

BYLAWS
OF
WRITE/SPEAK/CODE

Adopted: December _____ 2017

**BYLAWS
OF
WRITE/SPEAK/CODE**

DEFINITIONS

Cause. Violation of the values or code of conduct of the organization.

Quorum. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise required by the Act, the Articles of Incorporation or these bylaws.

Inactive Director. An inactive director shall be a director who has not participated in board activities or meetings for at least one quarter.

Majority. A majority vote shall mean at least fifty percent of the quorum.

Meeting. A meeting of the board is one held by phone, video conference or in person (if all directors are in the same state).

Supermajority. A supermajority vote shall mean at least sixty-six percent.

Vacancy. A vacancy shall mean two directors have resigned or been removed from their position.

**ARTICLE I
OFFICES**

Section 1.1 Business Offices

The principal office of the corporation shall be as stated in the Articles of Incorporation. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices, either within or outside Illinois, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office

The registered office required by the Illinois Nonprofit Corporation Act (the "Act") to be maintained in Illinois may be changed from time to time by the board of directors or by the officers of the corporation, or to the extent permitted by the Act by the registered agent of the corporation, provided in all cases

that the street addresses of the registered office and of the business office or home of the registered agent of the corporation are identical.

ARTICLE II **PURPOSE**

Section 2.1 Tax Exemption

This Corporation is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code") or the corresponding provision of any future United States internal revenue law. This Corporation shall have such powers as are now or may hereafter be granted by the general Not-For-Profit Corporation of the State of Illinois, except as otherwise limited by its of Incorporation or these bylaws.

Section 2.2 Specific Objectives and Purposes

Subject to the foregoing, Write/Speak/Code has been organized for charitable, benevolent, and civic purposes within the meaning of section 501(c)(3) of the IRC. Subject to the foregoing, the specific purposes and objectives of Write/Speak/Code are to increase the visibility and leadership of women coders and to empower women software engineers, data scientists, and coders of all kinds to become thought leaders, conference speakers, and contributors to innovations that will impact the public good.

ARTICLE III **MEMBERS**

The corporation shall have no members. Notwithstanding the foregoing, the corporation may refer to persons associated with the corporation as members even though such persons are not members, and no such reference shall constitute anyone being a member, within the meaning of the Act.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.1 General Powers

Except as otherwise provided in the Act, the Articles of Incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its board of directors.

Section 4.2 Qualifications, Number, Election and Tenure

(a) Qualifications. Each director must be a natural person who is eighteen years of age or older. A director need not be a resident of Illinois or the United States.

(b) Number. The number of directors of the corporation shall be from three to seven (so long as it's an odd number) and as determined by the members of the board of directors from time to time. Any action of the board of directors to change the number of directors to a number

outside the range specified in the preceding sentence must be by unanimous consent, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws expanding the range of the number of directors, provided such action otherwise satisfies the requirements for amending these bylaws as provided in the Act, the Articles of Incorporation, or these bylaws.

(c) Election and Tenure. New directors may be elected by the existing directors in office at any time. Each director so elected shall hold office for an initial term of one year and thereafter for one year terms.

(d) Ex Officio Directors. The president of the corporation shall serve as *ex officio* director with full voting rights until a successor president's term has expired. At that time, his or her successor to said office shall serve as an *ex officio* director with full voting rights.

Section 4.3 Resignation and Removal

A director may resign at any time after the initial term by giving 60 days' written notice to the president and separately to the remaining directors. A director's resignation shall take effect within 30 days after the date specified in the notice allowing time for the director to transition out of his or her existing duties. An acceptance of the resignation shall not be necessary to make it effective. A director shall be deemed to have resigned in the event of such director's incapacity as determined by a court of competent jurisdiction. Any director may be removed at any time, with Cause, by the affirmative vote of a Supermajority of the remaining directors. The President must provide written notice to the director considered for removal with sufficient detail about the activity providing the basis for Cause. The director considered for removal will have 10 days to respond either in writing or by a phone conference. The remaining directors will conduct an emergency meeting to vote on the director's status within five days of the written or oral response. The remaining directors shall decide whether to remove or retain the director. If the remaining directors' vote to retain the director then a second vote shall be held to determine an appropriate remedy. The president shall issue a written decision to the director being considered for removal within two days from the emergency meeting. If the remaining directors voted to permit the director to remedy the matter and the matter is not remedied within the time specified in the written decision then the director shall then be subject to an automatic removal.

