

**AMENDED AND RESTATED BYLAWS
OF
THE WOMEN’S FUND FOR HEALTH EDUCATION AND RESEARCH**

**ARTICLE I.
NAME AND STATUS**

Section I.1 The name of this non-profit corporation is THE WOMEN’S FUND FOR HEALTH EDUCATION AND RESILIENCY (the “*Corporation*”).

Section I.2 The mission of the organization is To provide Houston area women and girls with the tools they need to be advocates for their health.

Section I.3 The purpose of The Women's Fund for Health Education and Resiliency is to support health education which concentrates on the physical, mental and emotional well-being of women; to enhance health education through the dissemination of the most current medical information available; and to encourage women to take individual initiatives in establishing good personal health habits that prevent illness and promote enjoyment of an enriched life.

**ARTICLE II.
OFFICES**

Section II.1 Principal Office. The principal office of the Corporation in the State of Texas shall be located in Houston, Texas.

Section II.2 Other Offices. The Corporation may have such other offices, within or without the State of Texas, as the Board of Directors determine.

Section II.3 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code (the “*TBOC*”). The registered office may be, but not need be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time.

ARTICLE III.
BOARD OF DIRECTORS

Section III.1 General Powers. In accordance with the Articles of Incorporation of the Corporation, the Corporation shall have members and the affairs, business and property of the Corporation shall be managed and controlled by a Board of Directors.

Section III.2 Number. The Board of Directors of the Corporation shall consist of a number of members determined by the Board of Directors from time to time; provided however, that the number of directors shall not be fewer than eight (8) or more than twenty two (22); provided further, that no change in the number of directors shall have the effect of shortening the term of any incumbent member of the Board of Directors.

Section III.3 Term. Each director shall hold office for a term of three (3) years, and each term can be renewed with the approval of a majority of the directors. A Director may succeed himself for only one consecutive term. After serving two consecutive terms, a Director must vacate his position for at least one year before seeking re-election to another term.

Section III.4 Election of Directors. The Executive Committee shall present candidates for the directors and officers proposed to members of the Board of Directors in advance of approval at a regular meeting.

Section III.5 Advisory Board. The Executive Committee shall present candidates for The Advisory Board to members of the Board of Directors in advance of approval at a regular meeting. The Advisory Board consists of representatives of the community and those former members of the Board of Trustees who continue to actively serve the Corporation. They serve in an honorary and advisory role and do not have voting privileges. The Advisory Board serves a two year term.

Section III.6 Board Emeritus. The Executive Committee shall present candidates for Board Emeritus to members of the Board of Directors in advance of approval at a regular meeting. The Board Emeritus consists of former Board of Directors who exemplify distinguished service which includes : a former director's active participation and engagement when serving as a full member of the board for a period that extended for more than one complete term; consistent philanthropic support; and demonstrated interest in the institution. The Board Emeritus is a lifetime board member and does not have voting privileges.

Section III.7 Annual Election. The officers shall be elected by the current Board of Directors at the Annual Meeting of the Board of Directors by a majority of the directors present at the meeting at which a quorum is present.

Section III.8 Special Election. Special elections may be called by the President, Secretary, or upon request of any majority of the directors, to fill vacancies or to increase the membership of the Board of Directors. All vacancies on the Board of Directors need not be filled.

Section III.9 Meetings of Directors

- i. Annual Meetings. The annual meeting of the Board of Directors shall be held each year, at a time and place as shall be determined by the President of the Board of Directors and specified in the call of the meeting.
- ii. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four times each year at such time and place as set by the President of the Board of Directors.
- iii. Special Meetings. Special Meetings of the Board of Directors may be called at such time and place as set by the President, a majority of the Executive Committee, or upon the written request of any majority of the directors.
- iv. Notice of Meetings. Written Notice stating the place, day and hour of the meeting shall be delivered to each director not less than three (3) days before the date of the meeting and shall be delivered personally or sent by mail or electronic mail to each director at his or her address shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Any director may waive notice of any meeting in writing. All such written waivers shall be filed with the minutes of such meeting. The attendance of a director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section III.10 Quorum. A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

Section III.11 Manner of Acting. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws.

Section III.12 Vacancies on the Board of Directors. Any vacancy occurring in the Board of Directors, including any vacancy to be filled by an increase in the number of directors shall be filled by the affirmative votes of a majority of the remaining directors at a meeting where a quorum is present. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section III.13 Resignation of Directors. Any director may resign at any time by submitting a written resignation to the President. Unless otherwise stated in the resignation, the effective date of the resignation shall be the date on which the resignation was received by the President.

