

**BYLAWS**  
**OF**  
**NATIONAL WOMEN IN ROOFING, INC.**  
**(a Florida not for profit corporation)**

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**ARTICLE I. PURPOSES**

National Women in Roofing, Inc. (“NWIR” or the “Corporation”) is organized under the Florida Not For Profit Corporation Act and shall be operated exclusively to constitute a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”), and within such limits, to receive, administer and expend funds for purposes including but not limited to: (a) providing networking, recruiting, mentoring, and education for women roofing professionals; (b) providing opportunities for women and men, new and established, to find ongoing success working together in the roofing industry through various educational programs such as public discussion groups, forums, panels, lectures, or similar programs; and (c) transacting any and all other lawful activities that are incidental to the foregoing general purposes and for which a corporation can be organized under the Florida Not For Profit Corporations Act, except as restricted by other provisions of these Articles of Incorporation.

**ARTICLE II. OFFICES OF CORPORATION**

**Section 1. Registered Office.** The registered office of the Corporation will be located within the State of Florida and can be (but need not be) the same as the Corporation’s principal business office, if it is located within the State of Florida. The Board of Directors may change the address of the registered office of the Corporation at any time and from time to time.

**Section 2. Principal and Other Offices.** The principal office of the Corporation will be located at the same place that is designated as the principal office of the Corporation in the most recent annual report filed by the Corporation with the Florida Secretary of State or in the Articles of Incorporation filed by the Corporation with the Florida Secretary of State. The Corporation may establish and maintain any other office designated by resolution of the Board of Directors or required from time to time by the business operations of the Corporation. The Corporation shall maintain at its principal office a copy of the records specified in Article VIII of these Bylaws.

**ARTICLE III. DIRECTORS**

**Section 1. Function.** Subject to any limitations set forth in the Articles of Incorporation of the Corporation, the affairs and business of the Corporation will be managed pursuant to the exclusive authority and direction of, and all its corporate powers will be exercised by, the Board of Directors. The Board of Directors has sole power by majority vote to make all decisions and bind the Corporation to do all acts and things that are conducive, incidental, or necessary to the accomplishment of the purpose of the Corporation.

**Section 2. Number and Qualification.** The Corporation shall have a minimum of fifteen directors at all times. Unless otherwise provided in the Articles of Incorporation of the Corporation, the Board of Directors may increase or decrease the number of directors from time to time (but not below fifteen) by adopting an amendment to these Bylaws or by adopting a resolution fixing the number of directors. Any

decrease in the number of directors, however, whether by resolution or amendment to these Bylaws, will not have the effect of shortening the term of an incumbent director (unless the director is removed from office pursuant to Section 5 below). Each director must be a natural person who is age 18 or older, but need not be a resident of the State of Florida.

**Section 3. Election and Term.** Each director of the Corporation shall be elected for a three-year term and will hold office until the director's successor has been elected and qualified or, if sooner, the director's death, resignation, or removal from office. As necessary, directors shall be elected by members of the Corporation from a list of nominees approved by the Executive Committee. Elections of directors may be conducted by mail or electronic ballots through procedures developed by the Board of Directors. Each nominee who receives a majority of the votes cast will be elected a director of the Corporation. Directors shall not serve more than two consecutive terms. A director who serves for more than half of the full term shall be deemed to have served a full term. Directors shall serve on at least one committee and shall rotate the committees he or she serves upon as reasonably practical.

**Section 4. Vacancies.** Whenever a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the Board of Directors may elect a director to fill the vacancy. The term of the director elected or appointed to fill a vacancy expires at the next director election. Pending the election of a director to fill the vacancy, a majority of the remaining directors will constitute a quorum and the affirmative vote of a majority of the remaining directors, even if less than the quorum of the Board of Directors specified in this Article, will be sufficient to authorize any corporate action, unless the Articles of Incorporation of the Corporation provide otherwise. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) can be filled before the vacancy occurs, but the new director cannot take office until the vacancy occurs. A director elected to fill a vacancy will hold office until the director's successor is elected at the next election of directors and qualified, or, if sooner, the director's death, resignation, or removal from office.

