *A2Q2*
- Olsa Martini, *OLSA Resources*
- Cassandra Sanford, *Kelly Mitchell Group, Inc.*
- Hallie Satz, *HighRoad Press, LLC*
- Andrea Shpall, *Polk Majestic Travel Group*
- Michele Vignes, *Universal Personnel*
- Pamela Williamson, *WBEC West*
- Heather Herndon Wright, *Energy Future Holdings*

Staff: Betty Cole, Jason Moore



Marketing, Communications, and Brand Management Committee

Chair: Debra Jennings-Johnson, BP America, Inc.

Vice Chair: Tara Spann, Staples, Inc.

Mission: The Marketing Committee supports WBENC's special programs, develops outreach strategies and manages its media and public relations campaigns.

Committee Members (as of December 2010)

Board Members

Tara Abraham, ACCEL Inc.

Ginger Conrad, MBE Magazine

Debra Jennings-Johnson, BP America, Inc

Roz Lewis, Greater Women's Business Council

Diane Pinkney, Altria

Marianne Strobel, AT&T

Non-Board Members

LaSonya Berry, McPherson, Berry & Associates, Inc.

Michelle Boggs, McKinley Marketing Partners

Sharon Burton, Robart Transportation, Inc.

Lynn Griffith, Welcome Events

Marlene Kelly, Exhibits South Corporation

Joyce Landry, Landry & Kling, Inc.

Mercedes LaPorta, Mercedes Electric Supply, Inc.

Julie Levi, Progressive Promotions

Dawn Magnan, n8 Marketing Solutions

Patricia Massey, Myca

Monica McInerney, Pepsico

Connie Rankin, Customized Real Estate Services

Andrea Schrager, Meadowlands Consumer Center & Marketing Research

Juli Sinnett, Swervepoint

Tara Spann, Staples, Inc.

Traci Williams, Crescent Construction Services

Staff Lead: Cristy McCullough

WBENC's Key Marketing Messages

Mission:

WBENC is dedicated to advancing the success of certified women's business enterprises (WBEs), Corporate Members, and government agencies in partnership with its Regional Partner Organizations.

Vision:

As the leading advocate for, and authority on women-owned businesses as vendors and suppliers to corporations, WBENC builds a stronger economy by creating parity for women business enterprises through its Gold Standard Certification and by providing marketplace access.

Core Values:

To support its constituents, WBENC focuses on its core values of certification, opportunities, and resources, while providing prominent recognition to top corporations and WBENC Certified WBEs.

Tagline

Creating Opportunities ... Recognizing Excellence

Who We Are:**The Opportunity Connection**

- The Women's Business Enterprise National Council – known as “WBENC” – is the nation's leading advocate for and authority on WBENC Certified WBEs as vendors and suppliers to corporations.
- WBENC is recognized as a trusted brand that opens doors of opportunity for WBENC Certified WBEs through its Gold Standard Certification Procedures, business opportunities created by Corporate Members and other WBENC Certified WBEs, and resources that include education, scholarships, research findings, and advocacy.
 - In 2009, WBENC saw a 34 percent increase in certification – thanks in large part to WBENC's 14 Regional Partner Organizations.
 - In 2010, WBENC took its mission to the next level by delivering on its three Core Values -- Certification, Opportunity and Resources – with greater depth, breadth, efficiency and results than ever before.
 - In 2011, WBENC expects to broaden the benefits of our WBENC certification by making it reciprocal with WEConnect international certification.

- WBENC is the only organization bringing its 250 Corporate Members and now 10,000+ WBENC Certified WBEs together with the goal of generating business. We are the *Opportunity Connection* for women's businesses and the corporations they serve.
- WBENC delivers robust educational opportunities to enhance profitable partnerships among corporations and WBEs. WBENC accomplishes this through its showcase Summit and Salute to Women Business Enterprises and its annual WIB Conference and Business Fair, educational programs offered throughout the year through its Regional Partner Organizations, and elite programs such as the WBENC Tuck Executive Education program.
- While the last two years were challenging economically for our WBEs and Corporate Members, WBENC through Women Impacting Public Policy, national bi-partisan public policy organization, brought its constituents' perspective to the government – at the White House, in Congress and the SBA among others – to help them understand the issues corporations and WBEs are facing and forge beneficial solutions.
 - WBENC certified WBEs are automatic members in WIPP.

What We Do:

- Since our founding 14 years ago, WBENC, through its 14 Regional Partner Organizations (RPOs), provides certification to women owned businesses that are 51 percent owned, controlled, and operated making WBENC Certified WBEs eligible as vendors and suppliers to its 250 Corporate Members and government agencies.
- We help connect Corporate Members and WBENC Certified WBEs to source business contracts.
- WBENC facilitates access to business opportunities through national program and service offerings that include WBENC's series of face-to-face and online MatchMaker and Multi-Tier programs, WBENC's annual Business Fair, formal/informal networking events, media opportunities, and recognition programs.
- WBENC presents two signature events per year: Summit & Salute to Women Business Enterprises and the WBENC's National Conference & Business Fair.
- WBENC has shifted the paradigm of how corporations work with WBENC Certified WBEs with a business model that eliminates barriers in the marketplace and facilitates business opportunities.

How We Deliver Our Core Values:

- **Certification:** WBENC sets the world-class standard of national and international certification of women's business enterprises. Our certification procedure attains universal status as the world-class certification for women's business certification: administered by 14 Regional Partner Organizations and implemented abroad through WEConnect International in Canada, Europe, India and China.

- The WBENC certification standard is applied as a model for certification programs abroad, starting with WEConnect Canada and WEConnect Europe. WEConnect India and WEConnect China launched in 2009.
- In 2011, we expect to broaden the benefits of our WBENC certification by making it reciprocal with WEConnect international certification.
- **Opportunities:** WBENC provides sourcing capability reaching more than 10,000 certified WBEs through:
 - WBENCLink, a passcode-protected, searchable internet database filled with profiles of WBENC Certified WBEs.
 - Face-to-face and online MatchMaker programs. Introduced in 2009, MatchMaker365 is an online portal that facilitates one-on-one meetings as a secured online registration, outreach, matchmaking and scheduling.
 - Formal and informal networking at WBENC's Summit & Salute to Women's Business Enterprises and WBENC's National Conference & Business Fair. WBENC's Business Fair is the largest event of its kind for women business owners with over 350 exhibitors.
 - Global Business Initiatives, formal and informal networking events, media opportunities, and recognition programs.
- **Resources:** WBENC provides a broad range of resources to support the growth and performance of Corporate Members and WBENC Certified WBEs.
 - WBENC sources Best Practices and development tools for corporations and the WBENC Certified WBEs that serve them.
 - WBENC also serves as a resource to Corporate Members via WBENC's Balanced Score Card for WBE Process Improvement, a tool that enables corporations to self measure performance in attaining excellence in supplier diversity programs; and a number of other training, mentoring, and professional development opportunities.
 - WBENC offers elite executive education and scholarship opportunities to include the Tuck-WBENC Executive Education program and Dorothy B. Brothers Scholarship program, webinars and other development vehicles.

WBENC Constituents:

- WBENC brings WBENC Certified WBEs and corporations together so that corporate executives can learn first hand how purchasing from WBENC Certified WBEs can make them more competitive and successful.
 - Representatives of 36 corporations sit on the WBENC Board of Directors, along with nine representatives of our Regional Partner Organizations and nine WBENC Certified WBEs.
- Our constituents are a powerful group and the women's businesses we certify *are* significant. For instance, the *average* WBENC Certified company has revenues that have grown from

nearly \$8-million to over \$10 million. And six WBENC Certified WBE companies exceed \$1 billion.

- The majority of WBENC's Corporate Members are Fortune 500 companies.
- WBENC Certification is accepted by more than 1,000 corporations, government and other agencies, representing America's most prestigious brands, as well as government organizations at the state and local levels.
- The collaboration between our Corporate Members and WBENC Certified WBEs illustrates business at its best:
 - WBE innovations in product and service enhance corporate profitability and shareholder value.
 - Global offices and strategic alliances that create efficiencies and service corporations' global business needs.

About WBENC:

- Founded in 1997, WBENC is the nation's leading third-party certifier of businesses owned, controlled, and operated by women, and the leading advocate for and authority on WBENC Certified WBEs as vendors and suppliers to corporations.
- WBENC is a 501(c)(3) nonprofit organization that seeks and accepts donations from corporations, foundations and individuals that support its mission and programs.
- WBENC is supported by 14 Regional Partner Organizations (RPOs), which administer and process WBENC's world class certification, provide regional matchmaking programs, and deliver capacity development training to women owned businesses.
- WBENC is operated by WBENC Staff and governed by its Board of Directors under the leadership of the Executive Committee. In addition, WBENC is also supported by its Leadership Council, represented by the presidents and executive directors of its RPOs, and the Women's Enterprise Leadership Forum, which is comprised of WBEs appointed by its local RPOs to represent WBE interests and issues.
- WBENC provides annual awards and recognition to America's Top Corporations for Women's Business Enterprises and 14 Women's Business Enterprises Stars.



WBENC's Branding Guidelines

WBENC is the nation's leading third-party certifier of businesses owned and operated by women, and is the leading advocate of women's business enterprises as suppliers to corporate America.

Corporations, non-profits, government agencies, educational institutions all recognize the value of a WBENC certification. WBE certification is an important marketing tool for expanding the visibility of women-owned businesses among decision makers in supplier diversity and procurement.

While a WBE is certified by one of WBENC's 14 Regional Partner Organizations, the certification is national in scope.

WBENC has developed branding guidelines that can be accessed on WBENCLink. Sign into WBENCLink from www.wbenc.org, and select "Brand Guidelines." The information contained in this manual will guide WBEs and others in the proper use of the WBE seal and certification language.



Nominating Committee

Chair: Lynn Scott, Alcate-Lucent

Vice Chair: Jeff Jones, Bank of America

Mission: The Nominating Committee will manage the nomination of qualified individuals to be members of the WBENC Board of Directors. They will propose qualifications for Directors to the Board and, when approved, will review each candidate's qualifications to be sure they meet the requirements. The Nominating Committee will propose a slate of qualified prospective Directors for approval by the Board of Directors.

Committee Members: (As of January 1, 2011)

Board Members:

Blanca Robinson: Women's Business Enterprise Council-South

Tara Abraham: Accel

Non-Board Members:

Gwen Turner: Pfizer, Inc.

Liaison: Linda Denny, WBENC President and CEO

Staff: Diana Wells, Assistant to the President



The Finance Committee

Chair: Kathy Homeyer, UPS
Vice Chair: Shari Francis, Office Depot

Mission: The Finance Committee provides oversight and guidance for staff in the management of WBENC's finances and recommends financial policies and procedures to the Board of Directors.

Note: This committee is reserved for members of the Board.

Board Members

(as of December 2010)

- Linda Denny, WBENC
- Lynne Marie Finn,...Superior Staff Resources, Inc.
- Marsha Firestone, WPEO
- Michelle Richards, WBEC – Great Lakes
- .Barabara Carbone, KPMG
- Rebecca Boenigk Neutral Posture
- Scott Buchanan, PepsiCo.

Staff: Lynn Quinn, COO
Valerie Bunns



The Audit Committee

Chair: Barbara Carbone, KPMG LLP

Please Note: This committee is appointed by the Executive Committee and not open to new members at this time.

Mission: The Audit Committee is a standing committee of the board, composed of not less than three Corporate Board Members appointed by the Chairperson. The Audit Committee recommends to the Executive Committee for its approval the appointment of a firm of independent public accountants to examine and audit the accounts of the Corporation as the Audit Committee may recommend for the financial year in respect of which such appointment is made. The Audit Committee submits a written report to the Board as soon as convenient following the conclusion of the audit. The Audit Committee reviews matters associated with the internal financial controls of the Corporation and the management of risk and generally oversee the activities of the Corporation's chief financial officer.

Committee Members

(as of January 2011)

- Leslie Saunders
- Michelle Boggs

Staff: Lynn Quinn, WBENC
Valerie Bunns, WBENC



The Global Services and Programs Committee

Chair: Michael Robinson, IBM Corporation
Assistant to Chair: Philip Curcuru, IBM Corporation

Vice Chair: Vacant

Mission: The mission of the Global Services and Programs Committee is to build awareness and education for certified women's business enterprises (WBEs) on the globalization of economies and supply chains. The committee strives to connect WBENC and WBEs with corporate members who have global programs and to international institutions, governmental and non-governmental organizations around the world that share WBENC's focus on fostering business opportunities, training for growth, and alliance building for WBEs.

Committee Members (as of December 2010)

Board Members

Nancy Allen, *WBEC/Florida*
Shelly Brown, *Johnson Controls Inc*
Liz Cullen, *WPEO DC*
Linda Denny, *Women's Business Enterprise National Council*
Pamela Eason, *Pfizer, Inc.*
Lisa Hanlon, *Teltech Communications*

Diane McClelland, *ASTRA Women's Business Alliance*
Armando Ojeda, *Ford Motor Company*
Michael Robinson, *IBM Corporation*
Lynn Scott, *Alcatel-Lucent*
Tonia Smith, *Walmart Stores, Inc*

Non-Board Members

Roz Alford, *ASAP*
Madinah S. Ali, *MSA Global Inc.*
Alta Baker, *Safe Haven Enterprises, LLC*
Sarah Bates, *Nu Tek Steel, LLC*
Virginia Bradley, *Global EXEC Women*
Lorelei Carobolante, *G2nd Systems*
Sharon Castillo, *SB Services Inc*
Denise Coley, *Cisco*
Ramie Dingle, *Halliburton*
Sharon Evans, *CFj Manufacturing*
Barbara Goldman, *BG Search Associates*
Janice Greene, *Boeing Company*
Fernando Hernandez, *Motorola, Inc.*

Delores Johnson-Cooper, *Verizon*
Valerie Joyner, *Enterprise Rent-A-Car*
Margaret Kane-Walls, *Pfizer, Inc.*
Joan Kerr, *PG&E*
Virginia Littlejohn, *Quantum Leaps, Inc.*
Nicole Loftus, *Zorch Sourcing, Inc.*
Sharon Mahin, *Mahin Impressions, Inc.*
Betty Manetta, *Argent Associates*
John N. Marshall, *Verizon*
Che' McFerrin, *Halliburton*
Terri McNally, *Global Capital Ltd.*
Ranjini Poddar, *Artech Information Systems, LLC*
Kanchana Raman, *Avion Systems*

Global Services and Programs Continued

Marianne Schoenig, *Accenture*
Cheryl Snead, *Banneker Industries Inc*
Jackie Spedding, *Walmart Stores, Inc*
Gwen Turner, *Pfizer, Inc.*

Elizabeth Vazquez, *WEConnect International*
Hali White, *Dell, Inc*

Staff Lead: Susan Prado
Staff Admin: Alice Spears



The Leadership Council
(Regional Partner Organizations)

Chair: Geri Swift, President , Women's Business Enterprise Council –
PA,DE, South NJ

Vice Chair: Blanca Robinson, Executive Director
Women's Business Enterprise Council- South

Basics:

- A standing WBENC committee
- Part of WBENC's Governance Structure
- Comprised of representatives from each of the RPOs

Purposes:

- Provide oversight of the certification program in each region
- Promote the value of WBENC certification
- Provide educational and networking opportunities
- Work with local WBE Forums and WBEs to determine needs
- Dialogue with corporate buyers to educate and provide WBE resources

Staff: Candace Waterman

Regional Partner Organizations (RPOs) Membership List

As of January 1, 2011

Astra Women's Business Alliance

Diane L. McClelland

President

dimac@astrawba.org

Suzanne Lackman

Program Manager

suzanne@astrawba.org

5 Centerpointe Drive, Suite 400

Lake Oswego, OR 97035-8620

tel: (971) 204-0220

fax: (971) 204-0221

www.astrawba.org

Territory: Alaska, Washington, Montana, Idaho, Oregon,
Northern California

Center for Women & Enterprise

Susan Rittscher

CEO & President

srittscher@cweonline.org

Michelle Macaux

Program Manager

mmacaux@cweonline.org

24 School Street, 7th floor

Boston, MA 02108

tel: (617) 532-0224

fax: (617) 536-7373

www.cweonline.org

Territory: Maine, Vermont, New Hampshire, Massachusetts,
Rhode Island, N. Connecticut

Greater Women's Business Council

Roz Lewis

Executive Director

rlewis@gwbc.biz

Sharon Judge

Program Manager

certification@gwbc.biz

1201 Peachtree Street, 400 Colony Square, Suite 200

Atlanta, GA 30361

tel: (404) 846-3314 X3

fax: (404) 745-0151

www.gwbc.biz

Territory: Georgia, North & South Carolina

Ohio River Valley- Women's Business Council

Rea Waldon

Executive Director

rwaldon@orvwbc.org

Darraugh Butler

Program Director

dbutler@orvwbc.org

Maudie Moreno

Certification Coordinator

orvwbcsupport@orvwbc.org

3458 Reading Road

Cincinnati, OH 45229

tel: (513) 487-6503

fax: (513) 281-0455

www.orvwbc.org

Territory: Ohio, Kentucky, West Virginia

Women's Business Council-Southwest

Debbie Hurst

President

dhurst@wbcsouthwest.org

Anita Steele

Certification Manager

asteel@wbcsouthwest.org

2201 N. Collins, Suite 158

Arlington, TX 76011

tel: (817) 299-0566 X 206

fax: (817) 299-0949

www.wbcsouthwest.org

Territory: North Texas, New Mexico, Oklahoma, Arkansas

Women's Business Development Center-Chicago

Carol Dougal

Co-President

cdougal@wbdc.org

Hedy Ratner

Co-President

hratner@wbdc.org

Deon Crayton

Program Manager

certification@wbdc.org

8 South Michigan, 4th floor

Suite 400

Chicago, IL 60603

tel: (312) 853-3477 X39

fax: (312) 853-0145

www.wbdc.org

Territory: Kansas, North & South Dakota, Minnesota,
Wisconsin, Nebraska, Iowa, Illinois, Missouri

Women's Business Development Council of Florida

Nancy Allen

President and CEO

nancyallen@womensbusiness.info

Lisa Roblejo

Program Manager

lisaroblejo@womensbusiness.info

13155 SW 134 Street, Suite 205

Miami, FL 33186

tel: (305) 971-9446

fax: (305) 971-7061

www.womensbusiness.info

Territory: Florida, with the exception of the Panhandle,
Puerto Rico, US Virgin Islands

Women's Business Enterprise Alliance

Susan Repka
Executive Director
srepka@wbea-texas.org

Mariela Hernández
Certification Manager
certification@wbea-texas.org
9800 Northwest Freeway, Suite 120
Houston, TX 77092
tel: (713) 681-9232 X204
fax: (713) 681-9242
www.wbea-texas.org

Territory: South Texas

Women's Business Enterprise Council-Great Lakes

Michelle Richards
Executive Director
mrichards@miceed.org

Pamela Smith
Program Manager
certification@miceed.org
9800 Northwest Freeway, Suite 120
Houston, TX 77092
tel: (734) 677-1400
fax: (734) 677-1465
www.miceed.org

Territory: Michigan, Indiana

Women's Business Enterprise Council-PA-DE-sNJ

Geri Swift
President
gswift@wbecouncil.org

Amanda Vishio
Certification Coordinator
certification@wbecouncil.org
1315 Walnut Street, Suite 1116
Philadelphia, PA 19107-4711
tel: (877) 790-9232
fax: (215) 790-9231
www.wbecouncil.org

Territory: Pennsylvania, Delaware, South New Jersey

Women's Business Enterprise Council South

Blanca Robinson
President
blanca@wbecsouth.org

Evelyn King
Director of Certification
evelyn@wbecsouth.org
400 Poydras Street, Suite 1790
New Orleans, LA 70130
tel: (504) 680-6497
www.wbecsouth.org

Territory: Louisiana, Mississippi, Alabama, Tennessee,
Florida Panhandle

Women's Business Enterprise Council-West

Pamela S. Williamson, Ph.D.
Executive Director
Director@wbec-west.org

Maria Hicks
Program Manager
certification@wbec-west.org
840 E. McKellips Road, Suite 108
Mesa, AZ 85203
tel: (480) 969-9232 X 4
fax: (480) 969-2717
www.wbec-west.org

Territory: Southern California, Arizona, Colorado, Hawaii,
Nevada, Wyoming, Utah, Guam

Women Presidents' Educational Organization-DC

Liz Cullen
Executive Director
liz@womenpresidentsorg.com

Liza Avruch
Program Manager
dcadmin@womenpresidentsorg.com
1120 Connecticut Ave. NW, Suite 1000
Washington, DC 20036-3951
tel: (202) 595-2628
fax: (202) 872-5505
www.wpeo.us

Territory: Virginia, Maryland, Washington DC

Women Presidents' Educational Organization-NY

Marsha Firestone, Ph.D.
President
marsha@womenpresidentsorg.com

Tanya Rosado
Program Assistant
certification@womenpresidentsorg.com
155 E. 55th Street, Suite 4H
New York, NY 10022
tel: (212) 688-4114
fax: (212) 688-4766
www.wpeo.us

Territory: New York, North New Jersey, South Connecticut



The Women's Enterprise Leadership Forum "The Forum"

2010

Chair: Nancy Williams, ASAP Staffing LLC

Vice Chair: Holli Dorr, Hollister Construction Company

2011

Chair: Holli Dorr, Hollister Construction Company

Vice Chair: Tara Abraham, Accel

Purpose: The Women's Enterprise Leadership Forum represents Women's Business Enterprises (WBEs) as a governing constituency of WBENC through corporate and RPO appointments. Forum members work closely with WBENC to promote the benefits of certification and to facilitate corporate business opportunities for WBEs, regardless of revenue or employee size, while reaching back into the regional forums to facilitate relevance and value.

Vision: The Women's Enterprise Leadership Forum drives the success of all WBENC certified Women Business Enterprises through education, opportunities and resources.

Basics:

- A standing WBENC committee and part of WBENC's Governance structure
- Provides practical information and recommendations to the Leadership Council, corporate members and the Board of Directors
- Conducts surveys to analyze the needs of WBEs and recommends replication of successful programs and best practices

Staff: Susan Prado
Allison Gibson

The Women's Enterprise Leadership Forum – Organization and Structure

The Women's Enterprise Leadership Forum represents Women's Business Enterprises (WBEs) as a governing constituency of WBENC through corporate and RPO appointments. Currently the Forum consists of two groups – the Governing Group and the Forum At Large. In 2011 the two groups will merge and become one group and the appointment process will change.

Forum members work closely with WBENC to promote the benefits of certification and to facilitate corporate business opportunities for WBEs, regardless of revenue or employee size, while reaching back into the regional forums to facilitate relevance and value.

In the last year, the Forum held two strategic planning sessions and established four goal-oriented task forces which parallel the overall WBENC strategic plan and support the key elements of Certification, Opportunity, and Resources. Forum members researched and finalized comprehensive Processes and Procedures – the first time Forum governance policies have been formalized and accepted by the WBENC Executive Committee. The Forum also adopted a new vision statement: "The Women's Enterprise Leadership Forum drives the success of all WBENC certified Women Business Enterprises through education, opportunities and resources." These accomplishments have strengthened and enhanced the contributions made by WBEs in partnership with the Regional Partner Organizations and WBENC member corporations.

Women's Enterprise Leadership Forum ("Forum") Members

As of December 31, 2010

Board Members

Tara Abraham, *ACCELInc*
Rebecca Boenigk, *Neutral Posture, Inc.*
Holli, Dorr, *Hollister Construction Company*
Lynne Marie Finn, *Superior Staff Resources, Inc.*
Lisa Hanlon, *Teltech Communications*

Ella Koscik, *Management Decisions. Inc.*
Pamela, O'Rourke, *ICON Information Consultants, LP*
Gail, Warrior-Lawrence, *The Warrior Group Inc.*
Nancy Williams, *ASAP Staffing LLC*

Non-Board Committee Members

Alta Baker, *Safe Haven Enterprises, LLC.*
Anisa Balwani, *RCI Technologies*
LaSonya Berry, *McPherson, Berry & Associates, Inc.*
Michelle Boggs, *McKinley Marketing Partners*
Billie Bryant, *CESCO Inc.*
Sharon Burton, *Robart Transportation, Inc.*
Mary Cantando, *Cantando & Associates, LLC*
Lorelei Carobolante, *G2nd Systems*
Sharon Castillo, *SB Services, Inc.*
Julie Copeland, *Arbill*
Janet Crenshaw-Smith, *Ivy Planning Group*
Rosalie Edson, *Meadows Office Supply Co., Inc.*
Sharon Evans, *CFj Manufacturing*
Peg Fitzpatrick, *PMG, Inc.*
Barbara Goldman, *BG/Strategic Solutions, LLC*
Lynn Griffith, *Welcome Florida, Inc.*
Ellie Halter, *Schnipke Engraving Co. Inc.*
Mary Kay Hamm, *DiBernardo Frederick Associates, Inc.*
Sandra James, *Private Eyes, Inc.*
Jean Johnson, *LegalWATCH*
Marlene Kelly, *Exhibits South Corp.*
Joyce Landry, *Landry & Kling, Inc.*
Mercedes LaPorta, *Mercedes Electric Supply, Inc.*
Julie Levi, *Progressive Promotions*
Nicole Loftus, *Zorch Sourcing LLC*
Brenda Loube, *Corporate Fitness Works, Inc.*

Alison Macpherson, *Bright Pharmaceutical Services, Inc.*
Dawn Magnan, *n8 Solutions*
Olsa Martini, *OLSA Resources, Inc*
Patricia Massey, *Myca*
Terri McNally, *Global Capital, Ltd.*
Sharon Olzerowicz, *Matrix Information Consulting, Inc.*
Janice Pellar, *EMCO Technologies*
Sue Pistone, *Sue Pistone & Associates*
Ranjini Poddar, *Artech Information Systems LLC*
Kanchana Raman, *Avion Systems*
Connie Rankin, *Customized Real Estate Services, Inc.*
Patricia Rodriguez-Christian, *CRC Group*
Cassandra Sanford, *Kelly Mitchell Group, Inc.*
Hallie Satz, *HighRoad Press LLC*
Andrea Schrager, *Meadowlands Consumer Center Marketing Research, Inc.*
Juli Sinnett, *SwervePoint, LLC*
Cheryl Snead, *Banneker Industries Inc*
Annette Taddeo, *LanguageSpeak, Inc.*
Nina G. Vaca, *Pinnacle Technical Resources, Inc.*
Michele Vignes, *Universal Personnel, LLC*
Traci Williams, *Crescent Construction Services LLC*

Staff Lead: Susan Prado



The Ethics Committee

Chair: Mary Tacher, JC Penny

Vice Chair: Vacant

Mission: To ensure the WBENC Board of Directors staff and others uphold the highest standard of integrity, honesty and professionalism to promote an environment that values respect, fairness and inclusion in carrying out WBENC's stated mission.

The Ethics Committee is responsible for enforcing the WBENC Code of Ethics by investigating any complaint filed by an appropriate party and presenting their findings and a recommended action to the Executive Committee for the final ruling.

Members:

Members of the Ethics Committee are anonymous, but are selected from the Board of Directors.

Staff: Lynn Quinn, COO



The Field Governance Committee

Chair: Mary Tacher, JC Penny
Vice Chair: Vacant

Mission: The Field Governance Committee's mission is to serve as an investigative body to address governance issues related to the operation of the WBENC regional partner organizations. They will specifically address violations of the RPO "service agreements" and all other related documents. In addition, the Field Governance Committee will investigate any RPO concerns reported to WBENC that may jeopardize the non-profit status or the good name and reputation of WBENC.

The committee will function as a sub-committee of the WBENC Executive Committee.

Committee Members

Members are appointed from the Executive Committee.

