

**AMENDED AND RESTATED
BYLAWS
OF
WOMEN'S MINING COALITION**

Amended and Restated as of October 31, 2014

**ARTICLE I
NAME AND LOCATION**

Section 1. Name. The name of this organization shall be Women's Mining Coalition ("WMC"), a nonprofit organization.

Section 2. Location. The principal office of WMC shall be in Elko, Nevada and in such other localities as the Board of Directors may determine.

Section 3. Registered Office. WMC shall have and continuously maintain a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of WMC. The address of the registered office may from time to time be changed by the Board of Directors.

**ARTICLE II
PURPOSES**

Section 1. Purposes. The purposes of WMC shall be:

(a) WMC shall bring about social improvement and promote the common good and general welfare of the people of the community by advocating for policies that provide a reasonable balance between people and their environment in which natural resources extracted by mining processes are responsibly developed and utilized while ensuring the integrity of the environment. It shall be the philosophy of WMC that the best public policy concerning responsible resource development and utilization is created and maintained by informing the public of relevant issues and industry actions as they occur and by facilitating an open dialogue between the mining industry and the public. WMC may advocate the attainment of its objective, *inter alia*, by promoting the adoption or rejection of legislation, regulations, and judicial decisions, and by direct communication with, and urging the public to contact, public officials concerning policy issues relating to the goals of the organization; however, such communications shall be limited by the regulations established for organizations operating under Section 501(c)(4) of the Internal Revenue Code.

(b) WMC shall inform the public on subjects relating to the development and utilization of natural resources, including the societal contribution of the mining industry and the industry's policies and programs regarding environmental protection, reclamation, and resource stewardship. As part of its information function, WMC shall provide a platform through which

grass roots organizations may exchange and distribute information on a national scale. WMC's informational activities shall be conducted in an objective manner, and shall be presented with a sufficiently full and fair exposition of the pertinent facts as will permit an individual or the public to form an independent opinion or conclusion. WMC shall present its informational programs through public discussion groups, publications, media releases, forums, panels, lectures, and similar activities.

Section 2. Restrictions on Activities. WMC shall operate under the following restrictions.

(a) WMC shall conduct all its activities within the restrictions established by Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and the Regulations relating thereto as issued by the Department of the Treasury.

(b) No part of the net earnings or assets of WMC shall inure to the benefit of any director, officer, or other private individual or corporation established for profit.

(c) WMC shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

(d) WMC shall not engage in any activity which would cause it to become an "ineligible organization" as defined by Section E670.4.1 of the Domestic Mail Manual (of 1996) or any successor regulation promulgated by the United States Postal Service.

ARTICLE III MEMBERS

Section 1. Qualifications. Any individual who subscribes to the purposes of WMC may become a member of WMC subject only to compliance with the provisions of these Bylaws and payment of annual dues to be established at the beginning of each calendar year by the Board of Directors. Membership in WMC shall be available without regard to race, color, creed, or national origin.

Section 2. Rights of Members. Members shall have the right to participate in the governance of WMC in the following manner:

(a) Members shall have the right to elect Directors, Executive Committee members and Advisory Committee members in the manner provided in these Bylaws and shall be entitled to vote on any matter requiring approval of the members.

(b) All members shall have the right to join a local WMC chapter or adjunct organization, if the Board has established a chapter or adjunct organization in a member's geographic area.

(c) Members shall have the right to attend WMC's annual meeting and any other meetings or conventions sponsored by WMC.

(d) Members shall have the right to participate in a survey of members' opinions on issues of importance to WMC. The Board shall report to the membership the results of such surveys and the action taken by the Board in response to such surveys.

(e) Members shall be eligible to serve on the Nominating Committee, focus groups, or other committees which may be established by the Board of Directors from time to time. Members of such groups or committees shall be appointed by the Board of Directors and may be formed to advise the Board on areas of general interest to WMC or on specific issues. However, members of the Executive Committee and the Advisory Committee shall be elected by the WMC membership as provided in these Bylaws. Recommendations of focus groups, or other member committees shall be presented to the Board of Directors and shall be taken into consideration by the Board of Directors in setting policy for WMC.

Notwithstanding any other provisions of these Bylaws, a member may not use the name of WMC in any manner without the authorization of the Executive Committee.

Section 3. Contributors. A contributor is any corporation, business or other organization that makes contributions or pays dues to WMC. Contributors shall not have the right to vote nor may they hold office in WMC. At the Board's discretion, the Board may invite contributors to attend or participate in any WMC meetings, functions, or activities other than voting or holding office.

Section 4. Voting. Only members who are in good standing with dues currently paid shall be allowed to vote. Each voting member shall be entitled to one vote. A voting member may vote in person, by email, or by written proxy signed by the voting member within eleven months prior to the vote being taken. An action on any matter considered at a member meeting shall be approved by a majority vote, unless the vote of greater number is required by law, WMC's Articles of Incorporation, or these Bylaws. For the avoidance of doubt, contributors shall not be entitled to vote.

