

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**HARVARD LAW SCHOOL WOMEN'S ALLIANCE**

The Amended and Restated Bylaws of Harvard Law School Women's Alliance, a Washington non-profit corporation, are as follows:

**ARTICLE 1**

**OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the corporation may require from time to time.

**ARTICLE 2**

**MEMBERSHIP**

2.1 No Members. The corporation shall have no members.

2.2 Subsequent Changes. Membership classes, the manner of election or appointment of members, the qualifications and rights of each class of members, and dues for members may be established by amendment to these Bylaws.

**ARTICLE 3**

**BOARD OF DIRECTORS**

3.1 General Management. The business and affairs of the corporation shall be managed and conducted by the Board of Directors.

3.2 Number. The authorized number of Directors shall be no less than three (3) and shall not exceed twenty (20), with the specific number determined by the Board of Directors from time to time. In no event shall a decrease in the number of Directors have the effect of shortening the term of any incumbent Director unless such Director is removed in accordance with the provisions of these Bylaws, or the law of the State of Washington.

3.3 Terms of Office. The term served by a Director shall be for one (1) year, commencing upon her election at a Board of Directors' annual meeting and continuing until the election of Directors at the next annual meeting. If the period between annual meetings is greater than one (1) year, then the Directors shall remain as Directors until the next annual meeting and election are held, unless a Director resigns or is removed before that time. A Director's term may be renewed each year, but shall be limited to five (5) consecutive terms.

3.4 Compensation. No Director shall receive compensation from the corporation for services rendered on behalf of the corporation as a Director.

3.5 Vacancies. In the event a Director resigns, vacates or is removed from the Board of Directors, or if the Board of Directors adopts a resolution increasing the number of Directors to serve on the Board of Directors, such vacancies may be filled by a majority vote of the Board of Directors. An individual appointed to fill the vacancy of a Director shall serve for the unexpired term of her predecessor in office.

## ARTICLE 4

### MEETINGS OF BOARD OF DIRECTORS

4.1 Regular Meetings. There shall be at least four (4) regular meetings of the Board of Directors each fiscal year. While it is the intent of the Board of Directors that these meetings be held quarterly if possible, the specific date and place of each meeting shall be determined by the Officers. The meeting of the Board of Directors that is held during the first (1st) quarter of each year will serve as the Board of Directors' annual meeting. At the annual meeting of the Board of Directors, the Directors: (i) shall fill the directorships that will become vacant, if applicable, by electing individuals to serve as new Directors of the corporation starting on the date of such election; (ii) shall elect the Officers of the corporation for the ensuing fiscal year; (iii) shall elect the Chairs of the standing committees for the ensuing fiscal year, if any such committees; (iv) shall elect the members of the corporation's standing committees, if any; and (v) shall transact any other business that is properly before the Board of Directors.

4.2 Special Meetings. Special meetings of the Board of Directors may be held upon call of the President or by a request of at least one-third (1/3) of the then Directors. The special meetings shall be held at the principal office of the corporation or at such other place as the President or the Directors calling such meeting may determine.

4.3 Quorum of Directors. One-third (1/3) of the Directors shall constitute a quorum for the transaction of any business at any meeting of Directors. If less than a quorum of Directors shall attend a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice, and a quorum present at such adjourned meeting may transact business. Unless otherwise provided herein, the consent of a majority of the Directors at any meeting of the Board of Directors where a quorum is present shall be required in order to transact business on behalf of the corporation.

4.4 Consent. Notwithstanding any provision to the contrary, the Board of Directors shall be permitted to transact business on behalf of the corporation in lieu of a meeting by having all Directors execute a written consent thereto.

4.5 Notice of Meetings. Notice of annual, regular and special meetings of the Board of Directors shall be given to all Directors not less than ten (10) days and no more than fifty (50) days before the meeting. Notices may be in writing delivered to the Director based on her current address information shown on the records of the corporation: (a) by mail to her mailing address, (b) by email to her email address, (c) by personal telephone communication with the Director, or (d) by wireless equipment that transmits a facsimile of the notice. Neither the

business to be transacted nor the purpose of any regular meeting need be specified in the notice of such meeting, except that if a purpose of the meeting is to consider proposed amendments to these Bylaws, the notice shall specify that. Notices of any special meeting shall state the purpose or purposes for which the meeting is being called. If notice is delivered by mail, the notice shall be deemed effective when deposited in the United States mail, properly addressed with postage prepaid.

