

**BYLAWS
OF
NORTHBAY ALLIANCE OF PROFESSIONAL WOMEN, INC.
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

***ARTICLE I
OFFICES***

Principal Office

1.01. The principal office of the Northbay Alliance of Professional Women, Inc. (Corporation or Organization) for its transaction of business is located at 959 Golf Course Drive, #114, Rohnert Park, CA 94928.

Change of Address

1.02. The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in Sonoma County, California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

***ARTICLE II
MEMBERS***

One Class of Members

2.01. The Corporation will have one class of members only, and each member has equal voting and other rights. No person may hold more than one membership in the Corporation.

Eligibility for Membership

2.02. Any professional who is working or owns a business in the North Bay Area of Northern California may be a member and have voting rights.

Qualification of Members

2.03. Any person eligible for membership under Section 2.02 of these Bylaws, is qualified for membership only after that person has satisfied the following qualifications: payment of any dues established by the Board of Directors at or before the membership meeting at which such person's application to be considered a member in good standing with voting rights is to be considered. Each prospective member shall be allowed to attend not more than two (2) complimentary meetings, without paying the required dues, before becoming a member.

**ARTICLE III
DIRECTORS**

Number

3.01. The corporation will have seven (7) Directors. Collectively, the Directors will be known as the Board of Directors.

Qualifications

3.02. The Directors of the Corporation must be residents of the United States of America.

Term of Office

3.03. Each Director will hold office for the term of three (3) years, and until a successor Director has been elected and qualified.

Nomination and Elections

3.04. Any person qualified to be a Director under Section 3.02 of these Bylaws may be nominated by the following method. Elections will be held on the 15th day of March of each year. Any member may nominate any other member to be a Director, either verbally or in writing at, or prior to the meeting by submitting such nomination to the then current Chair of the Board. Voting may be by voice vote, but if more than one person is running for an office, a written ballot vote shall be taken. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 3.02 by these Bylaws.

Compensation

3.06. The Directors serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board. This policy may be changed from time to time by resolution of the Board.

Meetings-Call of Meetings

3.07. (a) Meetings of the Board may be called by the Chair of the Board or the President or any Vice-President or the Secretary or any two Directors.

Place of Meetings

(b) All meetings of the Board will be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

Regular Meetings

(c) Regular meetings of the Board of Directors will be held, without notice, on the third Wednesday of each month from 2:00 p.m. to 3:00 p.m.. If any day fixed for the regular meetings of the Board of Directors falls on a legal holiday, the meeting scheduled for that day will be held at the same hour on the next succeeding day that is not a legal holiday or such other day as selected by Board of Directors.

Special Meetings

(d) Special meetings of the Board may be called by the Chair of the Board or the President or any Vice-President or the Secretary or any two Directors. Special meetings may be held on four days notice by first class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

(e) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

(g) The Chair of the Board or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

Adjournment

(h) A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

3.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

Removal of Directors-Removal for Cause

3.09. (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events: (1) The Director has been declared of unsound mind by a final order of court; (2) The Director has been convicted of a felony; or (3) The Director has failed to attend two (2) consecutive meetings of the Board.

Removal Without Cause

(b) Except as provided in the Articles, any Director may be removed without cause if removal is approved by the Board of Directors within the meaning of Corporations Code Section 5032.

Resignation of Director

3.10. Any Director may resign effective on giving written notice to the Chair of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director may not resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

Vacancies in the Board-Causes

3.11. (a) Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

Filling Vacancies by Directors

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 3.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the

Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 3.07(d) of these Bylaws; or (3) a sole remaining Director.

ARTICLE IV OFFICERS

Number and Titles

4.01. The officers of the Corporation shall include a President, a Vice-President, a Secretary, and Treasurer, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary or Treasurer may serve concurrently as the President.

Appointment and Resignation

4.02. The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Duties of Officers President

4.03. (a) The President will be the general manager and chief executive of the Corporation and will, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. The President will preside at all meetings of the Board of Directors. The President will perform all duties incident to the office of President and any other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or that may be prescribed from time to time by the Board of Directors. The President is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of, any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned or possessed by the Corporation.

Vice-President

(b) In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions on, the President. The Vice-President will have those other powers and perform any other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Secretary

(c) The Secretary will keep or cause to be kept at the principal office of the Corporation, or other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

Treasurer

(d) The Treasurer of the Corporation will keep and maintain in written form *or* any other form capable of being converted into written form adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account will at all times be open to inspection by any Director of the Corporation. The Treasurer will deposit all moneys and other valuables in the name of and to the credit of the Corporation with depositaries as may be designated by the Board of Directors. The Treasurer will disburse the funds of the Corporation as ordered by the Board of Directors, and will render to the President and the Directors, on request, an account of all that officer's transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Resignation and Removal of Officers

4.04. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

ARTICLE V COMMITTEES

Membership

5.01. Committees may consist of members and board members, with the President acting as an ex officio member of all committees.

Standing Committees

5.02. The following committee(s) will be established by the Corporation:

Nominating Committee, the purpose of which will be to nominate a slate of directors each year for consideration by the Members, which committee shall establish processes and procedures to accomplish that goal as they may deem appropriate.

Additional Committees

5.03. The board may appoint additional committees as needed.

**ARTICLE VI
CORPORATE RECORDS, REPORTS, AND SEAL**

Keeping Records

6.01. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board. The Corporation must also keep minutes in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Corporate Seal

6.02. The Board of Directors will adopt a corporate seal in the following form and design:

Northbay Alliance of Professional Women, Inc.
Incorporated October 13, 2016
CA

The Secretary of the Corporation will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

**CERTIFICATE OF SECRETARY OF
NORTHBAY ALLIANCE OF PROFESSIONAL WOMEN,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, comprising six (6) pages, constitute the Bylaws of this corporation as duly adopted by the Incorporator by her written consent dated October 13, 2016.

Dated:

SECRETARY