

**BYLAWS**  
**OF**  
**ASSOCIATION OF HISPANIC WOMEN EXECUTIVES, INC.**  
A Florida not-for-profit corporation

Effective August 26, 2020

**ARTICLE I. OFFICES**

The Corporation will have such offices, within or outside the State of Florida, as the Board of Directors determines from time to time.

**ARTICLE II. MEMBERS**

The Corporation shall not have members. All rights granted to members under law shall be vested in the members of the Board of Directors.

**ARTICLE III. DIRECTORS**

Section III.1 **FUNCTION.** All corporate powers will be exercised by or under the authority of the Board of Directors. The business and affairs of the Corporation will be managed under the direction of the Board of Directors.

Section III.2 **QUALIFICATION.** Directors must be natural persons who are 18 years of age or older but need not be residents of Florida.

Section III.3 **COMPENSATION.** The Board of Directors has the authority to fix the compensation of directors. Nothing in these Bylaws precludes any director from serving this Corporation in any other capacity and receiving proper compensation for such service.

Section III.4 **NUMBER.** The Corporation has the number of directors set forth in the Articles of Incorporation until the number is changed as provided herein. The number of directors may be increased, or decreased, from time to time by adoption of an amendment to this provision of these Bylaws by the Board of Directors but shall at all times never be less than three (3) Directors. Unless the Board of Directors remove a director or directors, a decrease in the number of directors will not shorten the current term of any incumbent director.

Section III.5 **ELECTION AND TERM.**

a. **Initial Board.** Each person named in the Articles of Incorporation as a member of the Board of Directors will hold office until the next annual meeting of the Board of Directors and until such person's successor is elected and qualified or until such person's earlier resignation, removal from office, or death.

b. **Annual Election of Board.** At each annual meeting of the Board of Directors, the incumbent Board of Directors will elect a successor Board of Directors by plurality vote. Each director so elected will hold office until the next succeeding annual meeting and until such director's successor has been elected and qualified or until such director's earlier resignation, removal from office, or death.

c. **Election of Chair of Board.** The Board may elect a Chair, and if one is elected, the Chair will preside at all meetings of the directors and will have such other duties as may from time to time be prescribed by the Board of Directors.

### Section III.6 **REMOVAL, RESIGNATION AND VACANCIES.**

a. **Removal.** Any director may be removed, with or without cause, by majority action of the Board of Directors. A director will be removed if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. The notice of the meeting at which a vote is taken to remove a director will state that the purpose or one of the purposes of the meeting is the removal of a director or directors. In the event that any one or more directors is removed, new directors may be elected at the same meeting.

b. **Resignation.** A director may resign at any time by delivering written notice to the Board of Directors or its Chair or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

c. **Method of Filling Vacancies.** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until such director's successor has been elected and qualified or until such director's earlier resignation, removal from office, or death.

Section III.7 **QUORUM AND VOTING.** A majority of the number of directors prescribed by these Bylaws constitutes a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is an act of the Board of Directors.

### Section III.8 **EXECUTIVE AND OTHER COMMITTEES.**

a. **Creation; Applicable Requirements.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution, has and may exercise all the authority of the Board of Directors, except as limited by the laws of the State of Florida. All requirements applying to the Board of Directors regarding meetings, notice, waiver of notice, quorum and voting apply to committees and their members as well.

b. **Number of Members; Designation of Alternates.** Each committee will have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more

directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

c. **Director's Duty Remains.** Neither the creation of any committee, the delegation of authority to any committee, nor action by any committee will alone constitute compliance by any director not a member of such committee with such director's obligation to act in good faith, in a manner reasonably believed to be in the best interest of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section III.9 **TIME OF ANNUAL, REGULAR AND SPECIAL MEETINGS.** An annual meeting of the Board of Directors will be held each year, and regular meetings may be held at such times thereafter as the Board of Directors may fix. Special meetings may be held at such times as called by the Chair of the Board, the President of the Corporation or any two directors.

Section III.10 **NOTICE OF MEETINGS.** Annual and regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting, other than the resolution or resolutions fixing the schedule of such meetings. At least two days before a special meeting, written notice of the time and place of such meeting of the Board of Directors will be given to each director in person or by first-class mail, telegram, facsimile, or other electronic transmission. Notice of an adjourned meeting of the Board of Directors will be given to directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of adjournment, to the other directors.

Section III.11 **WAIVER OF NOTICE.** Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section III.12 **PRESUMPTION OF ASSENT.** A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is presumed to have assented to the action unless such director votes against it or expressly abstains from voting on the action taken, or, such director objects at the beginning of the meeting to the holding of the meeting or transacting specific business at the meeting.

