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DECLARATION OF CONFORMITY

BYLAWS OF WOMEN'S LEADERSHIP ALLIANCE

ARTICLE I. OFFICES

1.1 Principal Mailing Address

The Women's Leadership Alliance will maintain its principal mailing address at:

Women's Leadership Alliance
PO Box 55186
Saint Petersburg, FL 33702-9998

1.2 Changing or Adding Mailing addresses

Any changes to the Women's Leadership Alliance's mailing address must be approved by the Treasurer and Board Chair, of the Women's Leadership Alliance, and disclosed to the full board

1.3 Official Mail

The Women's Leadership Alliance shall maintain a designated mailing address for all official correspondence. This address shall be monitored by designated to ensure timely receipt and processing of all mail. All official mail received shall be scanned and stored digitally in a secure, centralized location accessible only to authorized personnel. Original documents shall be retained in accordance with the Women's Leadership Alliance's document retention policy.

Official correspondence may be received digitally, when possible, with all electronic documents filed and stored in the Women's Leadership Alliance's secure document management system.

ARTICLE II. STATEMENT OF PURPOSE

2.1 Purpose Overview

The specific purpose of the Women's Leadership Alliance is to address the gender disparity in the financial advising industry and to provide education, support, and programs to:

2.2 Objectives

2.2.1 Increase Career-Choice Awareness: Increase awareness of the career path of financial advising for women.

2.2.2 Provide Financial Assistance: Provide funding to facilitate the education and career development of current and future women financial advisors.

2.2.3 Facilitate Professional Development: Provide mentorship and professional development resources to women in the financial advising profession.

- *2.2.4 Support Industry Education:* Partner with educational institutions, faculty, and students to increase opportunities for financial advising education and internships for students.

ARTICLE III. DIRECTORS

3.1 Function

The Board of Directors is responsible for providing strategic oversight, governance, and direction to ensure the Women's Leadership Alliance fulfills its mission and operates in compliance with legal and ethical standards. Additionally, the board is responsible for providing financial stewardship, fundraising, and directing and supporting the Women's Leadership Alliance's leadership.

3.2 Qualification

Directors must be at least 18 years old and need not be Florida residents.

3.3 Number

The Board will have no fewer than 7 and no more than 15 directors.

3.4 Election and Term

3.4.1 Nomination Process

New directors may be recommended by any current director of the board and officially nominated by the governance committee. Candidacy shall be put to a vote among the full board of directors and shall require a 2/3 vote to approve the candidate as a new director of the board.

3.4.2 Terms of Service

Each board member shall serve a standard term of three years, with the term of office concluding on December 31 of the final year of the term. Board recruitment can occur at any time throughout the year to fill vacancies or expand the Board. Directors appointed during the year will serve an initial partial term through December 31. This partial term will not count against the standard three-year term limit, allowing the director to subsequently serve three full terms.

Board members may be elected to two additional 3-year terms subject to the standard nomination and approval process.

Board members who have completed their maximum allowable consecutive terms are required to take a mandatory break of at least one year before being eligible for reappointment to the board. After fulfilling the break-in-service requirement, former Board members may be considered for reappointment through the standard nomination and election process.

Board.3.5 Removals, Resignations, and Vacancies

3.5.1 Removal

Any elected member of the Board of Directors may be removed by the Board at any time with or without cause upon a 2/3 votes among all members of the Executive and Governing Committees.

3.5.2 Resignation

A director may resign at any time by delivering notice to the Women's Leadership Alliance. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.5.3 Filling Vacancies

Board vacancies may be filled by nomination through the Governance committee, and upon majority approval by the full board of directors.

3.6 Emeritus Advisory Committee

Former board members may be nominated for an emeritus advisory committee, subject to board approval through a majority vote. These committee members shall function in a non-governing, non-fiduciary capacity.

3.7 Advisory Board

An advisory board may be formed to serve in an advisory, non-governing, non-fiduciary capacity. The board of directors shall approve individual Advisory Board member candidates with a majority vote.