Section 5. Lapse of Membership. Any membership shall lapse if the member's dues have not been paid within 90 days from the date upon which they become due.

Section 6. Resignation. Any member may resign by filing a written resignation with the Coordinator, President, or Secretary of WMC.

Section 7. Expulsion of Members. The Board of Directors may expel any member for cause. "Cause" shall include, but is not limited to, conduct contrary to the principles of WMC or conduct that poorly reflects upon the mining industry. Such expulsion may occur only if the member involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges, and the member is given an opportunity to appear before the Board of Directors or forward a written statement to the Board in presentation of any defense of such charges. In these regards, the Board shall act on the basis of reasonable and consistent

criteria, always with the objective of advancing the best interests of WMC. No member may be expelled without due notice of the Executive Committee. Expulsion of a member requires a two-thirds vote of a quorum of the Board of Directors. A formal notice of expulsion shall be sent to WMC members in the event that a member is expelled.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members of WMC shall be held annually at the principal office of WMC, or at any other place and at such time as the Board of Directors shall designate, including via internet as a webinar, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

Section 2. Notice of Annual Meetings. Notice of the time, place and purpose or purposes of the annual meeting shall be delivered by mail, email or facsimile to each member entitled to vote at least ten days but no more than 60 days prior to the meeting date.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the Chair of the Board and must be called by the Secretary or Coordinator on receipt of a written request of WMC members who are entitled to vote and who represent 5% of the total votes that may be cast by WMC members.

Section 4. Notice of Special Meetings. Notice of special meetings stating the time, place, and purpose or purposes thereof shall be given personally, by mail, email or facsimile to each voting member at least ten days prior to the meeting date. No notice need be given to any member who actually attends, or who executes and files a written waiver of notice of such a meeting, either before or after.

Section 5. Action Without a Meeting. Any action required to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the vote of the majority of members in good standing.

Section 6. Quorum. At any meeting of WMC members, the presence of members who are entitled to vote and who represent greater than 10% of the votes that may be cast by WMC members shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members entitled to vote at any meeting at which there is a quorum present shall be the act of the full membership. If at any meeting of the members there shall be less than a quorum present, the members may, without further notice, adjourn the meeting until a quorum shall be present.

Section 7. Voting. At every membership meeting, members shall be entitled to vote as set forth at Section 4 of Article III of these Bylaws. An action on any matter considered at a membership meeting shall be approved by a majority vote of those members casting votes, unless a greater number is required by law, WMC's Articles of Incorporation or these Bylaws.

Section 8. Conduct of Membership Meeting. A meeting of members shall be presided over by the President, in his or her position as Chair of the Board and the Executive Committee, or by the Vice-President in his or her position as Vice Chair of the Board and the Executive Committee, or if neither the Chair or Vice Chair is present, by a Chair person to be elected at the meeting. WMC's Secretary, if present, shall act as the Secretary of such meetings, or if not present, then the members who are present at the meeting and who are entitled to vote, shall elect a Secretary for the purposes of the meeting.

ARTICLE V BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of WMC shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of WMC, shall actively prosecute WMC's objectives; and shall supervise the disbursement of WMC's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees.

Section 2. Number and Tenure of Office. The Board of Directors shall consist of no less than six Directors nor more than twenty Directors. It shall be comprised of the Executive Committee and two or more individuals elected from the Advisory Committee or general membership. Each director shall hold office for two years or until a successor is duly elected and qualifies. Directors shall begin their terms on the first of January immediately following their election to office. Terms of Directors may be coterminous.

Section 3. Manner of Election. The initial Board of Directors shall consist of the six individuals named in WMC's Articles of Incorporation. The permanent Board of Directors shall be comprised entirely of members of the Executive Committee and two or more individuals elected from the Advisory committee or general membership. Individuals elected to the Executive Committee pursuant to Sections 4 or 12 of Article VI of these Bylaws shall be automatically elected to the Board of Directors. The Nominating Committee shall submit its entire slate of candidates to be elected to the Board of Directors from the Advisory Committee or general membership, or from the slate of candidates for the Advisory Committee, to the current Secretary or Coordinator by November 1 of each election year. The Secretary or Coordinator shall then present the slate of such candidates for the Board of Directors to the membership by a ballot. The ballot shall be mailed, e-mailed or sent by facsimile to all members by November 15 of each election year. Members must return their ballots by the following December 15. Directors elected from the slate of candidates shall be elected by a majority of all qualified ballots cast. Directors may be re-elected at the expiration of their term of office.

Section 4. Manner of Election When Size of Board Increased. If the size of the Board is increased, the newly added Directors shall serve two year terms. Thereafter, the newly added positions shall be subject to the election procedures and requirements set forth in Section 3 of this Article V.

Section 5. Place and Manner of Meeting, Action Without Meeting. Annual meetings of the Board of Directors shall be held at such place and time as the Directors may determine. Special meetings of the Board of Directors may be held from time to time upon call of the Chair of the Board, President, or a majority of the Directors. Members of the Board of Directors may act by means of conference telephone network or similar communication methods by which all persons participating in the meeting can hear each other, and without meetings by unanimous written consent to such action signed by all Directors and filed with the Minutes of the Board.