Staff: Susan Prado, Vice President, Affiliate Relationships



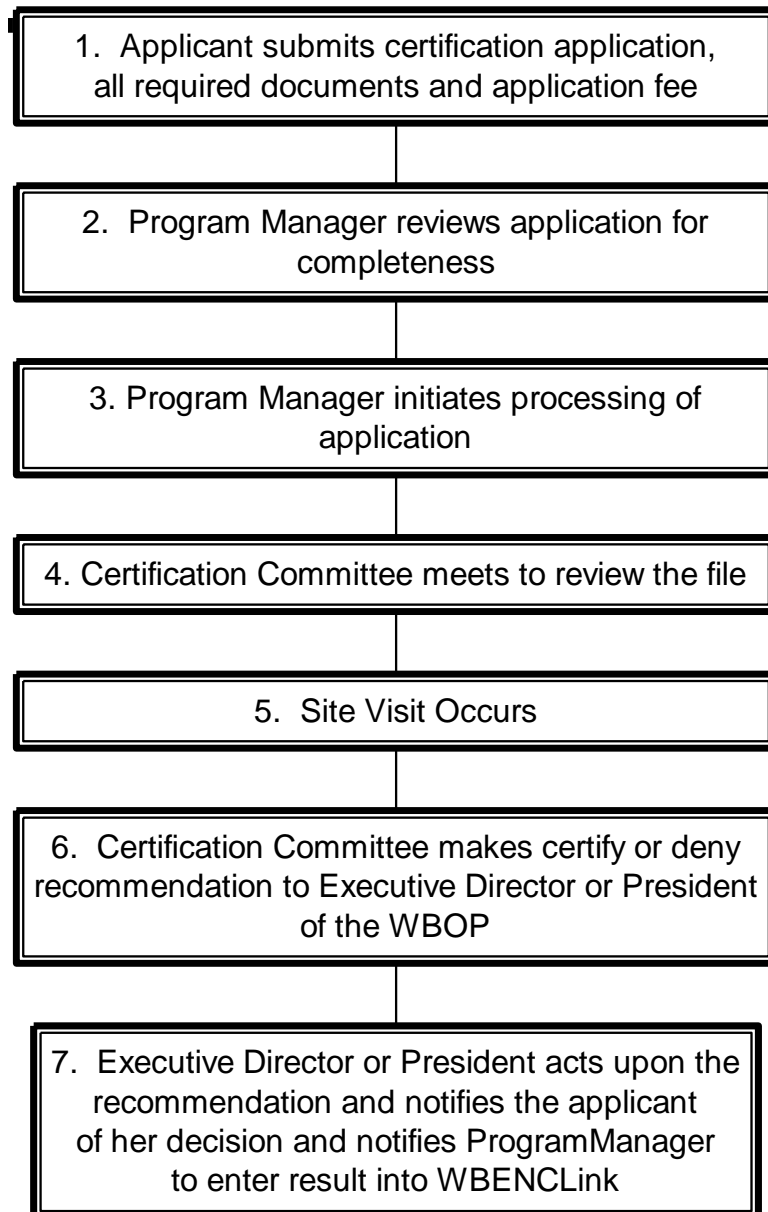
◆ Section VI

◆ The Certification
◆ Process:

- ◆ A Summary of the Process
- ◆ The Certification Criteria
- ◆ The Certification Application
- ◆ A Checklist of the Mandatory Supporting Documents



WBENC's Certification Process: Summarized





WBENC Certification Criteria

I. **Ownership:**

“The ownership by women must be real, substantial and continuing, going beyond the pro-forma ownership of the firm as reflected in its ownership documents. The applicant must share in all risk and profits commensurate with her ownership interest as demonstrated by a detailed examination of the substance of her business arrangements with others. All securities that constitute ownership and/or control of a corporation (**minimum 51%**) for purposes of establishing it as a S/WBE must be held directly by women...”

II. **Control and Management:**

“The women must possess the power to direct or **cause the direction** of the **management and policies** of the business and to make the **day-to-day** as well as major decisions on matters of management, policy and operations. The business must not be subject to any formal or informal restrictions that limit the customary discretion of the women owners...”

III. **Contribution of Expertise and Capital:**

“Contribution of capital and/or expertise by women owners to acquire their ownership interest shall be real and substantial and be in proportion to the interest(s) acquired. Insufficient contributions shall include, but shall not be limited to promises to contribute capital or expertise in the future, the mere existence of a note payable to the business or its owners who are not women, or the mere participation as an employee rather than manager/owner.”

IV. **Independence:**

The women owner(s) shall have the ability to perform in its area of specialty/expertise without substantial reliance upon finances and resources (e.g., equipment automobiles, facilities, etc.) of males or non-women business enterprises.

WBENC Online Application for Certification 2011		
WBE is assigned to the following Council:		
Client WBE ID		
WBE Status		
Recert Status		
General Company Information		
WBENC WBE ID		
Legal Business Name		
Former Company Name(s)		
Doing Business As		
Where did you hear about us?		
Website		
Dun & Bradstreet Number		
Tax ID		
Legal Structure		
Year Established		
Year Company was acquired		
Gross Annual Sales for the last 3 years		
Including the owner, how many W-2 employees does your company have?		
Of the employee amount listed above, how many are female?		
State of Incorporation		
Type of Industry		
Business Acquisition		
Ethnicity		
Headquarters (Address for core business operations.)		
Address 1		
Address 2		
Address 3		
City		
State		
County		
Postal Code		
Phone		
Fax		
Mailing Address Information		
Address 1		
Address 2		
Address 3		

City		
State		
County		
Postal Code		
Phone		
Fax		
Owner Contact (Name of female owning the largest percentage of shares.)		
Name		
Title		
Email		
Phone		
Fax		
Company Contact (person responsible for receiving communications from WBENC)		
Name		
Title		
Email		
Phone		
Fax		
Product / Service Information		
NAICS Codes		
UNSPSC Codes		
Geographical Service Area		
Specific Product(s)/Service(s) Description		
References		
Reference #1		
Company		
Product/Service Provided		
Contact Name		
Phone Number		
Email		
Reference #2		
Company		
Product/Service Provided		
Contact Name		
Phone Number		
Email		
Reference #3		
Company		
Product/Service Provided		
Contact Name		
Phone Number		
Email		
Business and Credit Reference		
Business and Credit Reference #1		
Bank ID		

Institution	
Account Type	
Credit Line	
Loan Date	
Loan Amount	
Contact Name	
Contact EMail	
Contact Phone	
Address	
City	
State	
Zip	

RealEstate	
Do you maintain a staffed, full-time office?	
Is your main facility an office in the home?	

List of Facilities							
RealEstate ID	Facility Type	City	State	Zip	Ownership	Is this space shared?	If yes, with whom?

Equipment		
Equipment ID	Equipment	Ownership

Vehicles		
ID	Vehicle	Ownership

Management - ALL owners, directors, and officers must be listed to reflect 100% ownership								
Name	Title	Authority	Gender	%Ownership	Share Voting	Daily Mgmt	U.S. Citizen	Resident Expiration

Management in outside firm					
Name	Other Firm	Title	%Ownership	Product/service	Business Relationship
N/A	N/A	N/A	N/A	N/A	N/A

Management Authority			
Name	Title	Gender	Authority
N/A	N/A	N/A	N/A

Authorities List	
1. Supervision of Day-to-Day operations. 2. Hiring/Firing Authority of Management Personal. 3. Signing Authority for Checks. 4. Signing and Co-signing for loans and/or Lines of Credit. 5. Approving Major Purchases or	

Acquisitions. 6. Estimation Responsibility. 7. Contract Signing Authority. 8. Marketing and Sales Operations. 9. Supervision of Fields/Productions.							
Management Contribution							
Name	Asset Contributed	Dollar Value	Source				
N/A	N/A	N/A	N/A				
Business Relationship							
Does this applicant's business have any subsidiaries/affiliates or is the applicant a subsidiary/affiliate?							
No							
Related Business Details							
ID	Business Name	Address	City	State	Zip	Phone	Relationship Type
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Franchise Company							
Is applicant company a franchise							
No							
Management Change							
Does the applicant business or any person listed in Section X.A have or intend to enter into any type of agreement with any person or entity which relates to or affects the on-going administration, management or operations of the applicant? (Such agreements include but are not limited to management and joint venture agreements and any agreement or contract involving the position of compensated services such as administrative services, marketing, production and other types of services.) If yes, attach a copy of any written agreement or an explanation of any oral or implied agreement in the material that you send to your assigned partner organization.							
Additional Information							
Is the applicant involved in any present or impending lawsuit?							
Details							
Is the applicant business involved in bankruptcy or insolvency proceedings?							
Details							
Do you have other certifications?							
Other Certifications List							
Other Certification details							
Are you affiliated with any of the WEConnect Organizations?							
WEConnect Organization List							
Are the majority of the female owners US Citizens or Legal Resident Aliens?							
Are you conducting business with countries outside of the US?							

If yes, please list in the box to right using a semi colon.		
Does your company have its' own Supplier Diversity Program in place?		
Have you ever been denied certification by anyone?		
Denying Agency	Date Denied	Reasons
Product/Management Changes		
Have you made any changes to the following sections of this application?		
General Company Information		
Capabilities(Codes, Product/Service Description)		
Management Ownership		
Management in Outside firms		
Management Authorities		
Admin		
WBE Status		
Recert Status		
Delete Date		
Purge Date		
File Received Date		
File Complete Date		
Committee Review Completed Date		
Site Visit Complete Date		
Site Visit Notes		
Certified Date		
Certification Expiration Date		
Denied Date		
Certification Number		
Recert App Available Date		
Recertification Date	3/10/2010	



Documentation Required for Certification

General Information - Requirements are the same for all business structures.

- ☐ History of Business (how it started to where it is now)
- ☐ Professional and business license(s) (if applicable)
- ☐ Resumes of owners, board of directors, and key management team
- ☐ Copy of bank signature authorization card or corporate resolution
- ☐ Trust agreement(s), that involve ownership of the majority 51% female owner (if applicable)
- ☐ Franchise Agreement (if applicable)
- ☐ Sworn affidavit-signed and notarized by a 3rd party.
- ☐ Printed *Summary View* from WBENCLink
- ☐ WBENCLink User Agreement 3.7-signed by female owner

Owner Eligibility - Requirements are the same for all business structures

- ☐ Evidence of gender for woman (women) owner(s) (copy of passport, birth certificate, or drivers license)
- ☐ Evidence of U.S. citizenship (examples include a U.S. passport, U.S. birth certificate or naturalization papers), or Legal Resident Alien status (a legal resident alien card)

Financial Structure - Requirements are the *same for all business structures*

- ☐ Financial statements, including:
 - o Profit and loss statement
 - o Balance sheet for last complete year of operation or length of time business has been in operation (for a new business that has been in operation for less than one year, include the opening balance sheet)
- ☐ Submit copies of the following documents that are both currently active as well as any initiated within the three years prior to this application:
 - o Debt instruments
 - o Equipment rental and purchase agreements
 - o Real estate leases
- ☐ Three years complete Internal Revenue Service Income Tax returns including all schedules as reported (includes current and prior two years federal income tax returns for the business). For businesses less than three years old, substitute personal federal income tax returns for the appropriate number of years.

Management Information -Requirements are the *same for all business structures*

- ☐ Submit copies of the following documents that are both currently active, as well as any initiated within the three years prior to this application:
 - o Management/consulting agreements (agreements that influence the management and/or operations of the Applicant company)
 - o Service agreements (agreements that influence the day-to-day operations, including the production and/or distribution of the Applicant's product or service)
- ☐ Affiliate/subsidiary agreements (if the affiliate/subsidiary company is a WBE, please include a copy of the WBE certificate; otherwise, include only the agreement)

Personnel -Requirements are the *same for all business structures*

- ☐ List of all full- and part-time employees by name, position and length of service
- ☐ Itemized employee payroll for the month prior to submitting this application (NOTE: This refers only to internal employees, not those who might be leased to/from other companies)
- ☐ W-2s and/or 1099 forms from every officer, director or owner receiving compensation from the company for the most recent year.

The Following Documents Differ Per Business Structure

Sole Proprietor

- ☐ Assumed Name Documents

Partnership

- ☐ Partnership Agreements
- ☐ Limited Partnership Certificate; if Applicant is a limited partnership, submit a certificate of existence and copy of the certificate of limited partnership issued by the state of formation
- ☐ Buy-Out Rights Agreement ☐ Profit Sharing Agreements ☐ Proof of capital investment by all partners

Corporation

- ☐ Certificate of Incorporation ☐ Articles of Incorporation ☐ Minutes from shareholders' first organizational meeting and from first board of directors' meeting ☐ Minutes from the shareholders'/board of directors' meeting establishing current ownership ☐ Minutes from the most recent meeting of shareholders ☐ Minutes from most recent meeting of board of directors

- ☐ Corporation's bylaws
- ☐ Certificate from the Board Secretary certifying the names and titles of all current members of the board of directors
- ☐ Both sides of ALL stock certificates
- ☐ Stock transfer ledger
 - ☐ Proof of stock purchase or equity investment for woman (women) owner(s)
- ☐ Voting agreements and other equity interests including stock options, warrants, buy/sell agreements and right of first refusal
- ☐ If an out-of-state corporation, proof of ability to conduct business

Limited Liability Corporation

- ☐ Articles of Organization or Articles of Formation
 - ☐ Certificate of Organization (for businesses in states that issue certificates)
 - ☐ LLC Regulations and/or Operating Agreement and/or Member Agreement
- ☐ Member List with Titles
- ☐ Proof of Equity Investment for Woman (Women) Owner(s)
- ☐ If an out of state LLC, Proof of Authority to do business in the State where application is made
- ☐ Schedule of Advances made to LLC by members for the preceding three years



◆ Section VII

◆ Special Programs

- ◆ Summit and Salute to WBEs
- ◆ William J. Alcorn Leadership Award
- ◆ Applause Award
- ◆ Top Corporations for WBEs
- ◆ National Conference and Business Fair
- ◆ Other WBENC Programs

◆ WBENC Technology

- ◆ WBENCLink Database
 - ◆ Office Technology
 - ◆ WBENC Website
- ◆



Summit and Salute to Women's Business Enterprises: *The Opportunity Connection*

March 24-25, 2010 National Harbor, MD

WBENC's 12th annual Salute event to celebrate the contributions of women's business enterprises to the U.S. economy was expanded to include the Summit, a thought leadership and educational forum. The Summit turned the spotlight on the future with keynote speaker Edie Weiner, a professional futurist who led us through her comments, panel moderation and roundtable discussions to think about how business could be done differently in the years to come. WBE and corporate workshops rounded out the agenda. Attendees came away better understanding how to position and connect their companies to the opportunities and rewards of the future marketplace.

Salute 2010 took place on March 25 at the Gaylord National Resort and Convention Center in National Harbor, MD, just outside Washington, DC. . The black tie dinner and program once again celebrated the accomplishments of WBEs nationwide, with WBENC and its corporate partners paying special tribute to the *2010 Women Business Enterprise Stars*. These women business owners, all certified women's business enterprises (WBEs), have provided leadership in their respective local business communities, inspiration to other women business owners and remain at the helm of successful certified businesses. The 21 corporations that earned the coveted designation as one of America's Top Corporations for Women's Business Enterprise were also honored. For the first time a "Hall of Fame" recognized corporate and WBE leaders who personify the "Opportunity Connection" through their activities.

. The Summit and Salute was chaired Accenture, represented by LaMae Allen deJongh, U.S. Human Capital & Diversity Managing Director. Benefactor sponsor was Raytheon; Platinum sponsor was UPS; Diamond sponsors were Amgen, AT&T, Chevron Corporation, and the Act I Group (a WBE) . Many other sponsors and a spirited live auction supported this fundraising event which raised \$873,000.



William J. Alcorn Leadership Award

The William J. Alcorn Award was named in honor of WBENC's first chair of the board of directors, William J. Alcorn, former Senior Vice President and Chief Purchasing Officer of the J.C. Penney Company, for his years of dedication and outstanding leadership. Starting in 1997 when he became WBENC's first Chairman of the Board of Directors from September 1997 to December 2000, Bill continuously served on the Executive Committee and in a leadership role until his retirement in 2008. The Alcorn Award was established in 2008 in honor and recognition of the outstanding leadership and service of Mr. Alcorn to WBENC. Under Alcorn's leadership as Chair and Officer of the Board, WBENC grew its constituency base to 244 Corporate Members and nearly 8,000 WBENC certified WBEs.

This award recognizes outstanding contributions made by individuals in support of WBENC's mission to open doors of opportunity in corporate contracting to certified WBEs. The award is given at the discretion of the current WBENC Board Chair.

2009 Award Recipient:

Barbara Carbone, Partner in Charge, Audit, Northern California KMPG

2010 Award Recipient:

Laura K. Taylor, Vice President, Strategic Sourcing and Procurement Operations, Pitney Bowes



Applause AwardTM

In 1999, WBENC announced a new national awards program. The *Applause AwardTM* program recognizes exceptional accomplishments that expand opportunities for women's business enterprises on a **national** level while furthering WBENC's mission of breaking down the barriers that impede the progress and growth of businesses owned and operated by women.

Do you know a corporation, women business owner, government agency, government official, women's business organization or individual that deserves to be "applauded"? To nominate a person or organization for an Applause Award, contact the WBENC President and CEO.

2009 Applause Award Recipients

Virginia Littlejohn, women's business advocate, President, Quantum Leaps

Elizabeth Vasquez, President, WeConnect International

2010 Applause Award Recipients

Theresa Harrison, Director of supplier diversity, Ernst & Young

Denise Stovell, President, Stovell Marketing and PR

Nancy Williams, Principal, ASAP



WBENC's America's Top Corporations for Women's Business Enterprises

In 1998, WBENC conducted research for the *Women's Economic Summit* that identified the "Best Practices in Supplier Diversity for WBEs." This research led to a survey that WBENC distributed to Fortune-1000 CEOs from 1999-2001 in an effort to gauge the growth and impact of corporate supplier diversity programs for WBEs.

In 2002, WBENC conducted follow-up research on its 1998 "Best Corporate Practices in WBE Purchasing" and issued **"Next Practices: Excellence in Corporate Purchasing from WBEs."** These "Next Practices" have since provided the framework for the selection of "America's Top Corporations for WBEs."

With the assistance of an impartial committee comprised of WBEs, WBENC announced The "Top Corporations" for 2009 at a special ceremony in the Diplomatic Reception Rooms of the U.S. Department of State on March 25, 2010 during the Summit & Salute for Women's Business Enterprises: *The Opportunity Connection*.

America's Top Corporations for WBEs, 2009

<ul style="list-style-type: none">• AccentureAlcatel-Lucent• AT&T• Avis Budget Group, Inc.• Chevron• Dell• Energy Future Holdings• Ernst & Young LLP• Exxon Mobil Corporation; IBM• Johnson & Johnson• Manpower• Marriott International, Inc.• Microsoft• Office Depot• PepsiCo, Inc.	<ul style="list-style-type: none">• Pfizer Inc• Shell Oil Company• The Home Depot• UPS• Verizon
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WBENC National Conference and Business Fair

The Opportunity Connection

June 22-24, 2010
Baltimore, MD

WBENC's Women in Business National Conference and Business Fair: *The Opportunity Connection* is an energy filled event that is the largest of its kind in the nation for women's business enterprises. WBENC is dedicated to bringing America's corporate and federal government buyers face-to-face with America's women-owned business suppliers. Over the months following this event the results are millions and millions of dollars in contracts for WBEs.

The 2010 Conference in Baltimore, MD was the most successful yet. Johnson & Johnson and WBE Omega World Travel were the conference co-chairs. More than 3,200 WBEs, senior corporate executives, supplier diversity professionals, and government representatives registered. With cancellations and no shows we had a total of 2,900 attend to hear outstanding speakers, and participate in an agenda that included networking activities, workshops, general sessions and special events. Over 500 MatchMakers, individual meetings between WBEs and corporate purchasing representatives were held. Through our connection with WEConnect International WBEs from Canada, Europe and India also participated. For the third year The Office Depot was the prime sponsor of our Student Program, which brings college students to the conference and pairs them with a mentor. During the conference WBENC helped introduce the *Roadmap to 2020*, an important guide for the next decade to the women's business community. Laura Taylor, Vice President Enterprise Development, Pitney Bowes, Inc. was awarded the William J. Alcorn Leadership Award by Board Chair Pamela Prince-Eason, Pfizer, Inc.

The National Conference and Business Fair serves many purposes, principally to bring WBE suppliers together with corporate and other buyers. It also is a major fundraising event, which supports WBENC and our regional partner organizations. This year the Women President's Educational Organization –DC, MD, VA and NY, CT and NJ was the Host Council and spotlighted a Host Committee of 12 WBEs. Through the efforts of all constituents and WBENC staff the total revenue

from the 2010 Conference and Business Fair was \$2,966,000 with a net of \$1,230,000.

Mark your calendar for next year's WBENC National Conference and Business Fair: *The Opportunity Connection* June 21-23, 2011 in Las Vegas, NV.



WBENC's Programs, Events and Awards

Summit and Salute to Women's Business Enterprises: *The Opportunity Connection*

WBENC's dazzling annual event, held in the Washington, D.C. metropolitan area. It is one of the "*Do not miss*" business events of the year. The Summit & Salute is a single program with two important goals. First, the Summit brings together America's leading corporations, government agencies, women business owners and regional partner organizations to provide thought leadership and education. . This comprehensive two-day program focuses on business forecasts, market trends, best practices, and provide networking environments conducive to business. Second, the Salute honors WBENC's award-winning Women's Business Enterprise (WBE) Stars for their achievements and leadership, and also pays tribute to America's Top Corporations for Women's Business Enterprises. The Hall of Fame is a recent addition to the Summit and Salute to honor leaders in supplier diversity and the support of women's businesses. This is a major fundraising event for WBENC.

The William J. Alcorn Leadership Award

This award is given in the spirit and commitment of valuing excellence in honor of William J. Alcorn, and the outstanding leadership and service he provided to WBENC as the first Chair of the Board of Directors, and as a committee chair and leader from 1997 until his retirement in 2009. The recipient of the William J. Alcorn Leadership Award is selected by the Board Chair with input from Past Chairs and the WBENC President and CEO. The first award was given in 2009.

The Applause Award™

The *Applause Award*™ program recognizes and "applauds" outstanding "barrier breaker" activities that expand market opportunities for women's business enterprises thus enabling them to gain greater access to America's major business markets. Through their leadership, these awardees are worthy of an extraordinary ovation because they have made a significant difference in the way women-owned businesses grow their businesses by doing more business in both the public and private sectors.

America's Top Corporations for Women's Business Enterprises

The selection of America's Top Corporations for women's business enterprises is conducted by the Women's Business Enterprise National Council (WBENC) annually and is designed to recognize those companies that are accomplishing more than any others to proactively integrate WBEs at all levels within their supply chain. Applicants must be WBENC corporate members. The anonymous selection committee is made up of WBEs that are members of the Women's Enterprise Leadership Forum and other business leaders.

Women's Enterprise Business Stars

Designed to recognize the contributions of Women's Business Enterprises (WBEs) to the US economy, WBENC distinguishes 14 WBEs as its Women's Business Stars. This elite cadre of WBENC Certified Women's Business Enterprises are selected by their Regional Partner Organizations and honored for their leadership in their local business communities, their inspiration to other women business owners, and their active roles at the helm of their successful certified businesses. The Women's Business Stars are honored each year during the Salute to Women's Business Enterprises in March.

WBENC National Conference and Business Fair

WBENC's combined business fair and national conference is designed to provide corporate America, government agencies and women's business enterprises with a vehicle through which to share ideas and craft strategies that will greatly increase opportunities do more business with each other going forward. The conference includes prominent speakers, outstanding workshops, one-on-one MatchMaker sessions between WBEs and corporate purchasing officials, numerous exhibitors and an abundance of networking and business development opportunities. This is a major fundraising event for WBENC.

Corporate Workshops

From time to time, special workshops have been offered to WBENC corporate members. In 2003 and 2004 "Selling Supplier Diversity: Presentations, Pitches, and the Press" provided many corporate members with the tools and tactics that empowered them to craft and deliver a persuasive pitch. This highly-successful workshop was led by Emmy Award-winning producer Heidi Berenson, founder and president of Berenson Communications, Inc. a WBENC-certified company. In early 2005, Sharon Castillo of **SB Services** lead a workshop on how to customize the Balanced Scorecard. The balanced score card is being used by progressive corporations to drive a wide variety of organizational change. Participants learned the various components to customizing WBENC's Balanced Score Card to fit their organization's key corporate strategies, customized metrics – beyond spend – that get the attention and buy-in of senior management and key internal stakeholders to drive process company-wide. Most corporate workshop offerings are now available through our two major events, the Summit & Salute and the National Conference and Business Fair.

Done Deals™

Inspired by the Women's Business Council-Southwest's highly successful Done Deals™ Program, this program allows WBENC regional partner organizations to highlight contract activity between their local WBEs and corporations, as well as between WBE companies, providing recognition to corporate members as well as to WBEs.

Dorothy B. Brothers Executive Scholarship Program

In 2002, this executive scholarship program was developed by the late Dorothy B. Brothers in the belief that in order to remain viable and to thrive, women business owners must have access to the same high-caliber management education that is available to Fortune 500 corporations.

The scholarship program provides a framework that enables women suppliers to formulate and implement business strategies to achieve the necessary competitive edge. Scholarships are awarded annually to women's business enterprises, one per Regional Partner Organization (RPO). Additional scholarships may be distributed at the discretion of the Scholarship Selection Committee. Awards are given to owners of WBENC-certified WBEs only. Each award pays up to \$11,000 in tuition to one of the several colleges/universities.

Bank of America and its vendors have provided funding and fundraising assistance for the program. In 2005, the program was named after the late Dorothy B. Brothers, former WBENC Board Member and Bank of America Supplier Diversity & Development Executive. The program was previously named the Executive Scholarship Program.

MatchMaker Meetings

WBENC is proud to provide two formal MatchMaker programs connecting Corporate Members to thousands of WBENC Certified WBEs.

- [National MatchMaker Meetings](#) are held during WBENC's annual conference each June.
- [WBENC's MatchMaker365](#) is WBENC's new online business matching, scheduling and tracking portal which helps Buyers identify and meet the right WBE suppliers.

Both programs are major benefits and designed to connect the two groups to specifically discuss potential business opportunities. Hundreds of WBENC Certified WBEs meet face-to-face with major corporations during WBENC's annual Women in Business National Conference and Business Fair. The newly launched MatchMaker365 has been touted by Corporate Members as "the type of tool they expect WBENC to provide."

The Tuck-WBENC Executive Program

Now in its ninth year, WBENC has partnered with the Tuck School of Business at Dartmouth to offer the first-ever general management educational program designed to help WBEs that are beyond the startup phase to assess and improve their businesses. To survive and prosper in today's fast-moving, highly volatile business climate, WBEs must ensure they have all the essential components of a business in place—and highly integrated. In particular, WBEs need: to have a clear, well-understood strategy, create superior value for customers, optimize core business processes, be structured to implement the strategy, ensure adequate cash flows, have systems in place to assure results, be staffed with motivated, empowered people, and manage relationships for long-term success. This five-day program helps them achieve these objectives. It is an intensive learning experience that focuses primarily on increasing the competitive advantage and robustness of the participant's own business. The 50-60 attendees form a learning community that provides a source of support, expertise, opportunities, and strategic alliances long after graduation.

IBM generously provided the facility for this highly-successful program to date and has recently extended this agreement through 2011. We have conducted this basic program for most of the years offered, however we alternated to an advanced level program in 2009 and 2010. In 2011, we will resume with the basic program.

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WBENC's Website (WWW.WBENC.ORG)

WBENC's new interactive, multimedia website was launched 1Q2010. Designed to better engage WBENC's constituents and serve as a source to obtain the latest WBENC news.

WBENC's new website delivers the typical online brochure and more. The new website features:

- **Content Management.** WBENC Staff will be able to update content in real time, which results in greater efficiencies and cost savings.
- **Secured Access.** Designated sections of the site are restricted to Corporate Members, WBENC Certified WBEs, RPO staff, and WBENC staff. Those in multiple groups can use one User ID and password throughout the site.
- **Calendar.** Ability to see entire calendar or sort specific categories, i.e, WBENC events, RPO events, Ambassador events, Global events, Corporate Member events, etc.
- **WBENC News.** Gives WBENC the ability to post breaking news topics providing more flexibility and timely messaging.
- **WBENC Video News.** Utilizes video to highlight a message from the President and/or Chair, The Video section is also available for Corporate Spotlights, WBE Power Profiles, Celebrity Messages, and more.
- **Intranets.** Easy access to restricted groups.
 - Committees
 - Board of Directors
 - Ambassadors
 - Leadership Council
 - RPO Program Managers
 - Women's Enterprise Leadership Forum
- **Information Bar.** Rotates information that WBENC wants to highlight.
- **An "Ask the Experts" section.**
- **Video spotlights of WBE Power Profile.**
- **News updates and a new Video News section.**
- **An Online Calendar that sorts events nationally and regionally by groups.**
- **WBENC Poll**
- **WBENC Blog.** Restricted access allows WBENC constituents to actively engage each other on a specific topic or conversation. (Coming soon in 2011)

WBENCLink Database

WBENCLink is WBENC's on-line, password-protected database that contains information about WBENC-certified WBEs as well as contact information for national corporate members. WBENCLink may be accessed by national corporate members, local corporate members, WBEs and RPOs. Users can search the database for qualified WBE vendors using a wide variety of search criteria that are extracted from each WBE's profile. This versatile database is a major benefit to member corporations and to WBEs. WBEs may search the entire database and are given access upon receipt of their certification. National corporate members may also search the entire database and are given access by WBENC's national office. Regional corporate members may search the regional database and are given access through their local RPO.

WBENCLink V3 Release—September 1, 2010

Change 1—Reprogramming of the online Recertification Process

Purpose:

- To allow WBEs the ability to edit their entire profile in WBENCLink upon each recertification.
- To ensure that the WBE profiles have the correct information in them.

Benefits:

- More accurate information in their profile.
- Better search results for our corporate members
- Less time needed by RPO for updates

Change 2—Include additional questions in the profile.

Purpose:

- To allow WBENC to capture better demographic information about WBEs.
- To allow the WBE to better communicate their company's capabilities.

Benefits:

WBENC now has the ability to capture the following information regarding WBEs:

- Of the number of employees, how many are female?
- Are the majority female owners US Citizens or Legal Resident Aliens?
- What other certifications does the WBE have?
- Do they have their own supplier diversity program in place?
- Are they connected with any of the WEConnect organizations?
- Dunn & Bradstreet number
- Is the company a franchise?
- Is the company doing business with another country?