Section 4.4 Regular Meetings

A regular annual meeting of the board of directors shall be held during the month of November at the time and place determined by the board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. Additionally, regular meetings of the board of directors shall be held every two weeks with no more than 24 regular meetings in a calendar year. The board of directors may provide by resolution the time and place for the holding of additional regular meetings. A director who misses more than four meetings (including regular and special meetings) in a calendar year without written notice submitted prior to the start of the meeting (and stating a reason for the absence) to the remaining directors and for reason other than medical emergency shall no longer remain qualified to hold a board position and shall be automatically removed from his or her position. Any director who misses more than seventy percent of meetings (including regular and special meetings) in a calendar year will not be eligible for re-election.

Section 4.5 Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or a majority of the directors. The person or persons authorized to call special meetings of the board of directors may fix the time and place, either within or outside Illinois, for holding any special meeting of the board called by them. A director who misses more than four meetings (including regular and special meetings) in a calendar year without written notice submitted prior to the state of the meeting (and stating a reason for the absence) to the remaining directors and for reason other than medical emergency shall no longer remain qualified to hold a board position and shall be automatically removed from his or her position. Any director who misses more than seventy percent of meetings (including regular and special meetings) in a calendar year will not be eligible for re-election.

Section 4.6 Notice of Meetings

(a) Requirements

Notice of each special meeting of the board of directors stating the date, time, and place of the meeting shall be given to each director at such director's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least three days prior thereto by personal delivery or private carrier of written notice or by telephone, electronic transmission, or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b) Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 4.7 Deemed Assent

A director of the corporation who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the director contemporaneously requests the director's dissent or abstention as to

any specific action taken be entered in the minutes of the meeting; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

Section 4.8 Quorum and Voting

If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 4.9 Voting by Proxy

No director may vote or act by proxy at any meeting of directors.

Section 4.10 Compensation

Directors shall not receive compensation for their services as such; however, the pre-approved expenses of directors may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 4.11 Special and Executive Committees

By one or more resolutions adopted by the vote of a majority of the directors present at a meeting at which a quorum is present, the board of directors may designate special committees, including an executive committee, to assist with carrying out decisions and activities of the corporation. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be established by the member of the board responsible for oversight of the special committee with a vote of a majority of the directors. The corporation shall have a standing Programming Committee that shall be responsible for steering the programming and related operations of the corporation. All members of the board of directors are required to participate on this committee. If formed, the Executive Committee shall consist of three directors designated by the president. Only directors of the corporation may be members of the Executive Committee. The Executive Committee shall have all of the power and authority of the board of directors between meetings of the board, except as prohibited by the Act.

Section 4.12 Advisory Boards

The board of directors may from time to time form one or more advisory boards, committees, auxiliaries, or other bodies composed of such members, having such rules of procedure, and having such chair, as the board of directors shall designate. The name, objectives, and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the board of directors by a majority vote. An advisory board may provide such advice, service, and assistance to the

corporation, and carry out such duties and responsibilities for the corporation as may be specified by the board of directors. The advisory committee or advisory board shall not exercise any power or authority reserved to the board of directors by the Act, the Articles of Incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the prior express written, approval of the board of directors.

Section 4.13 Action without a Meeting

(a) Any action required or permitted to be taken at a meeting of the board of directors or any committee thereof may be taken without a meeting except that no action may be taken to remove a director without a meeting. Furthermore, each member of the board or committee may vote by the designated Slack account (or a substitute chat account approved by the board) within five business days from the meeting date (asynchronous voting) in the following manner: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers votes by the designated Slack account to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

(b) Action is approved only if the affirmative votes by the designated Slack account for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting.

(c) Action taken pursuant to this Section 4.13 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(d) All votes by the designated Slack account shall be captured by screenshot and filed with the minutes of the meetings of the board of directors.

ARTICLE V **OFFICERS AND AGENTS**

Section 5.1 Designation and Qualifications

The elected officers of the corporation shall be a president, a secretary, and a treasurer. The board of directors may, with a majority vote, also appoint, designate, or authorize such other officers, assistant officers, and agents, including a chair of the board, an executive director, a chief financial officer, a controller, assistant secretaries, and assistant treasurers, as it may consider necessary or useful. One person may hold more than one office at a time. All officers must be natural persons who are eighteen years of age or older.

Section 5.2 Election and Term of Office

The board of directors shall elect or appoint the officers at or in conjunction with each annual meeting of the board of directors unless there is a vacancy in between annual meetings. Each officer shall hold a minimum term of a one year term.