Section III.13 **PARTICIPATION IN MEETING BY CONFERENCE CALL.** Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar means of communication through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section III.14 **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at a Board of Directors' meeting or a meeting of a committee of the Board of

Directors may be taken without a meeting if: (a) each of the directors, or each of the members of the committee, as the case may be, consents in writing to the action; (b) the consent sets forth the action to be taken; and (c) the consent is filed in the minutes of the proceedings of the Board or of the committee. The consents may consist of one or more writings and such written consents will have the same effect as a unanimous meeting vote.

Section III.15 **DIRECTOR CONFLICTS OF INTEREST.** No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such director or directors are counted for such purpose, if:

a. the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, all in the manner provided by law; or

b. the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee.

Section III.16 **DUTIES OF DIRECTORS.** A director will perform the duties of director, including the duties as a member of any committee of the Board upon which such director serves, in good faith, in a manner reasonably believed to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

#### **ARTICLE IV. OFFICERS**

Section IV.1 **OFFICERS.** The officers of the Corporation will consist of a President and three Vice-Presidents and may include a Secretary, and a Treasurer, one or more assistant Secretaries, and one or more assistant Treasurers. The officers will be elected initially by the Board of Directors at the organizational meeting of the Board of Directors and thereafter at the annual meeting of the Board of Directors in each year or at any special meeting called for such purpose. The Board from time to time may elect or appoint other officers and assistant officers who will have the authority and perform the duties prescribed by the Board. An elected or duly appointed President or Vice President may, in turn, appoint one or more assistant Secretaries or assistant Treasurers, unless the Board of Directors disapproves or rejects the appointment. All officers will hold office until their successors have been appointed and have qualified or until their earlier resignation, removal from office, or death. One person may simultaneously hold any two or more offices.

Section IV.2 **DUTIES.** The following officers of this Corporation will have the following duties:

a. **President.** The President will be the chief executive officer of the Corporation, will have general and active management of the business and affairs of the Corporation, subject

to the directions of the Board of Directors, and, in the absence of a Chair of the Board of Directors, will preside at all meetings of the Board of Directors.

b. **Vice President.** Each Vice President, if one or more is elected, will have such powers and perform such duties as may, from time to time, be prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President or Vice Presidents will succeed to the President's power and duties in the order designated by the Board of Directors.

c. **Secretary.** The Secretary will attend all meetings of the Board of Directors, record all proceedings of such meetings in the minute book of the Corporation, and authenticate records of the Corporation. The Secretary will perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President.

d. **Treasurer.** The Treasurer will (i) have charge and custody of and be responsible for all funds and securities of the Corporation, (ii) keep full and accurate accounts of receipts and disbursements, (iii) receive and give receipts for monies due and payable to the Corporation, and deposit monies in the name of the Corporation in the depositories designated by the Board of Directors, and (iv) perform all other duties as may, from time to time, be prescribed by the Board of Directors or the President. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of the Treasurer's duties in the sum and with the surety or sureties that the Board of Directors determines.

#### Section IV.3 **REMOVAL, RESIGNATION AND VACANCIES.**

a. **Removal.** Any officer elected or appointed by the Board of Directors and any assistant officer appointed by another officer may be removed by the Board at any time with or without cause. Any assistant officer, if appointed by the President or a Vice President, may likewise be removed by such officer with or without cause.

b. **Resignation.** An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

c. **Method of Filling Vacancies.** Any vacancy, however occurring, in any office may be filled by the Board of Directors.

Section IV.4 **COMPENSATION.** The Board of Directors from time to time will fix the salaries of the officers. The President has the authority to fix the salaries of all employees of the Corporation other than officers elected or appointed by the Board of Directors.

#### **ARTICLE V. BOOKS AND RECORDS**

The Corporation will maintain: minutes of the proceedings of its Board of Directors and committees of directors; accurate accounting records; a copy of the current Articles of Incorporation and bylaws of the Corporation; a list of the names and business addresses of the current officers and directors of the Corporation; and a copy of the most recent annual report for the Corporation as filed with the Secretary of State.

**ARTICLE VI. CORPORATE SEAL**

The Board of Directors may adopt a corporate seal which has the name of the Corporation inscribed thereon, and such seal may be a facsimile, engraved, printed, or impression seal; provided, however, that in any event, the affixation of such seal shall not be required to authorize or validate any document entered into or adopted by the Corporation.

**ARTICLE VII. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No officer, Director, or member of a sub committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended; PROVIDED, HOWEVER, that any distributions upon dissolution of this Corporation shall be to and for the exempt purposes of this Corporation as enumerated in the Articles of Incorporation of this Corporation.

**ARTICLE VIII. EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no officer, Director or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

**ARTICLE IX. AMENDMENT**

These Bylaws may be amended or repealed and additional bylaws adopted, in writing, by the Board of Directors. Any amendment, repeal or addition will be approved in writing and attached to these Bylaws.