Section 6. Notice of Meeting. Written or printed notice of every regular meeting of the Board of Directors, stating the place, day, and hour of the meeting must be given personally, by mail, e-mail or by facsimile to Directors not less than fourteen working days nor more than fifty calendar days prior to the date of the meeting. Notice of the time and place of a special meeting shall be served upon each Director at least forty-eight hours prior to the time of the meeting. If notice is given by email or facsimile, the notice shall be emailed or facsimiled, as applicable, to each Director at least forty-eight hours prior to the time of the meeting. No notice need be given to any Director who actually attends, or who executes and files written waiver of notice of such meeting, either before or after the meeting.

Section 7. Quorum. A majority of the members of the Board of Directors shall constitute a quorum at such meetings. No vote shall be taken unless a quorum is present. The vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to constitute action of the Board of Directors except for actions for which a greater vote may be required by statute, WMC's Articles of Incorporation, or these Bylaws.

Section 8. Chair of the Board. The President of WMC shall act as the Chair for the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and shall have other duties as the Board shall determine.

Section 9. Compensation of Directors. Directors may receive reasonable compensation from WMC for services rendered to WMC affecting one or more of its purposes, as determined by the Board of Directors in accordance with Section 11 of this Article V. Directors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

Section 10. Voting. At all meetings of the Board of Directors, each Director shall have one vote.

Section 11. Review of Certain Transactions. Prior to WMC entering into any compensation agreement, contract for goods or services, or any other transaction with any person who was, at any time during the five-year period preceding the transaction, in a position to exercise substantial influence over the affairs of the organization (a "disqualified person"), the Board of Directors shall take the following precautions to ensure that the transaction is reasonable for purposes of Section 4958 of the Internal Revenue Code of 1986, as amended:

a) The panel of the Board of Directors approving the transaction must be composed entirely of individuals unrelated to and not under the control of the disqualified person or persons involved in the transaction;

b) The Board of Directors shall obtain and rely upon a “comparability study”, which may consist of competing bids submitted by other potential providers of the services in question, indicating that the proposed transaction is reasonable when compared with similarly situated organizations for functionally comparable positions, goods or services rendered, taking into account the location of the organization and the availability of similar specialties in the geographic area; and

c) The Board of Directors shall set forth in the resolution approving the transaction the basis for its determination that the proposed transaction is reasonable based upon the evidence presented. This resolution shall be filed by the Secretary in the Minutes book of WMC.

Section 12. Vacancies. A special election shall be held to fill any vacancies on the Board caused by death, resignation, or otherwise. The special election shall be conducted as provided in Articles V and VI of these Bylaws concerning vacancies occurring on the Executive Committee and Advisory Committee. Directors elected in a special election shall serve until the term of the vacating Director expires.

Section 13. Removal of Directors. Any Director may be removed for cause by majority vote of the Board of Directors at a meeting expressly called for that purpose. Cause for removal shall include, but is not limited to: (1) intentional violation of WMC’s Articles of Incorporation or Bylaws, (2) engaging in conduct unbecoming of a Director, or (3) failure to attend three consecutive Board of Director meetings without being excused by the Chair or other authorized representative of WMC. Such removal may occur only if the director involved is first provided with adequate notice of the charges against him or her in form of a statement of such charges and an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges. In these regards, the board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of WMC. Any Director so removed also shall automatically and concurrently be removed from his or her position on the Executive Committee or Advisory Committee.

Section 14. Resignation. Any director may resign from the Board and his or her position on the Executive Committee or Advisory Committee by giving written notice to the President. Such resignation shall be effective upon receipt of notice by the President or at such later date as specified in the notice.

ARTICLE VI THE EXECUTIVE COMMITTEE

Section 1. Executive Committee. There shall be an Executive Committee which shall act as the managing body of WMC. The Executive Committee shall include the officers of

WMC, namely the President, Vice-President, Secretary, and Treasurer. WMC members may elect to the Executive Committee such other persons as may be nominated by the Nominating Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the organization: to conduct the financial affairs of WMC; to negotiate and approve contracts; to set salaries; hire and dismiss employees; and generally to conduct the financial business of WMC when the Board is not in session. The Executive Committee shall assist the Board of Directors and shall have the powers and authority delegated to it by the Board from time to time insofar as permitted by law and as restricted by these Bylaws.

Section 2. Use of WMC Name. Any person or group desiring to use the name of WMC in support of an activity or issue shall present the proposal and rationale for the proposal to the Executive Committee. The Executive Committee shall approve or reject the proposed use of WMC's name.

Section 3. Number and Tenure of Office. The Executive Committee shall consist of at least four members. Executive Committee members also shall serve as Directors. Each member of the Executive Committee shall serve a term of two years or until a successor is duly elected and qualifies. Committee members shall begin their terms on the first of January immediately following their election to office. Committee members may be re-elected at the expiration of their term of office.

