

AMENDED AND RESTATED BYLAWS
OF
WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL, INC.

Article I

Name

The name of the corporation is the Women's Business Enterprise National Council, Inc. ("WBENC" or the "Corporation").

Article II

Purposes of the Corporation

Section 2.1. The Corporation has been organized for the purposes specified in its Articles of Incorporation, namely: The Corporation is comprised of regionally focused women's business organizations, representative women's business enterprises and corporate representatives who establish policy and validate procedures to provide a national certification standard for women-owned businesses, thereby increasing procurement opportunities available to such firms. The Corporation will be known for the high quality standards it maintains, its dedication to strengthening the market share of women-owned businesses, and excellence in service to its constituents. The Corporation will conduct such other programs as it determines, from time to time, will increase the economic viability and growth of businesses owned by women. Such programs will be designed to stimulate the economy of the communities in which these businesses are located and further the economic development of women. The Corporation is organized exclusively for educational and charitable purposes.

Section 2.2. In furtherance of the foregoing purposes, subject to the limitations set forth in its Article of Incorporation, the Corporation shall have and may exercise all of the powers set forth in Section 505 of the District of Columbia Nonprofit Corporation Act, including all powers necessary and convenient to effect any or all of the aforesaid purposes, and shall have and may exercise additional powers which may be conferred by law.

Section 2.3. The Corporation has been formed and shall be operated so as to qualify as a charitable organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

Article III

Offices and Registered Agent

Section 3.1. 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 or places, either within or without the District of Columbia, as may be designated by the Board.

Section 3.2. 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 3.3. 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 (the "Act") and as provided in these Bylaws.

Article IV

Board of Directors

Section 4.1. General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled, and directed by the Board. The Board shall have, and may exercise, any and all powers provided in the Corporation's Articles of Incorporation or the Act which are necessary or convenient to carry out the purposes of the Corporation. Except as limited by these Bylaws or by the Act, the Board may by resolution delegate its powers to the officers of the Corporation and to committees.

Section 4.2. Composition of the Board

A. Number and Categories. The number of Directors constituting the Board shall be fixed by resolution of the Board, but shall not be less than three or more than one hundred. Two-thirds of the Directors in office will be drawn from businesses that are dues-paying members of the Corporation in good standing ("Corporate Directors"); the remaining one-third will consist of equal numbers of representatives of Women's Regional Partner Organizations ("RPOs") who provide the WBENC certification ("RPO Directors") and women business owners whose companies have been certified by an RPO ("WBE Directors"). The qualifications of each category of Director are set forth in Article IV, Section 4. In addition, the Chair of the Board may appoint up to five "expert" Directors to serve at the pleasure of the Chair (the "Appointed Directors"). The Corporate Directors, the RPO Directors, the WBE Directors and the Appointed Directors are referred to collectively as the Directors. A Corporate member is in good standing when it is current in the payment of its membership dues to the Corporation.

B. Terms. Each Director shall serve a term of three years. The term of a Director shall sooner terminate upon his or her death, resignation, disqualification, removal, or as otherwise provided in these Bylaws. A Director whose term has expired may be reappointed to a

new term without limitation. The Directors shall be divided into three classes so that the terms of approximately one third of the Directors expire each year.

C. Board Vacancies. Any vacancy in the Board (with the exception of Appointed 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, 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 an RPO or a Forum member WBE owner that, if elected, would meet the qualifications set forth in Article IV, Section 4 may be nominated for a Board vacancy. The Nominating Committee shall from time to time request that nominations be submitted with such supplementary information as the Nominating Committee or the Executive Committee shall determine. The Nominating Committee shall review the nominees and shall recommend nominees to the Executive Committee. If the Executive Committee approves such nominees, the Executive Committee shall submit the nominees to the Board for a vote. If any selection of the Nominating Committee is rejected by the Executive Committee or by the Board, the Executive Committee or the Board, as the case may be, may direct the Nominating Committee to present another nominee. A nominee shall be elected to the Board if she or he receives the vote of a majority of the Directors at a meeting at which a quorum is present, provided that the Directors may hold one vote on the group of nominees presented to the Board.

D. Resignation. A Director may resign at any time by giving notice thereof in writing to the President of the Corporation, who shall promptly advise the Executive Committee.