Change 3—Update the list of NAICS industry classification list from 16 to 42 and added the UNSPSC codes

Purpose

- The previous list has very limited choice which meant most WBEs were either in Other Services or Other Professional Services.
- UNSPSC codes can be very specific

Benefits

- Better demographic information
- Ability to search by industry

Change 4—Create new status for decertified files

Purpose:

- To eliminate confusion for the corporate members who have a copy of a current certificate for a WBE.

Benefits:

- Corporate members now understand that the file was decertified and that the certificate is no longer valid.
- WBENC still has a record of the file and an understanding of the correct status as well as the reason behind it.

To prepare WBEs and RPOs for the changes, specialized training was offered prior to the roll out and has now been incorporated in the ongoing WBENCLink training for WBEs, Corporate Members and RPO employee training. In addition, to allow all WBEs the opportunity to update their profiles quickly with the new information, a temporary open-update session is in place until February 18th.

Technology

The information technology department is looking to sustain the current operating environment while looking into and investing in new technological trends that will eventual change the way WBENC conducts business.

WBENC currently is a Dell shop from the backend to the frontend; our Microsoft operating environment is powered by Poweredge servers on state-of-the-art Latitude laptops.

Future enhancements that will change our operating environment include the implementation of Cloud Computing, Virtualization, and virtual conferencing. WBENC will increase the utilization of webinars, webcasting, and e-learning to showcase our educational assets and market our deliverables.

We are currently in the planning phase of our biggest endeavor, Project Kermit. Kermit is the total digitalization of WBENC's Certification process. Kermit will streamline our certification process making it easier for future Women Business Enterprises to become WBENC certified.

WBENC's Information Technology Department anticipates a productive year and exciting years to come.

Appendices

Women's Business Enterprise
National Council



Appendix I

- ◆ WBENC's Standards and Procedures, as of 2011

WBENC'S STANDARDS AND PROCEDURES

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I. Purpose

The Women's Business Enterprise National Council ("WBENC") is removing barriers in the marketplace that impede the progress and growth of businesses owned and managed by women. Key among its programs is nationwide access to a national certification standard, maintenance of a national Women Business Enterprise database, WBENCLink; and the enhancement of procurement opportunities through the dissemination of "best practices" information and the provision of training.

It is the policy of the members of WBENC that Women Business Enterprises (WBE) and Small Women Business Enterprises (SWBE) have the maximum practicable opportunity to participate in contracting and purchasing activities. The procedures outlined in this document describe the WBENC certification standards and process for all businesses desiring to be certified. To the extent possible, a thorough certification process will ensure that the programs of these entities benefit only those for whom the programs are intended.

In addition, WBENC is responsible, among other things, for training Regional Partner Organizations (RPOs), oversight of implementation of the certification standards and process, review of its RPO certification programs, and serves as the final appellate body.

It should be noted that failure to be certified as a Women Business Enterprise or Small Women Business Enterprise by WBENC DOES NOT PRECLUDE a business from participating directly in any of the member entities' purchasing and contracting opportunities.

The standards established herein are adapted from 49 Code of Federal Regulations (CFR) Part 23 and Part 26.

Please refer to Section VII. Definitions for the meanings of capitalized terms used in this document.

II. Applicability

These standards and procedures apply to any business seeking status as a WBE. Certification determination will be made on the basis of the gender of the majority owner(s) and is inclusive of all races and ethnicities.

Potential applicants interested in being certified as a WBE should apply without waiting for a conditional contract commitment from a customer.

III. Marital Status

Certification as a WBE is made without regard to marital status and community property laws. However, applicants seeking designation as a SWBE will be required to submit appropriate documentation where community property laws apply.

IV. Disclosure and Confidentiality

All information submitted with the certification affidavit becomes the property of WBENC. Information that the applicant marks as proprietary or confidential or that reasonably may be regarded as such will be treated accordingly. The RPO will obtain the applicant's prior approval to release information submitted that may be conducive to increased opportunities for WBEs and SWBEs. The certification affidavit that is part of the application for certification includes a liability release form.

V. Responsibilities

The WBENC Board of Directors is ultimately responsible for ensuring that certification policies are implemented and enforced. The RPO's Executive Director or President has the requisite authority for overall implementation, monitoring and reporting of the RPO's certification process, and is accountable to the Board of Directors of the RPO. In the event of an appeal to WBENC of a denial of certification, WBENC Board of Directors holds ultimate responsibility for the final determination. RPO support staff has responsibilities for the day-to-day implementation of WBENC's certification process.

VI. National Certification

Certification as a WBE is recognized throughout the WBENC network. All WBEs will be listed in WBENC's proprietary, internet accessible database, WBENCLink.

VII. Definitions

**Affidavit or
Certification
Affidavit**

An application for certification submitted with a sworn and notarized Statement of Eligibility.

Affiliate

A person effectively controlled by another person or under common control with a third person. A branch, division, or subsidiary. Under the Investment Company Act (15 USCA Section 8a-2), a company in which there is ownership (direct or indirect) of five percent (5%) or more of the voting stock.

Agent	<p>A person authorized to act on behalf of the principal in transactions involving a third party.</p> <p>Agents have three basic characteristics:</p> <ul style="list-style-type: none"> ● Act on behalf of and are subject to the control of the principal; ● They do not have title to the principal's property; and ● They own the duty of obedience to the principal's orders. <p>Agents by their nature are not certifiable.</p>
Broker	<p>The person who acts as an intermediary between a buyer or seller, usually charging a commission for value added.</p> <p>A business that adds no material value or does not perform a commercially useful function to the products or services being supplied to a procuring activity or takes no ownership, financial responsibility, legal liability, possession of or handle the item being procured with its own equipment or facilities will not be certifiable, unless it's the standard in the industry.</p>
Appeal	A written request by an applicant to reconsider a determination of denial of certification.
Applicant	A business that requests certification as a Women Business Enterprise through submission of a certification affidavit.
Certification	The process by which an applicant's eligibility as a WBE is determined.
Certification Committee – Local	A committee comprised of volunteers (corporate, government and business owner representatives) who renders recommendations for certification or denial to the RPO Executive Director or President.
Certification Committee – National	A committee of the WBENC Board of Directors responsible for the development and maintenance of the standards and procedures that govern the certification process implemented by the RPOs across the nation.
Certified Supplier List	A listing containing the names of currently certified WBEs maintained by each RPO. Information found in all local RPO certified supplier lists can also be found on WBENCLink.
Challenge	A formal filing by a third party questioning the eligibility of a certified WBE.
Contract Compliance	The enforcement of appropriate use of certification in purchasing and contracting activities. This function is to be applied by the user entity that requires or accepts certification.
Consultant	One that gives expert or professional advice for fee or commission.

Control	The power to direct the operation and management of a business.
Corporation	A specific type of legal entity that is in compliance with the applicable requirements of the law of its state of incorporation.
Dealership	Authorization to sell specified items in a certain area with or without exclusivity.
De-certification	The process by which a RPO determines that a WBE no longer meets the eligibility requirements and rescinds the certification status.
Denial	The action of denying WBE certification to a business that does not meet the certification eligibility criteria as outlined in these Standards and Procedures.
Disadvantaged Business Enterprise	<p>An independent small business enterprise:</p> <ul style="list-style-type: none"> • Which is at least fifty-one percent (51%) owned and controlled by one or more socially and economically disadvantaged individuals, or in the case of any publicly owned business, at least fifty-one percent (51%) of the stock of which is owned by one or more socially and economically disadvantaged individuals; and • Whose management and daily business operations are controlled (as defined herein), by one or more of the socially and economically disadvantaged individuals who own it; and • That meets the size standards of 13 CFR Part 121.2 and relevant regulations promulgated thereto.
Distributor	One that markets or sells merchandise, i.e. a wholesaler.
Document Review	The RPO's review of the affidavit and accompanying documentation submitted by an applicant.
Eligibility Review	The entire review process conducted on an applicant, consisting of documentation review and on-site review.
Exceptional Women's Business Enterprise (EWBE)	Applicants for WBENC certification with revenues in excess of \$500M or requiring specialty certification and/or standard in the industry determination and standardization.
Expiration	The specified end of the certification period.
Financial Institution	A bank, trust company or other financial institution authorized by law to carry on a trust business.

Financial Review	The review of financial records of an applicant.
Franchise	A contractual arrangement characterized by the authorization granted to someone to sell or distribute a company's goods or services in a certain area; a business or group of businesses established or operated under such authorization.
Industry Standard or Standard in the Industry	The usual and customary practices in the delivery of products or services within a particular business sector, i.e. mortgage brokers, insurance broker, securities brokers.
Limited Liability Company	A specific type of legal entity that is in compliance with the applicable requirements of the law of its state of formation.
Manufacturer Representative	A person that represents another for or to others, i.e. manufacturer's group. Typically Manufacturer Representatives are not certifiable.
Members	Any corporate or governmental entity that is an active participant of WBENC.
National Certification Review Committee	An ad hoc committee of the National Certification Committee, which reviews files for applicants meeting the definition of EWBE.
On-Site Review	A visit to the applicant's physical place(s) of business for the verification of information submitted in the affidavit and accompanying documentation.
Ownership	A determination based on title to and beneficial ownership of stock, membership interests, or other equity in a business.
Person	Any individual, partnership, joint venture, firm, corporation, limited liability company, trust or other enterprise.
Principal Place of Business	The business location where individuals who manage the business's day-to-day operations spend most working hours and where top management business records are kept.
Partnership	An association of two or more persons to carry on, as co-owners, a business for profit.
Program Review	A scheduled annual review by WBENC of a RPO's certification determinations and procedures.
Re-certification	The process by which a WBE renews certification status prior to expiration.

Regional Partner Organization (RPO)	A local 501(c)(3) organization recognized by the WBENC as a Partner Organization.
Regular Dealer	A business that owns, operates, or maintains a store, warehouse, or other establishment in which the materials or supplies are bought, kept in stock, and regularly sold to the public in the usual course of business.
Reseller	The act of selling a second time or distributing goods in commerce. The act of selling used or new products for profit. A business entity that resells.
Retailer	The seller of goods or commodities directly to the consumers at a retail price.
Small Women Business Enterprise (SWBE)	An entity that is certified as a WBE and is in complete compliance with its size standard requirement as established by the Small Business Administration (SBA) pursuant to Section 8(a) of the Small Business Act.
Sole Proprietorship	An individually owned business whose assets are wholly owned by a single individual.
Strategic Alliance	An association, not a legal entity, of two or more separate businesses that come together to pursue business opportunities.
Subsidiary	An entity in which another entity (i.e. the parent) owns at least a majority of the shares, and thus has control. For example, a corporation more than fifty percent (50%) of whose voting stock is owned by another.
Value Added	Something that is added to a product or service by a marketer or distributor that warrant a markup in the retail price.
WBENC	Women's Business Enterprise National Council.
Withdrawal of Affidavit	Any business entity may withdraw affidavit without cause, prior to certification determination, on written request.
Wholesaler	Intermediary or distributor who sells mainly to retailers, other merchants and industrial commercial and institutional users as distinguished from consumers.

Women Business Enterprise (WBE)

An independent business concern:

- That is at least fifty-one percent (51%) owned and controlled by one or more women who are U.S. citizens or lawful permanent residents, or in the case of any publicly-owned business, at least fifty-one percent (51%) of the equity of which is owned and controlled by one or more women who are U.S. citizens or lawful permanent residents; and
- Whose management and daily operation is controlled by one or more of the women owners.

As used in these Standards and Procedures, WBE includes SWBE's and EWBE's, as the context requires.

VIII. WBE AND SWBE Eligibility Standards

RPOs will use these standards and procedures in determining whether an applicant firm is owned and controlled by women who are US Citizens or lawful permanent residents, and therefore eligible to be certified as a WBE. Legal entities must be formed in and have their principal place of business in the United States or one of its territories.

In determining eligibility, RPOs must consider all the facts in the record, viewed as a whole, as they appear at the time of the application. An eligible applicant will not be refused certification based solely on historical information indicating a lack of ownership or control of the applicant by a woman/women at some time in the past, if the applicant currently meets the ownership and control standards.

An eligible applicant will not be refused certification solely on the basis that it is a newly formed business.

A. Ownership

1. The ownership by women must be real, substantial and continuing going beyond the pro-forma ownership of the business as reflected in its ownership documents.
2. The applicant must share in all risk and profits commensurate with her ownership interest as demonstrated by a detailed examination of the substance of her business arrangements with others.
3. All securities that constitute ownership of a business shall be held directly by the woman or women, or held in a trust that is one of the types of trusts described in Section VII.A.5.e. "Trusts."

4. Contribution of Capital Or Expertise:
 - a. Contribution of capital and/or expertise by women owners to acquire their ownership interest shall be real and substantial and be in proportion to the interest(s) acquired.
 - b. Insufficient contributions shall include, but shall not be limited to promises to contribute capital or expertise in the future, a note payable to the business or its owners who are not women, or the mere participation as an employee.
5. Business Structures and ownership vehicles. Legal entities must be formed in and have their principal place of business in the United States or one of its territories.
 - a. Sole Proprietor
 - i. In a sole proprietorship, the woman must own one hundred percent (100%) of the company assets.
 - b. Corporation
 - i. In a corporate form of organization, women principal(s) must own at least fifty-one percent (51%) of each class of voting stock outstanding and fifty-one percent (51%) of the aggregate of all stock outstanding.
 - ii. Any voting agreements among the shareholders must not dilute the beneficial ownership, the rights, or the influence of the women owners of the stock or classes of stock of the corporation.
 - iii. Women owners shall possess the right to all customary incidents of ownership (e.g., ability to transfer stock, title possession, enter binding agreements, etc.).
 - iv. Nonprofit corporations do not meet this requirement and are therefore not eligible for certification.
 - c. Partnerships
 - i. General Partnership. In a general partnership, women owners must own at least fifty-one percent (51%) of the partnership interests.

ii. Limited Partnership

1. In a limited partnership, the women general partners must own at least fifty-one percent (51%) of the general partnership interest and exert at least fifty-one percent (51%) of the control among general partners. The women general partners must receive at least fifty-one percent (51%) of the profits and benefits, including tax credits, deductions and postponements distributed or allocable to the general partner.
2. In addition, the women limited partners must own at least fifty-one percent (51%) of the limited partnership interests and receive at least fifty-one percent (51%) of the profits and benefits, including tax credits, deductions and postponements distributed or allocable to the limited partners.

d. Limited Liability Companies

- i. In a Limited Liability Company, Women principal(s) must own at least fifty-one percent (51%) of membership interests, and at least fifty-one percent (51%) of the management and control among the members.
- ii. The women principals must also participate in all risks and profits of the organization at a rate commensurate with their membership interests.

e. Trusts

- i. In order to be counted as owned by women, securities held in a trust must meet the following requirements, as applicable:
 1. *Irrevocable trusts.* The beneficial owner of securities held in an irrevocable trust is a woman who is not a minor, and all the trustees are women, provided that, a Financial Institution (as defined in the Section VII. Definitions) may act as trustee.
 2. *Revocable trusts.* The beneficial owner of securities held in a revocable trust is a woman who is not a minor, all the grantors are women, and all the trustees are women, provided that, a Financial Institution (as defined in Section VII. Definitions) may act as trustee.

3. *ESOPs*. Securities owned by women who are participants in an employee stock ownership plan qualified under Section 401 of the Internal Revenue Code, 1986, as amended, and held in a trust where all of the trustees are women, provided that, a Financial Institution (as defined in Section VII. Definitions) may act as trustee.
4. *Other requirements*. Businesses whose securities are owned in whole or part in a trust are not thereby exempt from the other requirements of this Section VIII.

B. Control

The applicant must show evidence that the woman/women owner(s) have control of the business. “Control” means the primary power to direct the management of a business enterprise as evidenced through the governance documents and actual day-to-day operation. The following factors will be examined in determining who controls an applicant.

1. Governance
 - a. The organizational and governing documents of an applicant (e.g. Limited Liability Company Operating Agreements, Partnership Agreements, or Articles of Incorporation and By-laws) must not contain any provision, which restricts the ability of the woman/women business owner(s) from exercising Managerial Control and Operational Authority of the business.
 - b. In reviewing governance documents and issues, special attention shall be given to:
 - i. The composition of the business’s governing body (e.g., board of directors or management committee);
 - ii. The functioning of the governing body;
 - iii. The content of shareholder’s agreements, bylaws, or state incorporation statutes, and the extent to which such agreements, bylaw(s), or statutes affect the ability of the woman/women owner(s) to direct the management and policy of the business;
 - iv. A woman business owner must hold the highest officer position in the company (i.e. President or Chief Executive Officer by whatever title).
2. Operation and management

- a. The woman/women owner(s) must possess the power to direct or cause the direction of the management and policies of the business and to make the day-to-day as well as major decisions on matters of management, policy and operations. The business must not be subject to any formal or informal restrictions that limit the customary discretion of the woman/women owner(s).
- b. A previous and/or continuing employer-employee relationship between or among present owners are carefully reviewed to ensure that the female employee-owner has management responsibilities and capabilities.
- c. In the event that the actual management of the business is contracted or carried out by individuals other than the woman/women owner(s), those persons who have the ultimate power and expertise to hire and fire the managers can, for this purpose, be considered as controlling the business.
- d. The woman owner or another such women must hold the highest officer position in the company (i.e. Chief Executive Officer or President by whatever title).
- e. The applicants must show evidence that the woman/women owner(s) have operational authority and managerial control of the applicant. In evaluating this evidence, the following factors will be considered:
 - i. Operational Authority. “Operational Authority” means the extent to which the woman/women owner(s) actually operate the day-to-day business. Assessments of operational control will rest upon the peculiarities of the industry of which the business is a part. In order to ascertain the level of operational control of the woman/women owner(s), the following will be considered:
 - 1. Experience: The woman/women owner(s) shall have education, demonstrable working knowledge and/or experience in the area of specialty or industry claimed in the certification application.
 - 2. Responsibility for Decision-Making: The woman/women owner(s) shall be able to demonstrate her role in making basic decisions pertaining to the daily operation of the business.
 - 3. Technical Competence: The woman/women owner(s) shall have technical competence in the industry or specialty of the applicant business and/or a working knowledge of the technical requirements of the business sufficient enough to critically evaluate the work of subordinates.

ii. **Managerial Control.** “Managerial Control” is the demonstrated ability to make independent and unilateral business decisions necessary to guide the future and destiny of the business. Managerial control may be demonstrated in a number of ways. For a woman/women owner(s) to demonstrate the extent of her managerial control, the RPO will consider the following (not intended to be all inclusive) areas of routine business activity:

1. The woman/women owner(s) must produce documents that clearly indicate her **control of basic business functions**, e.g., authority to sign payroll checks and letters of credit, signature responsibility for insurance and/or bonds, authority to negotiate contracts and financial services.
2. Agreements for support services that do not impair the woman/women owner(s)’s control of the company are permitted as long as the owner’s power to manage the company is not restricted or impaired as determined by the RPO in its sole administrative discretion.

3. Independence

a. Performance

- i. The woman/women owner(s)’s expertise must be indispensable to the business’s potential success.
- ii. The woman/women owner(s) shall have the ability to perform in its area of specialty/expertise without substantial reliance upon finances and resources (e.g., equipment, automobiles, facilities, etc.) of males or non-woman business enterprises.

b. **Test of Independence.** Recognition of the applicant as a separate and distinct entity by governmental taxing authorities shall not be a sole determinant of any applicant's assertions of independence. Test criteria include, but are not be limited to the following:

- i. Applicant's relationship with a non-female company that involves any long-term contract or lease agreements.
- ii. Applicant's status as a party to any contract or lease agreement on terms at variance with industry standards or prudent business practices.

- iii. Interlocking ownership of the applicant and non-woman business enterprise in the same industry.
- iv. Common directors/officers/members between the applicant and non-woman business enterprises.
- v. Applicant's use of employees, equipment, expertise, facilities, etc., "shared" with or obtained from a non-woman owned company.
- vi. The receipt by the non-women of financial benefits (i.e. profits, wages, etc.) shall be commensurate with the duties performed.
- vii. An applicant's business that cannot operate without licenses, permits and/or insurance held by another business is not independent. The business must possess all legal requirements necessary to legally conduct business.
- viii. A Broker, Dealer, or Manufacturers Representative, unless it is the standard for the industry, generally does not qualify for certification.

C. Size Standards

Determination of business size will be made in accordance with 13 CFR Part 121.2 guidelines.

If an applicant has met the WBE eligibility criteria and meets the Small Business Administration size standards in CFR 13 Part 121.2, the business will be certified as a Small Women Business Enterprise (SWBE). When considering size standard eligibility for SWBEs, all affiliates must be included. For the procedure to be followed in considering affiliates, see Section X. Certification Procedures. For a definition of affiliates, see Section VII. Definitions.

D. Definitions.

All terms defined in Section VII. Definitions are used in this Section VIII. with the meanings defined in Section VII. Definitions.

IX. Certification Committees

A. National Certification Committee

The National Certification Committee is comprised of volunteers responsible for the establishment and consistent implementation of a national uniform standard and procedure for WBE Certification.

1. Composition
 - a. The committee shall consist of an odd number, but no less than five (5) members.
 - b. The committee will reflect the WBENC Board with 2/3 Corporate members, 1/6 WBE members and 1/6 RPO executives.
 - c. It is desirable that the committee includes an attorney and a Certified Public Accountant.
 - d. Closed Committee – Only Members may attend the meetings.
2. Appointment
 - a. The WBENC Board of Directors will appoint the Corporate committee members annually and as needed.
 - b. The Women’s Forum will appoint the WBE’s committee members annually and as needed.
 - c. The Leadership Council will appoint the RPO committee members annually and as needed.
3. Length of Term. Committee members will serve a term of no less than two (2) years from the date of appointment, and will be renewed annually thereafter.
4. Eligibility and Training
 - a. National certification committee members must have served on a local certification committee prior to appointment.
 - b. New members will receive the most current training within the first six (6) months of identification and will be retrained, at a minimum, every third year thereafter.
 - c. May not miss more than two (2) meetings during a calendar year without prior approval or will be automatically removed from the committee.
 - d. Each member will sign a confidentiality agreement. A copy of which must be maintained in the WBENC office in accordance with WBENC Retention and Destruction Guidelines.

5. Meetings

- a. The National Certification Committee will meet at a minimum, quarterly, with additional face-to-face and conference call meetings as deemed necessary.
- b. Quorum for each meeting is a simple majority of those serving on the committee.

6. Responsibilities

a. Scope of Work

- i. To provide an ongoing review of current Standards and Procedures for clarity and consistency.
- ii. To make ongoing recommendations for updates to the Standards and Procedures based on evolving business practices and legal and financial models.
- iii. To provide a recommendation of final remedy for appeals of denied applications.
- iv. To provide a specialized certification review process for applicants companies with revenues in excess of \$500,000,000 or other special issues.

b. Function

- i. Staff: information collection and dissemination only.
- ii. Certification Committee: discussion and recommendation.

7. Anonymity of Committee Members. The identity of the committee members is private or undisclosed to the public. The committee acts in an advisory capacity to WBENC. The responsibility for the decision to approve or disapprove eligibility rests in the WBENC Board of Directors and President. This policy is intended to minimize attempts by potential buyers or potential vendors in the application process to “lobby” or influence the outcome of the decision of the committee. Therefore, the identity of committee members remains secret to anyone outside of the decision-making process of WBENC and other committee members.

8. Conflicts of Interest

- a. Any corporate or public entity committee member with a vested interest in the outcome of an eligibility review will disclose that interest and voluntarily abstain from all discussion and vote.
- b. Any WBE committee member with a competitive and/or business interest will disclose that interest and voluntarily abstain from all discussion and vote.
- c. WBENC staff is ineligible to vote.

B. Local Certification Committee

The Local Certification Committee is comprised of volunteers responsible for rendering a recommendation of certification or denial to the Executive Director or President of the RPO.

1. Composition

- a. The committee shall consist of an odd number, but no less than five (5) members. The majority of the committee will, to the extent possible, be comprised of representatives from corporations/public entities, and the remainder will be WBE representatives (or representatives of community-based organizations with a related purpose). It is desirable that the committee includes an attorney and a Certified Public Accountant.
- b. All RPOs should use a confidentiality agreement in a form substantially similar to the WBENC confidentiality agreement or as approved by their local counsel. All committee members and staff must sign this confidentiality agreement before reviewing files, a copy of which must be maintained in the local RPO office in accordance with WBENC Retention and Destruction Guidelines.

2. Appointment. The RPO will appoint committee members annually or as needed.

3. Length of Term. Committee members will serve a term of no less than two (2) years from the date of appointment, and will be renewed annually thereafter.

4. Training

- a. Local certification committee members will be initially trained within the first six (6) months of identification and will be retrained, at a minimum, every third year thereafter.

5. Meetings
 - a. The Certification Committee will meet at a frequency as deemed necessary by the Executive Director or President of the RPO, and, at a minimum, quarterly.
 - b. A Quorum for each meeting is five (5) members.
6. Responsibilities
 - a. Scope of Work
 - i. Documentation Review.
 - ii. On-Site Review.
 - iii. Recommendation to the Executive Director or President of the RPO.
 - b. Function
 - i. Staff: information collection and dissemination only.
 - ii. Certification Committee: discussion and recommendation.
7. Anonymity of Committee Members. The identity of the committee members is private or undisclosed to the public. The committee acts in an advisory capacity to the RPO. The responsibility for the decision to approve or disapprove eligibility rests in the Executive Director or President of the RPO. This policy is intended to minimize attempts by potential buyers or potential vendors in the application process to “lobby” or influence the outcome of the decision of the committee. Therefore, the identity of committee members remains secret to anyone outside of the decision making process of the RPO and other committee members.
8. Anonymity of Business Affiliation. The business affiliation of WBE committee members shall not be disclosed or otherwise discussed during site visits.
9. Conflicts of Interest
 - a. Any corporate or public entity committee member with a vested interest in the outcome of an eligibility review will disclose such interest and voluntarily abstain from all discussion and vote.

- b. Any WBE committee member with a competitive and/or business interest will disclose such interest and voluntarily abstain from all discussion and vote.
- c. WBENC and local RPO staffs are ineligible to vote.

X. Certification Procedures

The following details the certification process for all applicants seeking WBE certification by the RPO. Information will be reviewed and analyzed as it exists on the date the affidavit is signed and notarized. Organizational changes subsequent to the notarization date will not be considered during the eligibility review process. The RPO will request any and all documentation deemed necessary to establish a business' ownership and control by women. The decision to certify or deny an application will be based on the WBENC guidelines in effect at the time the application is evaluated.

- A. If an applicant fails to complete the documentation within the review and analysis period, the applicant will be notified that its affidavit will not be reviewed further and application will be filed as non-responsive. A new affidavit will not normally be accepted for a period of six (6) months or at the RPO's discretion.**
- B. Once an applicant submits a completed affidavit and appropriate supporting documentation, the following procedures will apply:**
 - 1. The submitted affidavit will be logged in and dated by the RPO staff for processing.
 - 2. RPO staff will evaluate the documentation for completeness and accuracy. The applicant's business references will be checked and other information certified by a third party as appropriate.
 - 3. All supporting documents must be submitted in their entirety prior to certification committee review and will be maintained as part of the permanent file.
 - 4. Files must remain in the custody and control of the RPO at all times.
 - 5. As provided in Section VIII. WBE and SWBE Eligibility Standards, the RPO certification committee will conduct a documentation review and an on-site review.
 - a. Documentation Review
 - i. Local Certification Committee members bear the responsibility of an initial recommendation for certification or denial based on an evaluation of all submitted documentation and document to file all findings in support of the recommendation.
 - ii. At any time during the review process, committee members may request additional documents in existence at the time of application, but not requested or provided at the time of application, necessary to substantiate eligibility.

b. On-Site Review

- i. Once the documentation review is completed and an initial recommendation has been made, an on-site visit at the principal place of business with the woman/women Principals/Executive Management will be conducted on one hundred percent (100%) of applicants to ensure that the findings of the Documentation Review are substantiated in the actual operation of the business.
- ii. If the On-Site Review corroborates the Documentation Review, a final recommendation is made. If there is any conflicting information or observation uncovered during the course of the On-Site Review, the information will be thoroughly documented and resubmitted for a second review at the immediately following Local Certification Committee meeting.

- C. The RPO may request that an applicant submit to a financial review of its accounting records and books. The applicant will be advised of the RPO's request for the financial review. An applicant's failure to permit a financial review will result in denial.**
- D. If certification is awarded, the WBE is notified in writing. A certificate showing the type of certification issued (according to Section E. below) and Standard Industrial Classification (SIC) Code(s) and the North American Industrial Classification System (NAICS) Code(s) indicating the functional mission of the business will be sent to the WBE. The WBE is then listed on WBENCLink for the duration of the certification period.**
- E. Once an applicant has been deemed to have met the eligibility criteria, it will be certified as either:**
1. A Women Business Enterprise (WBE); or
 2. Small Women Business Enterprise (SWBE) if it meets the size standard according to 13 CFR Part 121.2. When evaluating the size standard for SWBEs, all affiliates must be considered. For example, if an affidavit for an engineering business is being evaluated and the principal(s) also own a printing business, the gross revenues of both businesses must be considered in the size standard for the engineering business.
- F. If certification is denied, the applicant will be notified in writing using a standard form letter approved by the National Certification Committee, in the form of Exhibit X attached hereto. Any business that disagrees with the denial may file an appeal directly with the RPO as outlined in Section XV. Appeal Process.**

G. The WBE certification is valid for a period of one (1) year. Prior to the initial certification expiration date, WBEs are required to complete a Re-certification Affidavit.