Section 4. Manner of Election. Committee members and officers shall be elected by WMC members. The first election shall be conducted in 1996. Regular elections then shall occur every two years as Committee members' terms expire. The nominating Committee shall nominate candidates to serve as officers of WMC, such officers also to automatically be elected to and to serve on the Executive Committee. The Nominating Committee shall also nominate any other persons as the Nominating Committee determines would be desirable to serve on the Executive Committee.

Section 5. Annual Meeting. The Executive Committee may conduct an annual meeting, which may be held immediately before or after the annual meeting of the Board of Directors or the members or at such other time and place as the Committee deems advisable. The Executive Committee shall develop an agenda for the annual meeting and shall distribute the agenda to WMC members no less than fourteen working days in advance of the meeting. Additional WMC meetings may be held as deemed appropriate or necessary by the Executive Committee.

Section 6. Special Meetings of the Executive Committee. Special meetings of the Executive Committee may be held from time to time upon call by any member of the Executive Committee. Members of the Executive Committee may act by means of conference telephone network or similar communication methods by which all persons participating in the meeting can hear each other, and without meetings by unanimous written consent to such action signed by all members and filed with the Minutes of the Committee.

Section 7. Notice of Meeting. Written or printed notice of every regular and special meeting of the Executive Committee, stating the place, day, and hour of the meeting must be given personally, by mail, e-mail, or by facsimile to each member of the committee not less than fourteen business days prior to the date of the meeting. Notice need be given to any member who actually attends, or who executes and files written waiver of notice of such meeting, either before or after the meeting.

Section 8. Quorum. A majority of the members of the Executive Committee shall constitute a quorum at such meetings. No vote shall be taken unless a quorum is present. The vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to constitute action of the Executive Committee except for actions for which a greater vote may be required by statute, WMC's Articles of Incorporation, or these Bylaws.

Section 9. Chair of the Executive Committee. The President shall act as Chair of the Executive Committee. The Chair shall preside at all meetings of the Executive Committee and shall have such other duties as the Board of Directors shall determine.

Section 10. Secretary of the Executive Committee. The Secretary of WMC also shall serve as the Secretary of the Executive Committee. The Secretary shall take and keep minutes of all Executive Committee meetings and may be assigned such duties the Board deems advisable.

Section 11. Voting. At all meetings of the Executive Committee, each member of such committee shall have one vote.

Section 12. Vacancies. A vacancy in the Executive Committee shall be created upon the death, resignation, or removal of any member. In such an event, a special election shall be conducted. If the vacancy is created by death, resignation or removal of an officer of WMC, the special election will be conducted in accordance with the provisions of Section 6 of Article IX of these Bylaws. In the case of any other vacancy, the current Nominating Committee shall nominate candidates for the vacant position. The Nominating Committee shall submit the slate of candidates to the Secretary or Coordinator of WMC. The Secretary or Coordinator shall then distribute ballots containing the slate of candidates to the membership by mail, e-mail or facsimile. Members shall be given thirty days from the date of the Secretary's or Coordinator's distribution to return the ballots. The election to fill a vacant position shall be by the majority of all qualified ballots cast. Any successor so elected shall serve on the Executive Committee for the balance of his or her predecessor's term.

Section 13. Removal of Committee Members. Any member of the Executive Committee may be removed for cause by majority vote of the full Board of Directors at a meeting expressly called for that purpose. Cause for removal may include, but is not limited to: (1) intentional violation of WMC's Articles of Incorporation or Bylaws, (2) engaging in conduct unbecoming of an Executive Committee member, or (3) failure to attend three consecutive Executive Committee meetings without being excused by the President or other authorized representative of WMC. Such removal may occur only if the member involved is first provided with adequate notice of the charges against him in the form of a statement of such charges and an opportunity to appear before the Board of Directors or forward a written statement thereto in

presentation of any defense of such charges. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of WMC. Any Executive Committee member so removed also shall automatically and concurrently be removed from his or her position on the Board of Directors.

Section 14. Resignation. Any member may resign from the Executive Committee by giving written notice to the President. Such resignation shall be effective upon receipt of notice by the President or at such later date as specified in the notice.

Section 15. Restrictions. The Executive Committee shall be subject to all restrictions imposed by the Board of Directors, WMC's Articles of Incorporation, and these Bylaws. Specifically, the Executive Committee shall not have authority as to the following matters:

- (a) Submitting to members any action requiring members approval, such as adopting a plan of merger or consolidation, recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property or assets of the organization or recommending to the members a voluntary dissolution of the organization or a revocation thereof;
- (b) Filling of vacancies in the Board of Directors or in any committee;
- (c) Fixing of compensation of the directors for serving on the Board or of any committee members for serving on any committee, including the Executive Committee;
- (d) Amending WMC's Articles of Incorporation or Bylaws; or
- (e) Amending or repealing any resolution of the Board of Directors.