Section III.14 Removal of Directors. Any director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors present at any meeting of the Board of Directors at which a quorum is present or, if such removal is done by written consent, by the affirmative vote of two-thirds (2/3) of the Board of Directors.

Section III.15 Compensation. Directors as such shall not receive any stated salaries for their services; but by resolution of the Board of Directors, any director may be reimbursed for reasonable expenses incurred in pursuing the interests of the Corporation.

Section III.16 Telephonic Meetings. Subject to the notice provisions of Section III.8(iv) of these Bylaws, the Board of Directors may hold an annual, regular or special meeting by means of conference telephone or similar communications equipment (including, but not limited to, Skype or other forms of internet conferencing) pursuant to which all persons participating in the meeting can hear and communicate with each other. Participation in any such meeting shall constitute presence in person at such meeting and waiver of notice of such meeting, except when a person participates at such meeting for the express purpose of objecting to the transaction of any business on the ground that such meeting is not lawfully called or convened.

A committee provided for in the Bylaws or established by the Board of Directors may also hold its meetings by means of such conference telephone or similar communications equipment.

Section III.17 Action by Directors without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, without prior notice, and without a vote if a consent or consents in writing, setting forth the action so taken, shall be signed by not less than a majority of directors, provided that such action by written consent is taken in compliance with the provisions of the TBOC, or any successor statute thereto, and with these Bylaws. The consent may be in more than one counterpart so long as the minimum number of directors signs one of the counterparts. These votes may be conveyed to the President, as an original document, by electronic mail or by facsimile.

Section III.18 Powers. No director, officer, or employee of this Corporation shall have the power to incur any indebtedness on behalf of the Corporation, execute contracts or otherwise financially obligate the Corporation unless he or she has obtained advance authorization to do so by the President and the Treasurer.

ARTICLE IV. **COMMITTEES**

Section IV.1 Executive Committee. The members of the Executive Committee are the President, Vice President, Treasurer, Secretary, and any chairs of other committees whom the Executive Committee decides to invite to meetings of the Executive Committee. The Executive Committee shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Corporation, except where action of the Board of Directors is required by law or these Bylaws. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it, him or her by law. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

Section IV.2 Standing Committees. The Corporation shall have two standing committees which shall assist the Board of Directors in carrying out the management of the Corporation: The Development Committee and the Program Outreach Committee. The Board of Directors shall appoint the members of each committee. Each standing committee shall have at least three Directors as members, and the Directors must comprise a majority of the committee membership. Employees of the Corporation and members of the community may also be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the

Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.

- (a) The Development Committee shall be responsible for fundraising, public relations, maintaining the visibility of the corporation, and governmental relations.
- (c) The Program Outreach Committee shall be responsible for planning, developing, and evaluating the Corporation's programs.

Section IV.3 Additional Committees. The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

ARTICLE V. **OFFICERS**

Section V.1 Number. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers, including additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such other officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section V.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section V.3 Removal. Any officer may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors present at any meeting of the Board of

Directors at which a quorum is present or, if such removal is done by written consent, by the affirmative vote of one-half (1/2) plus one (1) members of the Board of Directors.

Section V.4 President. The President shall have general control over the business and affairs of the Corporation subject only to the Board of Directors. He or she shall preside at all meetings of the Board of Directors. He or she shall direct the Executive Director of the Corporation. He or she may sign, with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors to so act, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these bylaws, or by statute to some other officer or agent of the Corporation; and, in general, he or she shall perform all duties incident to the office of President as set forth in these bylaws, and such other duties as may be prescribed by the Board of Directors from time to time.

Section V.5 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section V.6 Treasurer. The Treasurer shall be in charge of monitoring all matters pertaining to the accounts and finances of the Company, including but not limited to all funds and securities of the Corporation and payment to the Corporation from any source whatsoever; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall make a written report of the finances of the Corporation at each regular meeting of the directors, and at such other time as the Board of Directors shall require.

Section V.7 Secretary. The Secretary shall: (i) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (ii) keep a current list of the names and addresses of all members of the Board of Directors and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) maintain the corporate seal of the Corporation and see that the seal of Corporation is affixed to all documents duly authorized; and (iv) in general perform all duties incident to the office of the Secretary and such other duties as may be assigned to him or her by the President.