1. The WBENCLink will transmit WBE recertification notifications to the WBE approximately three (3) months prior to the certification expiration date. However, it is the WBE's responsibility to maintain current certification. The completed Re-certification Applications will be reviewed in order of receipt.
2. If there has been any change in ownership and/or control, documentation of the same will be required for renewal of certification. The WBE is responsible for notifying the RPO of such changes and submitting all applicable documentation.
3. Site visits will be required every three (3) years and may be conducted at any time.
4. A WBE that fails to submit all appropriate information/documentation for renewal within a reasonable period will have their status adjusted from "Certified" to "Expired" and its name will be removed from the RPO's Certified Supplier List. The WBE will be notified in writing of its expired status. If a WBE cannot meet the deadline due to special circumstances, an extension of time may be granted at the RPO's discretion.
5. If by reason of a change to WBENC standards and procedures a currently certified company is no longer certifiable, a RPO may grant the company a sixty (60) day grace period from the date of the committee's review to come into compliance with the changed standard and procedure.

H. Applicants are required to notify their certifying RPO within thirty (30) days of any substantive change in ownership or control of their business under the penalties provided by applicable law.

I. Upon written request, an applicant may withdraw an affidavit and supporting documentation without cause or prejudice prior to a determination of eligibility.

XI. Certifying Exceptional Women's Business Enterprises

A. Exceptional Women's Business Enterprise (EWBE) is a designation and not a new category of women business enterprises. This designation applies when:

1. An applicant has revenues in excess of \$500,000,000.
2. An applicant requires specialty certification and/or standard in the industry determination and standardization.

All applicants meeting these criteria will be remanded to the National Certification Review Committee.

B. National Certification Review Committee. The National Certification Review Committee (NCRC) is an ad hoc committee of the National Certification Committee (NCC). The NCRC reviews files and makes certification recommendations for applicants meeting the definition of EWBE.

1. Composition

- a. Five (5) members constitute a quorum.
- b. Members of the NCRC are appointed by the National Certification Committee.
- c. Voting Committee Members include:
 - i. Four (4) - Corporate Member Representative
 - ii. Three (3) - Government Representatives *or* WBE(s)

2. Non Voting Members of the Committee include:

- a. Attorney
- b. CPA
- c. Other experts as needed
- d. WBENC Staff

3. Process

a. Initial Review

- i. The local RPO will send the applicants' completed file to WBENC Headquarters with a request for NCRC review.
- ii. The WBENC authorized representative makes a determination of whether to submit the file to the NCRC. If the file does not meet the requirements for NCRC review, the file will be returned to the assigned RPO for local Certification Committee review.
- iii. The designated reviewer will notify the NCRC of the file.
- iv. The NCRC will convene at WBENC Headquarters to review the file.
- v. An NCRC member or a trained local certification committee member and a staff member will perform the site visit.
- vi. The NCRC will make a certify/deny recommendation to the RPO Executive Director or President.
- vii. The RPO Executive Director or President will make the final certification determination and notify the applicant of the decision within seven (7) days.

b. Recertification Review

- i. Recertification notification to be sent from certifying RPO.
- ii. Certifying RPO to receive recertification documentation and forward to NCRC.
- iii. Certifying RPO will issue recertification based on recommendation of the NCRC review and recommendation.

4. Appeal Procedure

a. If the EWBE applicant is denied WBENC certification:

- i. The applicant may request an appeal in writing to WBENC National within thirty (30) days of the date of denial. The request should be addressed to:

President
Women's Business Enterprise National Council
1120 Connecticut Avenue, NW
Suite 1000
Washington, DC 20036

- ii. Appeals will be handled in accordance with the National Appeals Process as described in Section XV.B.2. of this document.

C. Where there are inconsistencies between the Standards and Procedures in this Section and other Sections of the Standards & Procedures, as it relates to EWBEs the standards and procedures in this Section will prevail.

XII. Certifying Franchises

A. A business operating under a franchise or license agreement may be certified if it meets the standards in Section VIII. WBE and SWBE Eligibility Standards and:

1. The franchise agreement between the franchisor and the franchisee seeking WBE certification must not contain any provision which unreasonably restricts the ability of the woman business owner(s) from exercising Managerial Control and Operational Authority of the business.

B. In reviewing the franchise agreement, special attention shall be given to circumstances which, for certification purposes, shall be considered as restricting control and authority of the woman business owner(s). These include, but are not limited to,

1. Termination of the franchise agreement by the franchisor without cause;
2. Lack of ownership of receivables by the franchisee;

3. Exclusive ownership of account receivables and/or contracts by the franchisor;
4. Restrictions on the sale of the business below market value;
5. Terms and conditions not related to the brand or systems can be altered without franchisee's notification and/or approval;
6. Contracts are prepared and approved by the franchisor;
7. Management decisions cannot be made independently by the franchisee;
8. No financial risk is borne by the franchisee;
9. Hiring and firing decisions cannot be made independently by the franchisee;
10. Equity interest in the franchise is owned by the franchisor.

C. Where there are inconsistencies between the standards and procedures in this Section and other Sections of the Standards & Procedures, as it relates to franchises the procedures in this Section will prevail.

XIII. Challenge Procedures

Any third party may challenge the WBE status of any WBE. Confidentiality of challenging party's identity is to be protected. The challenge must be made in writing to the Executive Director or President of the RPO that processed the certification. Within its letter, the challenging party must include evidence challenging the eligibility of a WBE.

Within ten (10) business days, the Executive Director or President of the RPO will determine, on the basis of the information provided by the challenging party, whether there is reason to evaluate the challenge.

- A. If the Executive Director or President determines that the challenge is not credible, the challenging party will be so informed in writing and the investigation of the WBE will be closed. If the challenging party believes the determination is in error, it may appeal the decision to the WBENC Board of Directors.**
- B. If the Executive Director or President determines that there is reason to believe that the WBE is not a *bona fide* WBE, the following steps will be taken:**
 1. The WBE will be notified in writing that its WBE certification has been challenged. This notice will identify and summarize the grounds for the challenge. This notice will require the WBE to provide the Executive Director or

President with information/documentation to refute the challenge within a time frame specified by the Executive Director or President.

2. Once the requested information is received, the Executive Director or President will evaluate the information/documentation available and make a preliminary determination. The Executive Director or President will notify the WBE and the challenging party of the preliminary determination in writing, setting forth the reasons for the decision. The Executive Director or President may also provide an opportunity to the parties for a hearing to respond to the determination in person.
3. Within ten (10) business days of the receipt of the requested information or hearing, whichever is later, the Executive Director or President will make a final determination and inform the parties in writing of the reason for the determination.
 - a. If the determination is to decertify the WBE, the Executive Director's or President's determination may be appealed by the WBE to the WBENC in accordance with the procedures described in Section XV. Appeal Process.
 - b. While a challenge is pending, the WBE certification will *remain in effect*.

XIV. De-certification Process

A. WBEs may be de-certified by the RPO and suspended from eligibility in any of the participating entities' WBE programs for any of the following reasons:

1. If the business entity's ownership and/or control by women has changed to the extent that the business is no longer a *bona fide* WBE in the RPOs reasonable judgment; or
2. If due to a challenge or some other reason, including WBENC Program Reviews, a business entity's current certification eligibility is re-examined and the business is found not to be a *bona fide* WBE; or
3. If a business is found to be engaging in business practices on any of the member's projects that circumvent the intent of the WBE programs.
4. Any official from the RPO or any of its members or any other interested party that discovers irregularities relative to the WBE status of any of the RPOs' certified suppliers may provide a written statement to the RPO citing noted irregularities. Person(s) specifically challenging a business's WBE status will be advised of the RPOs WBE Challenge Procedure (See Section XIII. Challenge Procedures).
5. WBEs that are no longer active business entities, as well as suppliers that do not respond to requests for updated or new certification information/documentation will be removed from the RPOs' Certified

Supplier List. Reinstatement will require complete re-application for WBE certification.

- B. Within ten (10) business days of the de-certification determination, the Executive Director or President will notify the WBE of the decision and summarize the reasons for the decision.**
- C. Any business that believes that it has been wrongly decertified as a WBE may appeal as prescribed in Section XV. Appeal Process.**

XV. Appeal Process

An applicant denied certification may appeal that decision to the local RPO Board of Directors following the procedures found at Section XV.A.

A further appeal may be made to the WBENC Board of Directors following the procedures found at Section XV.B. The decision of the WBENC Board of Directors is final and the applicant and the RPO agree to abide thereby.

An applicant denied certification as a small business (separate and apart for WBE certification) must appeal to the Small Business Administration.

A. Local Appeals

1. Local Appeals Committee

- a. The local appeals committee will be comprised of a minimum of three (3) certification trained members appointed by the Certification Committee Chair. The Committee will always consist of an odd number of members.
- b. Committee members will serve a term of no less than two (2) years from the date of appointment.

- c. A quorum will be three (3) and a quorum must be present to render a recommendation.
- d. The committee will use only WBENC Standards and Procedures in support of their decisions.
- e. All committee members must sign a non-disclosure statement before reviewing files, a signed copy of which must be maintained in the local RPO office in accordance with WBENC Retention and Destruction Guidelines.

2. Local Appeals Process

- a. **Businesss denied certification by the RPO might request a meeting with the RPOs Executive Director or President to discuss the specific reasons for such denial. Said meetings are solely for informational purposes and are not intended, nor are they to be construed, as a hearing or appeal of the RPOs certification determination.**
- b. **An applicant may appeal the Executive Director's or President's decision by making a request in writing to the RPO Board of Directors no later than thirty (30) days from the date of the denial letter.**
- c. The RPO Board of Directors will contact the applicant to schedule an appeal date. During the appeal, the RPO Appeals Committee will consider all information as presented during the initial certification application process as well as any relevant and/or requested additional information. *Changes in the business' ownership and control subsequent to the applicant's request for certification shall not be considered as evidence during the appeal process.*
- d. Within thirty (30) days of the request for appeal, the Local Appeals Committee will convene, review the file and make a recommendation to the RPO Board of Directors.

Note: The RPOs original certification determination remains in effect pending any appeal.

- i. If the local appeal committee recommendation is to uphold the denial, BUT for reasons other than the original denial, applicant will be notified of new reason(s) and given 14 days from date of notification to respond to new reason(s) for denial.
10. Within thirty (30) days of the Appeal Committee's recommendation, the RPO Board of Directors will evaluate the recommendation and make one of the following determinations:
- The RPO Board of Directors will overturn the decision of the Executive Director or President, affecting the acceptance of the business' certification; or,

- The RPO Board of Directors will uphold the decision of the Executive Director or President to deny.

The applicant will be informed of the decision in writing within seven (7) days. The decision by the RPO Board of Directors' shall be final unless overturned by the WBENC Board of Directors.

11. If the decision of the RPO Board of Directors results in a denial, then the applicant may re-apply for certification one (1) year from the date of receipt of completed application.
12. If a business believes that its denial of certification by the RPO and its Board of Directors is in error, it may file an appeal in writing with the WBENC Board of Directors. The appeal must be filed no later than one hundred and eighty (180) days after the original date of denial. The appeal must be addressed to:

President

Women's Business Enterprise National Council

1120 Connecticut Avenue NW
Suite 1000

Washington, DC 20036

B. National Appeals

1. National Appeals Sub-Committee
 - a. The Appeals Sub-Committee will be made up of a minimum of five (5) WBENC certification trained members appointed by the Certification Committee Chair. The sub-committee must always consist of an odd number.
 - b. A quorum will be a simple majority and a quorum is required to review an appeal.
 - c. The sub-committee will use only WBENC Standards and Procedures in support of their decision.
 - d. All sub-committee members must sign a non-disclosure statement before reviewing files, a signed copy of which must be maintained in the WBENC office in accordance with the WBENC Retention and Destruction Guidelines.

2. National Appeals Process

- a. Within (10) business days, the President of WBENC will determine, on the basis of the information provided by the appellant business and the RPO, whether there is reason to evaluate the appeal. Changes in the business' ownership and control subsequent to the applicant's request for certification by the RPO shall not be considered as evidence during the appeal process.
- b.
 - i. If the President determines that there is not evidence to consider for appeal, the appellant business will be so informed in writing and the denial upheld.
 - ii. If the President determines that there is evidence for appeal, the documentation will be forwarded to the National Appeals Committee for review at the next convened meeting.
- c. The WBENC staff will obtain a copy of the original file from the RPO within fourteen (14) days and distribute copies to the Appeals Sub-Committee.
- d. All copies of files used by the Appeals Sub-Committee must be returned to WBENC for destruction by means that do not allow for easy reconstruction. WBENC will retain all supporting rationale documentation, in accordance with the WBENC Retention and Destruction Guidelines.
- d. The National Appeals Sub-Committee will convene within one-hundred eighty (180) days to discuss the file and supporting documentation and to formulate a recommendation.
 - i. If the national appeal committee recommendation is to uphold the denial, BUT for reasons other than the original denial, applicant will be notified of new reason(s) and given 14 days from date of notification to respond to new reason(s) for denial.
- f. The National Appeals Sub-Committee will render a recommendation to the WBENC Board of Directors via the WBENC President to either:
 - i. Overturn the decision of the RPO and approve the applicant's business, thus certifying the applicant, or;
 - ii. Uphold the decision of the RPO, sustaining the denial.
- g. The Chairperson of the Certification Committee will communicate the committee's recommendation to the Board of Directors at scheduled Board Meetings.

- h. The President of WBENC will communicate the final decision and its supporting rationale to the RPO Executive Director or President.
- i. The President of WBENC will officially notify the woman business owner of the Board's final decision.
- j. The National Appeals Sub-Committee will prepare a summary document of the appeal decision, if the denial is overturned, for distribution to the Chairperson of the National Certification Committee and the Chairperson of the local RPO Certification Committee.
- k. If the decision of the WBENC Board of Directors results in upholding the denial, the applicant may re-apply for certification one (1) year from the date of receipt of a complete application.

XVI. Program Review Procedures

The WBENC maintains the right and responsibility to perform periodic program reviews of the RPOs to ensure adherence to the certification standards and compliance with the procedures outlined herein. The review will be conducted by the Director of Compliance or other trained staff so designated by the Vice President of Alliance Relationships. It is recommended that all RPOs be reviewed on an annual basis.

A RPO whose latest review is found to be in compliance with the Standards and Procedures; has no significant negative findings and/or corrective actions; and has not had a change in the Executive Director or President and/or Program Manager during the year from the last review will have a Program Review done every other year, unless otherwise specifically requested by the Executive Director or President.

Overall Program Review Guidelines – The purpose of the guidelines is to ensure that each RPO is in compliance with the WBENC Standards and Procedures for WBENC certification.

A. Documentation review

- 1. No fewer than five (5) files randomly selected for review**
- 2. When practical, include a mix of no less than one (1):**
 - a. Sole Proprietor**
 - b. Corporation**
 - c. Partnership**
 - d. Limited Liability Corporation**
 - e. Denial**
- 3. All files where the final decision of the Executive Director or President differs from the recommendation of the Certification Committee must be included in the review.**

B. Procedural review to be conducted during actual RPO committee review of files for procedural compliance verification. No fewer than two (2) files will be followed through committee review. The designated reviewer will:

- 1. Verify Certification Affidavit, documentation review forms and associated documentation and forms are complete and filed.**
- 2. Document review results.**

C. Program Review Results and Recommendations

- 1. The designated reviewer will:**
 - a. Review results with RPO Executive Director or President and document explanations for inclusion in report.**
 - b. Provide remedial action recommendations to Executive Director or President.**
 - c. Forward program review results, Executive Director or President explanations and recommendations to WBENC President for action and to WBENC Certification Committee Chair for review.**
 - d. Request Executive Director or President formulate remedial action plan within thirty (30) days and forward to WBENC President.**
 - e. In the event Alliance Relationships recommends a file be decertified and the RPO disputes said recommendation, the challenge process in Section XIII. Challenge Procedures will be followed. Any Appeals resulting from a Program Review Challenge will follow the process beginning in Section**

X. B. – National Appeals.

- f. In the event Alliance Relationships recommends a file to be certified that was previously denied, and the RPO disputes said recommendation the Appeals process in Section IX.B will be followed.**

2. WBENC President will:

- a. Review report, Executive Director or President explanations, recommendations and remedial action plan with RPO Executive Director or President.**
- b. Approve remedial action plan and completion date, which will not exceed six (6) months from initial report review between Executive Director or President and designated reviewer.**

D. Logistics

- 1. Designated reviewer completes report and reviews results with Executive Director or President.**
- 2. Executive Director or President provides comments for inclusion in report.**
- 3. Designated reviewer recommends remedial action plan to Executive Director or President.**
- 4. Designated reviewer forwards report, Executive Director or President comments and action plan recommendations to WBENC President with a copy to Certification Committee.**
- 5. WBENC President reviews report, Executive Director or President comments and proposed action plan with Executive Director or President.**
- 6. WBENC President and Executive Director or President will agree on action plan and its completion date, which will not exceed six (6) months from the initial report review date between the Executive Director or President and the designated reviewer.**
- 7. WBENC President will recommend disaffiliation to the WBENC Board of Directors if agreement cannot be reached on the final action plan or the completion date**

XVII. Non-Eligible Businesses

Agents, brokers, non-profit organizations, manufacturer's representatives, strategic alliances, as defined in Section VII. Definitions, are not certifiable unless standard in the industry.



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Appendix II:

- ◆ Service Agreement
 - Exhibit C
 - Exhibit E

*Not all exhibits are attached
to avoid duplication of
information in this manual.*

2010
SERVICE AGREEMENT
BETWEEN THE
WOMEN’S BUSINESS ENTERPRISE NATIONAL COUNCIL, INC.
AND
[INSERT NAME OF RPO]

THIS SERVICE AGREEMENT (“Agreement”) is made this 31st day of March, 2010, by and between the Women’s Business Enterprise National Council, Inc., a District of Columbia non-stock, nonprofit corporation (“WBENC”) and [insert name of RPO], a _____ nonprofit corporation (the “RPO”). WBENC and the RPO are sometimes individually referred to hereinafter as a “Party” and together as “the Parties”.

RECITALS

The following recitals are a substantive part of this Agreement.

WHEREAS, WBENC and the RPO are nonprofit corporations recognized as exempt from federal income tax by the Internal Revenue Service (“IRS”) pursuant to Sec. 501(c)(3) of the Internal Revenue Code (“the Code”).

WHEREAS, WBENC’s mission is to foster diversity in the world of commerce and, in particular, to expand opportunities and eliminate barriers in the marketplace for women business owners.

WHEREAS, in furtherance of its mission, WBENC has developed a uniform certification standard and a national certification program in accordance with written standards and procedures approved and adopted by the WBENC Board of Directors (the “WBE Certification Program”) for any business that seeks certification as a woman business enterprise (“WBE”). Applications for the WBENC national certification as a WBE are processed by the RPOs. In addition, WBENC maintains a national WBE database (WBENCLink), developed an on-line certification application, and provides training on certification and information on corporate procurement and purchasing “best practices”.

WHEREAS, WBENC has broad based corporate support and recognition of WBENC’s WBE certification for purposes of qualifying a business for participation in their respective supply chain diversity programs.

WHEREAS, WBENC implements its certification program by entering into written agreements with other nonprofit organizations, which are designated as a WBENC Certifying Regional Partner Organization (each a “RPO”) and authorizes such RPOs to conduct WBENC certification reviews within a geographic region in accordance with the Standards, as hereinafter defined.

WHEREAS, the RPO has applied to WBENC for designation as a RPO, the WBENC Board of Directors has approved its application and by resolution granted it authority to conduct WBENC WBE certification, and this Agreement sets forth the terms and conditions of the designation and grant of authority.

NOW, THEREFORE, the Parties agree as follows:

ARTICLE 1. RPO DESIGNATION

1.1. Subject to the terms and conditions of this Agreement, WBENC hereby designates the RPO as a RPO and authorizes it to conduct WBENC WBE certification reviews, and the RPO hereby accepts said designation and certification authority.

1.2 This Agreement shall become effective on March 31st, 2010 when signed by WBENC after having been signed by the RPO, and shall remain in effect until December 31, 2012, unless sooner terminated as provided herein. No later than four (4) months before the Expiration Date, WBENC'S Director of Compliance shall summarize the findings of all RPO Compliance Reviews conducted during the three year period that this Agreement has been in effect. The Director of Compliance will submit this report in writing to the WBENC President with individual recommendations as to whether or not to renew this Agreement for another three-year term, to extend it for a shorter period of time, or to propose a new revised Agreement to be entered into between WBENC and the RPO. The President will then present the recommendations to the Field Governance Committee for review and presentation to the WBENC Executive Committee.

The Executive Committee shall review this report and make the final decision whether or not to renew or extend this Agreement, or to propose a new revised agreement to be entered into between WBENC and the RPO. Promptly after such decision is made, but no later than three (3) months before the Expiration Date, WBENC shall give notice to the RPO of the Field Governance Committee's decision, including, if applicable, a draft of the proposed revised Agreement.

1.3 Except as expressly requested by WBENC as provided in Article 6, the RPO shall conduct WBE certification reviews exclusively for Applicants located in the geographic territory described in **Exhibit A** hereto (the "Assigned Territory"). Except as otherwise expressly provided for in this agreement, all the responsibilities and obligations of the RPO are to be carried out with respect to and within the Assigned Territory.

ARTICLE 2. Definitions

All capitalized terms used in this Agreement have the meanings set forth in WBENC's Standards and Procedures as adopted by the WBENC Board of Directors from time to time (the "Standards") unless a different meaning is set forth herein. The current version of the Standards is set forth as **Exhibit B** hereto and is maintained and updated at www.wbenc.org.

As used in this Agreement, the following terms have the meanings referred below unless the context otherwise requires:

"Agreement" means this Service Agreement.

"Assigned Territory" means the means the geographic territory in the United States and its possessions and territories identified as such on Exhibit A hereto.

“*Certification Committee*” means a committee comprised of volunteers (corporate, government and business owner representatives) which renders recommendations for certification or denial to the RPO Executive Director or President.”

“*Code*” means the Internal Revenue Code.

“*Compliance Review*” means WBENC’s review of the RPO’s Certification Program and adherence to this Service Agreement and consists of two components: the Program Review and the Service Agreement Review.

“*Council*” means the WBENC Regional Partner Organization Leadership Council.

“*Forum*” means the National Women’s Enterprise Leadership Forum.

“*Governing Board of Directors*” means the governing body duly authorized with legal and fiduciary responsibility of the 501 (c) (3) organization named above. An advisory board is not the Governing Board of Directors.

“*Interim Program Review*” means an abridged Compliance Review.

“*Internal Process Assessment*” means a comprehensive overview of the manner in which the RPO processes WBENC certification.

“*IRS*” means the Internal Revenue Service of the U.S. Department of the Treasury.

“*Networking and Educational Event*” means an event where the RPO’s staff or leadership is physically present; web-based activities may be recognized for this purpose at WBENC’s discretion.

“*Party*” and “*Parties*” have the meanings defined in the preamble to this Agreement.

“*Regional Forum*” means a group of certified WBE’s representing each state included in an Assigned Territory.

“*RPO*” means a nonprofit corporation that is a Regional Partner Organization

“*Standards*” has the meaning given to it the introductory paragraph to Article 2 – Definitions.

“*WBE*” (*Women Business Enterprise*) means a woman business enterprise that is certified pursuant to WBENC’s Standards.

“*WBE Certification Program*” has the meaning given to it in the third Whereas clause.

“*WBENC*” has the meaning given to it in the preamble to this Agreement.

“*WBENC Program Materials*” has the meaning defined in Section 10.3.

“*WOB*” means a women-owned business that is not yet certified and that may or may not be certifiable.

ARTICLE 3. RPO responsibilities

3.1 THE RPO AGREES THAT, AS LONG AS IT IS DESIGNATED BY WBENC AS A RPO, IT SHALL:

Make, or direct Applicants to make, all certification applications through the on-line WBENCLink process.

Refer all Applicants to the WBENC website and require them to use the interactive application form at WBENCLink. For an Applicant that does not have access to the Internet, upon request, the RPO shall provide the Applicant with the then current printed WBENC WBE certification or recertification application form, as appropriate, and input the Applicant's data there from into the WBENC database within five business days following receipt.

Adhere to, and conduct all WBE certification reviews according to the Standards, and not impose conditions for certifications other than conditions set forth in the Standards.

Keep accurate and complete certification application files and books and records regarding its certification activities performed pursuant to this Agreement; maintain and have available a complete and accurate listing of all certification committee members at all times including name, company, title, phone number, e-mail address and role.

Comply with WBENC's Document Retention and Destruction Guidelines as adopted by the WBENC Board of Directors from time to time. The current version of WBENC's Document Retention and Destruction Guidelines is set forth as **Exhibit C** hereto.

Maintain and monitor the accuracy of WBENCLink records.

Conduct its business operations from a professional location accessible to the general public during normal business hours and maintain sufficient telephone lines that are answered in the name of the organization. The RPO shall promptly inform WBENC of any issues that prevent access to the RPO by the general public (e.g. telephone system, website, email, etc.) which lasts for more than 48 hours.

Maintain at least one Regional forum which invites WBEs from all states included in the Assigned Territory, and whose purpose is to provide input into RPO programs and to contribute information to the WBENC National Women's Enterprise Leadership Forum (the "Forum").

Provide to WBENC monthly reports in the form provided by WBENC no later than the 10th day of the following month, or such other time as WBENC may reasonably request.

Provide any other reports as requested by WBENC on a timely basis.

Keep WBENC advised of the filing date of the RPO's federal tax return, and within ten (10) days of the date said return is filed, provide WBENC a copy of the RPO's annual Form 990 and Profit and Loss Statement, prepared by an independent certified public accountant.

Within thirty (30) days of the beginning of each fiscal year, and/or when requested by WBENC, provide WBENC with a schedule listing the names, titles, addresses, and phone and email contact information of the members of the RPO's Governing Board of Directors and Officers, and a current copy of the organization's By-laws or a statement confirming that no changes have been made and provide any changes within 30 days of said change.

Allow WBENC's Director of Compliance to attend; in-person, telephonically or virtually a portion of one meeting annually of the RPO's Governing Board of Directors.

Submit to WBENC's periodic on-site Compliance Review and/or telephonic Internal Process Assessment regarding the RPO's certification activities and adherence to the Service Agreement, and implement within six (6) months any recommendations made by WBENC as a result thereof. Participate in training provided by WBENC, including, but not limited to: Standards and Procedures training and WBENCLink training. The successful completion of such training is mandatory for the Certification Committee and certification staff, including the Executive Director/President, and anyone working on Service Agreement related activities. In addition at least one member of the RPO's Governing Board of Directors will participate in Standards and Procedures training.

Abide by the following Service Level Agreement:

Conduct at least one Networking or Educational Event annually in each State (as recognized by WBENC) of the Assigned Territory.

Allow all WBENC Certified WBE's and National Corporate Members to attend all RPO events; according to the policies within the RPO.

Allow all WBEs to fully participate within any RPO in whose Assigned Territory such WBE has a physical office.

Abide by the instructions and timelines set forth in the WBENCLink User Manual set forth as Exhibit F hereto, as the same may be modified from time to time.

Promptly inform WBENC of any changes in the certification staff or in the RPO's Governing Board of Directors after such changes are known to the RPO.

Engage and participate as possible at the regional level with the organizations partnered with WBENC in a formal Memorandum of Understanding (MOU).

Provide to any WBE instructions on how to access the WBENC-certified WBE seal and certificate at WBENCLink.

Provide any and all documentation related to compliance with this Agreement or certification activities upon the request of WBENC.

Maintain the integrity of the WBENC Brand in the commercial marketplace and/or social networking websites.

Ensure that all RPO certification support staff sign a conflict of interest and non-compete agreement.

Obtain the prior written approval of WBENC before it enters into any formal certification-related MOU.

ARTICLE 4. MARKETING AND INFORMATIONAL ACTIVITIES

In furtherance of the Parties' joint outreach and marketing activities and efforts to enhance business opportunities for women owned business and women business enterprises, the RPO agrees that it shall:

4.1 Ensure all RPO published materials and associated organization publications reference WBENC National Certification not Regional Partner Organization certification.

4.2 Utilize solely WBENC Proprietary Materials (as defined in Article 10.2) in compliance with WBENC's Branding Guidelines available at WBENCLink in all certification activities and marketing efforts, including web sites, newsletters (both electronic and physical) and in information sent to Applicants and certified WBEs.

4.3 Use best efforts to ensure that all website information is current and up to date; including the posting of all WBENC events.

4.4 Use best efforts to afford WBENC officers and staff with speaking opportunities at workshops, conferences and seminars, and booth space at trade shows.

4.5 Use best efforts to afford and facilitate WBENC access to national corporations located within its Assigned Territory.