Section 16. Compensation. Committee members and officers may receive reasonable compensation from WMC for services rendered to WMC affecting one or more of its purposes, as determined by the Board of Directors in accordance with Section 11 of Article V of these Bylaws. Committee members and officers may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

ARTICLE VII THE ADVISORY COMMITTEE

Section 1. Advisory Committee. There shall be an Advisory Committee which shall provide their expertise to WMC. Members of the Advisory Committee shall be nominated on the basis of geographic location, professional diversity and representation of individual chapters or adjunct organizations. The membership of the Advisory Committee should complement the skills, expertise, interests, and geographic distribution represented on the Executive Committee as well as a diversity of interests and expertise within the mining community. The Board may refer substantive matters to the Advisory Council for their consideration and recommendations; however, the Advisory Committee of itself shall have no authority to act on behalf of, or as an agent for, or in any manner bind WMC or WMC's duly acting Board of Directors. WMC

members shall elect the members of the Advisory Committee from among the slate of candidates nominated by the Nominating Committee. Such Advisory Committee members shall be elected to the Board of Directors by a majority vote of WMC's members. The Advisory Committee shall have the powers and authority delegated to it by the Board from time to time insofar as permitted by law and as restricted by these Bylaws.

Section 2. Number and Tenure of Office. The Advisory Committee shall consist of not less than eight members nor more than one hundred members. Members of the Executive Committee may not serve on the Advisory Committee. Each member of the Advisory Committee shall serve a term of two years or until a successor is duly elected and qualifies. Committee members shall begin their terms on the first day of January immediately following their election to office.

Section 3. Manner of Election. Advisory Committee members and officers shall be elected by WMC members. The first election shall be conducted in 1996. Regular elections then shall occur every two years as Committee members' terms expire. The Nominating Committee shall nominate a slate of candidates for the Advisory Committee. The Nominating Committee shall submit its entire slate of candidates to the current Secretary by November 1 of each election year. The Secretary then shall present the slate of candidates to the membership by a ballot. The ballot shall be mailed, e-mailed or sent by facsimile to all members by November 15 of each election year. Members must return their ballots by the following December 15. Committee Members shall be elected by a majority of all qualified ballots cast.

Section 4. Advisory Positions to Board of Directors. The Nominating Committee shall nominate at least two individuals from the Advisory Committee to positions on the Board of Directors. Such nominees shall be elected to the Board of Directors in accordance with the provisions of Section 3 of Article V of these Bylaws.

Section 5. Meetings of the Advisory Committee. The Advisory Committee may hold annual meetings at a time and place established by the Advisory Committee. Special meetings of the Advisory Committee may be held from time to time upon call by any member of the Advisory Committee. Members of the Advisory Committee may act by means of conference telephone network or similar communication methods by which all persons participating in the meeting can hear each other, and without meetings by unanimous written consent to such action signed by all members and filed with the Minutes of the Advisory Committee.

Section 6. Notice of Meeting. Written or printed notice of every meeting of the Advisory Committee, stating the place, day, and hour of the meeting must be given personally by mail, e-mail, or by facsimile to each member of the committee not less than fourteen business days prior to the date of the meeting. No notice need be given to any member who actually attends, or who executes and files written waiver of notice of such meeting, either before or after the meeting.

Section 7. Quorum. A majority of the members of the Advisory Committee shall constitute a quorum at such meetings. No vote shall be taken unless a quorum is present. The vote of a majority of those present at a meeting at which a quorum is present shall be sufficient

to constitute action of the Advisory Committee except for actions for which a greater vote may be required by statute, WMC's Articles of Incorporation, or these Bylaws.

Section 8. Chair of the Advisory Committee. The Advisory Committee may elect one of its members as Chair. The Chair shall preside at all meetings of the Advisory Committee and shall have such other duties as the Board of Directors shall determine.

Section 9. Secretary of the Advisory Committee. The Board of Directors may appoint a Secretary to the Advisory Committee. The Secretary shall take and keep minutes of all Advisory Committee meetings and may be assigned such duties the Board deems advisable. The Board of Directors may appoint WMC's corporate Secretary as the Secretary of the Advisory Committee.

Section 10. Voting. At all meetings of the Advisory Committee, each member of such committee shall have one vote.

Section 11. Vacancies. A vacancy in the Advisory Committee shall be created upon the death, resignation, or removal of any member. In such an event a special election shall be conducted. The Nominating Committee shall nominate candidates for the vacant position. The Nominating Committee shall submit the slate of candidates to the Secretary or Coordinator who shall then distribute ballots containing the slate of candidates to the membership by mail, e-mail or facsimile. Members shall be given thirty days from the date of the Secretary's or Coordinator's distribution to return the ballots. The election to fill a vacant position shall be by the majority of all qualified ballots cast. Any successor so elected shall serve on the Advisory Committee for the balance of his or her predecessor's term.