3.8 Non-Recruiting Policy

No officer, director, committee member, advisory board member, or staff member of the Women's Leadership Alliance may recruit within the wealth management industry to any specific firm or business in their capacity as a representative of the Women's Leadership Alliance.

3.9 Quorum and Voting

A majority of directors constitute a quorum. A majority vote of those present is required for official board decisions.

3.10 Annual, Regular, and Special Meetings

3.10.1 Meeting Frequency

Regular meetings of the board will be held not less than two times each year with a minimum of 14 days' notice. Additionally, an annual meeting of the board will be held to vote on the adoption of a new fiscal year budget and to vote on any officer vacancies. Notice of the annual meeting will be a minimum of 30 days.

3.10.2 Notice Requirements

Meetings may be held virtually or in-person at various locations across the U.S.

3.10.3 Meeting Format

Emergency meetings may be called by the Chair or Vice Chair of the board of directors.

3.11 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 each of the directors, or each of the members of the committee, as the case may be, consent in writing to the action. The consents may consist of one or more writings and may include email writings. Such written consents will have the

same effect as a unanimous meeting vote. The consent shall be filed in the minutes of the proceedings of the Board or of the committee.

3.12 Committees

The Women's Leadership Alliance shall maintain four standing committees as follows:

3.12.1 Executive Committee

The role of the executive committee is to provide decision-making on behalf of the board of directors between full meetings, ensure timely responses to urgent matters, and effective governance. Membership shall include all elected officers of the Women's Leadership Alliance.

3.12.2 Finance Committee

The role of the finance committee is to oversee the financial health of the Women's Leadership Alliance by reviewing budgets, financial statements, and investment strategies, as well as ensuring compliance with financial policies and regulations. The committee shall make recommendations related to financial management to the full board. The committee shall be chaired by the treasurer of the Women's Leadership Alliance and shall include a minimum of 2 additional members of the board of directors and up to 2 non-board members.

3.12.3 Governance Committee

The role of the governance committee is to ensure effective board composition and performance by overseeing the recruitment, evaluation, and development of board members as well as establishing and reviewing governance policies and practices. This committee shall be chaired and populated exclusively by current board members. A minimum of 3 committee members is required.

3.12.4 Advancement Committee

The role of the advancement committee is to enhance the Women's Leadership Alliance's visibility and support by developing and implementing strategies for fundraising, marketing, and stakeholder engagement. This committee shall be chaired by a current board member and shall include a minimum of 2 additional members of the board. Non-board members may participate as members of this committee as long as the number of non-board committee members does not exceed the number of directors serving as committee members.

3.12.5 Creation of New Committees

Ad hoc or new standing committees may be created upon recommendation by the governance committee and a 2/3 vote among a quorum of the board of directors.

3.13 Compensation

The Board of Directors function in a voluntary, non-compensated capacity. Nothing in these Bylaws precludes any director from serving the Women's Leadership Alliance in any other capacity and receiving proper compensation for such service. Any such service and compensation are subject to disclosure and approval of the board of directors.

3.14 Indemnification Statement

The Women's Leadership Alliance shall indemnify an individual serving as a member of its Board of Directors, to the extent permitted by law, against reasonable expenses and liabilities actually incurred in connection with the Women's Leadership Alliance. Such indemnification shall not extend to matters where the director is found to have engaged in gross negligence, willful misconduct, or intentional violation of applicable laws.

Indemnification shall be limited to reasonable expenses directly related to the defense of specific legal actions, suits, or proceedings, in which the board member becomes involved due to their role as a director of the Women's Leadership Alliance.

This indemnification applies strictly to actions performed in good faith and in a manner reasonably believed to be in the best interests of the Women's Leadership Alliance. It does not include any voluntary settlement without the explicit consent of the Board of Directors.

While the Women's Leadership Alliance will maintain Directors' and Officers' liability insurance, such insurance coverage does not extend the indemnification beyond the terms stated in this policy.