Section 5.3 Vacancies

Vacancies shall be filled by the board of directors as soon as possible and in no instance later than 45 days after the effective date of any removed or resigned director. However, if a successor director is identified and voted in by the remaining board the successor director may fill the pending vacancy before the effective date with the provision that the successor does not formally take office until the effective date, or the board of directors may remove the officer at any time before the effective date and may formally fill the resulting vacancy.

(a) Process for Filling Vacancies. The board shall initiate a recruitment process within 14 days of notice of resignation or removal. Within 10 days of notice of the vacancy the board shall hold a special meeting to discuss potential candidates and the interview process.

(b) Inability to Fill the Vacancy. If after 30 days and with reasonable efforts the board is unable to fill the vacancy then it may request an extension from the vacating director. The vacating director is not obligated to provide an extension but she or he may do so as a courtesy. If the vacating director is unable to grant the extension then he or she agrees to work with the remaining directors up to the effective date to successfully transition his or her responsibilities.

(c) Personal emergencies. From time to time, directors may experience personal emergencies that may make it difficult to fulfill his or her responsibilities to the board. Directors must immediately provide all directors with written notice of the nature of the emergency along with the time period that they will be unable to actively be involved with the board. The president will approve the request and the position will not be treated as vacant by the board. More than three requests in a calendar year may present a hardship to the board and upon the third request the director and president will discuss how to proceed under the circumstances. The outcome of that discussion will be presented before the remaining directors for a vote.

Section 5.4 Authority and Duties of Officers

The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, she or he shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside or delegate another director to preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and

he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

(b) Vice-President. The vice-president (if appointed) shall assist the president of the board and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice-president shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president

(c) Secretary. The secretary shall (i) keep the minutes of the proceedings the board of directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) Treasurer. The treasurer shall (i) be the principal financial officer of the board of directors with general responsibility for the oversight of the financial affairs of the corporation; (ii) present financial reports to the board of directors as the board may request from time to time; (iii) serve as the chief financial officer, in the event there is no separate chief financial officer; and (iv) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

ARTICLE VI

FIDUCIARY MATTERS

Section 6.1 Indemnification

(a) Scope of Indemnification. The corporation shall indemnify each director, officer, employee, and volunteer of the corporation to the fullest extent permissible under the laws of the State of Illinois, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 6.1. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section 6.1 to the fullest extent permissible under the laws of the State of Illinois.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would

jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 6.2 General Standards of Conduct for Directors and Officers

(a) Discharge of Duties. Each director shall carry out his or her duties (i) in good faith; (ii) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 6.2(b) unwarranted.

(c) Liability to Corporation. A director or officer shall not be liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 6.2.

(d) Director Not Deemed to Be a "Trustee". A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6.3 Liability of Directors for Unlawful Distributions

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the Articles of Incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the Articles of Incorporation if it is established that the director did not perform the director's duties in compliance with the general standards of conduct for directors set forth in Section 6.2.

(b) Contribution. A director who is liable under this Section 6 for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made

in violation of the Act or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the Articles of Incorporation.

Section 6.4 Loans to Directors and Officers Prohibited

No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE VII
RECORDS OF THE CORPORATION

Section 7.1 Minutes

The corporation shall keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation, and a record of all waivers of notices of meetings of the board of directors or any committee of the board of directors.

Section 7.2 Accounting Records

The corporation shall maintain appropriate accounting records.

Section 7.3 Records in Written Form

The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 7.4 Records Maintained at Principal Office

The corporation shall keep a copy of each of the following records at its principal office:

- (a) The Articles of Incorporation;
- (b) These bylaws;
- (c) Resolutions adopted by the board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of the members;
- (d) A list of the names and business or home addresses of the current directors and officers;
- (e) A copy of the most recent corporate report delivered to the Illinois secretary of state;

(f) All financial statements prepared for periods ending during the last three years that a member of the corporation could have requested under section 6.6(c);

(g) The corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

(h) All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

ARTICLE VIII **AMENDMENT OF BYLAWS**

The board of directors at any time and from time to time may amend the bylaws, or may repeal the bylaws and adopt new bylaws.

ARTICLE IX **MISCELLANEOUS**

Section 9.1 Fiscal Year

The fiscal year of the corporation shall be the calendar year.

Section 9.2 References to Internal Revenue Code

All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 9.3 Principles of Construction

Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey, and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 9.4 Dissolution

Upon dissolution or winding up, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for exempt purposes under Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Code and which has purposes similar to those of Write/Speak/Code. Assets, debts, and liabilities of this corporation shall not be distributed to any private individual upon dissolution. The organizations to receive such property, and their respective shares and interests, shall be determined by the board of directors.

Section 9.5 Severability

The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Adopted by the Board of Directors

As of _____