ARTICLE 5. WBENC LEADERSHIP COUNCIL

5.1 So long as the RPO is in full compliance with all the terms and provisions of this Agreement, the RPO shall be entitled to membership in the WBENC Leadership Council (the "Council") and shall designate one person that meets the qualifications set forth in WBENC's

By-laws to serve as the RPO's representative on the Council. The RPO may change its representative with another representative qualified or approved as aforesaid at any time, provided that it gives WBENC written notice thereof as promptly as possible under the circumstances.

5.2 So long as the RPO is in full compliance with all the terms and provisions of this Agreement, the RPO's representative shall enjoy and exercise all rights and privileges as a voting member of the Council on behalf of the RPO.

ARTICLE 6. FUNDING & COMPENSATION

6.1. So long as the RPO is in full compliance with all the terms and provisions of this Agreement, the RPO shall be eligible to receive funding from WBENC to the extent provided in this Article 6. The funds shall be disbursed as an allocation from available WBENC funds, if any, in the manner and in such amount as determined in accordance with the WBENC Funding and Allocation Guidelines attached to this Agreement as **Exhibit D**.

ARTICLE 7. WBENC RESPONSIBILITIES

7.1 In furtherance of its national WBE certification standard and program, to support the RPO in the performance of its WBE certification responsibilities and pursuant to the terms and conditions of this Agreement WBENC shall:

(a) Provide on-going training as requested or required to all RPO staff, RPO Certification Committees and to members of the RPO's Governing Board of Directors.

(b) Consult with RPOs on a continuing basis and monitor, evaluate, and advise RPOs on business and certification issues and incorporate revisions as may be appropriate into the Standards.

(c) Perform a periodic Compliance Review and/or Interim Program Review for the RPO.

(d) Provide certification training on site for RPO staff working on Service Agreement related activities, Certification Committees and RPO's Governing Board of Directors annually or as requested by either the RPO or WBENC.

(e) Attend one RPO's Governing Board of Directors meeting annually to provide WBENC updates and/or Certification Training.

(f) Use reasonable commercial efforts to ensure that WBENCLink is operational and available and provide enhancements and technical support to maintain the WBE database as necessary.

(g) Use best efforts to include the RPO in its marketing and outreach efforts with national corporations within the Assigned Territory.

(h) Maintain a "Complaint Log" and will ensure documented complaints are understood and remedied by the RPO. Identified trends will be provided to the RPO and WBENC will work with the RPO to assist with the resolution.

(i) Provide funding to the RPO subject to, and in conformity with, the provisions of Article 6 of this Agreement.

ARTICLE 8. REPRESENTATIONS AND WARRANTIES

8.1. Each Party hereby represents and warrants to the other as follows:

(a) That it is a nonprofit corporation, duly organized, validly existing and in good standing under the laws of its respective state of incorporation and recognized as exempt from federal income tax by the IRS pursuant to Sec. 501(c)(3) of the Code.

(b) That it is:

(i) in compliance with all governmental approvals, consents, licenses, permits, insurance including but not limited to Director's & Officer's Liability and General Liability, certificates and requirements of law that are necessary for it to conduct its business and to enter into and perform its respective obligations under this Agreement, and

(ii) that it has full corporate power and authority to execute and deliver this Agreement, to perform its obligations hereunder and to consummate the transactions contemplated hereby.

(c) That the execution and delivery of this Agreement and the performance of its obligations hereunder have been duly and validly authorized, with no other corporate action on its part being necessary and, upon execution and delivery by such Party, this Agreement shall constitute a valid and binding agreement enforceable against such Party in accordance with its terms.

8.2. The RPO hereby represents that:

(a) it has received copies of and is familiar with and fully understands the Standards, WBENC's Code of Ethics, WBENC's Branding Guidelines, WBENC's Funding and Allocation Guidelines, the Document Retention and Destruction Guidelines, WBENC's Non-Compliance/Default/Disaffiliation Procedures, and such other information that the RPO deemed to be material prior to the execution of this Agreement, and fully understands its obligations under this Agreement, and

(b) it has provided WBENC with true and complete copies of its articles of incorporation, by laws, or other constituent documents.

8.3. Each of the representations and warranties made by the Parties in this Agreement is true and correct as of the date hereof and shall be true and correct at all times hereafter during the term of this Agreement.

ARTICLE 9. COVENANTS

9.1 The RPO covenants to perform its obligations under this Agreement in compliance with the requirements of this Agreement and of all applicable laws, including, but not limited to, the following:

(a) To perform all certification reviews in a professional and non-discriminatory manner.

(b) To abide by the Standards and their interpretation as provided by WBENC and to cooperate with WBENC in a commercially reasonable manner in order that the purposes of the WBE Certification Program are effectively and efficiently fulfilled.

(c) To keep adequate Certification Program Records (as defined in Article 10) and to give full cooperation and access to all Certification Program Records to the WBENC representative(s) performing the annual Program Review.

(d) To treat the Certification Program Records as confidential to the respective Applicant and proprietary to WBENC and to use its best efforts to prevent the unauthorized disclosure or use of the contents thereof by its employees, agents or third parties.

(e) To use its best efforts to protect and prevent the name, logo, and any other trademarks, service marks or proprietary matter included in the WBENC Proprietary Materials (as defined in Section 10) from infringement or unauthorized use by third parties, and to promptly notify WBENC of any such infringement or unauthorized use of which it has knowledge, provided however, that the RPO shall not be required to initiate litigation to carry out its obligations under this clause (e).

(f) Not to assign this Agreement without the written consent of WBENC, which consent may be withheld in WBENC's sole discretion.

(g) To give WBENC and its representatives access at all reasonable times to its officers, directors, employees, agents, staff, and other representatives, and the Certification Program Records for the purposes of Certification Standards and Procedures and Service Agreement review issues.

(h) To carry out the WBE Certification Program and employ the WBENC Program Materials, in each case solely in accordance with WBENC's Code of Ethics, WBENC's Branding Guidelines, and WBENC's written instructions pertaining to policy or process changes approved by the WBENC Board of Directors from time to time.

(i) To provide WBENC with true and correct copies of any amendments to its articles or certificate of incorporation or bylaws within thirty (30) days of such amendments.

(j) To conduct itself at all times in accordance with the WBENC Code of Ethics, as adopted by the WBENC Board of Directors from time to time.

(k) To notify WBENC promptly in writing of any failure by the RPO to be in compliance with any of the terms and provisions of this Agreement.

(l) To take all necessary steps to ensure members of the RPO's Governing Board of Directors, staff and Certification Committee members avoid actual or perceived conflicts of interests individually and in their role in the RPO, including without limitation, receiving compensation for consulting services related to application packaging, or certification coaching.

(m) To take all necessary steps to ensure the appropriate handling, confidentiality and security of all WBENC Program Materials, including filing procedures and locked documents.

(n) To take all necessary steps to ensure the utilization of all WBENC Standardized Certification documents.

ARTICLE 10. THE RPO'S OBLIGATIONS WITH RESPECT TO CERTIFICATION PROGRAM RECORDS, WBENC PROPRIETARY MATERIALS, AND WBENC PROGRAM MATERIALS

10.1 The following shall constitute the Certification Program Records:

(a) All applications, records, supporting documentation, correspondence, documentation of fee payments, papers, files relating to an Applicant and WBENC processing forms whether provided or generated by the Applicant, WBENC, or the RPO; and

(b) All lists, compilations, summaries, or reports concerning pending applications and re-certifications, whether generated or provided by WBENC or the RPO.

10.2 The following shall constitute WBENC Proprietary Materials: All materials relating to the WBE Certification Program or other WBENC programs, whether or not copyrighted or trademarked, including the WBENC name, the WBENC logo, the WBENC web site, the WBENC Internet address(es) or “url’s”, password-protected access to WBENCLink, the Standards, the WBENC Code of Ethics, WBENC’s Document Retention and Destruction Guidelines, the WBENC member seal and certificate, the WBENC Funding and Allocation Guidelines, the Non-Compliance/Default/Disaffiliation Procedures, WBENC’s Branding Guidelines, and all embodiments and copies of the foregoing, in whatever form or format.

10.3. The Certification Program Records and the WBENC Proprietary Materials are herein collectively referred to as the “WBENC Program Materials”. The RPO acknowledges and agrees that as between the RPO and WBENC, WBENC owns, and has all right, title, interest in and beneficial ownership of, the WBENC Program Materials. The RPO further acknowledges and agrees that WBENC has expended considerable time and effort to develop and generate the WBE Certification Program and the WBENC Program Materials and that any action by the RPO with respect to the WBE Certification Program and the WBENC Program Materials that is in contravention of the provisions of this Agreement may cause WBENC irreparable harm.

10.4. So long as the RPO is in full compliance with all of the terms and provisions of this Agreement, the RPO shall have, and WBENC hereby grants the RPO, a non-exclusive, royalty-free, non-transferable license to use the WBENC Program Materials within the Assigned Territory for the purpose of performing its responsibilities under this Agreement, and for no other purpose. Upon the termination of this Agreement or WBENC’s designation of a successor RPO, the RPO shall immediately cease, desist, and refrain from using or accessing the WBENC Program Materials in any manner, and shall promptly transfer, in accordance with the relevant provisions of **Exhibit E** hereto, all WBENC Program Materials and all copies thereof in its custody or control to WBENC or to such other person or organization as WBENC may designate.

ARTICLE 11. TERMINATION

11.1. (a) WBENC may terminate this Agreement at any time:

(i) If the RPO shall be in material breach of any of the terms and provisions of this Agreement or shall have failed to perform its responsibilities set forth herein, and such breach or failure remains uncured sixty (60) days after WBENC has given the RPO written notice thereof, subject to the RPO’s right set forth in Article 11.1 (d) below; or

(ii) If the RPO commences a voluntary proceeding seeking rehabilitation, liquidation, reorganization or other relief with respect to itself or its debts under any rehabilitation, bankruptcy, insolvency or similar law, or seeks the appointment of a trustee, receiver, liquidator, or custodian (or similar official) for all or substantially all of its property, or consents to the appointment thereof of such person; or

(iii) If the WBENC Executive Committee determines in its sole discretion that the RPO’s designation as a RPO and the performance of its responsibilities hereunder is not in the best interests of WBENC, following ninety (90) days written notice.

(b) The RPO may terminate this Agreement at any time:

(i) In the event WBENC shall be in material breach of any of the terms and provisions of this Agreement or shall have failed to perform its responsibilities as set forth herein and such breach or failure remains uncured sixty (60) days after the RPO has given WBENC written notice thereof; or

(ii) If WBENC commences a voluntary proceeding seeking rehabilitation, liquidation, reorganization or other relief with respect to itself or its debts under any rehabilitation, bankruptcy, insolvency or similar law, or seeks the appointment of a trustee, receiver, liquidator, or custodian (or similar official) for all or substantially all of its property, or consents to the appointment thereof of such person; or

(iii) If the RPO in its sole discretion determines that RPO designation and WBENC's performance of its responsibilities hereunder is not in the best interest of the RPO, following ninety (90) days written notice, such termination to be subject to and in accordance with the procedures set forth in Part 2 (b) and Part 3 of Exhibit E.

(c) In any case where the RPO would be subject to termination under the provisions of Article 11.1 (a)(i) above, WBENC may, if the WBENC Executive Committee in its sole discretion so elects, and whether or not the RPO so requests as set forth in Article 11.1 (d) below, proceed in accordance with Part 1 of Exhibit E hereto, as the same may be adopted by the WBENC Executive Committee from time to time. In an instance where the WBENC Executive Committee elects as aforesaid to proceed under Part 1 of Exhibit E, those provisions shall govern and the provisions of Article 11.1 (a)(i) above shall have no application to that instance.

(d) If the RPO has received the notice referred to in Article 11.1 (a)(i) above, the RPO may within ten (10) days of its receipt thereof, request in writing that WBENC proceed under the provisions of Part 1 of Exhibit E, whereupon the RPO shall have a period no greater than ten (10) days from the date of such request to deliver a written presentation to the Executive Committee of the WBENC Board of Directors as to why WBENC should proceed under Part 1 of Exhibit E with respect to the RPO, which may include a further request for an oral presentation to the Executive Committee. The Executive Committee in its sole discretion shall determine whether or not to grant such requests, including the manner, location, date, and time for any oral presentation.

11.2. Upon the termination of this Agreement in any manner set forth in this Article 11, the RPO agrees that it shall refrain from engaging in WBE certification activities of any kind on behalf of WBENC, and shall forthwith cease to hold itself out as having any affiliation or relationship with WBENC. The RPO shall fully cooperate with WBENC in a commercially reasonable manner in order to facilitate the transition to the RPO's successor RPO and shall comply with Part 3 of Exhibit E.

11.3. Upon termination of this Agreement for any reason, the Parties agree to regard all information surrounding the reasons for termination of the relationship in strict confidence. Further, except for disclosure required as a matter of law or legal process, the Parties agree that such information is not to be disclosed to a third party without the prior written consent of both Parties.

ARTICLE 12. GENERAL PROVISIONS

12.1. All notices required or permitted to be given under this Agreement shall be in writing and shall be deemed duly given upon delivery if personally delivered, upon confirmation of transmission if by facsimile transmission, upon confirmed receipt after mailing by postage

prepaid registered or certified mail (return receipt requested), and upon receipt if sent by reputable courier, addressed as follows, or to such other address or person a Party may hereinafter designate by notice to the other Party:

If to WBENC to:

Ms. Linda Denny President and CEO
Women's Business Enterprise National Council
1120 Connecticut Ave. NW, Ste. 1000
Washington, D. C. 20036

If to the RPO to:

[
[

12.2. Except as provided in Section 12.3 below with respect to amendments to the Exhibits to this Agreement and certain other documents incorporated herein by reference, the terms and conditions of this Agreement may only be amended or waived by a written instrument signed by the Party agreeing to the amendment or waiving compliance. The failure by either Party to insist on strict compliance with this Agreement, or to exercise any right or remedy under this Agreement, shall not constitute a continuing waiver of any right provided under this Agreement, nor stop a Party from thereafter demanding full and complete compliance or exercising any such right or remedy in the future.

12.3. This Agreement incorporates by reference the Exhibits and certain other documents available at www.wbenc.org and [WBENCLink](#) and any amendments thereto that are adopted by WBENC after the date hereof, and the RPO acknowledges and agrees that WBENC's acceptance of this Agreement is expressly conditioned on the RPO's agreement to abide by such Exhibits and documents as the same may be amended as aforesaid. This Agreement and the foregoing Exhibits and documents set forth the entire understanding of the Parties with respect to the subject matter hereof. This Agreement incorporates, merges, and supersedes any and all prior understandings and communications, whether written or oral, with respect to such subject matter. The headings of this Agreement are solely for convenience or reference and are not part of this Agreement and shall not affect the meaning, construction, operation or effect hereof. If any part of this Agreement is held to be invalid by a court of competent jurisdiction, the remaining provisions shall remain in full force and effect.

12.4. This Agreement may be executed by the Parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all of which taken together shall constitute one and the same instrument.

12.5. The Parties agree that at all times, and for all purposes, each Party is a separate legal entity, in the performance of this Agreement and other activities undertaken by the Parties, and each shall act in an independent, separate legal capacity and not as an employee, agent, or representative of the other. Nothing contained in this Agreement shall be deemed or construed to create the relation of a joint venture or partnership between the RPO and WBENC. Neither Party shall have any authority to bind the other without the written consent of the Party being bound.

12.6 This Agreement shall be governed by the laws of the District of Columbia. Each Party agrees to submit to the non-exclusive jurisdiction of the courts of the District of Columbia

and the courts of the United States sitting within the District of Columbia in any action that may arise under this Agreement.

12.7 In the event the RPO fails or is unable to perform its obligations under this Agreement for any reason, WBENC shall have the right, in addition to any other rights that WBENC may have under this Agreement or by law, to assume and discharge the obligations of the RPO hereunder for such period of time as WBENC deems advisable in its sole discretion, and to retain the funding (or a portion thereof) that would otherwise be payable to the RPO under Article 6 hereof on account of the performance of those obligations. For the avoidance of doubt, this Section 12.7 is not meant to provide WBENC with a means to terminate this agreement in addition to the provisions in Article 11, but it is intended to be available in situations, such as, by way of illustration only and not by way of limitation, force majeure or the RPO voluntarily going out of business.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their respective duly authorized representatives as of the date and year first above written.

WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL, INC.

By: _____
President and CEO

[**RPO**]

By: _____
Authorized Agent

Acknowledged by:

Chair of the RPO's Governing Board of Directors

WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL RETENTION AND DESTRUCTION GUIDELINES

General Purpose

This policy memorandum defines responsibilities and provides guidelines for the retention and disposal of documents by the Women's Business Enterprise National Council (WBENC) and its Regional Partner Organizations (RPOs). It is designed to provide procedures and a ready reference for the retention and disposal of official documents. It establishes specific retention periods for documents and safeguards against the premature destruction or loss of documents. It also describes the method for securely disposing of documents that no longer need to be retained.

A retention policy eliminates the accumulation of valueless records, saves space, staff and equipment. It provides a systematic process for handling sensitive information and data. The existence and compliance of such policies provides protection during litigations, audits and other formal proceedings.

Particular emphasis should be placed on the security of records to prevent possible unauthorized disclosure and/or premature disposal as specified in Article 9.1.(m) of the Service Agreement. Types of records that must be protected are WBE applications and associated files, certification committee deliberations notes and associated records.

Compliance Responsibilities

The President of WBENC and Executive Directors of RPOs are ultimately responsible for implementing effective compliance controls. It is strongly recommended that all entities establish a regular annual schedule for file review to ensure compliance with these procedures.

The designated reviewer, as part of normal RPOs operational reviews, will verify compliance with this practice

PAPER RECORDS

GENERAL

This section, paper records, refers to all hard copy documents submitted in the certification/re-certification process. The document types listed below are paper records either submitted by the applicant or generated by the RPO in the course of the certification process. Most of records covered by these guidelines will be maintained in a file specific to an applicant, however, there are records that are general in nature and extra effort will be required to ensure that they are in compliance with these guidelines.

At the end of the retention period all paper records are to be destroyed in an appropriate manner, i.e. shredded or other means that are not easily reconstructed. Financial documents may be returned to the applicant after review provided the RPO thoroughly documents them to file.

DEFINITIONS

❑ **Active File**

The records of a WBE submitted for the purpose of obtaining certification that is certified and whose certification has remained uninterrupted through the re-certification process.

❑ **Inactive File**

A completed file of a WBE who was denied certification or whose certification has expired or an incomplete file initiated by a WBE who failed to complete the process.

❑ **General Documents**

Documents that are pertinent to the certification process but are not specific to any given applicant, i.e. non-disclosure/confidentiality agreements.

RETENTION GUIDELINES

ACTIVE FILES

<u>DOCUMENT TYPE</u>	<u>RETENTION PERIOD</u>
Completed Application Form	Permanent
History of business	Permanent
Financial Statements	Three (3) year rolling
Business/Professional Licenses	Permanent
Resumes	Permanent
Debt Instruments	1 Yr after pay-off date
Equipment Rental	Permanent
Management/Consulting Agreement	Permanent
Real Estate Leases	Permanent
Evidence of Gender/Citizenship	Permanent
Agreements with Affiliates	Permanent or 24 months after

Tax Returns & Attachments	Agreement expiration date
Bank Signature Card	Three (3) year rolling
Assumed Name	Permanent
Partnership Agreements	Permanent
Certificate of Limited Partnership	Permanent
Buyout & Profit Sharing Agreement	Permanent
Certificate of Incorporation	Permanent
Articles of Incorporation	Permanent
Minutes from Board Meetings	Permanent
By-Laws	Permanent
Names of Board & Current Officers	Permanent
Stock Certificate	Permanent
Proof of Stock Purchase/Investment	Permanent
Voting Agreements	Permanent
Schedules of Advances	Permanent
Site Visit Form	Permanent
Checklist	Permanent
Certification Committee Review Form	Permanent
File Transfer Form	Permanent

INACTIVE FILES

FILE TYPE *

Denials
Non-Renewals
Incomplete Applications

RETENTION PERIOD

12 months from "File Complete Date"
6 months from date of last expiration
6 months from date of last request for information

** Includes all documents/records in the file at the time that it becomes inactive*

GENERAL DOCUMENTS

**Non-Disclosure/Confidentiality
Agreement**
General Correspondence

RETENTION PERIOD

1 year after committee member term
1 year

VIRTUAL RECORDS

GENERAL

This section, virtual records, refers to all data entries/files in WBENCLink and all other local databases maintained by the RPOs. It is incumbent on the Program Managers to update WBENCLink as required in a timely manner. The same diligence should be given to locally maintained databases. The following guidelines are based on the premise that the status of all WBEs in WBENCLink is current and govern the deletion of said data/files.

DEFINITIONS

❑ **Incomplete Waiting For Documents**

A WBE has six (6) months from the initial date of application to submit all attachments to the assigned RPO. If, after the six-month time frame, the Program Manager has not received all of the required documents, the file is considered **incomplete- waiting for documents..**

❑ **Denial**

A file that has gone through the complete application process and was not certified as a WBE. For WBENCLink purposes this status is considered from date of final denial.

❑ **Non-renewal**

A WBE that was previously certified by a RPO and does not seek re-certification.

Note:

A WBE that does not seek re-certification within 6 months of expiration and subsequently wishes to be certified must treated as a new application.

RETENTION GUIDELINES

FILE TYPE

RETENTION PERIOD

Incomplete-Waiting for Documents	6 Months
Denials	12 months from “File Complete Date”
Non-renewal	6 months from last expiration date

Exhibit E:

WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL PROCEDURES FOR NON-COMPLIANCE/DEFAULT/DISAFFILIATION

The Field Governance Committee was created by the WBENC Board of Directors and is tasked “to investigate complaints, concerns and similar matters pertaining to WBENC affiliate organizations regarding the performance of their obligations to WBENC.” (WBENC Board of Directors resolution of March 24, 2006.) The Field Governance Committee’s mission requires that it be involved in these matters from an early stage, and it is expected that when the WBENC Executive Committee acts pursuant to the provisions of Article 11 of the Service Agreement and this Exhibit E, it will have done so following the involvement and the recommendations of the Field Governance Committee.

The procedures set forth in this Exhibit E apply only in those cases where the WBENC Executive Committee has elected to proceed in accordance with this Exhibit E, in which case this Exhibit E shall govern and the provisions of Article 11.1 (a)(i) of the Service Agreement shall not apply to that case. If WBENC proceeds under this Exhibit E and the Regional Partner Organization (RPO) subsequently cures the non-compliance in a timely manner, unless the Parties agree otherwise or unless the WBENC Executive Committee adopts a decision to the contrary, any future non-compliance procedures shall be governed by Article 11.1 (a)(i) of the Service Agreement. Notwithstanding the foregoing, in any subsequent non-compliance procedures WBENC may take appropriate account of any previous instances of non-compliance and any subsequent compliance.

Part 1. Non-Compliance

If WBENC Executive Committee has elected to proceed in accordance with this Exhibit E, the following procedures and consequences will ensue:

- As soon as practicable after WBENC senior management becomes aware of the non-compliance, the Vice President of Alliance Relationships of WBENC will notify the RPO Executive Director in writing of the non-compliance (the “Non-Compliance Notice”), providing such details as are known at the time so as to enable the RPO to formulate a response.
- Within ten (10) business days of receipt by the RPO of the Non-Compliance Notice, or such longer period as WBENC may agree, WBENC and the RPO must agree on a written plan for correcting the non-compliance (the “Corrective Action Plan”), which will include verifiable milestones and timeframes.
- WBENC Staff will be available to the RPO to provide assistance with the Corrective Action Plan as requested.
- If the RPO completes and abides by the Corrective Action Plan, and is once again in compliance with the terms and provisions of its Service Agreement, WBENC shall so notify the RPO in writing (the “Reinstatement Notice”) and no further steps shall be taken under this Exhibit E or Article 11.1 (a)(i) of the Service Agreement, until such time, if any, as the RPO is again not in compliance with the terms and provisions of its Service Agreement. Notwithstanding the foregoing, the Reinstatement Notice may provide that an instance of non-compliance that occurs within a specified period of time after such Reinstatement Notice shall be dealt with as and shall have the consequences specified in such notice.
- The RPO’s failure to follow the Corrective Action Plan and move into compliance will result in immediate suspension. WBENC’s President will notify the RPO’s Board of Directors in writing providing reasonable detail concerning the RPO’s continuing non-compliance, such notice to include the following:
 - A statement that the RPO has failed its previous commitment to move into compliance in accordance with the Corrective Action Plan and that the RPO is therefore officially suspended.
 - A statement that any allocations will be withheld during the suspension period.

- That the Vice President of Alliance Relationships will take the necessary steps to see that new applications are no longer automatically routed to the RPO via WBENCLink during the suspension period.
- A request for a written commitment and corrective action plan from the RPO Board of Directors, with specific timelines and milestones that will correct the non-compliance within sixty (60) days (the “Board Commitment”).
- The Board Commitment must be delivered to the WBENC President as soon as practicable but in any event within the sixty (60) day period referred to in the immediately preceding clause, and must be reviewed and accepted by the WBENC President promptly.
- If the Executive Committee of WBENC’s Board of Directors (the “Executive Committee”) considers the Board Commitment to be not acceptable, the WBENC President shall provide notice in writing to the RPO Board of Directors of the reasons why such Board Commitment is not acceptable to the Executive Committee and the RPO Board of Directors shall have fifteen (15) days from its receipt of such notice to correct the deficiencies in the Board Commitment. If the Board Commitment as so revised is still not acceptable to the Executive Committee, WBENC will initiate disaffiliation procedures with respect to the RPO under Part 2 of this Exhibit E.
- If the WBENC President accepts the Board Commitment, as initially submitted or as revised, the Vice President of Alliance Relationships will monitor the terms of the implementation of the Board Commitment and WBENC staff will be available to provide assistance as requested.
- If the RPO completes and abides by the Board Commitment, and is once again in compliance with the terms and provisions of its Service Agreement, WBENC shall give the RPO a Reinstatement Notice and no further steps shall be taken under this Exhibit E or under Article 11.1 (a)(i) of the Service Agreement, until such time, if any, as the RPO is again not in compliance with the terms and provisions of its Service Agreement. Notwithstanding the foregoing, the Reinstatement Notice may provide that an instance of non-compliance that occurs within a specified period of time after such Reinstatement Notice shall be dealt with as and shall have the consequences specified in such notice.
- If the RPO fails to correct the non-compliance as agreed in the Board Commitment, WBENC will initiate disaffiliation procedures with respect to the RPO under Part 2 of this Exhibit E.

Part 2. Disaffiliation

The RPO may be disaffiliated by WBENC or at the request of the RPO

a. At the Request of WBENC for Non-Compliance

WBENC will request the disaffiliation of the RPO if such RPO remains non-compliant and fails to correct the condition with the procedures outlined above.

- The Vice President of Alliance Relationships will prepare a proposal for disaffiliation that details the reasons for non-compliance and the failed efforts to correct the situation.
- Upon approval of the disaffiliation recommendation by the Executive Committee the RPO will be officially notified by the WBENC President of its disaffiliation and the effective date, which may be the date of such notice. If the Executive Committee does not approve such recommendation, it shall take such other action with respect to the RPO as it shall deem appropriate in the circumstances, which action shall be specified with reasonable detail in the minutes of its meeting, and shall be communicated to the RPO promptly.

b. At the request of the RPO

- The RPO may disaffiliate from WBENC by the RPO’s Board Chairman notifying WBENC’s President, in writing, of their intent to disaffiliate.
- The notice needs to be specific as to why the RPO is disaffiliating and the effective date.

Part 3. Certain Consequences and Procedures in all cases of termination or disaffiliation

- The RPO must notify in writing all WBEs in the RPO’s territory that the RPO is disaffiliating from WBENC and the effect that disaffiliation has on the WBE’s certification status, namely, that:
 - The WBE’s certification will remain in effect until its current expiration date

- WBENC will transfer the WBE's to another RPO designated by WBENC
 - If a WBE chooses not to continue with WBENC certification its access to WBENCLink will be terminated effective with its certification expiration date and WBENC will delete its records upon such expiration
- The disaffiliating RPO will immediately forward to WBENC all the WBE files.
- The RPO's access to WBENCLink will be cancelled on the effective date of the disaffiliation and all reference to the RPO will be removed from the WBENC website.
- The RPO shall abide by any other applicable obligations and procedures in the Service Agreement.
- The eligibility of the RPO to receive allocations terminates on the effective date of the termination of the Service Agreement or disaffiliation of the RPO, whether the same was initiated by WBENC or by the RPO.

WBENC

- ◆ Position
- ◆ Descriptions for WBENC Board of Directors
- ◆ Director
- ◆ Officers

**Title:****Board Member/Director****Overall Objective:**

A WBENC Director works to fulfill WBENC's mission, provides governance to the organization, represents it in the community and shares the ultimate legal and fiduciary responsibility for its actions.

WBENC's Mission:

The Women's Business Enterprise National Council (WBENC) is dedicated to advancing the success of certified women's business enterprises (WBEs) and corporate members in partnership with its regional partner organizations.