**Section 5. Removal of Directors.** A director may be removed with or without cause by the voters who have the voting power to elect directors if the same amount of votes required to elect a director are cast to remove such director.

**Section 6. Meetings.** The Board of Directors may hold regular or special meetings in or outside of Florida. Meetings of the Board of Directors may be called by a majority of the Board of Directors or by the Chair.

**Section 7. Adjournment of Meetings.** A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

**Section 8. Waivers of Notice and Presumption of Assent.** A director of the Corporation may waive notice of any meeting of the Board of Directors that is required by law or under these Bylaws or the Articles of Incorporation of the Corporation, either on, before, or after the date of the meeting by signing and delivering to the Secretary a written waiver of the requisite notice. A director's attendance at a meeting of the Board of Directors constitutes waiver by the director of notice of that meeting, any defect in the notice of that meeting, all objections to the time and place of the meeting, and the manner in which the meeting was called or convened, unless the director attends the meeting solely to object at the beginning of the meeting to the conduct of business at the meeting because it was not lawfully called or convened.

**Section 9. Director Quorum and Voting.** Unless otherwise required by law or provided in these Bylaws or the Articles of Incorporation of the Corporation, 40% of the total number of directors constitutes a quorum of the Board of Directors. If a quorum is present when a vote is taken on a matter at a meeting of the Board of Directors, the affirmative vote of a majority of directors present constitutes action of the Board of Directors on the matter, unless these Bylaws or the Articles of Incorporation of the Corporation require the vote of a greater number of directors. The Board of Directors cannot take any valid action on a matter unless a quorum is present when a vote is taken on the matter.

**Section 10. Telephonic Participation in Meeting.** A director may participate in any meeting of the Board of Directors by means of a conference telephone or similar communications equipment by which all the directors participating in the meeting can hear each other at the same time. A director's participation in a meeting of the Board of Directors by the foregoing means constitutes presence in person at the meeting.

**Section 11. Board Committees.** Unless otherwise provided in these Bylaws or the Articles of Incorporation of the Corporation, the Board of Directors may designate, by a resolution adopted by the Board of Directors, one or more other committees, each of which will have and may exercise the authority delegated to it by the resolution of the Board of Directors appointing the committee. Notwithstanding the foregoing, a committee of the Board of Directors does not have any authority to adopt, amend, or repeal these Bylaws or to fill vacancies on the Board of Directors or any committee of the Board of Directors. Each committee shall have two or more members who serve at the pleasure of the Board of Directors.

The designation of a committee, the delegation of authority to a committee, or action by a committee pursuant to the authority delegated to it by the Board of Directors will not alone constitute compliance by a director who is not a member of the committee with that director's responsibility to act in good faith, in a manner that director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

**Section 12. Director Action Without a Meeting.** Any action required or permitted by law, these Bylaws, or the Articles of Incorporation of the Corporation to be taken at a regular or special meeting of the Board of Directors, or any action that is permitted to be taken at a meeting of the Board of Directors or a committee of the Board of Directors can be taken without a meeting, without advance notice, and without a vote, if all the directors or members of the committee sign and date a written consent describing and authorizing the action. All directors need not sign the same written consent, but may execute any number of counterparts. A written consent of directors will be effective as of the date stated in the written consent or, if an effective date is not stated in the written consent, on the date when the last director signs the written consent. Whenever the directors take any action by unanimous written consent, the Secretary shall file the written consent or consents of the directors with the minutes of the proceedings of the Board of Directors or the committee of the Board of Directors. A unanimous written consent of directors has the same effect as a unanimous vote.

**Section 13. Duties of Directors.** A director shall perform her or his duties as a director, including the director's duties as a member of any committee of the Board of Directors of which the director serves, in good faith, in a manner that the director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a similar position would use under similar circumstances. In performing her or his duties, a director may rely on reports, opinions, statements, or information, including financial statements and other financial data, prepared or presented by the following:

- (a) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

- (b) Legal counsel, public accountants, or other persons as to matters that the director reasonably believes to be within that person's expert or professional competence; or
- (c) A committee of the Board of Directors on which the director does not serve and which the director reasonably believes to merit confidence.