4.6 Waiver of Notice.

(a) In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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.

(b) By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.7 Conference Telephone. A Director may participate in a meeting of the Board of Directors or a committee by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

4.8 Participation by Others. The Board shall be empowered to invite any interested person to attend and participate in any meeting of the Board of Directors or a committee meeting, including but not limited to the corporation's past president(s), except such person shall not be entitled to vote on matters to be decided by the Board of Directors.

4.9 Removal from Board. Any elected Director may be removed from the Board of Directors by a two-thirds (2/3rds) vote of the Directors, who are present at a meeting where there is a quorum and where the removal of the Director is properly before the Board of Directors (excluding the vote of the Director who is subject to the removal proceeding), whenever, in the Board of Directors' sole judgment, the best interests of the corporation will be served. Any Director who is removed shall be replaced as provided in **Section 3.5** of these Bylaws.

## ARTICLE 5

### POWERS AND DUTIES OF BOARD OF DIRECTORS

The Board of Directors shall have the following powers and duties:

5.1 Rules and Regulations. Adopt rules and regulations not inconsistent with the laws of the State of Washington or these Bylaws for the guidance of the officers and employees and the successful management of the business of the corporation.

5.2 Right to Employ. Employ such persons as may be necessary to carry out the successful operation of the corporation and to arrange for compensation of such persons.

Notwithstanding any provision to the contrary, the corporation may reimburse a Director for reasonable expenses incurred in carrying out authorized corporate business.

5.3 Right to Borrow. Incur such indebtedness as they may deem necessary and which is approved by at least a majority vote of the then Directors and authorize the execution, by the President and/or one other officer, of any note or instrument evidencing such indebtedness or securing payment thereof.

5.4 Statutory Authority. Exercise all authority given to the Board of Directors under the laws of the State of Washington, except as otherwise provided in these Bylaws.

5.5 Record Keeping. Cause to be kept a complete record of all their meetings and acts.

5.6 Right to Form Committees. Appoint standing, ad hoc, or special committees, as they may deem advisable in order to carry out the objects and purposes of the corporation. When such committees are named, the name of the committee, and names of the members thereof, shall be recorded by the Secretary in the minute book. Each committee shall have a Chair who shall have the right to call a meeting of the committee whenever he or she deems it necessary. The Board shall have the power to invest such committees with such powers as it may see fit, subject to such limitations as may be prescribed by the Board of Directors and by applicable law.

## ARTICLE 6

### OFFICERS AND DUTIES

6.1 Officers. The Officers of the corporation shall be the President, Immediate Past President, Vice-President, Secretary and the Treasurer.

6.2 Appointment; Term; and Qualifications. Officers shall be elected by a majority vote of Directors at the annual meeting of the Board of Directors, as provided in **Section 4.1** of these Bylaws. The term of office shall commence upon her election at a Board of Directors' annual meeting and continuing until the election of Officers at the next annual meeting. If the period between annual meetings is greater than one (1) year, then the Officers shall remain as Officers until the next annual meeting and election are held, unless an Officer resigns or is removed before that time. There shall be no limitation or restriction on the number of consecutive terms an individual may serve in a particular official capacity, except an individual shall serve as either Secretary or Treasurer for no more than three (3) consecutive terms.

6.3 President. The President shall preside at all meetings of the Board of Directors. If there is more than one President, the Board of Directors shall designate such Presidents as co-equals.

6.4 Immediate Past President. The Immediate Past President shall perform such duties as may be assigned to her by the Board of Directors.

6.5 Vice President. The Vice President shall be the presiding officer in the absence of the President and shall perform such duties as may be assigned to her by the President.

6.6 Secretary. The Secretary shall take minutes or cause minutes to be taken at all proceedings of the meetings of the Board of Directors and shall give notice as required in these Bylaws of all such meetings. The Secretary shall also be responsible for keeping a record of minutes of any standing or ad hoc committee of the corporation.