Section 12. Removal of Committee Members. Any member of the Advisory Committee may be removed for cause by majority vote of the full Board of Directors at a meeting expressly called for that purpose. Cause for removal shall include, but is not limited to: (1) intentional violation of WMC's Articles of Incorporation or Bylaws, (2) engaging in conduct unbecoming of an Advisory Committee member, or (3) failure to attend three consecutive Advisory Committee meetings without being excused by the President or other authorized representative of WMC. Such removal may occur only if the member involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges and an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of WMC. Any Advisory Committee member so removed who also serves on the Board of Directors shall automatically and concurrently be removed from his or her position on the Board of Directors.

Section 13. Resignation. Any member may resign from the Advisory Committee by giving written notice to the President. Such resignation shall be effective upon receipt of notice by the President or at such later date as specified in the notice.

Section 14. Restrictions. The Advisory Committee shall be subject to all restrictions imposed by the Board of Directors, WMC's Articles of Incorporation, and these Bylaws. Specifically, the Advisory Committee shall not have authority as to the following matters:

- (a) Submitting to members any action requiring members' approval, such as adopting a plan of merger or consolidation, recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property or assets of the organization or recommending to the members a voluntary dissolution of the organization or a revocation thereof;
- (b) Filling of vacancies in the Board of Directors or in any committee;
- (c) Fixing of compensation of the directors for serving on the Board or on any committee;
- (d) Amending WMC's Articles of Incorporation or Bylaws; or
- (e) Amending or repealing any resolution of the Board of Directors.

Section 15. Compensation. Advisory Committee members may receive reasonable compensation from WMC for service rendered to WMC affecting one or more of its purposes, as determined by the Board of Directors in accordance with Section 11 of Article V of these Bylaws. Committee members may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

ARTICLE VIII OTHER COMMITTEES

Section 1. Nominating Committee. The Board of Directors shall appoint a Nominating Committee during the month of September of each election year. The persons appointed to the Nominating Committee shall serve on the committee until a new Nominating Committee is appointed by the Board. The Nominating Committee must consist of the current President, two persons who have previously served on the WMC Executive Committee, and one WMC member at large. The President shall serve as Chair of the Committee. The Nominating Committee shall recommend individuals to serve on the Executive Committee and Advisory Committee when a position on one of those committees has been vacated or is about to expire, and shall nominate members of or candidates for the Advisory Committee to also serve on the Board of Directors. The Nominating Committee shall submit its recommended slate of candidates to the Secretary or Coordinator of WMC for presentation to the membership.

Section 2. Other Committees. The Board may create additional committees by resolution adopted by a majority of the full Board of Directors. Such committees shall include no less than two Directors; the President and Vice-President shall serve as ex-officio members of all other committees of WMC. The members of any such committee shall serve at the pleasure of the Board of Directors. Committees shall exercise such powers as may be designated by the Board of Directors. Each committee may, subject to the approval of the Board of Directors,

prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure.

Section 3. Restriction on Committees. No committee, including the Nominating Committee, shall have the authority of the Board of Directors with reference to amending WMC's Articles of Incorporation or Bylaws, adopting a plan of merger or consolidation, recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property or assets of the organization or recommending to the members a voluntary dissolution of the organization or a revocation thereof.

Section 4. Compensation. Committee members may receive reasonable compensation from WMC for services rendered to WMC affecting one or more of its purposes, as determined by the Board of Directors in accordance with Section 11 of Article V of these Bylaws. Committee members may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

ARTICLE IX OFFICERS

Section 1. Officers and Qualifications. The officers of WMC shall be the President, Vice President, Secretary, and Treasurer. A person may hold only one of these offices at any given time.

Section 2. Election. The initial officers shall be appointed by the organizers of WMC. Thereafter, officers shall be elected by WMC members. The first election shall be conducted in 1996. Regular elections will then occur every two years as the officers' terms expire. The Nominating Committee shall nominate a slate of candidates for officers. The elected officers shall serve on the Executive Committee. The Nominating Committee shall submit its slate of candidates to the current Secretary or Coordinator by November 1 of each election year. The Secretary or Coordinator shall then present the slate of candidates to the membership by a ballot. The ballot shall be mailed, e-mailed or sent by facsimile to all members by November 15 of each election year. Members must return their ballots by the following December 15. Officers shall be elected by a majority of all qualified ballots cast.

Section 3. Term of Office. All officers shall hold office for two years, or until their successors have been duly elected and have qualified, or until removed.

Section 4. Removal of Officers. Any officer removed from his or her position on the Board of Directors and on the Executive Committee or Advisory Committee also shall automatically and concurrently be removed from his or her position as an officer of WMC.

Section 5. Duties of Officers. The duties and powers of the officers of WMC shall be as follows or as shall hereafter be set by resolution of the Board of Directors.

President

The President shall direct, coordinate, and supervise the activities of WMC and its officers in accordance with the policies established by the Board of Directors. The President shall be the Chair of the Board, of the Executive Committee and of the Nominating Committee and shall preside at the meetings of such committees. The President shall be an ex-officio member of all other WMC committees. The President shall be the official representative for and of WMC. The President shall perform such other duties as may be assigned by the Board of Directors.