E. Removal; Disqualification. A Director may be removed, with or without cause, by a vote of three-quarters the other Directors in office. A Director's service shall terminate prior to the expiration of his or her term when: (i) in the case of a Corporate Director,

the corporation's WBENC membership lapses, terminates or is no longer in effect, or if the Director is no longer an employee of the Corporate member he or she represented on the Board; (ii) in the case of an RPO Director, if the RPO's Service Agreement with the Corporation 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 RPO Director no longer is employed by the RPO; and (iii) in the case of a WBE Director, if 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 herein, 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 from time to time shall elect one Director as Chair of the Board (the "Chair") and one Director as First Vice-Chair of the Board (the "First Vice-Chair"). The Chair may, in his or her discretion, appoint one Director as Second Vice-Chair of the Board (the "Second Vice-Chair"). The Chair and each Vice-Chair shall serve at the pleasure of the Board for a term not to exceed three years from the date of election as Chair or First Vice-Chair or appointment as Second Vice-Chair, as the case may be. The Chair 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 or the Executive Committee. The First Vice-Chair shall preside, in the absence of the Chair, at meetings of the Board and shall perform such other duties as may be required of him or her by the Board or the Executive Committee. The Second Vice-Chair, if any, shall preside, in the absence of both the Chair and the First Vice-Chair, at meetings of the Board and shall perform such other duties as may be required of him or her by the Chair. Except for the Executive Committee, the Chair, after consultation with the Executive Committee, shall appoint the chairs of all Board

committees, each of whom shall be a Corporate Director, except for the Chair of the Council and the Chair of the Forum, who shall be an RPO Director and a WBE Director, respectively. The Chair shall also have the authority (a) to designate such subcommittees of the committees named in these Bylaws and such task forces as the Chair may consider necessary or advisable in furtherance of the interests of the Corporation, and (b) to name the chairs or leaders thereof.

Section 4.3. Meetings of the Board.

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 meetings of the Board that the directors attend in person shall be held no less than three times a year. Regular and special meetings of the Board (or of a committee of the Board) may be held via teleconference 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.

B. **Regular Meetings.** The time and place of all regular meetings of the Board shall be designated by the Chair 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 Chair, at the request of seven (7) 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. **Notice.** Not less than fourteen (14) 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 meeting need not specify the purpose for the meeting or the business

to be conducted. Not less than five (5) days notice shall be given for a special meeting of the Board and the notice thereof shall state the specific purpose(s) of the meeting.

E. Method of Meeting Notices. All notices 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 three days after it is 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 by written statement filed with the Board Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board shall also constitute a waiver of notice, unless a Director states at the beginning of the meeting 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.

F. 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.

G. 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.

H. Informal Action. Any action required by law or otherwise permitted to be taken at any meeting of the Board 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 at a meeting and may be described as such in any document executed by the Corporation.

Section 4.4. Definition of Board Categories; Eligibility.

A. Corporate Director. A Corporate Director shall be a representative of a Corporate member in good standing.

B. RPO Director. An RPO Director 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 Regional Partner Organization (referred to in these Bylaws as a "Service Agreement").

C. WBE Director. A WBE Director shall be the highest ranking woman 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 5.1. Committees of the Board. The Board shall have an Executive Committee and such other committees as shall be authorized by the Board resolution from time to time, each of which shall have the authority as provided in these Bylaws or in the authorizing Board resolution.

A. Executive Committee. The Executive Committee shall consist of the Chair; the Vice-Chair, and, at the option of the Chair, a second Vice-Chair; the Immediate Past Chair; the President, the Secretary and the Treasurer; and the chairs of each of the following committees or the successors to such committees: the Council, the Forum, the Certification Committee, the Nominating Committee, the Member Services and Programs Committee; the Corporate Membership and Revenue Generation Committee; and the Marketing, Communications and Brand Management Committee. The Chair of the Board shall also be Chair of the Executive Committee. The Board 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 Chair of the Board. Except as otherwise required by law or these Bylaws, the Executive Committee shall have the full authority of the Board 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, except when the Board is in session. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board when required. Vacancies in the Executive Committee shall be filled by the Board at a regular or special meeting.

B. The Leadership Council. The Leadership Council (herein, the "Council") is comprised of RPO Directors and the chief executive officer or the board chair of each RPO. In addition to such obligations and functions as may be expressly provided for, or delegated to the Council by the Board, the 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 elected by the Council in accordance with procedures approved by the Executive Committee and the result of such election shall be submitted to the Executive Committee for ratification.