A director will not be considered to be acting in good faith if the director has knowledge concerning a matter in question that would cause the reliance described above to be unwarranted.

A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

**Section 14. Liability of Directors.** A director is not personally liable for monetary damages to the Corporation or to any other person for any vote, decision, statement, or failure to act by the director regarding corporate policy or management, unless the director breached or failed to perform her or his duties as a director, and the director's breach of, or failure to perform, those duties constitutes:

- (a) A violation of criminal law, unless the director had reasonable cause to believe her or his conduct was lawful or had no reasonable cause to believe her or his conduct was unlawful;
- (b) A transaction from which the director directly or indirectly derived an improper personal benefit; or
- (c) Recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

For the purposes of clause (c) above, the term "recklessness" means an action, or omission to act, in conscious disregard of a risk that is:

- (i) known to the director, or so obvious that it should have been known to the director; and
- (ii) known to the director, or so obvious that it should have been known to the director, to be so great as to make it highly probable that harm would follow from the action or omission to act.

**Section 15. Director Conflicts of Interest.** A contract or other transaction between the Corporation and directors or any other firm, corporation, association, partnership, limited liability company, or other entity in which a director is a director, officer or financially interested, will not be void or voidable because of that interest or relationship, because the director is present at the meeting of the Board of Directors or a committee of the Board of Directors that ratifies, approves, or authorizes the contract or transaction, or because the director's vote is counted for that purpose, if:

- (a) The existence of the interest or relationship is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested directors;
- (b) The existence of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

- (c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the members.

For purposes of paragraph (a) only, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no relationship or interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director having a relationship or interest in the transaction does not affect the validity of any action taken under (a) if the transaction is otherwise authorized, approved, or ratified, but such presence or vote of such a director may be counted for purposes of determining whether the transaction is approved under other sections of this chapter.

For purposes of paragraph (b), a conflict-of-interest transaction is authorized, approved, or ratified if it receives the vote of a majority in interest of the members entitled to vote under this subsection. A director who has a relationship or interest in the transaction may not vote to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under paragraph (b). A majority in interest of the members entitled to vote on the transaction constitutes a quorum for the purpose of taking action under this section. As used in this subsection, the term “majority in interest” refers to a majority of the voting shares or other voting units allotted to the members.

**Section 16. Expenditures; Liabilities and Obligations.** The approval of the Board of Directors is required for the Corporation to make any expenditure in excess of \$2,500, or incur, assume, create, or acquire any liability, obligation, or indebtedness, or renew, modify, extend, or refinance any indebtedness, in excess of \$2,500.

**Section 17. Compensation.** The directors of the Corporation shall not receive compensation from the Corporation.

## ARTICLE IV. OFFICERS

**Section 1. Officers.** The officers of the Corporation may but need not be directors of the Corporation and will consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. The Board of Directors will appoint the foregoing officers at the annual meeting of the Board of Directors. A person may not serve more than five years combined in any officer positions. The Board of Directors may appoint from time to time other agents, officers, and assistant officers who will have the authority and perform the duties prescribed by resolution of the Board of Directors. Each officer of the Corporation will hold office until the officer’s successor is appointed or, if sooner, until the officer’s death, resignation, or removal from office. One person may hold two or more offices. The failure to elect a Chair, Vice Chair, Secretary, or Treasurer will not affect the existence of the Corporation.

**Section 2. Chair.** The Chair is the principal operating and administrative officer of the Corporation. The Chair, subject to the directions of the Board of Directors, is responsible for the general and active management of the administrative affairs of the Corporation, may sign bonds, deeds, contracts, and promissory notes for the Corporation, and shall preside at all meetings of the Board of Directors. The Chair shall enforce observance of the Articles of Incorporation and these Bylaws; oversee all officers and committees; fill all non-elective officer positions; establish committees not provided for in these bylaws; and inspect and announce voting results. The Chair shall obtain approval from the Board of Directors of an ongoing five-year strategic plan no later than the end of the Chair’s term.