6.7 Treasurer. The Treasurer shall have primary responsibility for the accounting of all monies of the corporation received or disbursed and shall be responsible for overseeing the deposit of all monies and valuables in the name of and to the credit of the corporation in such bank or banks or other depository. The Treasurer shall have primary responsibility for developing accounting and cost control guidelines to be adopted by the Board of Directors. Financial statements shall be presented to the Board of Directors upon request by the President.

6.8 Vacancies. In the event an Officer resigns, vacates or is removed from the Board of Directors, or if the Board of Directors adopts a resolution increasing the number of Officers to serve on the Board of Directors, such vacancies may be filled by a majority vote of the Board of Directors. An individual appointed to fill the vacancy of an Officer shall serve for the unexpired term of her predecessor in office.

6.9 Removal. Any Officer may be removed from the Board of Directors by a two-thirds (2/3rds) vote of the Directors, who are present at a meeting where there is a quorum and where the removal of the Officer is properly before the Board of Directors (excluding the vote of the Officer who is subject to the removal proceeding), whenever, in the Board of Directors' sole judgment, the best interests of the corporation will be served. Any Officer who is removed shall be replaced, as provided in **Section 6.8** of these Bylaws.

6.10 Compensation. No Officer shall receive compensation from the corporation for services rendered on behalf of the corporation as an Officer, unless expressly approved by the Board of Directors.

## ARTICLE 7

### INDEMNIFICATION

7.1 Definitions. As used in this **Article VII**:

(a) "Action" means any actual or threatened claim, suit or proceeding, whether civil, criminal, administrative or investigative.

(b) "Another Enterprise" means a corporation (other than the corporation), partnership, joint venture, trust, association, committee, employee benefit plan, or other group or entity.

(c) "Corporation" means Harvard Law School Women's Alliance, and any predecessor to it and any constituent corporation (including any constituent of a constituent) absorbed by the corporation in a consolidation or merger.



(d) “Director or Officer” means each person who is serving or who has served as a director or officer of the corporation or, at the request of the corporation, as a director, officer, employee, or agent of Another Enterprise.

(e) “Indemnitee” means each person who was, is or is threatened to be made a party to or is involved (including without limitation, as a witness) in an Action because the person is or was a Director or Officer of the corporation.

(f) “Loss” means loss, liability, expenses (including attorneys’ fees), judgments, fines, taxes or penalties, and amounts to be paid in settlement, actually and reasonably incurred or suffered by an Indemnitee in connection with an Action.

(g) “Official Capacity” means when used with respect to a Director, the office of director in the corporation, and when used with respect to an Officer, the office in the corporation held by the officer, or the employment or agency relationship undertaken by the employee, or agent, on behalf of the corporation.

7.2 Right to Indemnification. The Corporation may, by action of its Board of Directors from time to time, indemnify and hold each Indemnitee harmless against all Loss if:

(a) The Indemnitee acted in good faith;

(b) The Indemnitee reasonably believed that in the case of conduct in the Indemnitee’s Official Capacity her conduct was in the best interest of the corporation and in all other cases the Indemnitee’s conduct was not at least opposed to its best interests; and

(c) In the case of criminal proceedings, the Indemnitee had no reasonable cause to believe the Indemnitee’s conduct was unlawful.

Notwithstanding any provision of these Bylaws to the contrary, the corporation will not indemnify an Indemnitee for Losses arising out of: (i) the Indemnitee’s acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law; or (ii) any transaction in which it is finally adjudged that the Indemnitee personally received a benefit in money, property or services to which the Indemnitee was not legally entitled.

Except as provided in **Section 7.3** below, the corporation will not indemnify an Indemnitee in connection with an Action (or part thereof) initiated by the Indemnitee unless such Action (or part thereof) was authorized by the Board of Directors of the corporation. If, after the effective date of this **Article VII**, the Washington Nonprofit Corporation Act is amended to authorize further indemnification of directors or officers, then Directors and Officers of this Corporation may, at the option of the Corporation, be indemnified to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended.