Duties, Responsibilities and Expectations:**General Expectations**

- Actively demonstrates support of WBENC's mission, goals, objectives and policies. Support may be demonstrated in a number of ways, including:
 - Financial and in-kind support of regional partner organizations
 - A leadership role in a regional partner organization
 - Currently serving, in an active manner, on a WBENC committee
 - Financial support of WBENC
 - An active supplier diversity program that includes WBEs

External Duties

- Serves as an ambassador for WBENC and actively and accurately conveys the organization's mission, programs and policies to ensure prospective constituents, the media and the general public become aware of WBENC, its mission, goals and accomplishments.
- Provides ongoing financial support to sustain WBENC's general operations as well as to support special programs and events.
- Participates in fundraising and corporate recruitment for WBENC to ensure the long-term financial viability of the organization.
- Creates speaking opportunities for WBENC's President & CEO as well as the Executive Directors of WBENC's regional partner organizations, when appropriate.

Internal Duties**Governance and Leadership**

- Ensures processes are in place for maintaining the integrity of WBENC, including the integrity of the financial statements, the integrity of compliance with law and ethical standards, the integrity of relationships with constituents and suppliers, and the integrity of relationships with other stakeholders.
 - Ensures the financial solvency of WBENC.
 - Assesses major risks facing the organization and reviews options for their mitigation.

- Reviews and approves governance principles, codes of conduct and compliance policies.
- Reviews and approves major policy issues that come before the Board.
- Reviews quarterly operating results against plan/budget.
- Prepares for and regularly attends Board meetings (three per year) and collaboratively interacts with other Board members to reach consensus.
- Actively serves on one of WBENC's committees to ensure the ongoing success of WBENC's policies and programs. This includes:
 - Taking an active role in that committee's assignments and/or projects
 - Following through on assignments in a timely manner
 - Remaining informed about committee activities in-between committee meetings
 - Preparing for and regularly attending committee meetings, including telephonic meetings
 - Establishing a collaborative relationship with other committee members that contributes to consensus
- Ensures that WBENC's standards and procedures are being consistently implemented throughout WBENC's network of the regional partner organizations (RPOs).
- Elects Directors and Officers and fills Board vacancies as needed.
- Reviews and approves Board minutes.
- Approves resolutions to amend WBENC's by-laws.
- Reviews and approves extraordinary expenditures and transactions presented to the Board.
- Promotes board unity and collaboration

Internal Duties

Operations

- Reviews and approves WBENC's annual budget and goals, ensuring that they are consistent with the organizational mission, culture and values and are financially sound.
- Monitors, supports and advises the organization's President & CEO.
- Advises and approves appropriate compensation levels and benefit packages for WBENC's top executives (Executive Committee).
- Ensures that organizational strength and manpower planning is consistent with WBENC's long-range goals.
- Works to strengthen WBENC's programs and services and ensures that WBENC's programming is consistent with the organization's mission and objectives.

Qualifications

- See "Expectations" section above.
- A high level of personal and professional ethics, integrity and values.
- A demonstrated understanding of and commitment to WBENC's mission, goals and values.
- Commitment to representing the long-term interests of WBENC and its stakeholders.
- Objective perspective and (proven) sound judgement.
- Proven ability to work well in groups and reach consensus.
- Ability and willingness to carry out the duties and responsibilities of a WBENC Director for at least three years.
- Willingness to offer a letter of resignation in the event of a significant change in principal job responsibilities.



Title:
Chair of the Board

WBENC's Mission:

The Women's Business Enterprise National Council (WBENC) is dedicated to advancing the success of certified women's business enterprises (WBEs) and corporate members in partnership with its affiliated women's business organizations.

Board Chair's Overall Objective:

The Chair of the Board provides leadership to WBENC's Board to ensure that the Board meets all of its ethical, financial and legal/fiduciary responsibilities. In addition, the Board Chair works closely with the Chief Executive and Board of Directors to ensure that WBENC fulfills its mission and meets its goals.

Duties, Responsibilities and Expectations:

Note: these duties and responsibilities are *in addition* to the duties and responsibilities outlined in the position description for WBENC's "Director" position.

General Expectations

- The Chair must be a member in good standing of WBENC's Board of Directors.
- The Chair must adhere to all of the duties and responsibilities outlined in WBENC's position description for "Director," including everything listed in the "General Expectations" section.

Governance

- Takes the lead to ensure that processes are in place for maintaining the integrity of WBENC, including the integrity of the financial statements, the integrity of compliance with law and ethical standards, the integrity of relationships with constituents and suppliers, and the integrity of relationships with other stakeholders.
- Takes the lead to ensure the financial solvency of WBENC.
- Ensures that WBENC's functions are conducted in a lawful and ethical manner.

Fundraising

- Takes a leadership role in recruiting new corporate members for WBENC and insuring the retention of existing members as well as maintaining active involvement with WBENC's development activities/fundraising events and revenue strategy.

Policy Administration and Strategic Planning

- Provides leadership in developing, reviewing and/or revising WBENC's vision and mission and ensures that the Board's actions are consistent with the organization's vision and mission.
- Ensures effective organizational planning by actively participating in WBENC's overall strategic planning process and assisting in implementing and monitoring the plan's goals.

Board Leadership

- Appoints, subject to ratification by the Board, committee Chairs and any special committees that may be deemed necessary to expedite WBENC's goals.
- Directs WBENC's Board in the fulfillment of its stated roles, periodically consults with board members on their roles and helps them assess their performance.
- Presides in regular and special meetings of the Board as well as meetings of the Executive Committee.

- Assists the Chief Executive in preparing the agenda for board meetings.
- Assists the Chief Executive in conducting new board member orientation.

Public and Community Relations

- Takes a leadership role in serving as WBENC's ambassador in the community by actively representing WBENC in all appropriate venues.
- Seeks out speaking, networking and other opportunities to educate and communicate about WBENC.

Management Oversight

- Provides ongoing support, guidance and feedback to the Chief Executive.
- Works in concert with Executive Committee to negotiate the Chief Executive's salary/contract.
- Serves as the principal liaison between the Board and the Chief Executive. This includes reflecting any management concerns to the Board and any Board may have and
- Takes the lead in working with the Board to hire a Chief Executive, if the need should arise.
- Takes the lead in hiring an external auditor for the organization.
- Works closely with the Chief Executive to ensure that WBENC's internal operations are conducted ethically, effectively and with maximum efficiency toward achieving WBENC's mission and objectives.
- Oversees committee Chairs to ensure that their stated functions are being performed.

Leadership Development

- Promotes the development of selected volunteers to assume future key leadership roles in WBENC and assists in identifying key persons in the community who should be recruited to assist WBENC in the attainment of its mission.

Qualifications:

- See "Expectations" section above and on WBENC's "Director's" position description.
- A high level of personal and professional ethics, integrity and values.
- A demonstrated understanding of and commitment to WBENC's mission, goals and values, including a substantial commitment of time and/or financial resources.
- Commitment to representing the long-term interests of WBENC's stakeholders.
- Objective perspective and (proven) sound judgement.
- Ability and willingness to carry out the duties and responsibilities of a WBENC's Chair position for two years.
- Willingness to offer a letter of resignation in the event of a significant change in principal job responsibilities.



Title:

Vice Chair of the Board

WBENC's Mission:

The Women's Business Enterprise National Council (WBENC) is dedicated to advancing the success of certified women's business enterprises (WBEs) and corporate members in partnership with its affiliated women's business organizations.

Board Vice Chair's Overall Objective:

The Vice Chair of the Board fulfills the duties of the Board Chair when the Chair is unable to fulfill these obligations for any reason. In addition, the Vice Chair works closely with the Chair to ensure that the Board meets all of its ethical, financial and legal/fiduciary responsibilities and assists the Chair in overseeing all of WBENC's committees.

Duties, Responsibilities and Expectations:

Note: these duties and responsibilities are *in addition* to the duties and responsibilities outlined in the position description for WBENC's "Director" position.

General Expectations

- The Vice Chair must be a corporate member in good standing of WBENC's Board of Directors.
- The Vice Chair must adhere to all of the duties and responsibilities outlined in WBENC's position description for "Director," including everything listed in the "General Expectations" section.
- Historically, the Vice Chair has assumed the position of Chair when the incumbent Chair has fulfilled her/his term and returns to that position for the year following tenure as Chair. Beginning in 2004, the Vice Chair is a senior staff member to the incoming Chair who is the CEO of his/her company and will relinquish his board seat to that individual when he assumes the position of Chair of the Board. .

Governance

- Works with the Chair to ensure that processes are in place for maintaining the integrity of WBENC, including the integrity of the financial statements, the integrity of compliance with law and ethical standards, the integrity of relationships with constituents and suppliers, and the integrity of relationships with other stakeholders.
- Works with the Chair to ensure the financial solvency of WBENC.
- Ensures that WBENC's functions are conducted in a lawful and ethical manner.

Fundraising

- Assists the Chair in recruiting new corporate members for WBENC and insuring the retention of existing members.

Policy Administration and Strategic Planning

- Works with the Chair and the Board to ensure effective organizational planning by actively participating in WBENC's overall strategic planning process and assisting in implementing and monitoring the plan's goals.

Board Leadership

- Participates as a vital part of the Board leadership and attends all regular and special meetings of the Board as well as meetings of the Executive Committee.
- Understands the responsibilities of the Board Chair and is able to perform these duties in the Chair's absence.

Public and Community Relations

- Serves as a WBENC ambassador in the community by actively representing the organization in all appropriate venues.
- Seeks out speaking, networking and other opportunities to educate and communicate about WBENC.

Management Oversight

- Works closely with the Chair to ensure that WBENC's internal operations are conducted ethically, effectively and with maximum efficiency toward achieving WBENC's mission and objectives.
- Interacts with committee Chairs to ensure that their stated functions are being performed.

Qualifications

- Recognition in the business community of a commitment to Diversity and to WBENC's mission
- See "Expectations" section above and on WBENC's "Director's" position description.
- A high level of personal and professional ethics, integrity and values.
- A demonstrated understanding of and commitment to WBENC's mission, goals and values, including a substantial commitment of time and/or financial resources.
- Commitment to representing the long-term interests of WBENC's stakeholders.
- Objective perspective and (proven) sound judgement.
- Ability and willingness to carry out the duties and responsibilities of a WBENC's Chair position for a two year term..
- Willingness to offer a letter of resignation in the event of a significant change in principal job responsibilities.



Title:
Secretary

Reports To:
Chair of the Board

WBENC's Mission:

The Women's Business Enterprise National Council (WBENC) is dedicated to advancing the success of certified women's business enterprises (WBEs) and corporate members in partnership with its affiliated women's business organizations.

Secretary's Overall Role

The Secretary's role is defined in WBENC's By-Laws. In general, as an Officer of the WBENC Board of Directors, the Secretary ensures that the Board meets all of its ethical, financial and legal/fiduciary responsibilities. In addition, the Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with WBENC's Bylaws or as required by law and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the Corporation, and shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary.

Duties, Responsibilities and Expectations:

General Expectations

- The Secretary must be a corporate member in good standing of WBENC's Board of Directors.
- The Secretary must adhere to all of the duties and responsibilities outlined in WBENC's position description for "Director," including everything listed in the "General Expectations" section.

Secretary

- Reviews and ensures that all official minutes of the Board of Directors meetings and of the annual and/or special membership meetings are recorded accurately, distributed, and made part of the official record.
- Provides appropriate meeting, and other, notices to Board members.
- Determines the presence or absence of a quorum at each membership and Board of Directors meeting.
- Maintains a permanent record of the Board's proceedings and official documents.

Qualifications

- See "Expectations" section above and on WBENC's "Director's" position description.
- Proven ability to identify potential problems and opportunities.
- Proven ability to bring a group to consensus.
- Excellent written and verbal communication skills.
- Excellent organization skills.



Title:
Treasurer

Reports To:
Chair of the Board

WBENC's Mission:

The Women's Business Enterprise National Council (WBENC) is dedicated to advancing the success of certified women's business enterprises (WBEs) and corporate members in partnership with its affiliated women's business organizations.

Treasurer's Overall Role

The Treasurer's role is defined in WBENC's By-Laws. In general, as an Officer of the WBENC Board of Directors, the Treasurer ensures that the Board meets all of its ethical, financial and legal/fiduciary responsibilities. The Treasurer reports regularly to the Executive Committee on WBENC's financial transactions as well as on the organization's financial condition and has custody of and is responsible for all corporate funds and securities, keeping full and accurate accounts of receipts and disbursements in the books of the Corporation.

Duties, Responsibilities and Expectations:

General Expectations

- The Treasurer must be a corporate member in good standing of WBENC's Board of Directors.
- The Treasurer must adhere to all of the duties and responsibilities outlined in WBENC's position description for "Director," including everything listed in the "General Expectations" section.
- The Treasurer is the Chair of WBENC's Finance Committee and therefore must adhere to the duties and responsibilities outlined in the Finance Committee Chair's position description.

Treasurer

- As Chair of the Finance Committee, ensures that financial processes, procedures and controls are in place for maintaining the financial integrity and solvency of WBENC, including the integrity of the financial statements and the integrity of compliance with law and ethical standards.
- Between Board meetings, provides oversight and direction to the Accounting function, working closely with the Sr. Director of Finance and, when necessary, the auditors.
- As an Officer of WBENC, officially executes appropriate documents, including WBENC's retirement planning document, new bank account documents, etc.
- Recommends and reviews additional financial processes, procedures and controls to WBENC's Finance Committee, Executive Committee and Board to ensure WBENC's ongoing financial integrity and solvency.
- Works closely with the President, COO and Finance staff to develop WBENC's annual budget for presentation to, review by and approval of the Finance Committee and, ultimately, the Executive Committee and Board of Directors.
- Reviews financial information including cash disbursements, accounts receivable and revenues at least quarterly for accuracy and compliance with WBENC policies and budget. Requests any additional information/details necessary for clarification and immediately brings any questions/possible inaccuracies to the attention of the Finance Committee.

- Oversees the custody of all corporate funds and securities and also oversees full and accurate accounts of receipts and disbursements in the books of the Corporation.
- Ensures that all of WBENC's monies and other valuable effects are appropriately deposited in a depository selected by WBENC's Board of Directors.
- Ensures that audited financial statements are presented to the Executive Committee and Board on an annual basis.
- Reports regularly to the Executive Committee on WBENC's financial transactions as well as on the organization's financial condition.

Qualifications

- See "Expectations" section above and on WBENC's "Director's" position description.
- A proven and thorough understanding of WBENC's financial policies.
- Proven ability to identify potential problems and opportunities.
- Proven ability to bring a group to consensus.
- Excellent written and verbal communication skills.
- Financial management experience as a senior executive with budgetary and financial review authority or senior accounting experience.
- Excellent organization skills.



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Appendix IV

- ◆ WBENC's
Code of Ethics 2011
 - ◆ Appendix A: Standards of Conduct
for Nonprofit Directors
 - ◆ Appendix B: Acknowledgement of
Receipt of the Code

Conflict of Interest Policy

- ◆ Form 990 Conflict of Interest
Questionnaire and
Acknowledgement
- ◆

Code of Ethics

For the Board of Directors of

Women's Business Enterprise National Council

As members of the WBENC Board of Directors, we are dedicated to upholding the highest standards of integrity, honesty, and professionalism and to promoting an environment that values respect, fairness and inclusion. The Board has approved a clearly stated mission and is committed to carrying out that mission at all times. We recognize that the WBENC mission can only be realized through observance of this Code of Ethics.

Responsibility and Care

As directors, we owe WBENC a duty of care. In order to fulfill this duty, we must be informed about WBENC, its mission, its operations and the transactions in which it engages. We will keep up-to-date on emerging issues affecting WBENC and its work. We will require the WBENC staff to provide us financial reports adequate for us to understand the assets, liabilities, revenues, and expenses of WBENC. We will require the staff to provide us access to a wide range of other information about WBENC and its operations. We will use all of this information to make informed and prudent decisions about the finances and operations of WBENC. We will ensure that WBENC has the resources to carry out its programs effectively and that those resources are used only for the benefit of WBENC. We will ensure that the Board meets regularly and will attend and participate in the Board meetings. We will exercise independent judgment in making decisions on the behalf of WBENC and we will do so in good faith and with the care, including reasonable inquiry, of an ordinarily prudent person.

Honesty and Transparency

We will communicate honestly, candidly, and openly in carrying out our duties as directors. We will use our best efforts to ensure that all information about WBENC fully and honestly reflects the policies and practices of the organization. We will work to maintain financial records that are factually accurate and complete in all material respects and fully disclose the financial condition of the organization. We will encourage a culture where individuals feel free to express their opinions, and engage in open and honest debate to build consensus. We will not take unfair advantage of anyone through manipulation, concealment, or misrepresentation of material facts.

Respect and Inclusiveness

We will treat others with respect, concern and courtesy. We will value the opinions and differences of all individuals. We will promote inclusiveness and diversity among the staff and Board of WBENC and will strive to maintain an environment that is free from any form of discrimination or harassment.

Compliance

We will endeavor to be knowledgeable of, and fully comply with, all applicable laws and regulations in the performance of our duties on behalf of WBENC and, when necessary, will seek appropriate counsel.

Confidentiality

We understand that we have a duty to protect the confidential and proprietary information of WBENC. We will not disclose this information to others without appropriate authorization. We will not use this

information for our own benefit or the benefit of others, including other organizations we serve without permission.

Loyalty

We affirm that, as directors, we have a duty of loyalty to WBENC which requires us to act in the best interest of the organization and not our own personal interests or the interest of any third party. We will not use our positions with WBENC for personal gain or to benefit another person or group at the expense of the organization, its mission, its reputation, and the constituents it serves. We will obey and enforce the conflict of interest policy attached to this Code as Appendix A.

Reporting and Enforcement

In general, the use of good judgment based on high ethical principles will guide us as directors of WBENC with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions or concerns arise concerning the propriety of certain conduct by another individual or individuals, we will bring the matter to the attention of the Chairperson, the President or the Chair of the Ethics Committee. All reports of breaches of ethical standards will be investigated by the WBENC Ethics Committee in accordance with the WBENC bylaws.

Agreement to Comply with WBENC's Code of Ethics

ACKNOWLEDGMENT OF UNDERSTANDING AND RECEIPT

PLEASE READ THIS WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL ("WBENC") CODE OF ETHICS ("CODE OF ETHICS"), AND COMPLETE AND RETURN THIS FORM TO:

Linda Denny
WBENC President and CEO
Fax: 202-872-5505
BoardofDirectors@wbenc.org

Submit no later than February 1st, 2011.

This will acknowledge that I have received a copy of the WBENC Code of Ethics, including Appendix A – Standards of Conduct for Non-Profit Directors (herein, the "Code of Ethics"). I understand that I am responsible for reading, becoming familiar with, and complying with the policies described in the Code of Ethics, and that I am also responsible for maintaining a current version of the Code of Ethics. I agree that if I have any questions regarding the policies in the Code of Ethics, I will direct these questions to the WBENC COO, Lynn Quinn. I further understand and agree that the statements contained in the Code of Ethics are not intended to create any contractual or other legal obligations between me and WBENC. I understand the Code of Ethics is a document proprietary to WBENC and as such cannot be shared outside my company without authorization from WBENC.

Print Name: _____

Sign Name: _____

Company Name: _____

Date: _____

For the education of Board Members:

STANDARDS OF CONDUCT FOR NON-PROFIT DIRECTORS

I. Introduction

Individuals accepting positions as corporate directors and officers assume certain legal obligations to the non-profit corporation they serve and to that corporation's shareholder-members. These legal or "fiduciary" obligations ensure that corporate managers' and directors' actions are aligned with, and represent the interest of the corporation and that of its shareholder-members. Paramount among their obligations are the *duty of care* and the *duty of loyalty*.

In general terms, the duty of care requires that directors and officers be competent and diligent and exercise good faith in their decision-making and supervisory functions. It requires generally, that directors and officers execute their corporate responsibilities with the care that *an ordinary person would exercise under similar circumstances*. The duty of loyalty prohibits corporate officers from serving their own interests at the expense of the corporation they serve. These separate duties are discussed in greater detail below.

II. Duty of Care

The *duty of care* requires a director (a) to be reasonably informed; (b) to participate in decisions; and (c) to do so in good faith and with the care, including reasonable inquiry, of an ordinarily prudent person under similar circumstances.

In discharging the duty of care, a director must act with *prudence* and with *diligence*. "*Prudence*" is the standard applicable to the quality of judgment used in reaching business decisions, particularly in risk assessment. "*Diligence*" is the expenditure of sufficient skill, time, and effort effective to uncover, examine and weigh the pertinent facts that must be assessed in order to make prudent decision; and to manage and supervise the conduct of the business of the corporation.

The duty of care requires that a director be informed and exercise independent judgment. In practical terms, being informed includes:

- **Keeping generally informed about the areas of business in which the corporation is engaged;**
- **Being generally and currently informed about the principal policies and business of the corporation within the area of its operations;**
- **Being generally aware of any provisions of articles or bylaws pertinent to the management of the corporation; and**
- **Regularly attending meetings of the Board of Directors.**

As each director shares in all responsibilities and powers of the directors, each director should exercise his or her independent judgment on all corporate decisions.

A. Duty of Inquiry

A subset of the duty of care, the director's obligation to make reasonable inquiry, the *duty of inquiry* arises only when the circumstances indicate that further inquiry is needed.

B. Reliance Upon Others Permitted

Directors may rely on information, opinions, reports or statements, including financial statements, prepared or presented by:

- One or more officers or employees of the corporation, whom the director believes to be reliable and competent in the matters presented;
- Legal counsel, independent accountants, and other persons as to matters that the director believes to be within such person's professional or expert competence; or
- A committee of the board upon which the director does not serve, as to matters within the committee's designated authority, which committee the director believes to merit confidence, so long as the director acts in good faith after reasonable inquiry (when the need to inquire is merited by the circumstances) and without any knowledge that would cause such reliance to be unwarranted.

C. Business Judgment Rule

The *business judgment rule* is the standard courts apply in deciding whether a director, acting without a financial interest in the decision, satisfied the requirements of careful conduct. In essence, this rule provides that, even where a corporate action has proven to be unwise or unsuccessful, a director will be protected from liability arising therefrom *if* he or she acted in good faith and in a manner reasonably believed to be in the best interest of the corporation, and with independent and informed judgment.

The justification for the business judgment rule is that directors should be given wide latitude in their handling of corporate affairs because the hindsight of judicial review is an imperfect device for evaluating business decisions. Note, however, that the business judgment rule is *not* applicable to interested-director transactions. If the director is an interested director, there is no presumption in favor of the director's compliance with the standards for careful conduct.

III. Duty of Loyalty

The *duty of loyalty* requires directors to exercise their powers in the interest of the corporation, not in their own interest or the interest of another entity or person. By assuming office, a director acknowledges that with regard to any corporate activity, the best interests of the corporation must prevail over the director's individual interests or the interests of the constituency selecting him or her. The basic legal principle to be observed here is a negative one: A director shall not use his or her position for his or her advantage or gain or that of a person or entity other than WBENC.

The duty of loyalty encompasses the *corporate opportunity doctrine* and *prohibits self-dealing transactions involving directors* (i.e., conflicts of interest).

A. Corporate Opportunity Doctrine

If the director becomes aware of an opportunity or a transaction that would be in the interest of or benefit to the corporation, the director must *disclose* the opportunity to the corporation and permit it to take advantage of the opportunity, if it so desires. If a full disclosure of the opportunity is made and the corporation declines to act, the director is free to pursue the transaction for his or her own advantage.

B. Self-Dealing Transactions Involving Directors

Directors of non-profit corporations may have interests in conflict with those of the corporation. The duty of loyalty requires that a director be conscious of the potential for such conflicts and to act with candor and care in dealing with such situations.

Conflicts of interest involving a director are not inherently illegal. It is the manner in which the director and board deals with a disclosed conflict which determines the propriety of the transaction. Self-dealing transactions are any transactions or contracts to which the corporation is a party and in which one or more of its directors has a material financial interest (either direct or indirect), unless the transaction (1) is specifically excluded from coverage by statute, or (2) although otherwise covered by the prohibition, is approved or validated. When a director has an interest in a transaction being considered by the board of directors, the interested director should disclose the conflict *before* the board of directors takes action on the matter. Upon disclosure of the matter by the interested director, the board should undertake a disinterested review.

IV. Directors' Liability, In General Terms

With the exception of liability for "self-dealing" transactions, directors who perform their duties in accordance with the standards of care described above will not be subject to personal liability for their actions in service to the corporation. This exemption from personal liability applies even when the director's actions or omissions exceed or defeat the corporation's charitable purpose.

The business judgment rule is no bar to individual director liability if a director, acting in his or her official capacity, participates in tortious conduct.

If a director were to use control of a nonprofit corporation to further his or her own interests, for private gain, or to conceal or divert assets to the damage of third parties, a court might "pierce the corporate veil" and find the director liable as though the corporation did not exist.

WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL CONFLICT OF INTEREST POLICY

1. PURPOSE

The purpose of this Conflict of Interest Policy (the "Policy") is to protect the interests of Women's Business Enterprise National Council ("WBENC") in connection with any transaction or arrangement that might benefit the private interests of any Covered Person, as defined below. This Policy provides (i) a systematic mechanism for disclosing and evaluating potential and actual conflicts; and (ii) procedures for the Executive Committee in considering any transaction or arrangement where a conflict may exist. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit corporations.

2. PERSONS COVERED BY THE POLICY

This policy addresses transactions and arrangements involving WBENC's directors, officers, members of any committee of WBENC's Board of Directors with authority to act on behalf of the Board of Directors, and WBENC's executive employees (e.g., President, Chief Financial Officer) and any other manager or supervisor identified by the Executive Committee or the President as exercising substantial influence over the operations of WBENC ("Covered Persons"). Every Covered Person shall sign a statement that affirms that he or she has received a copy of this Policy, has read and understands it, and has agreed to comply with it, and shall complete the questionnaire attached hereto disclosing his or her actual and potential conflicts of interest on an annual basis.

3. DUTIES OF COVERED PERSONS

- a. Duty of Care.** Every Covered Person shall perform his or her duties for WBENC in good faith and with the degree of care that an ordinarily prudent person would exercise under similar circumstances.
- b. Duty of Loyalty.** Every Covered Person must act with loyalty to WBENC, meaning that no Covered Person may use his or her position with WBENC to make personal profit or gain other personal advantage. No Covered Person may personally take advantage of a business opportunity that is offered to WBENC unless the Executive Committee determines (after full disclosure and a disinterested and informed evaluation) not to pursue that opportunity.
- c. Conflicts of Interest.** No Covered Person may engage in any transaction or arrangement or undertake positions with other organizations that involve a conflict of interest, except in compliance with this Policy. Covered Persons should avoid both actual conflicts and the appearance of conflicts of interest. Every Covered Person shall:
 - (i) Disclose all actual and potential conflicts as set out below at Section 5; and
 - (ii) Recuse himself or herself from voting on any transaction or arrangement in which he or she has a potential or actual conflict of interest, and shall not be present when any such vote is taken.

4. CONFLICT OF INTEREST

- a. Identifying a Potential Conflict.** A Covered Person may have a conflict of interest with respect to a transaction or arrangement involving WBENC whenever he or she, or any of his or her family members:
- (i) **Compensation.** Receives compensation directly or indirectly from WBENC and the transaction or arrangement involves such compensation (e.g., an WBENC employee has a conflict of interest with respect to the determination of his or her own compensation). Compensation for purposes of this Policy includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature;
 - (ii) **Financial Interest.** Has or anticipates having any financial interest, including an ownership interest, investment interest, or compensation arrangement, in or with any entity or individual that (i) sells goods or services to, or purchases services from, WBENC; or (ii) has any other transaction or arrangement with WBENC (e.g., a WBENC director who owns stock in a corporation that sells goods or services to WBENC may have a conflict of interest with regard to such sales transactions); or
 - (iii) **Management Role.** Serves or anticipates serving as a director, trustee or officer of, any entity or individual that either: (i) sells goods or services to, or purchases services from, WBENC; or (ii) has any other transaction or arrangement with WBENC; or
 - (iv) **Positions with Grant Applicants.** Has or anticipates serving as a director, trustee, or officer of any entity that receives or seeks grant funding from WBENC (a “Grant Applicant”); or
 - (v) **Financial Relationships with Grant Applicants.** Has or anticipates having any financial relationship, including as an employee or a paid consultant, to a Grant Applicant.
- b. No Conflict.** A Covered Person does not have a conflict of interest if the Covered Person owns securities of a publicly traded company with which WBENC has a transaction or arrangement if:
- (i) Such securities are less than 5% of the outstanding securities of the publicly traded company; and
 - (ii) Their fair market value is less than 5% of the Covered Person’s annual gross income.

5. DISCLOSURE AND EVALUATION OF CONFLICTS

- a. Disclosure.** Each Covered Person shall promptly and fully disclose all material facts of every actual or potential conflict of interest:

- (iii) Existing at the time when he/she becomes a Covered Person;
- (iv) That arises while he/she is a Covered Person, at the time such actual or potential conflict arises; and
- (v) Annually through the annual Conflict of Interest Questionnaire, a copy of which is attached hereto.

All disclosures shall be made to the President (who shall disclose his or her conflicts to the Executive Committee).

A Covered Person who is in doubt as to the existence of a conflict of interest is encouraged to disclose all facts pertaining to the transaction or arrangement before undertaking the transaction or arrangement or making any decision in the matter.

b. Evaluation.