**Section 3. Vice Chair.** The Vice Chair has the powers and shall perform the duties that are prescribed by the Board of Directors or the Chair. Unless the Board of Directors provides otherwise, if the Chair is absent or unable to act, the Vice Chair shall perform all the duties and may exercise all the powers of the Chair. Unless the Board of Directors provides otherwise, the Vice Chair may sign contracts for the Corporation, but is not authorized to sign bonds, deeds, or promissory notes for the Corporation.

**Section 4. Secretary.** The Secretary shall oversee the following: (a) maintaining the minutes of the proceedings of the Board of Directors in one or more record books maintained for that purpose; (b) ensuring that all notices are duly given as required by law or these Bylaws; (c) maintaining custody of the corporate seal and records, attest the signatures of officers who execute documents on behalf of the Corporation, and affix the corporate seal to all documents that are executed on behalf of the Corporation under its seal; (d) maintaining a register of each director's mailing address that the director furnishes to the Secretary; (e) having general charge of the corporate record books of the Corporation; (f) in general, performing all duties incident to the office of Secretary and any other duties as the Board of Directors or Chair prescribes from time to time; and (g) if the Vice Chair is absent or unable to act, the Secretary shall be responsible for all the duties of the Vice Chair and may exercise the powers of the Vice Chair.

**Section 5. Treasurer.** The Treasurer shall oversee the following: (a) maintaining charge and custody of all funds and securities of the Corporation; (b) receiving and giving receipts for all monies due and payable to the Corporation and deposit all monies in the name of the Corporation in the banks, trust companies, or other depositories selected by the Board of Directors; (c) overseeing sponsorships; (d) in general performing all the duties incident to the office of Treasurer and any other duties as the Chair or the Board of Directors prescribes from time to time; and (e) if the Secretary is absent or unable to act, the Treasurer shall be responsible for all the duties of the Secretary and may exercise the powers of the Secretary. The Treasurer has the authority to deposit any cash amount in excess of \$5,000 in certificates of deposit or other interest bearing accounts or instruments with the approval of the Chair. If required by the Board of Directors, the Treasurer shall be responsible for providing a bond for the faithful discharge of her or his duties in the amount and with the surety as the Board of Directors specifies by resolution.

**Section 6. Removal of Officers.** The Board of Directors may remove any officer who was appointed by it, with or without cause, whenever in its judgment the removal would serve the best interests of the Corporation. The removal of an officer will be without prejudice to any contract rights of the officer removed. The mere appointment of a person as an agent, officer, or employee of the Corporation does not create any contract right. The Board of Directors may fill a vacancy in any office, including without limitation, electing a director to fill the vacancy.

**Section 7. Resignation of Officers.** An officer may resign at any time by delivering written notice to the Board of Directors. A resignation will be effective when the notice is delivered, unless the notice specifies a later effective date. If a resignation is effective at a later date, the Board of Directors may fill the pending vacancy before the effective date of the resignation so long as it provides that the successor does not take office until the effective date. The resignation of an officer will be without prejudice to any contract rights of the officer resigning.

**Section 8. Compensation.** Officers and directors of the Corporation shall not receive compensation.

## **ARTICLE V. EXECUTIVE COMMITTEE**

**Section 1. Function.** The Executive Committee shall consist of the current officers and the immediate past Chair. The Chair may appoint ex officio members to serve on the Executive Committee from

the Board of Directors or those industry consultants that provide services to the Corporation. The Executive Committee shall possess and may exercise all powers of the Board of Directors between meetings of the Board of Directors. The Executive Committee shall, in general, be responsible for the coordination, planning, and administration of all Corporation activities and the management of the everyday affairs subject to any limitations imposed by the Board of Directors.

**Section 2. Meetings.** The Executive Committee shall meet at least twice a year and report all actions taken by it at the first meeting of the Board of Directors that occurs subsequent to the Executive Committee meeting. A majority of the elected members of the Executive Committee who are entitled to vote shall constitute a quorum.