7.3 Determination and Authorization. The Corporation will not indemnify an Indemnitee under **Section 7.2**, above, unless authorized in a specific case after a determination has been made that indemnification of the Indemnitee is permissible in the circumstances because the Indemnitee has met the standard of conduct set forth in **Section 7.2**, above. The determination shall be made as follows:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors, who are not at the time parties to the Action;

(b) If a quorum cannot be obtained under **Section 7.3(a)**, above, then by a majority vote of a committee consisting of at least two (2) Directors not at the time parties to the Action, which shall be designated by the Board of Directors in which Directors, who are parties to the Action, may participate in such designation; or

(c) By special legal counsel selected by: (i) the Board of Directors or its committee in the manner prescribed in **Section 7.3(a)** or **7.3(b)**; or (ii) if a quorum of the Board of Directors cannot be convened under **Section 7.3(a)**, or if the committee cannot be designated under **Section 7.3(b)**, then selected by majority vote of the full Board (in which selection Directors who are parties to the Action may participate).

Authorization of indemnification and the evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under **Section 7.3(b)** to select such special counsel.

7.4 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending an Action in advance of its final disposition conferred in this **Article VII** shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested Directors or otherwise.

7.5 Insurance, Contracts, and Funding. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or Another Enterprise against any expense, liability, or loss, indemnify such person against such expense, liability, or loss under the Washington Nonprofit Corporation Act. The Corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this **Article VII** and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this **Article VII**.

7.6 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of an Action to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

7.7 Contract Right. Rights of indemnification under this **Article VII** shall continue as to an Indemnitee who has ceased to be a director or officer and shall inure to the benefit of her heirs, executors and administrators. The right to indemnification conferred in this **Article VII** shall be a contract right upon which each Director or Officer shall be presumed to have relied on

in determining to serve or to continue to serve as such. Any amendment to or repeal of this **Article VII** shall not adversely affect any right or protection of a Director or Officer of the corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

7.8 Severability. If any provision of this **Article VII** or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this **Article VII**, or the application of such provisions to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

## **ARTICLE 8**

### **CORPORATE BOOKS AND RECORDS**

The Corporation shall keep and maintain accurate and complete books and records of its corporate transactions and shall keep minutes of the proceedings of the Board of Directors and any committees having and exercising any of the authority of the Board of Directors. The Corporation shall also maintain a copy of the Articles of Incorporation, the Bylaws, and financial records of the corporation at its principal place of business. Any Director, or her agent or attorney, may inspect all books and records of the corporation for any proper purpose at any reasonable time.

## **ARTICLE 9**

### **LOANS**

9.1 Loans or Extensions of Credit to Officers and Directors. No loans shall be made by the corporation and the corporation shall extend no credit to its Officers or Directors.

9.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board of Directors.

9.3 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE 10**

### **CORPORATE FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year basis beginning on January 1 and ending on December 31.



## **ARTICLE 11**

### **HOLDING PROPERTIES AND MONIES**

All properties, assets and monies of the corporation shall be taken, held and kept in the name of the corporation. Properties and monies shall be disbursed pursuant to the terms of the specific gift, if any, otherwise under the direction of the Board of Directors; subject however to any restrictions stated in these Bylaws. The Board of Directors shall have full authority to pass upon all gifts offered to the corporation and may decline to receive the same if the Board of Directors deems it advisable to do so.

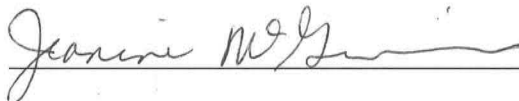
## **ARTICLE 12**

### **AMENDMENTS**

These Bylaws shall be altered or amended by a two-thirds (2/3rds) majority vote of Directors present at any meeting of the Board of Directors called for that purpose and at which a quorum exists.

## **CERTIFICATION**

The undersigned, the duly elected and qualified Secretary of Harvard Law School Women's Alliance, a Washington non-profit corporation, does hereby certify that the Board of Directors duly adopted the above Amended and Restated Bylaws on March 4, 2017.

A handwritten signature in cursive script, appearing to read "Jeanine McGuinness", is written over a horizontal line.

Printed Name: Jeanine McGuinness