- (vi) The President shall disclose to the Executive Committee all conflicts of interest reported to him or her under this Policy. The Executive Committee will evaluate the disclosures and the material facts relating to the transaction or arrangement giving rise to the potential conflict of interest to determine whether they involve actual conflicts of interest and may attempt to develop alternatives to remove the conflict from the transaction or arrangement. The Executive Committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (vii) A Covered Person who has an actual or potential conflict of interest shall not be present for or shall leave any portion of a meeting at which the Board of Directors or a committee is voting to determine whether a conflict exists, but may be present prior to the vote to make a presentation to the Board or committee, to disclose additional facts, or to respond to questions.
- (viii) In any case in which a Covered Person has a position as a director, trustee or officer of a Grant Applicant, the Executive Committee shall not be required to evaluate whether there is an actual or potential conflict of interest. The Covered Person who serves in such position shall not be present for and shall not participate (other than to answer questions raised by the disinterested directors or committee members) in any portion of a meeting of the Board of Directors or a committee appointed by the Board at which a grant to, or any other action concerning the Grant Applicant, is considered. This provision is intended to avoid conflicts in fiduciary obligations of the Covered Person owed to the Grant Applicant and to avoid any appearance of impropriety.

6. PROCEDURES FOR ACTING ON CONFLICT OF INTEREST TRANSACTIONS

- a. Formal Approval.** WBENC may enter into a transaction or arrangement in which a Covered Person has a conflict of interest if:

- i. The Covered Person has disclosed the conflict of interest in accordance with this Policy;
 - ii. A majority of directors who have no interest in the transaction or arrangement approve the transaction or arrangement at a Board or committee meeting after determining, in good faith and after reasonable investigation, that the transaction or arrangement is fair and reasonable to WBENC and is in WBENC's best interest;
 - iii. Any Covered Person who has an actual or potential conflict with respect to the transaction or arrangement does not participate in and is not present for the vote regarding any such transaction or arrangement (provided, however, that any such Covered Person may appear at a meeting to answer questions concerning the transaction or arrangement); and
 - iv. In any arrangement or transaction involving compensation, remuneration or other economic or financial benefit to the Covered Person, the Board of Directors relies upon appropriate comparability data, such as an independent appraisal or an independent compensation study, in reaching its determination as to the fairness and reasonableness of the transaction or arrangement to WBENC.
- b. **Transaction Fair to WBENC.** It shall not be a violation of this Policy if all the requirements for formal approval, outlined above, are not satisfied, so long as the transaction or arrangement is in fact fair to WBENC, furthers its tax-exempt purposes, and does not result in private inurement, impermissible private benefit, or an excess benefit transaction under laws applicable to organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

7. RECORDS OF PROCEEDINGS

- a. **Content of Minutes.** The minutes of the Board of Directors or any committee of the Board for any meetings described above shall contain:

- (ix) The names of the persons who disclosed an actual or potential conflict of interest or otherwise were found to have a conflict of interest;
 - v. the nature of the conflict of interest;
 - vi. any action taken to determine whether a conflict of interest was present;
 - vii. the Executive Committee's or committee's decision as to whether a conflict of interest in fact existed;
 - viii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement;
 - ix. the content of the discussion, including any alternatives to the proposed transaction or arrangement considered and any comparability data relied upon; and
 - x. a record of any votes taken in connection with the issue, transaction or arrangement.
- b. **Timing.** The minutes of any meeting described above shall be prepared by the later of the next succeeding meeting of the Board of Directors or committee, or sixty (60) days after the final action on the matter is taken by the Board of Directors or committee.

8. ENFORCEMENT

Each Covered Person shall sign a statement acknowledging that he or she has received a copy of this Policy, has read and understands it, and agrees to comply with it. If the Executive Committee has reasonable cause to believe that a Covered Person has failed to comply with this Policy, the Executive Committee may counsel the Covered Person regarding such failure and, if the issue is not resolved to the Executive Committee's satisfaction, may consider additional corrective action as appropriate.

WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL

FORM 990 AND CONFLICT OF INTEREST QUESTIONNAIRE ¹

This questionnaire solicits information that the Women's Business Enterprise National Council ("WBENC") needs in order to complete its annual Form 990. It also requests disclosure of relationships, investments, and transactions that may lead to a conflict of interest, as required under WBENC's Conflict of Interest Policy.

All current and certain former officers, directors, and **key employees**, of WBENC must complete this form and return it to WBENC no later than _____, 20____. Note that you are a current officer, director or **key employee** if you served at any time during the period from January 1, 20__ through December 31, 20__. You are a former officer, director, or **key employee** if you served at any time during the last 5 tax years of WBENC and you received from WBENC at least \$100,000 in reportable compensation in 20__. You are a former director if you served at any time during the last five tax years of WBENC, and you received from WBENC at least \$10,000 in compensation in 20__.

Current Directors, Officers and Key Employees: Please complete all parts of this form. Because some of the questions below ask about your relationships to other current officers, directors, and **key employees** of WBENC, we have listed all such individuals on the attached Exhibit A, for your convenience.

Former Directors, Officers, and Key Employees: You are required to complete only Part II (Business Relationships with WBENC) and Part III.A (Past Grants or Assistance from WBENC) of this form. All other sections may be left blank.

Please answer the questions *to the best of your knowledge*. Attach additional sheets if necessary to provide a complete response. Note that WBENC may require additional information to comply with its Form 990 disclosure obligations.

At Part V of this Questionnaire is a list of definitions to assist you in completing this Form. Defined words are **bolded** throughout this document.

NAME AND POSITION:

Your Name: _____

Position(s)/Status from January 1, 20__ through December 31, 20__:

(e.g., current officer, director, or **key employee** or former officer, director or **key employee**) List all that apply.

¹ (a) This questionnaire does NOT include questions about loans between WBENC and its current or former directors, officers, key employees, and related persons, under the theory that the organization will know whether any loans were outstanding at the end of the tax year and can conduct the necessary follow up to determine if the loans must be reported in Schedule L, Part II. (b) If the organization will not list any former directors, officers, or key employees on its Form 990, you may delete the references to "former" directors, officers, and key employees.

I. BUSINESS AND FAMILY RELATIONSHIPS AMONG DIRECTORS, OFFICERS, AND KEY EMPLOYEES

A. Business Relationships. During the time period from January 1, 20__ through December 31, 20__, did you have any of the following relationships with a person who was also a current director, officer, or **key employee** of WBENC listed on Exhibit A (a “**WBENC Supporter**”):

- 1) Both you and another WBENC Supporter were directors, trustees or officers of the same business or investment entity? [☐] YES [☐] NO
- 2) You and another WBENC Supporter each was a greater than 10% owner of the same business or investment entity? [☐] YES [☐] NO
- 3) You employed another WBENC Supporter or he/she employed you? [☐] YES [☐] NO
- 4) A company 35% owned by you employed another WBENC Supporter? [☐] YES [☐] NO
- 5) A company that you served as a director, trustee, officer, or **key employee** employed another WBENC Supporter? [☐] YES [☐] NO
- 6) You were employed by a company 35% owned by another WBENC Supporter? [☐] YES [☐] NO
- 7) You were employed by a company that another WBENC Supporter served as a director, trustee, officer, or **key employee**? [☐] YES [☐] NO
- 8) You had a **business transaction** (directly or **indirectly**) with another WBENC Supporter involving transfers of cash or property valued in excess of \$10,000?² [☐] YES [☐] NO

If you answered yes to any of the preceding questions, please describe the relationship and identify the entity and persons involved. If you answered “yes” to # 8, please also describe the **business transaction**.

B. Family Relationships. Please specify below any other current officer, director, or **key employee** of WBENC listed in Exhibit A with whom you have a **family** relationship.

Name	Relationship

² For purposes of this question, do **NOT** report the following transactions and relationships: (a) transactions occurring in the ordinary course of either party’s business on the same terms as are generally offered to the public (e.g., the purchase of a car from a dealership owned by another Corporation Supporter); (b) attorney-client relationships; (b) physician/psychologist-patient relationships; and (c) priest/clergy-penitent/communicant relationships.

II. BUSINESS RELATIONSHIPS WITH WBENC

A. Past Business Relationships with WBENC

During the time period from January 1, 20__ through December 31, 20__, did any of the following persons make a payment to or receive a payment from WBENC in connection with a **business transaction**:

- | | | |
|--|---------|--------|
| 1) You? | [] YES | [] NO |
| 2) Any of your family members ? | [] YES | [] NO |
| 3) An entity owned 35% by you and/or your family members ? | [] YES | [] NO |
| 4) Your employer? | [] YES | [] NO |
| 5) Any organization you served as a director, trustee or officer? | [] YES | [] NO |
| 6) Any professional corporation or entity taxable as a partnership in which you have an ownership interest exceeding 5%? | [] YES | [] NO |

If you answered yes to any portion of this question, please provide the name of the person or involved organization, the amount of money involved and the nature of the transaction.

B. Prospective Business Relationships with WBENC

- | | | |
|---|---------|----------------|
| 1) Do you expect to enter into a business transaction with WBENC in the upcoming year? | [] YES | [] NO |
| 2) Name of your employer (if employed): | <hr/> | |
| Do you expect your employer to enter into a business transaction with WBENC in the upcoming year? | [] YES | [] NO [] N/A |
| 3) Do you expect any of your family members to enter into a business transaction with WBENC in the upcoming year? | [] YES | [] NO |
| 4) Do you own or have a significant interest in any company that you expect to enter into a business transaction with WBENC in the upcoming year? | [] YES | [] NO |
| 5) Do any of your family members own or have a significant investment interest in a company that you expect to enter into a business transaction with WBENC in the upcoming year? | [] YES | [] NO |

If you answered yes to questions 1 through 5, please identify the persons and/or companies involved and the nature of the **business transaction**.

6) Do you, or does any **family member**, serve as an officer, [] YES [] NO
 director, trustee, manager, consultant or similar position, whether paid
 or unpaid, for any organization that you expect will enter into a
business transaction with WBENC in the upcoming year? If so,
 please complete the chart below.

If you answered yes to question 6, please identify the persons and/or organizations involved, the position that you or your **family member** holds at the organization, and the nature of the **business transaction**.

<u>Your Name /Family Member Name</u>	<u>Name of Organization</u>	<u>Named Individual's Position</u>	<u>Nature of Transaction/ Organization's Business</u>
<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>

III. GRANTS ASSISTANCE PROVIDED BY WBENC

A. **Past Grants or Assistance from WBENC**

During the time period from January 1, 20__ through December 31, 20__, did any of the following persons receive a grant (e.g., scholarships, prizes, awards, or part-gift-/part-sale transactions) or other assistance (e.g., cash, goods, services, or provision of facilities) from WBENC:

- a) You? [] YES [] NO
- b) Any of your **family members**? [] YES [] NO
- c) An entity owned 35% by you and/or your **family members**? [] YES [] NO

If you answered yes to any portion of this question, please provide the name of the person or entity that received the grant or assistance and the nature and/or amount of the grant or assistance provided.

B. **Relationships with Prospective Grantees and Grant Applicants**

Do you and/or any of your **family members** serve as a director, trustee, officer, employee, or paid consultant of any organization that currently receives or seeks, or is anticipated to receive or seek, grant funding from WBENC? [] No [] Yes

If yes, please identify the organization(s) and the position that you and/or your **family member** holds at the organization(s).

IV. COMPENSATION FROM RELATED ORGANIZATIONS

During the time period from January 1, 20__ through December 31, 20__, did you receive any compensation from a **related organization** as an officer, employee, or independent contractor? (To help you answer this question, a list of WBENC's **related organizations** is provided in Exhibit B.)

☐ No ☐ Yes

If yes, please identify the **related organization(s)** and the nature of your relationship with the **related organization(s)**, including the amount of compensation that you received.

V. DEFINITIONS

“Business Transactions” include but are not limited to contracts of sale, leases, licenses, performance of services (whether initiated during the tax year or ongoing from a prior year), and joint ventures (whether new or ongoing) in which either the profits or capital interest of the organization and the interested person each exceeds 10% of the joint venture. Business transactions don't include charitable contributions.

“Family members” include spouses, ancestors, brothers or sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, or spouses of brothers, sisters, children, grandchildren, or great-grandchildren.

“Indirectly” – Indirect transactions are transactions with an organization with respect to which you or the other person is/was associated as a trustee, director officer, key employee, or greater-than-35% owner. For example, a transaction between the company in which you have a 35% ownership interest and WBENC is an indirect transaction between you and WBENC

A **“key employee”** is an employee who satisfies each of the following three tests: (1) has reportable compensation from the organization and related organizations of at least \$150,000 (the **“\$150,000 test”**); (2) has responsibilities, power, or influence over the entire organization similar to a director or officer; OR manages a segment or activity representing at least 10% of the organization's activities, assets, income, or expenses; OR has or shares authority to control/determine 10% or more of the organization's capital expenditures, operating budget, or employee compensation (the **“responsibility test”**); and (3) is one of his/her employer's top 20 highest paid persons for the year who satisfied both the \$150,000 test and the responsibility test (**“top 20 test”**). Management companies and similar entities that are independent contractors with respect to the organization should not be treated as key employees.

“Ownership” is measured by stock ownership (either voting power or value) of a corporation, profits or capital interest in a partnership or limited liability company, membership interest in a nonprofit organization, or beneficial interest in a trust. Ownership includes indirect ownership (*e.g.*, ownership in an entity that has ownership in the entity in question).

A **“related organization”** is an organization that stands in one or more of the following relationships to WBENC: parent, subsidiary, brother/sister organization, or supporting/supported organization. WBENC's **related organizations** are listed in Exhibit B to this questionnaire.

EXHIBIT A
Officers, Directors, and Key Employees

Current Officers, Directors, and Key Employees

Below is a list of the current officers, directors, and **key employees** of WBENC. Note that current officers, directors and **key employees** include any one who served in such capacity at any time from January 1, 20__ through December 31, 20__.

Name	Title (Officer, Director and/or Key Employee)

Former Officers, Directors, and Key Employees
[DELETE THIS IF NONE WILL BE LISTED IN THE FORM 990]

Below is a list of the former officers, directors, and **key employees** of WBENC who will be listed in WBENC's Form 990 because they received, during the tax year from January 1, 20__ through December 31, 20__, compensation exceeding certain thresholds.³ Such individuals must complete Part II and Part III.A of this questionnaire. Note that former officers, directors and **key employees** include anyone who served in such capacity at any time during the last 5 tax years of WBENC, but did not serve in any such capacity from January 1, 20__ through December 31, 20__.

Name	Title (Former Officer, Director and/or Key Employee)

³ Former **officers** and **key employees** must be listed if they received over \$100,000 of reportable compensation from WBENC during the calendar year ending with or within WBENC's tax year. **Former directors** must be listed if they received over \$10,000 of reportable compensation from WBENC during the calendar year ending with or within WBENC's tax year. Reportable compensation generally includes only compensation required to be reported on a W-2 or Form 1099.

EXHIBIT B
Related Organizations

[insert list]

ACKNOWLEDGMENT AND SIGNATURE

To the best of my knowledge and belief, the above information is true and accurate.

DATED this ____ day of _____, 20__.

By: _____

Print Name: _____

RETURN THIS COMPLETED QUESTIONNAIRE (6 PAGES) AND EXHIBIT A OR EXHIBIT B IF USED, TO:

BoardofDirectors@wbenc.org

Or:

Linda Denny

President and CEO

WBENC

1120 Connecticut Avenue Suite 1000

Washington DC 20036

Or fax: 202-872-5505

NO LATER THAN: February 1st, 2011

If you have any questions regarding this form, please contact:

Linda Denny, President: 202-872-5515

Lynn Quinn, COO: 202-872-5517

Women's Business Enterprise
National Council



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Appendix V

◆ WBENC's
By-Laws
.....
◆

BYLAWS
OF
WOMEN’S BUSINESS ENTERPRISE NATIONAL COUNCIL

Article I

Name

The name of the corporation is the Women’s Business Enterprise National Council (“WBENC” or the “Corporation”).

Article II

Purposes of the Corporation

The Corporation has been organized to operate exclusively for charitable and educational purposes, namely to instruct or train individual women in order to develop or improve their own capabilities and to educate the public on the need to promote diversity and eliminate prejudice and discrimination in the marketplace.

Article III

Offices and Registered Agent

Section 1. Offices. The Corporation shall maintain continuously in the District of Columbia a registered office at such place as may be designated by its Board of Directors (the “Board”) or the President. The principal office of the Corporation and such other offices as it

may establish shall be located at such place(s), either within or without the District of Columbia, as may be designated by the Board.

Section 2. Agent. The Corporation shall maintain continuously within the District of Columbia a registered agent, which agent shall be designated by the Board or the President.

Section 3. Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act and as provided in these Bylaws.

Article IV

Board of Directors

Section 1. General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled and directed by its Board of Directors. The Board shall have, and may exercise, any and all powers provided in the Corporation's Articles of Incorporation or the District of Columbia Nonprofit Corporation Act which are necessary or convenient to carry out the purposes of the Corporation. Subject to the provisions of these Bylaws, the Board may by resolution delegate to the officers of the Corporation and to committees such powers as provided for in these Bylaws. The Board shall adopt a Code of Ethics for the Corporation that shall govern the pursuit of its purposes and the conduct of its Directors, Officer, and employees.

Section 2. Composition of the Board of Directors

A. Number. The number of Directors constituting the Board of Directors shall be fixed by resolution of the Board, but shall not be less than three nor more than eighty-one. Two-thirds of the authorized number of Directors will be drawn from corporations and partnerships

(“Corporate Directors”); the remaining one-third will comprise representatives of Women’s Business Organization Partners (“WBOPs”) who provide the WBENC certification (“WBOP Directors”) and women business owners whose companies have been certified by a WBOP (“WBE Directors”).

B. Categories of Board Membership. Board members shall be drawn from, and divided into, Corporate Board Member(s), Women’s Business Organization Partner (“WBOP”) Board Member(s) and Women Business Enterprise (“WBE”) Board Member(s). As used in these Bylaws, the terms Corporate Board Member(s), WBOP Board Member(s) and WBE Board Member(s) shall be as set forth in Section 4 of this Article IV. In addition, up to three “expert” members may be appointed by the chair of the board.

C. Terms. The term of Directors shall be three years. The term of a Director shall also expire by his or her death, resignation or removal in accordance with these Bylaws. There is no limit on the reappointment of a Director to a new term.

D. Board Vacancies. Any vacancy in the Board of Directors, including a vacancy caused by the expiration of a Director's term or by an increase in the number of Directors comprising the Board of Directors, shall be filled by a majority vote of the remaining Directors in office, even though less than a quorum. Any representative of a Corporate Member in good standing, top executive of a WBOP or a national Forum member WBE owner may be nominated for a Board vacancy. All such nominations shall be forwarded to the President in the manner as provided by resolution and shall include information as required thereby. The President shall review the nominees and shall recommend nominees to the Executive Committee in its role as a Nominating Committee. The Executive Committee shall submit its selections to the Board of Directors for approval. If any selection of the Executive Committee is rejected by the Board of Directors, the Board may direct the President and the Executive Committee to present another nominee.

E. Resignation. A Director may resign at any time by giving notice thereof in writing to the Secretary of the Corporation.

F. Removal. A Director may be removed, with or without cause, by a three-quarters vote of the other Directors in office. A Director's position as a Board member shall be automatically forfeited if: (i) In the case of a Corporate Board Member, the corporation's WBENC membership lapses, terminates or is no longer in effect, or if the Director is no longer an employee of the corporation her or she was represented when elected to the board; (ii) in the case of a WBOP Board Member, if her organization's WBENC designation agreement lapses, terminates or is no longer in effect or if the organization ceases to be a member in good standing of the Leadership Council, or if the WBOP Director no longer is employed by the WBOP; and (iii) in the case of a WBE Board Member, her firm's WBENC certification as a women's business enterprise lapses, terminates or is no longer in effect or if she ceases to be a member in good standing of the Women's Enterprise Leadership Forum. As used in this subsection, the terms "Council" and "Forum" shall mean respectively the Leadership Council and the Women's Enterprise Leadership Forum.

G. Board Chair and Vice-Chair; Duties. The Board of Directors, at its first regular meeting, and from time to time thereafter, shall elect one Director as Chairperson of the Corporation's Board of Directors (the "Chairperson" or the "Chair"), and may elect one Director as Vice-Chairperson of the Board (the "Vice-Chairperson" or the "Vice-Chair"), each to serve at the pleasure of the Board of Directors. The Chairperson shall preside at all meetings of the Board at which he or she is present, and shall perform such other duties as may be required of him or her by the Board of Directors. The Vice-Chairperson shall preside, in the absence of the Chairperson of the Board of Directors, at meetings of the Board and shall perform such other duties as may be required of him or her by the Board of Directors. Except for the Executive Committee authorized by these bylaws, the Chairperson, with prior consultation with the

Executive Committee, shall appoint the chairs of all WBENC standing and special committees and who shall be Corporate Board members, provided however, that the Chair of the Council and the Chair of the Forum shall be a WBOP Board Member and a WBE Board Member, respectively.

Section 3. Meetings of the Board of Directors.

A. General. Regular and special meetings of Directors and the annual meeting of the Board (as well as notices thereof provided) shall be held in accordance with the requirements set forth in this Section 3. Regular or special meetings of the Board may be held via teleconference. Any or all Directors may participate in such meetings of the Board (or a committee of the Board of Directors) or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. The annual meeting of the Board shall be held in person.

B. Regular Meetings. In addition to the meeting of the Board that shall be held as set forth in Subsection D , regular meetings of the Board of Directors shall be held not less than two (2) times each calendar year. The time and place of all regular meetings of the Board shall be designated by the Chairperson in the notice of the meeting. Regular meetings of the Board may be held within or without the District of Columbia.

C. Special Meetings. Special meetings shall be called at the discretion of the Chairperson of the Board Directors, at the request of one-third of the Directors in office or at the request of the President. A special meeting may be held at such place and in such manner as provided in the notice thereof.

D. Annual Meeting. The annual meeting of the Directors shall be held in conjunction with the first regular meeting of the Board.

E. Notice. Not less than thirty (30) days notice shall be given to each Director of a regular meeting of the Board. The notice of the meeting shall specify the date, time and place of the meeting. Except for a special meeting or as otherwise provided in Article IX of these Bylaws, a notice of a regular meeting need not specify the purpose for the meeting or the business to be conducted. Not less than twenty (20) days notice shall be given for special meeting of the Board and the notice thereof shall state the specific purpose(s) of the meeting.

F. Method of Meeting Notices. All notice must be either delivered personally to each Director, mailed via U.S. mail, delivered via electronic mail, or sent by facsimile to the Director's business address, or electronic mail address or facsimile number as appears on the records of the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given or delivered by electronic mail or by facsimile, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened

G. Quorum. One-third of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

H. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

I. Informal Action. Any action required by law or otherwise permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and a consent in writing, setting forth the action so taken, shall be signed by all the Directors. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

Section 4. Definition of Board Categories; Eligibility.

A. Corporate Board Member. A Corporate Board Member shall be a representative of a corporation that is a WBENC member in good standing.

B. WBOP Board Member. A WBOP Board Member shall be the chief executive officer or the chair of the board of directors of an organization that is authorized to certify a firm as a WBENC-certified women's business enterprise pursuant to an agreement with WBENC conveying such authority that is currently in effect and designating the organization as a WBENC Women's Business Organization Partner (referred to in these bylaws as a "designation agreement").

C. WBE Board Member. A WBE Board Member shall be the highest ranking women in the firm that has a current WBENC-certification as a women's business enterprise and that is a member in good standing of the Forum.

Article V

Committees

Section 1. Standing Committees of the Board. The Board of Directors shall have the following standing committees, each of which shall have the authority as provided by these Bylaws or by Board resolution:

A. Executive Committee. By resolution adopted by a majority vote of the Directors in office, the Board of Directors shall designate an Executive Committee consisting of the Chair and Vice-Chair, the President, the Secretary and the Treasurer of the Corporation, the Chair of the Council, the Chair of the Forum, and the Chair of the Certification Committee. The Chairperson of the Board shall also be Chairperson of the Executive Committee. The Board of Directors may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the Chairperson of the Board of Directors. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the Corporation, including the power to authorize the seal of the Corporation to be affixed to all papers that may require it. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

B. The Leadership Council. The Board shall authorize the formation of a leadership council (the “Leadership Council”) as a standing committee of the Board. The membership of the Leadership Council shall be comprised of WBOP-Board Directors and the chief executive officer or the board chair of each organization that has an agreement in effect with the Corporation designating it a WBOP. In addition to such obligations and functions as may be expressly provided for, or delegated to the committee by the Board, the Leadership Council shall from time to time report to and advise the Board on corporate affairs within its particular area or

responsibility and interest. The Chair of the Council shall be a WBOP Board Member and serve as a member of the Executive Committee

C. Women's Enterprise Leadership Forum. The Board shall authorize the formation of a national women's leadership forum (the "National Women's Enterprise Leadership Forum" or the "Forum") as a standing committee of the Board. The membership of the Forum shall be comprised of women's business enterprises (WBEs) that have been nominated either as a representative of a WBOP where they serve on a local Forum or have been nominated by a Corporate member of WBENC with whom they are doing business at the time of their nomination. In addition to such obligations and functions as may be expressly provided for, or delegated to the committee by the Board, the Forum shall from time to time report and advise the Board on corporate affairs within its particular geographic area or industry and interest. The Chair of the Forum shall be a WBE Board Member, and a member of the Executive Committee.

D. Audit Committee. There shall be an audit committee ("Audit Committee") composed of not less than three Corporate Board Members appointed by the Chairperson. The Audit Committee shall recommend to the Executive Committee for its approval the appointment of a firm of independent public accountants (the "auditors") to examine and audit the accounts of the Corporation as the Audit Committee may recommend for the financial year in respect of which such appointment is made. The Audit Committee shall submit to the Board as soon as may be convenient following the conclusion of each such examination and audit a written report thereof. Further, the Audit Committee shall review matters associated with the internal financial controls of the Corporation and the management of risk and generally oversee the activities of the Corporation's chief financial officer.

E. Compensation Committee. There shall be a compensation committee ("Compensation Committee") composed of not more than three Board Members appointed by the Chairperson. The Compensation Committee shall periodically review the salary and benefit

plans or arrangements for chief executive officers of non-profit corporations whose operations and budgets are reasonably similar in scope and size to the Corporation's and report its findings to the Chairperson. Further, as may be requested by the Executive Committee, the Compensation Committee shall make, or cause to be made, special studies and reports pertaining to the Corporation's compensation and benefits policies and practices and, following consultation with the President, to present to the Executive Committee its views or recommendations with respect to changes therein.

Section 2. Special Committees. The Board, by resolution may designate and appoint one or more special committees comprised of its members, representatives of corporate members, WBOPs and the Forum. Each committee shall consist of not less than two persons, which committees shall assist the Board in carrying out the purposes of the corporation. The Board shall establish by resolution, the mandate and membership qualifications of each such committee.

Section 3. Limitations. No standing or special committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; amending the Articles of Incorporation, authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation, adopting a plan or merger or consolidation with another corporation; authorizing the voluntary dissolution of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors that by its terms provides that it shall not be altered, or repealed by such committee. Further, no standing or special committee shall have the authority to decrease their own number or alter the required qualifications or remove any Director from the committee by its own action. The designation and appointment of any committee of the Board and the delegation thereto of authority shall not affect the oversight and policy-making power of the Board with respect to the operations and mandate of all committees. Further, the designation and appointment of any such committee

shall not relieve the Board of Directors (or any individual Director) of any responsibility imposed upon it (or him or her) by law.

Section 4. Manner of Acting. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. The Executive Committee may adopt rules for its own governance not inconsistent with these Bylaws or rules adopted by the Board of Directors. The Leadership Council, the Forum, and any special committee may adopt rules for its own governance not inconsistent with these Bylaws or rules adopted by the Board; provided however, that all such rules of governance shall be first be approved by the Executive Committee

Section 5. Attendance by the President. The President of the Corporation shall be an *ex officio* member of all committees of the Board and shall be entitled to participate in meetings of the Board of Directors, the Executive Committee and all other committees, but shall not be entitled to vote in his or her capacity as President.

Article VI

Officers

Section 1. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other Officers as may from time to time be deemed advisable by the Board of Directors. Officers shall be chosen by the Board of Directors. Officers may, but need not, be Directors. Any two or more offices may be held by the same individual, except for the offices of President and Secretary, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required to be executed, acknowledged or verified by two or more Officers.

Section 2. All of the Officers of the Corporation shall hold their offices for such terms, not in excess of three years, as shall be determined from time to time by the Board of Directors, and shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time to time by the Board of Directors. Following consultation with the Compensation Committee and the Executive Committee the Chair of the Board may execute employment agreements with the President and any other officer of the Corporation, provided that, the term of any such agreement with an Officer/employee that is not employed at will shall not be in excess of three years.

Section 3. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer of the Corporation may be removed, with or without cause, at any time by a majority of the Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. The President, Vice-President, Secretary, Treasurer and such other Officers as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

Section 5. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws or, as provided pursuant to these Bylaws, as may be determined by a resolution of the Board of Directors or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6. The President. The President shall be the chief operating officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors. The President shall have the power to change the registered agent and registered office of the Corporation.