**Section 3. Powers.** The Executive Committee shall fill all non-elected positions and shall set the compensation level for those positions. If the Board of Directors has not determined that the Corporation shall contract for association management services, the Executive Committee shall elect an Executive Director (unless previously elected) and determine compensation for the Executive Director.

If the Executive Committee authorizes any expenditure, the Executive Committee shall report same to the Board of Directors at the first meeting of the Board of Directors that occurs subsequent to the Executive Committee's authorization.

The Executive Committee shall submit to the Board of Directors a report outlining the plans and programs which the Executive Committee recommends and the budget which the Executive Committee believes will be needed to implement such plans and programs.

## **ARTICLE VI. MEMBERSHIP**

**Section 1. Membership.** Any individual working in or retired from the roofing industry is eligible to become a member of the Corporation. Eligible individuals shall apply for membership by submitting an application in the manner determined from time to time by the Board of Directors. All members agree to be bound by these Bylaws, including, without limitation, the dues obligations set forth in Article VI, Section 3.

**Section 2. Membership Classes.** There shall be two different classes of membership:

- (a) **Individual Membership.** Women that actively work in all classes of industry segments of the roofing industry are eligible for Individual Membership. Individual Members shall have the right to vote for directors of the Board of Directors pursuant to Article III, Section 3, but shall have no other voting rights.
- (b) **Supporting Membership.** Men, students, and retirees from all industry segments are eligible for Supporting Membership. Supporting Members shall have no voting rights.

**Section 3. Dues.** Each member shall pay dues in the amount, time, and manner determined from time to time by the Board of Directors. The amount of dues required may, but need not, vary depending on the particular class of member and the means of the particular member.

**Section 4. Termination of Membership.** In the event that a member fails to timely pay the dues owed pursuant to Article VI, Section 3, the Board of Directors or its delegate may terminate involuntarily such member's membership. Involuntary termination of membership shall not entitle a member to a refund of any dues, and members shall remain liable after voluntary termination of membership for any unpaid dues or other agreements to which the members have committed.

**Section 5. Notice of Non-Deductibility of Contributions.** Pursuant to section 6033(e) of the Code, the Corporation shall provide a notice to each member and other person or organization making a contribution to the Corporation, providing a reasonable estimate of the portion of such contribution that is allocable to lobbying or influencing the general public with respect to legislative matters or referendums, and which is therefore not deductible by the contributor for federal income tax purposes. Such notice shall be provided at the time of assessment or payment of the contribution, and a separate notice shall be provided at the end of the year showing the actual percentage of contributions used for such purposes.

**Section 6. NWIR Councils.** The Corporation shall oversee regional, state, or local NWIR Councils across North America.

- (a) Any roofing industry organization or group of roofing professionals wishing to form a NWIR Council must apply to the Board of Directors for approval. The Board of Directors may authorize the creation of any NWIR Council with a majority vote.
- (b) NWIR Councils shall agree to adhere to the Corporation's bylaws, policies, and procedures. Prior to formation, each NWIR Council shall execute a separate agreement with NWIR. The NWIR Councils shall, at a minimum, agree to indemnify, defend and hold harmless NWIR, its officers, directors, and employees from any and all claims, liabilities, damages, demands, attorney's fees, costs, and expenses.
- (c) The Corporation shall collect all Individual and Company Membership dues on behalf of the NWIR Council.
- (d) The Corporation shall keep and maintain the membership records on behalf of NWIR Councils, provide model governance documents, cultivate and distribute national sponsorship monies, provide curriculum, provide standardized communication resources, and other services as determined by the Board of Directors to help support and sustain the NWIR Councils.

## **ARTICLE VII. MEMBER MEETINGS**

**Section 1. Annual Meetings.** An annual meeting of the members shall be held for the election of directors, unless the Board of Directors in its discretion to conduct the election of directors through mail or electronic ballots. The annual meeting, if held, shall be held at a location and day and time as determined by the Board of Directors or the Executive Committee.