Section V.8 Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistance Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary as applicable.

ARTICLE VI.
EXECUTIVE DIRECTOR

Section VI.1 Executive Director. The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The Executive Director shall be paid an annual salary set by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors and meetings of the general membership.

ARTICLE VII.
FISCAL YEAR

Section VII.1 Calendar Year. The calendar year of the Corporation shall be the period January 1-December 31 of each year.

ARTICLE VIII.
OPERATING POLICIES

Section VIII.1 Board of Directors and Operating Policies. The Board of Directors shall act on such business matters as are required by the Articles of Incorporation and Bylaws, such as approval of the budget, if any, authorization of major expenditures of funds and approval of reports.

Section VIII.2 Ex Officio Status of the President. The immediate past President shall be an ex officio member of of the Board of Directors and the Corporation.

Section VIII.3 Joint Undertakings. The Corporation may, through action of the Board of Directors, participate in joint projects or programs with other groups, corporations, agencies, or organizations, within the limitations of tax exempt organizations established by the Internal Revenue Code (the “**Code**”) and consistent with the purposes of the Corporation.

ARTICLE IX.
INDEMNIFICATION AND INSURANCE

Section IX.1 Extent of Indemnification and Advancement of Expenses. Except as provided below in Section IX.2, the Corporation shall indemnify and advance expenses to any person who (i) is or was a director, officer, employee, or agent of the Corporation or (ii) serves or has served at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may or is required to grant indemnification to a director under the TBOC; notwithstanding the foregoing, however, the Corporation may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section IX.1(ii) and who is not a director to such further extent, consistent with law, as may be provided by the Corporation’s Certificate of Formation, these Bylaws, general or specific action of the Board of Directors, or by contract, or as otherwise permitted or required by common law.

Section IX.2 Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Section IX.1 by right of his or her holding a position named in Section IX.1, the Corporation shall only indemnify such person for expenses (including attorneys’ fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

Section IX.3 Non-Exclusive. The indemnification provided by this Article IX shall not be exclusive of any other rights to which a person may be entitled by law, these Bylaws, agreement of disinterested directors, or otherwise.

Section IX.4 Continuation. The indemnification and advance payment provided by this Article IX shall continue as to a person who has ceased to hold a position named in Section IX.1 and shall inure to his or her heirs, executors, and administrators.

Section IX.5 Insurance. The Corporation may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such director, officer, employee, agent, or person as specified in Section IX.1, against any such expense, liability, or loss, whether or not

the Corporation would have the power to indemnify such person against such expense, liability or loss under the TBOC.

Section IX.6 Reports. Indemnification payments, advance payments and insurance payments made under this Article IX shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six (6) months, whichever is sooner.

Section IX.7 Private Foundation Exception. Notwithstanding anything to the contrary contained in these Bylaws, in the event the Corporation is ever determined to be a private foundation under Section 509 of the Code, any indemnification provided for by this Article IX, and any insurance premiums paid on account of such indemnification provisions, shall be limited to the payment or reimbursement of expenses (other than taxes, penalties, or expenses of correction) including attorneys' fees, incurred with respect to the defense of a judicial or administrative proceeding involving Chapter 42 of the Code or state laws relating to the mismanagement of funds of charitable organizations, if:

- i. Such expenses are reasonably incurred in connection with such proceeding;
- ii. The defense is successful, or such proceeding is terminated by settlement, and the act or failure to act which led to the liability for tax under Chapter 42 of the Code was neither willful nor without reasonable cause; and
- iii. The expenses are incurred by or on behalf of an officer or director of the Corporation, or any person having powers or responsibilities similar to those of officers or directors, and with respect to any act or failure to act, the employees of the Corporation having authority or responsibility with respect to such act or failure to act.

ARTICLE X.
CONDUCT OF BUSINESS

Section IX.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE XI.
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or these Bylaws, a waiver thereof in writing signed shall be deemed equivalent to the giving of such notice.

ARTICLE XII.
AMENDMENT OF BYLAWS

Section XII.1 Procedure. These Bylaws may be amended at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the directors at a meeting at which a quorum is present when duly called in accordance with Section III.9(iv) hereof with notice stating the intent to consider the amendment of the Bylaws.

These Bylaws were adopted at a meeting of the Board of Directors of the Corporation held in Houston, TX on the 7 day of March, 2015.



Deborah Grayson _____, Secretary