Section 7. The Vice-President. The Vice-President shall perform such duties as may be assigned by the President or by the Board of Directors.

Section 8. The Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law, shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 9. The Treasurer. The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors.

Article VII

Indemnification

Section 1. The Corporation does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer or trustee.

Section 2. This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

Section 3. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director, Officer, director, officer or trustee exists as to the Corporation, its Directors, Officers, agents or employees or as to third parties, including creditors.

Section 4. This indemnification also extends to any criminal action, suit, investigation, or proceeding, provided that the same shall be dismissed against such Director, Officer, director, officer or trustee or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director, Officer, director, officer or trustee

was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 5. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director, Officer, director, officer or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, director, officer or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6. The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights which such Director, Officer, director, officer or trustee may have under any agreement, vote of the Board of Directors or otherwise.

Section 7. No indemnification shall be made under this Article VII if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986.

Section 8. Every provision of this Article VII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VII.

Article VIII

Miscellaneous Provisions

Section 1. Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon the words, “Women’s Business Enterprise National Council” “District of Columbia” and “Corporate Seal.”

Section 2. Checks. All checks, drafts or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate by resolution.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Article IX

Amendments

Section 1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting.

Section 2. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting.

= REVISED 03.02.05 =

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RESOLUTIONS [1999–PRESENT]

SEPTEMBER 1999

Bylaws are changed so that a WBOP can now nominate two (increased from one) representatives to the national WIC (this reflects the fact that corporations can nominate two representatives to the national WIC).

MARCH 2000

RESOLVED, The Executive Committee shall comprise the Chairperson and Vice Chairperson of the Board of Directors, the President, Secretary and Treasurer of the corporation, and the Chairs of the Certification Committee, Leadership Council and Women's Enterprise Leadership Forum. The Executive Committee shall have the authority of the Board of Directors and is authorized to act on its behalf between meetings of the Board of Directors. The Executive Committee's actions on behalf of Board of Directors shall be reported to the Board of Directors at the next meeting of the Board of Directors.

RESOLVED, that the terms of current members of the Board of Directors shall be as indicated on the attached document, captioned "Board Term." Thereafter, the term of Directors shall be three years or as otherwise provided in the Bylaws.

RESOLVED, that the number of Directors on the Board of Directors shall be 48.

RESOLVED, that the fiscal year shall be January 1 through December 31.

RESOLVED, that the Certification Committee shall be a committee of the Board of Directors.

RESOLVED, that the Appeals Committee shall be a committee of the Board of Directors.

RESOLVED, that the Corporate Relations Committee shall be a committee of the Board of Directors.

RESOLVED, that the Finance Committee shall be a committee of the Board of Directors.

RESOLVED, that the Development Committee shall be a committee of the Board of Directors.

RESOLVED, that the Marketing Committee shall be a committee of the Board of Directors.

DECEMBER 2001

RESOLVED, that the number of Directors on the Board of Directors shall be 52.

FEBRUARY 2002

WHEREAS, Women's Business Enterprise National Council (the "Company") has determined that it would be desirable to establish a cafeteria plan under Section 125 of the Internal Revenue Code of 1986, as amended; and

WHEREAS, such a cafeteria plan is intended to provide employees with the ability to pay premiums under the Company's welfare benefit arrangements on a pre-tax basis[, as well as to allow employees to establish a health care flexible spending account and/or dependent care flexible spending account];

NOW, THEREFORE, IT IS RESOLVED that the Women's Business Enterprise National Council Cafeteria Section 125 Plan is hereby established in the form attached hereto, effective as of February 1, 2002; and it is

RESOLVED, that the appropriate officers and employees of the Company are authorized to take such further actions as they deem necessary or appropriate to effectuate the intent of the foregoing resolutions.

DECEMBER 2002

RESOLVED, that the number of Directors on the Board of Directors shall be 54

RESOLVED, that the name of the Corporate Relations Committee shall be changed to the Program Committee and that the Program Committee shall be a committee of the Board.

DECEMBER 2003

RESOLVED, That the Vice President of Internal Operations shall be authorized to act on behalf of the Corporation to negotiate and sign contracts, to sign checks, drafts or other orders for payment of money, to represent the organization and take actions that are deemed necessary or appropriate for conducting the business of WBENC.

This resolution shall be retroactive to April, 2003. The National Forum submits the following motion for the Executive Committee's consideration to become an amendment to the WBENC Bylaws.

A motion to accept the recommendation of the National Forum to modify the WBENC Bylaws as follows:

Current: Article IV, Section 2

The term of Directors shall be three years. The term of a Director shall also expire by his or her death, resignation or removal in accordance with these Bylaws.

Proposed: Article IV, Section 2

The term of Directors shall be three years. The term of a Director shall also expire by his or her death, resignation or removal in accordance with these Bylaws. A National Forum member who holds a seat on the WBENC Board of Directors will forfeit that seat if she terminates her membership, voluntarily or involuntarily, in the National Forum.

SEPTEMBER 2004

RESOLVED, that the Strategic Sourcing Committee shall be a committee of the Board of Directors.

DECEMBER 2004

RESOVLED, that the Global Business Committee will be a committee of the Board of Directors.

JUNE 2005

WHEREAS, following review and discussion, on [March 23, 2005] the Board of Directors of the Women's Business Enterprise National Council ("the Board") adopted revised and amended Bylaws for the Corporation;

WHEREAS, the revised and amended WBENC Bylaws ("Bylaws") provide for certain standing and other committees of the Board, each of which shall have the authority as provided therein or by Board resolution.

NOW THEREFORE, the Board hereby adopts the following resolutions setting forth the authority of the Board committees.

Executive Committee

RESOLVED, an Executive Committee of the Board is constituted. The membership of the Executive Committee shall consist of the Chair and Vice-Chair of the Board, the President, Secretary and Treasurer of the Corporation, the Chair of the Leadership Council, the Chair of the Women's Enterprise Leadership Forum and the Chair of the Certification Committee. The Chairperson of the Board shall also be Chair of the Executive Committee. FURTHER RESOLVED, that the Board may designate one or more of its number as alternate members of the Executive Committee, who may, upon the request and recommendation of the Chair, replace

any absent or disqualified member of the Executive Committee at any meeting thereof. FURTHER RESOLVED, that except as otherwise required by law or these Bylaws, the Executive Committee shall have the responsibility and authority for the general oversight and management of the Corporation, including the power to authorize the seal of the Corporation to be affixed to all papers that may require it. FURTHER RESOLVED, that the Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board when required. The Executive Committee shall adopt rules for its governance as provided for in the Bylaws of the Corporation. Vacancies in the Executive Committee shall be filled by the Board at a regular or special meeting.

Finance Committee

RESOLVED, that a Finance Committee of the Board is constituted. The membership of the Finance Committee shall consist of the Chair of the Board, the Treasurer, the Chair of the Audit Committee and such other Corporate Board Members, representatives of the Leadership Council and Women Business Enterprise Board Members, as designated by Board resolution (as those terms are defined in the WBENC Bylaws). The Finance Committee shall have the responsibility and authority to oversee and provide guidance with regard to WBENC financial matters including, but not limited to, accounting, bookkeeping and financial reporting, tax filings, WBENC banking and investing activities and related policies and procedures. FURTHER RESOLVED, that the Finance Committee shall be consulted and provide input to the President, the Executive Committee, and the Compensation Committee on the financial effects of current and future WBENC compensation, benefit and human resources arrangements, plans, policies or procedures. FURTHER RESOLVED, that the Finance Committee shall work the President to develop the Corporation's annual budget, approve the proposed budget prior to its submission to the Executive Committee and to the Board and monitor the financial performance of the Corporation against its approved budget. FURTHER RESOLVED, that the Finance Committee shall act in an advisory role to other Board committees with respect to finance-related activities. FURTHER RESOLVED, that the Finance Committee shall keep written minutes of its deliberations and such minutes shall be signed by each Committee member.

Audit Committee

RESOLVED, that an Audit Committee is constituted. The membership of the Audit Committee shall consist of not less than three Corporate Board Members appointed by the Chair. The Audit Committee shall recommend to the Executive Committee for its approval the appointment of a

firm of independent public accountants (the "auditors") to examine and audit the accounts of the Corporation as the Audit Committee may recommend for the financial year in respect of which such appointment is made. The Audit Committee shall submit to the Board as soon as may be convenient following the conclusion of each such examination and audit a written report thereof. FURTHER RESOLVED, that the Audit Committee shall review matters associated with the internal financial controls of the Corporation and the management of risk and conduct periodic performance assessments relating thereto and generally oversee the activities of the Corporation's chief financial officer. FURTHER RESOLVED, that the Audit Committee shall keep written minutes of its deliberations, that such minutes shall be signed by each Committee member and that a notation regarding each report made to the Executive Committee or to the Board and any action taken with respect thereto shall be made in the minutes of the Executive Committee or of the Board.

Compensation Committee

RESOLVED, that a Compensation Committee is constituted. The membership of the Compensation Committee shall consist of not more than three Board Members appointed by the Chairperson. The Compensation Committee shall periodically review the salary and benefit plans or arrangements for chief executive officers of non-profit corporations whose operations and budgets are reasonably similar in scope and size to the Corporation's and report its findings to the Chairperson. Further, as may be requested by the Executive Committee, the Compensation Committee shall make, or cause to be made, special studies and reports pertaining to the Corporation's, staffing, compensation and benefits policies and practices and, following consultation with the President and the Finance Committee, present to the Executive Committee its views or recommendations with respect to changes therein.

Women's Enterprise Leadership Forum

RESOLVED, that a Women's Enterprise Leadership Forum ("the Forum") is constituted. The membership of the Forum shall consist of women's business enterprises (WBEs), certified as such by WBENC, and that have been nominated either as a representative of a WBENC Women's Business Organization Partner ("WBOP") (where they serve on a local service unit of the Forum) or that have been nominated by a corporate member of WBENC with whom they are doing business at the time of their nomination. FURTHER RESOLVED, the Forum shall advise the Board on issues of critical concern to women-owned and controlled business enterprises ("WBEs") and provide insight into the needs and challenges of the women business owners

served by WBENC. In addition, the Forum shall make recommendations to the Board regarding WBENC advocacy on behalf of WBEs and with respect to the promotion and facilitation of corporate and supplier business opportunities for WBE members of WBENC.

Certification Committee

RESOLVED, that a Certification Committee is constituted. The membership of the Certification Committee shall consist of corporate representatives, WBEs, and representatives from WBOPs. FURTHER RESOLVED, the Certification Committee shall develop and recommend to the Board standards and procedures for certifying a company as a WBENC-certified WBE. The Certification Committee shall also maintain certification standards and procedures approved and adopted by the Board and serve as a resource to WBOPs with regard thereto. FURTHER RESOLVED, that the Certification Committee shall advise the Board on issues of interpretation pertaining to the WBENC certification standards and procedures and shall hear and adjudicate appeals filed with the committee regarding certification denials.

Leadership Council

RESOLVED, that a WBENC Leadership Council (“the Council”) is constituted. The membership of the Council shall consist of top executives from WBENC’s women’s business organization partners, or WBOP. Each WBOP shall designate one person to serve as its representative on the Council, provided that said representative shall be its chief executive officer, its chief operating officer or, subject to the Executive Committee’s approval another officer or board member. FURTHER RESOLVED, the Council shall, in consultation with the Certification Committee, provide recommendations and advice to the Board on the effective implementation of WBENC’s WBE certification standards and procedures nationally, and serve as a conduit for identifying and disseminating best practices in business development and procurement for women-owned business.

Program Committee

RESOLVED, that a Program Committee is constituted. The members of the Program Committee shall be designated by the Chair and shall consist of Board members, representatives of WBENC corporate members, representatives of the WBOPs and representatives of the Forum. FURTHER RESOLVED, that the Program Committee provide recommendations to the Board with respect to developing and maintaining open communication between corporations, women business enterprises, WBENC and its partner organizations in order to promote business development and opportunities for WBEs within the private sector. In addition, the Program

Committee shall serve as a resource to corporations, WBOPs and WBEs regarding the enhancement and development of women's business enterprise initiatives within supplier diversity programs.

Development Committee

RESOLVED, that a Development Committee is constituted. The members of the Development Committee shall be designated by the Chair and shall consist of Board members, representatives of WBENC corporate members, representatives of the WBOPs and representatives of the Forum. FURTHER RESOLVED, that the Development Committee provide recommendations to the Board pertaining strategies to support the continued growth of WBENC through national and regional corporate membership and participation.

RESOLVED, that the Development Committee shall be a committee of the Board of Directors. The mission is to support the continued growth of WBENC through national and regional corporate membership and participation.

Strategic Sourcing and Supply Chain Effectiveness Committee

RESOLVED, that a Strategic Sourcing and Supply Chain Effectiveness Committee is constituted. The membership of the Strategic Sourcing and Supply Chain Effectiveness Committee shall be designated by the Chair and shall consist of Board members, representatives of WBENC corporate members, representatives of the WBOPs and representatives of the Forum. FURTHER RESOLVED, that the Strategic Sourcing and Supply Chain Effectiveness Committee shall promote opportunities for success by increasing the awareness of current and emerging strategic sourcing and supply chain trends and influencing how these trends impact the achievement of business goals and objectives. In addition, the committee shall provide recommendations to the Board regarding WBENC policies and positions with respect thereto.

Marketing Committee

RESOLVED, that a Marketing Committee is constituted. The membership of the Marketing Committee shall be designated by the Chair and shall consist of Board members, representatives of WBENC corporate members, representatives of the WBOPs and representatives of the Forum. FURTHER RESOLVED, that the Marketing Committee shall provide recommendations to the Board on communication strategies to enhance WBENC's visibility and to help to increase awareness of WBENC's leadership role in advancing the success of women's business enterprises as suppliers to corporate America.

Technology Committee

RESOLVED, that a Technology Committee is constituted. The membership of the Technology Committee shall be designated by the Chair and shall consist of Board members, representatives of WBENC corporate members, representatives of the WBOPs and representatives of the Forum. FURTHER RESOLVED, that the Technology Committee shall provide recommendations to the Board concerning WBENC's developing, leveraging and use of technology within the WBENC Network so as to provide or facilitate effective communication, training and development and the sharing of best practices. FURTHER RESOLVED, that the Technology Committee shall serve as a resource to the WBENC National Office and Network and to each WBENC committee for technical advice and support regarding complex aspects of technology requirements pertaining to the current and emerging needs of the Corporation and of women owned business.

Global Business Committee

RESOLVED, that a Global Business Committee is constituted. The membership of the Global Business Committee shall be designated by the Chair and shall consist of Board members, representatives of WBENC corporate members, representatives of the WBOPs and representatives of the Forum. FURTHER RESOLVED, that the Global Business Committee shall provide recommendations to the Board on methods by which WBENC can build awareness of, and education about, the role of WBEs in the growing globalization of economies, supply chains and business opportunities. In addition, the Global Business Committee shall strive to connect WBENC and its members to international, governmental and private sector organizations and to initiatives and forums around the world that share WBENC's focus on fostering business opportunities, growth and alliance building for WBEs.

RESOLVED FURTHER, that for each of the committees authorized and reconstituted by this resolution, that:

- A quorum shall be as provided in the Bylaws.
- The Executive Committee shall adopt rules for its own governance as provided in the Bylaws; and that all other committees may adopt rules for their respective governance not inconsistent with the Bylaws or rules adopted by the Board, provided however, that such rules of governance shall be first approved by the Executive Committee.
- The manner of acting of each committee shall be as provided in the Bylaws.

- Each committee keeps written minutes of its respective deliberations; FURTHER RESOLVED that the minutes of the Finance and Audit Committees shall be signed by each committee member.

These resolutions approved and adopted by the WBENC Board of Directors on June 28, 2005 at a meeting board with a quorum present.

MARCH 2006

WHEREAS, the By-laws of the Women's Business Enterprise National Council ("WBENC") authorize the WBENC Board of Directors ("the Board") to constitute and designate special committees of its members; and

WHEREAS, following review and discussion at a meeting of the Board at which a quorum was present, the Board concluded that constituting a Field Governance Committee was in the best interest of the organization.

NOW THEREFORE, the Board hereby adopts the following resolutions establishing and constituting a Field Governance Committee and setting forth its purpose(s) and authority.

1. Establishment of the Field Governance Committee

RESOLVED, a Field Governance Committee ("the Committee") is hereby constituted and is designated as a Subcommittee of the Executive Committee of the Board.

2. Purpose and Authority

RESOLVED, under the direction and supervision of the Executive Committee, that Committee is tasked to investigate complaints, concerns and similar matters pertaining to WBENC-affiliate organizations regarding the performance of their obligations to WBENC. The scope of such investigations by the Committee may include issues related to the governance and operation of such affiliate organizations and the extent to which these matters affect their performance obligations to WBENC. FURTHER RESOLVED, as directed by the Executive Committee, the Committee shall investigate any matter that the Executive Committee reasonably believes may affect the legal status of WBENC as a non-profit corporation, the recognition of WBENC's exemption from federal income tax or that may otherwise adversely affect WBENC's reputation and/or ability to carry-out its purposes.

FURTHER RESOLVED, the Chair and members of the Committee shall be appointed by the Chair of the WBENC Board. On behalf of the Committee, its Chair shall report findings and make recommendations, if any, to the Executive Committee for further consideration and action.

FURTHER RESOLVED, that the Executive Committee shall adopt procedures and policies for notifying an affiliate organization of the Committee's findings and of any required corrective or remedial actions or proposed sanction.

Adopted this 24th day of March 2006

NOVEMBER 2006

In the absence of the Interim President, as President of the Corporation, Senior Director, Betty Cole is authorized to sign checks, drafts or other orders for payment of money up to and including a limit of \$5,000.00 until such time a Vice President of the Corporation is named. She is not authorized to sign contracts or create other obligations on behalf of WBENC.

The President of the Corporation shall be the Interim President until such time a permanent President is named and authorized by a vote of the Board of Directors. The Interim President is authorized to act on behalf of the Corporation to negotiate and sign contracts, to sign checks, drafts or other orders for payment of money, to represent the organization and take actions that are deemed necessary or appropriate for conducting the business of WBENC.

NOVEMBER 2007

A vote of the Board of Directors on June 27, 2007 named Linda J. Denny as President & CEO of the Corporation. The President & CEO is authorized to act on behalf of the Corporation to negotiate and sign contracts, to sign checks, drafts or other orders for payment of money, to represent the organization and take actions that are deemed necessary or appropriate for conducting the business of WBENC.

Chief Operating Officer (COO), Lynn Quinn is authorized to negotiate and sign contracts, to sign checks, drafts or other orders for payment of money.

WHEREAS, on June 28, 2005, the Board by resolution (the "June 28, 2005 resolution") established certain committees of the Board; and

WHEREAS, the Board considers it advisable and in the best interests of WBENC to make certain changes and clarifications to the committee structure established by the June 28, 2005 resolution.

NOW THEREFORE, be it RESOLVED: that the Standing Committees of the Board referenced in Article V, Section 1 of the bylaws shall consist of: the Executive Committee, the Leadership

Council, the Women's Enterprise Leadership Forum, the Certification Committee, the Finance Committee, Ethics Committee, and the Audit Committee;

FURTHER RESOLVED: that the following are the Special Committees of the Board: Compensation Committee, Program Committee, Development Committee, Marketing Committee, Technology Committee, Supply Chain Committee (formerly Strategic Sourcing and Supply Chain Effectiveness Committee), and Global Business Committee;

FURTHER RESOLVED: that the nomination, selection, composition, functions, and duties of the Ethics Committee shall be those set forth in WBENC's Code of Ethics for the Ethics Subcommittee;

FURTHER RESOLVED: that the bylaws be, and they hereby are, amended and restated to conform to the foregoing resolutions, and that the Secretary of the Board, be, and he hereby is, authorized and directed to produce an amended and restated bylaws document reflecting the foregoing resolutions.

MARCH 2008

A vote of the Board of Directors on March 20, 2008 approved the Whistleblower policy. The Sarbanes-Oxley Act requires WBENC's Audit Committee to establish procedures, in accordance with Section 301 of the Act, for:

- the receipt, retention, and treatment of complaints received by WBENC regarding accounting, internal controls, or auditing matters; and
- the submission of concerns regarding questionable accounting or audit matters by employers, directors, officers, and other stakeholders of WBENC, on a confidential and anonymous basis.

WBENC's Code of Ethics requires directors, employees, and other stakeholders (includes WBENC corporate members, Women's Business Organization Partner members, Women Business Enterprise members, consultants, vendors, and volunteers) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities to WBENC and comply with all applicable laws and regulations.

NOVEMBER 2008

RESOLVED, that the number of Directors on the Board of Directors shall be 58; adding three corporate seats; adding one Women's Enterprise Leadership Forum seat.

WHEREAS, the Finance Committee has reviewed and adopted the 2009 budget and recommended its acceptance by the Executive Committee;

WHEREAS, the Executive Committee has reviewed and accepted the 2009 budget recommended by the Finance Committee;

NOW THEREFORE, be it RESOLVED that the Board of Directors approves the 2009 budget recommended by the Finance Committee:

Income	\$7,731,700
Expenses	<u>7,661,233</u>
Net income	<u>\$70,467</u>

JUNE 2009

RESOLVED, that the WBENC Board of Directors hereby authorizes the creation of a Nominating Committee to call for and review applications to fill vacancies on the WBENC Board of Director, recommend candidates to the Executive Committee to fill such vacancies, develop and review criteria for selecting applicants to fill Board vacancies, recommend the same for adoption by the Executive Committee, and make recommendations of changes to the structure, functioning or procedures that would, in the view of the Committee, enable the Committee to more effectively carry out the nominating process; and it is

FURTHER RESOLVED, that the Nominating Committee shall consist of five members, three of which shall be Corporate Members appointed by the WBENC Board Chair, and the other two members shall be the Vice Chair of the Women's Enterprise Leadership Forum and Vice Chair of the Leadership Council, in each case having such other qualifications and serving for such term as shall be determined by the Executive Committee; provided that, the Chair of the Nominating Committee shall be a Corporate Member who is a member of the WBENC Board of Directors; and it is

FURTHER RESOLVED, that the Executive Committee shall consider the recommendations of the Nominating Committee and either approve or disapprove the same; if the Executive Committee approves such recommendations, the WBENC Chair, on behalf of the Executive Committee, will recommend the nominees to the Board for a vote; if the Executive Committee

disapproves any recommendation, the Executive Committee shall charge the Nominating Committee with proposing one or more alternates, as needed.

NOVEMBER 2009

WHEREAS, pursuant to WBENC's Bylaws and prior resolutions of WBENC's Board of Directors (the "Board"), WBENC has established certain committees of the Board; and

WHEREAS, on this day the Board has adopted the recommendations in the report of the C3 Taskforce on the reorganization of the Board's committee structure (the "Report"), and in furtherance thereof, desires to amend WBENC's Bylaws to implement those recommendations.

NOW THEREFORE, be it RESOLVED, that from and after the date hereof the Committees of the Board shall consist of the following:

- Executive Committee
- Leadership Council
- Women's Enterprise Leadership Forum
- Certification Committee
- Finance Committee
- Ethics Committee
- Audit Committee
- Nominations Committee

- Member Services and Programs Committee, consisting of:
 - (d) Domestic (US) Services & Programs Subcommittee, and
 - (e) Global Services & Programs Subcommittee
- Corporate Membership & Revenue Generation Committee
- Marketing, Communications and Brand Management Committee; and it is

FURTHER RESOLVED, that all committees of the Board, be they designated Standing or Special or otherwise, not referred to in the immediately preceding resolution are

hereby abolished effective January 1, 2010, and their functions assumed by the respective committee referred to in the immediately preceding resolution, as set forth in the Report; and it is

FURTHER RESOLVED, that from and after the date hereof, the Executive Committee shall consist of the individuals holding the following positions in WBENC: the Chair of the Board; the Vice-Chair of the Board, and, at the option of the Chair of the Board, a second Vice-Chair of the Board; the Immediate Past Chair of the Board; the President, the Secretary and the Treasurer of WBENC; and the Chairs of each of the following committees: the Leadership Council, the Women's Enterprise Leadership Forum, the Certification Committee, the Member Services and Programs Committee; the Corporate Membership and Revenue Generation Committee; and the Marketing, Communications and Brand Management Committee; and it is

FURTHER RESOLVED, that from and after the date hereof, the Chair of each of the Certification Committee, the Audit Committee, the Ethics Committee, the Finance Committee, the Nominations Committee, the Member Services and Programs Committee; the Corporate Membership and Revenue Generation Committee; and the Marketing, Communications and Brand Management Committee shall be a Corporate Board Member appointed by the Chair of the Board; and it is

FURTHER RESOLVED, that the Chair of the Board shall have the authority (a) to designate such subcommittees of the committees named in the immediately preceding resolutions and such task forces as the Chair of the Board may consider necessary or advisable in furtherance of the interests of WBENC, and (b) to name the chairs or leaders thereof; and it is

FURTHER RESOLVED, that the Chair of each of the Leadership Council and the Women's Enterprise Leadership Forum shall be elected by such committee in accordance with its procedures and the result of such election shall be submitted to the Executive Committee for ratification; and it is

FURTHER RESOLVED, that WBENC's Bylaws be, and they hereby are, amended to conform to the foregoing resolutions, and that any prior resolution of the Board is superseded to the extent it is inconsistent with the foregoing resolutions.

JUNE 2010

WHEREAS, pursuant to WBENC's Bylaws and prior resolutions of WBENC's Board of Directors (the "Board"), WBENC has established certain committees of the Board, including the Executive Committee that consists of the individuals holding the following positions in WBENC: the Chair of the Board; the Vice-Chair of the Board, and, at the option of the Chair of the Board, a second Vice-Chair of the Board; the Immediate Past Chair of the Board; the President, the Secretary and the Treasurer of WBENC; and the Chairs of each of the following committees: the Leadership Council, the Women's Enterprise Leadership Forum, the Certification Committee, the Member Services and Programs Committee; the Corporate Membership & Revenue Generation Committee; and the Marketing, Communications and Brand Management Committee; and it is

RESOLVED, that from and after the date hereof, the Chair of the Nominating Committee shall also be a member of the Executive Committee.

FURTHER RESOLVED, that WBENC's Bylaws be, and they hereby are, amended to conform to the foregoing resolution, and that any prior resolution of the Board is superseded to the extent it is inconsistent with the foregoing resolutions.

November 2010

Joint Venture Policy Resolution

WHEREAS, best practices in not-for-profit governance policies have been interpreted to necessitate a Joint Venture Policy;

WHEREAS, the Finance and Executive Committees have reviewed and recommend adoption of the WBENC Joint Venture Policy;

NOW THEREFORE, be it RESOLVED that the Board of Directors adopts the WBENC Joint Venture Policy.

Gift Acceptance Policy Resolution

WHEREAS, best practices in not-for-profit governance policies have been interpreted to necessitate a Gift Acceptance Policy;

WHEREAS, the Finance and Executive Committees have reviewed and recommend adoption of the WBENC Gift Acceptance Policy;

NOW THEREFORE, be it RESOLVED that the Board of Directors adopts the WBENC Gift Acceptance Policy.

Conflict of Interest Policy Resolution

WHEREAS, best practices related to not-for-profit governance policies have been interpreted to necessitate an updated Conflict of Interest Policy;

WHEREAS, the Ethics Committee has developed an updated, compliant WBENC Conflict of Interest Policy with the Form 990 and Conflict of Interest Questionnaire; and the Finance and Executive Committees have reviewed and recommend adoption of the WBENC Conflict of Interest Policy and the Form 990 and Conflict of Interest Questionnaire;

NOW THEREFORE, be it RESOLVED that the Board of Directors adopts the WBENC Conflict of Interest Policy with the Form 990 and Conflict of Interest Questionnaire.

Code of Ethics Resolution

WHEREAS, best practices related to not-for-profit governance policies have been interpreted to necessitate an updated Code of Ethics;

WHEREAS, the Ethics Committee has developed an updated, compliant WBENC Code of Ethics for the Board of Directors; and the Executive Committee has reviewed and recommends adoption of the WBENC Code of Ethics for the Board of Directors;

NOW THEREFORE, be it RESOLVED that the Board of Directors adopts the WBENC Code of Ethics for the Board of Directors.

RESOLVED: that the Standing Committees of the Board referenced in Article V, Section 1 of the bylaws shall consist of: the Executive Committee, the Leadership Council, the Women's Enterprise Leadership Forum, the Certification Committee, the Finance Committee, Ethics Committee, and the Audit Committee;

FURTHER RESOLVED: that the following are the Special Committees of the Board: Compensation Committee, Program Committee, Development Committee, Marketing Committee, Technology Committee, Supply Chain Committee (formerly Strategic Sourcing and Supply Chain Effectiveness Committee), and Global Business Committee;

FURTHER RESOLVED: that the nomination, selection, composition, functions, and duties of the Ethics Committee shall be those set forth in WBENC's Code of Ethics for the Ethics Subcommittee;

FURTHER RESOLVED: that the bylaws be, and they hereby are, amended and restated to conform to the foregoing resolutions, and that the Secretary of the Board, be, and he hereby is, authorized and directed to produce an amended and restated bylaws document reflecting the foregoing resolutions.