**Section 2. Special Meetings.** Special meetings of the members may be called by the Board of Directors or the Executive Committee. Special meetings shall be called by the Secretary on written request by 500 or more members.

**Section 3. Notice of Meetings.** Notice of meetings, whether annual or special, shall be in writing and shall set forth the date, time, and place thereof. If the notice is for a Special Meeting, the notice must include a description of the purpose(s) for the Special Meeting. Such notice of meetings shall be mailed or caused to be mailed by the Secretary no less than 20 days before each meeting and shall be addressed to each member at his or her physical address or email address as it appears in the records of the corporation. Notices of adjourned meetings need not be given.



**Section 4. Waiver of Notice.**

- (a) A member may waive notice of any meeting that is required by law or under these Bylaws or the Articles of Incorporation either before or after the date and time stated in the notice by signing and delivering to the Secretary a written waiver of the requisite notice. The Secretary shall file such written waivers of notice with the minutes of the meeting of which the member waived notice.
- (b) A member's attendance at a meeting (1) waives objection to lack of notice or defective notice of the meeting, unless the member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting; or (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objected to considering the matter when it is presented.

**Section 5. Quorum.** At any annual or special meeting of the association, the presence of at least one third of members entitled to vote shall be necessary for and shall constitute a quorum for the transaction of business, but less than a quorum shall have the power to adjourn a meeting, from time to time, without notice.

**Section 6. Participation in Meetings Via Remote Communication.** Members may participate in any meeting by means of a conference telephone or similar communications equipment which provides the member the opportunity to communicate and to read or hear the meeting substantially concurrently with such meeting. A member's participation in a meeting by the foregoing means constitutes presence at the meeting.

**ARTICLE VIII. BOOKS AND RECORDS**

**Section 1. Record of Corporate Actions.** The Secretary shall oversee the maintaining a permanent record of all (a) minutes of all meetings of the Board of Directors of the Corporation, (b) actions taken by the Board of Directors of the Corporation by written consent without a meeting, and (c) actions taken by a committee on behalf of the Corporation.

**Section 2. Other Corporate Records.** The Secretary shall oversee maintaining a copy of the following records:

- (a) These Bylaws or any restated bylaws and all amendments to them that are currently in effect;
- (b) The Articles of Incorporation of the Corporation or any restated articles of incorporation of the Corporation and all amendments to them that are currently in effect;
- (c) A copy of its most recent corporate annual report delivered to the Florida Department of State;
- (d) A list of the names and business street addresses of the Corporation's current officers and directors;
- (e) All written communications to all members generally or to all members of a class within the past three calendar years, including the financial statements furnished to directors during the preceding three years;

- (f) A record of all members and members' addresses that is capable of being prepared into an alphabetical list of members arranged by class of voting members;
- (g) The minutes of all members' meetings and records of all action taken by members without a meeting for the past three years.

**Section 3. Accounting Records and Financial Reports.** The Treasurer shall oversee maintaining true, accurate, and complete accounting records. The fiscal year shall begin on June 1 and end on May 31 of each year. Unless modified by resolution of the Board of Directors of the Corporation, the Corporation shall furnish to each director at the annual meeting of the Board of Directors annual financial statements of the Corporation that include a balance sheet as of the end of the fiscal year, an income statement for that year, a statement of cash flows for that year, and any report issued by a public accountant on the annual financial statements. If a report of a public accountant did not report on the annual financial statements, they must be accompanied by a statement of the Chair or the person responsible for the Corporation's accounting records that:

- (a) states his or her reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
- (b) describes any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the Corporation also must prepare the annual financial statements that are provided to its directors at the annual meeting on that basis.

The Corporation shall mail the financial statements to any director not present at the annual meeting within 30 days after the annual meeting and shall mail the financial statements to all directors within such time as is reasonably necessary to enable the Corporation to prepare its financial statements if, for reasons beyond the Corporation's control, it is unable to prepare its financial statements for circulation at the annual meeting of the Board of Directors. On written request from a director who was not mailed the annual financial statements, the Corporation shall mail to the director its latest annual financial statements.