C. Women's Enterprise Leadership Forum. The National Women's Enterprise Leadership Forum (herein, the "Forum") is comprised of WBEs that have been nominated either as a representative of an RPO where they serve on an RPO's local forum or have been nominated by a Corporate member 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 Forum 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 elected by the Forum in accordance with procedures approved by the Executive Committee and the result of such election shall be submitted to the Executive Committee for ratification.

D. Audit Committee. The Audit Committee shall be composed of persons knowledgeable about financial matters who are not officers or employees of the Corporation. 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 financial activities of the Corporation and the Corporation's chief financial officer. The Audit Committee shall meet periodically with the auditors.

E. Compensation Committee. The Chair may from time to time appoint not more than three Directors to a Compensation Committee. 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 Chair. 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.

F. Finance Committee. The membership of the Finance Committee shall consist of the Chair, the Treasurer, the Chair of the Audit Committee and such other Corporate Directors, RPO Directors and WBE Directors, as designated by Board resolution. 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. 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. The Finance Committee shall work with 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. The Finance Committee shall also act in an advisory role to other Board committees with respect to finance-related activities. The Finance Committee shall keep written minutes of its deliberations and such minutes shall be signed by each committee member.

G. Certification Committee. The membership of the Certification Committee shall consist of Corporate Directors, representatives of WBEs, and representatives of RPOs. 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 RPOs with regard thereto. 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.

Section 5.2. Other Committees. The Board by resolution may designate and appoint one or more committees in addition to those provided for in these Bylaws to assist the Board in carrying out the purposes of the Corporation. Each such committee shall be comprised of Corporate Directors or other representatives of corporate members, and representatives of RPOs and of the Forum. Each committee shall consist of not less than three persons, and the Board shall establish by resolution the mandate and membership of each such committee.

Section 5.3. Limitations. No committee (including, for purposes of this Section 3, the Executive Committee) shall have the authority of the Board 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 that by its terms provides that it shall not be altered, or repealed by such committee. Further, no 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 (or any individual Director) of any responsibility imposed upon it (or him or her) by law.

Section 5.4. Manner of Acting. Unless otherwise provided in these Bylaws or in the resolution of the Board establishing 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. The Council, the Forum, and any other 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 5.5. 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, 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 6.1. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer, and such other Officers as may from time to time be deemed advisable by the Board. Officers shall be elected by the Board. Except for the President, 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 6.2. 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, and shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time to time by the Board. Following consultation with the Compensation Committee and authorization by the Executive Committee, the Chair 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 or employee that is not employed at will shall not be in excess of three years.

Section 6.3. 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 the Executive Committee and a majority of the Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the Executive Committee or by the Board.

Section 6.4. The President, Vice-President, Secretary, Treasurer and such other Officers as may be authorized by the Board 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 6.5. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws, as may be determined by a resolution of the Board, or shall be those customarily exercised by corporate officers holding such offices, except to the extent the same would be inconsistent with these Bylaws or with any provision made pursuant hereto.

Section 6.6. The President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, 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. The President shall have the power to change the registered agent and registered office of the Corporation.

Section 6.7. The Vice-President. The Vice-President shall perform such duties as may be assigned by the President or by the Board.

Section 6.8. The Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board, and such other actions of the Corporation as the Board 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 may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 6.9. 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.

Article VII

Indemnification

Section 7.1. 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 7.2. 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 7.3. 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 7.4. 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 7.5. 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 7.6. 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 or otherwise.

Section 7.7. 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 7.8. 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 8.1. 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 8.2. 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 may from time to time designate by resolution.

Section 8.3. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31, or as otherwise may be determined by resolution of the Board.

Article IX

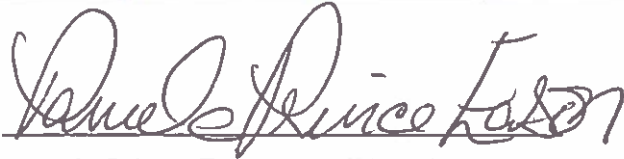
Amendments

Section 9.1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board, 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 9.2. 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, 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.

Document Revision History

Version	Date	Change Description	Approved By
1.0	6/21/2011	Amended and Restated Bylaws Adopted	Full Board of Directors
2.0	11/16/2016	Changes to Section 4.2 A – Increased maximum number of Directors from fifty-eight (58) to one hundred (100) and allowed number of “expert” or “Appointed Directors” from three (3) to five (5).	Full Board of Directors



Pamela Prince-Eason
President & CEO

2-24-2017



Jill R. Sasso
Sr. Director Human Resources & Board Governance