Vice-President

The Vice-President shall advise and assist the President in performing the President's duties, and shall assume the duties of the President in the President's absence. The Vice-President shall be the Vice Chair of the Board and of the Executive Committee. The Vice-President shall be an ex-officio member of all other WMC committees.

Secretary

The Secretary shall be responsible for writing and sending out meeting announcements, ballots, and any other correspondence, directing clerical staff, maintaining WMC's records, and recording minutes of the Executive Committee and the Board of Directors meetings, unless these duties are performed by the Coordinator. The Secretary shall be either the chairperson or a member of the Communications Committee, should the Board of Directors choose to create such a committee.

Treasurer

The Treasurer shall be responsible for collecting and depositing dues and other moneys received by WMC, recording expenses and income, keeping financial matters in order in all bank accounts, paying all bills, expenses and taxes incurred by WMC, filing all necessary legal and tax forms with state and federal agencies, managing the investments of WMC, coordinating with treasurers of adjunct chapters and committees and overseeing audits of WMC. The Treasurer shall exhibit at all reasonable times the books of account and financial resources to the Board of Directors or the Executive Committee. The Treasurer shall prepare, or cause to be prepared, any financial statements, budgets, or other documents as the Board of Directors or Executive Committee may direct. The Treasurer shall give quarterly reports at each quarterly meeting that is held by the Executive Committee and shall give an annual report at WMC's annual meeting. The Treasurer may act as Acting Secretary in the Secretary's absence.

Section 6. Vacancies. A vacancy shall be created upon the death, resignation, or removal of any officer. In such an event a special election shall be conducted. The Nominating Committee shall nominate candidates for the vacant position. The Nominating Committee shall submit the slate of candidates to the Secretary, Coordinator, or Acting Secretary who shall then distribute ballots containing the slate of candidates to the membership by mail, e-mail or facsimile. Members shall be given thirty days from the date of the distribution to return the ballots. The election to fill a vacant position shall be by the majority of all ballots cast. Any

successor so elected shall serve as an officer for the balance of his or her predecessor's term. Any officer so elected shall automatically be elected to serve on the Executive Committee.

Section 7. Compensation of Officers. Officers may receive reasonable compensation from WMC for services rendered to WMC affecting one or more of its purposes, as determined by the board of Directors in accordance with Section 11 of Article V of these Bylaws. Officers may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

ARTICLE X CHAPTERS – ADJUNCT ORGANIZATIONS

Section 1. Establishment of Adjunct Organizations. Upon application, the Executive Committee may approve the establishment of an adjunct organization or local chapter of WMC, subject to approval of the Board of Directors at its next regularly scheduled meeting. New adjunct organizations or chapters shall be composed of at least five members and should be based on a commonality of geographic locations. Each adjunct organization or local chapter shall be an unincorporated division of WMC and shall have no separate existence. Any organization which is incorporated or has a separate legal existence, identity or powers cannot be an adjunct organization or local chapter of WMC.

Section 2. Membership of Chapter or Adjunct Organization. No person shall be eligible for membership in a chapter unless that person also is a member of WMC. Membership in an adjunct organization or local chapter carries with it all the rights and privileges of full membership in WMC. Upon termination of membership in WMC for any reason, a person's membership in a chapter or adjunct organization also shall be terminated.

Section 3. Charters. Upon the establishment of a chapter or adjunct organization, the Executive Committee shall grant the chapter or adjunct organization a charter, which shall be in a standard form approved by the Board of Directors. The chapter shall not come into existence until it has ratified its acceptance of the charter as evidenced by the signatures of the initial leaders of the new chapter or adjunct organization. The charter shall establish operating procedures by which the chapter or adjunct organization shall conduct its affairs, such procedures paralleling WMC's Articles of Incorporation, Bylaws, rules and regulations. The Articles of Incorporation and Bylaws of WMC shall prevail in the event of a conflict.

Section 4. Reaffirmation of Charter. Upon the election of new officers of a chapter or adjunct organization, but in no event less frequently than every two years, each chapter or adjunct organization shall reaffirm its acceptance of the operating procedures set out in the charter and its affirmance of the goals and purposes of WMC.

Section 5. Coordination with WMC. Each chapter and adjunct organization shall conduct its activities under the direction of the WMC Executive Committee, and shall do nothing that conflicts with the policies of WMC or violates any law. All statements made or actions taken in the name of WMC must be approved by the Executive Committee before such

statements are made or actions taken, and shall be consistent with the policies and principles of WMC.

Section 6. Meetings. Chapters or adjunct organizations may have meetings at such times and places as determined by the individual chapter or adjunct organization, provided, however that such meeting shall not conflict with the annual meeting of WMC. Chapters and adjunct organizations shall conduct their meetings in accordance with the provisions of these Bylaws and WMC's Articles of Incorporation.