**Section 4. Form of Records.** The Corporation shall maintain its books, records, and minutes in written form or in any other form capable of being converted into writing within a reasonable time.

## **ARTICLE IX. DISSOLUTION AND DISTRIBUTION OF ASSETS**

**Section 1. Dissolution.** The Board of Directors, by a majority vote of the directors then in office, may dissolve the Corporation.

**Section 2. Distribution of Assets.** Upon the dissolution of the Corporation, all assets of the Corporation, subject to the discharge of valid obligations of the Corporation and to applicable provisions of the Florida Not For Profit Corporation Act, shall be transferred to the National Association of Women in Construction, or (in the event the National Association of Women in Construction is no longer in existence or no longer qualifies as exempt from federal income tax under section 501(c)(6) of the Code, to another non-profit organization which then qualifies as exempt from federal income tax under section 501(c)(6) of the Code, as selected by the Corporation's Board of Directors.

## ARTICLE X. INDEMNIFICATION AND DUTY TO DEFEND

**Section 1. Indemnification.** The Corporation shall, to the extent legally permissible, indemnify, defend and hold harmless each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, attorney's fees, costs, expenses, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

**Section 2. Duty to Defend.** To the fullest extent permitted by law, in addition to the express duties to indemnify, defend, protect and hold harmless identified above, when there is any causal connection between officer, director, or employee of the Corporation and any injury, loss, damage, death or property damage, the Corporation expressly undertakes a duty to defend the officer, director, or employee of the Corporation as a separate duty, independent of and broader than the duties to indemnify, protect and hold harmless. The duty to defend agreed to by the Corporation herein expressly includes all costs of litigation, attorneys' fees, expert's and consultant's fees, settlement costs and reasonable expenses in connection with the litigation, whether or not the claims made for loss, injury, damage or property damage are valid or groundless and regardless of whether the defense of the officer, director, or employee of the Corporation is maintained by them or assumed by the Corporation as long as the claims made could be causally connected to the Corporation ("Claims") as reasonably determined by the Board of Directors. The Corporation's duty to defend is as follows:

(1) The officer, director or employee of the Corporation, in its sole discretion and at its sole option, may defend any or all of the Claims (at Corporation's sole expense) or tender to Corporation the defense of any or all of the Claims. Upon such tender by officer, director or employee of Corporation to Corporation, Corporation shall be bound and obligated to assume the defense of officer, director or employee of Corporation in the Claims, including the settlement negotiations, and shall pay, liquidate, discharge and satisfy any and all settlements, judgments, awards or expenses resulting from or arising out of the Claims without reimbursement from officer, director or employee of Corporation.

(2) It is understood and agreed by Corporation that if officer, director or employee of Corporation tenders the defense of a Claim to Corporation and Corporation fails or neglects to assume the defense thereof, officer, director or employee of Corporation may defend, compromise and/or settle any such suit or action, and Corporation shall be bound and obligated to reimburse officer, director or employee of Corporation for the amount expended by it in settling or compromising any such claim, or in the amount expended by officer, director or employee of Corporation in paying any judgment rendered therein, together with all reasonable attorneys' fees and costs of litigation incurred by officer, director or employee of Corporation by reason of its defense, settlement or compromise of such Claims.

**Section 3. Survival.** No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those

acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE XI. AMENDMENT OF BYLAWS**

**Section 1. Amendment of Bylaws by Board of Directors.** The Board of Directors may amend or repeal these Bylaws by affirmative vote of two thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting.

**Section 2. Bylaw Provisions Increasing Quorum or Voting Requirements for Directors.** A provision of these Bylaws that establishes a greater quorum or voting requirement for the Board of Directors provided for in these Bylaws can be amended or repealed only by the Board of Directors. Any action by the Board of Directors to adopt or amend a provision of these Bylaws that changes the quorum or voting requirement for the Board of Directors must be by affirmative vote of a majority of the total number of directors then serving on the Board.

**Adopted by the Board of Directors on February 27, 2017.**