Section 7. Funding of Chapters and Adjunct Organizations. WMC shall provide chapters and adjunct organizations such funding as the Board of Directors may determine as part of its annual budget. No chapter or adjunct organization may levy or collect dues, special assessments, or any other kind of contributions from its members, although a chapter or adjunct organization may collect dues on behalf of WMC and forward those dues to the Treasurer of WMC. However, local chapters and adjunct organizations may engage in local fund-raising events, subject to receiving prior written approval for such events from the President of WMC, or if referred to the Executive Committee by the President, from the Executive Committee.

Section 8. Discontinuance of Chapter or Adjunct Organization. A chapter or adjunct organization which fails to comply with its charter, or for other causes deemed sufficient, may be discontinued as a chapter or adjunct organization of WMC, by action of the Executive Committee. The Executive Committee shall serve a notice of discontinuance to the chapter or adjunct organization specifying the reasons for discontinuance. The Executive Committee shall allow the chapter or adjunct organization ninety days in which to respond to the notice after which time the Executive Committee may vote to discontinue the chapter or adjunct organization. A chapter or adjunct organization also may submit a petition for discontinuance to the Executive Committee. A determination by the Executive Committee that a chapter or adjunct organization shall be discontinued shall be final, and not subject to appeal. If a chapter or adjunct organization is discontinued it shall immediately turn over all of its assets, receivables, outstanding liabilities, and financial records to WMC.

Section 9. Reorganization. Upon application or on its own recognizance, the Executive Committee may reorganize or consolidate local chapters and adjunct organizations in the interest of WMC's objectives or its administration. Such reorganization or consolidation shall be subject to approval by the Board of Directors of WMC at its next regular meeting.

ARTICLE XI GENERAL PROVISIONS

Section 1. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf of WMC, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of WMC. Any such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors may authorize the President or any other officer or agent of WMC to: (i) obtain loans and advances at any time for WMC for any bank, trust company, firm, corporation, individual, or other institution; (ii) make, execute, and deliver promissory notes, bonds, other evidence of indebtedness of WMC; and (iii) pledge and hypothecate, or transfer any securities or other property of WMC as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. WMC shall make no loans to any Director or officer thereof.

Section 3. Investments. WMC shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The Board of Directors is restricted to the prudent investments which a director is or may hereafter be permitted by law to make. The Board of Directors may delegate to the Executive Committee, the President, or the Treasurer the day-to-day management of such investments as the Board of Directors may authorize.

Section 4. Books and Records. There shall be kept, at the principal office of WMC, correct books of accounts of all the business and transactions of WMC.

Section 5. Depositories. The funds of WMC not otherwise employed shall from time to time be deposited to the order of WMC in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one or more officers or agents of WMC to whom such power may from time to time be delegated by the Board of Directors.

Section 6. Signatories. All checks, drafts, and other orders for payment of money out of the funds of WMC, and all notes and other evidences of indebtedness of WMC shall be signed on behalf of WMC in such manner as shall from time to time be determined by the Board of Directors. In the absence determination by the Board of Directors, such instruments shall be signed by the Treasurer, President, or other authorized officer.

Section 7. Annual Audit. The Board of Directors may require an annual audit or review of the books and accounting records of WMC.

Section 8. Fiscal Year. The fiscal year of WMC shall begin on January 1 and end on December 31.

Section 9. Severability. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding and shall remain valid and enforceable.

ARTICLE XII DISSOLUTION

Section 1. Procedure. WMC may be dissolved by vote of three-fourths (3/4) of the membership entitled to vote. A vote to dissolve cannot be taken until ninety (90) days after the membership is informed of the proposed dissolution by the Board of Directors.

Section 2. Distribution of Remaining Assets. Upon dissolution or final liquidation of WMC, all assets remaining after creditors have been paid shall be distributed according to a plan of dissolution adopted by the Board of Directors. Such a plan of dissolution shall transfer or convey WMC's remaining assets to:

- (a) one or more domestic corporations, societies, or organizations which have qualified for nonprofit and tax exempt status under either Sections 501 (c)(3) or 501(c)(4) of the Internal Revenue Code, and which are engaged in activities substantially similar to those of WMC; or
- (b) the federal, state, or local government for exclusive public purpose.

ARTICLE XIII AMENDMENT OF BYLAWS

Section 1. Vote by Members. The Bylaws of WMC may be altered, amended, added to, or repealed as is necessary or appropriate to carry out the purposes of WMC to the fullest extent permitted by law, by a majority vote of members in good standing. Such a vote shall occur in conjunction with the regular election, which is held November 15-December 15 every other year; *provided*, however, that the proposed amendment must be presented to the membership at least ten days but no more than 60 days in advance of the regular election by mail, e-mail or facsimile ballots forwarded to the Board of Directors within thirty days after a proposed amendment has been presented to the membership.

Section 2. Initiating Amendments. Amendments may be initiated by a majority vote of the Board of Directors, by a petition signed by at least ten percent of the WMC members entitled to vote, or by a majority of members attending an annual WMC meeting at which the proposed amendment is presented; *provided* that the meeting is attended by at least twenty percent of the total WMC membership.