3.15 Prohibition Against Sharing in Earnings (Florida)

No part of the net earnings of the Women's Leadership Alliance shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Women's Leadership Alliance shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of the Women's Leadership Alliance shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Women's Leadership Alliance shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Women's Leadership Alliance shall not carry on any other activities not permitted to be carried on (a) by an Women's Leadership Alliance exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an Women's Leadership Alliance, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. MEMBERS

4.1 Membership in Ambassador Program

Members of the Women's Leadership Alliance's Ambassador program who pay annual dues and may participate in specific programs and activities of the Women's Leadership Alliance are a separate entity from the board of directors and as such, do not have governing or fiduciary authority or responsibilities.

ARTICLE V. OFFICERS

5.1 Officers

The officers will include a Chair, Vice Chair, Treasurer, and Secretary, elected by the Board at the annual meeting 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. 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.

5.2 Terms

Officer appointments are for 3-year terms. If an officer is replacing an officer prior to the completion of that officer's term, the new officer's term shall be 3 years from the beginning of the calendar year of their appointment. Officers are eligible to serve one additional full-term subject to a vote and approval among the full board.

5.3 Duties

5.3.1 Board Chair

- i. Provide leadership to the Board of Directors, ensuring that Board activities align with the Women's Leadership Alliance's mission and strategic goals.
- ii. Preside over all Board meetings, ensuring an inclusive, effective, and timely decision-making process.
- iii. Serve as a liaison between the Board and the Women's Leadership Alliance's Executive Director/CEO, maintaining regular communication to ensure the Board is informed of the Women's Leadership Alliance's operational status.
- iv. Collaborate with committee chairs to coordinate the activities and initiatives of the Board while ensuring committees adhere to Board directives and strategic priorities.
- v. Have authority to sign documents on behalf of the Board as explicitly authorized by the Board and only in accordance with established policies.
- vi. Work with the Board and executives to cultivate board leadership through training and succession planning.

5.3.2 Vice Chair

- i. Support the Board Chair in fulfilling their responsibilities and providing leadership within the Board.
- ii. Assume the role of Board Chair in their absence, with the same powers and restrictions held by the Chair.
- iii. Oversee specific projects or initiatives as delegated by the Board Chair or determined by the Board, ensuring alignment with the Women's Leadership Alliance's objectives.
- iv. Assist in coordinating communication and collaboration between Board committees, fostering a cohesive approach to governance.
- v. Participate in the review of Board policies and processes, contributing to ongoing governance improvement.

5.3.3 Secretary

- i. Ensure accurate and timely documentation of Board meetings, including the preparation and distribution of agendas and minutes, while maintaining these records securely.
- ii. Oversee the accuracy and confidentiality of the Women's Leadership Alliance's official documents and records, ensuring they are readily accessible for Board review.
- iii. Facilitate effective communication between the Board and the Women's Leadership Alliance's stakeholders by managing the distribution of key documents and updates.
- iv. Advise the Board on compliance with governance practices and legal requirements, ensuring decisions are documented and records are maintained according to bylaws and relevant legislation.
- v. Support the onboarding and orientation of new Board members, ensuring they understand their roles and responsibilities within the governance framework.

Here's a revised version of the Treasurer's responsibilities that narrows the power and authority of the Treasurer while aligning with nonprofit best practices:

5.3.4 Treasurer

- i. Oversee the management of the Women's Leadership Alliance's financial resources but will not have unilateral control over funds and securities. All actions must be in accordance with the budget approved by the Board of Directors.
- ii. Collaborate with the Women's Leadership Alliance's finance committee (if applicable) to ensure full and accurate accounts of receipts and disbursements are maintained, with regular reporting to the Board of Directors.
- iii. Ensure that all monies due and payable to the Women's Leadership Alliance are collected and that accurate receipts are issued. However, all transactions require review and co-signature by another designated officer, such as the Board Chair or Chief Executive Officer.
- iv. Coordinate the deposit of monies in the name of the Women's Leadership Alliance in depositories designated by the Board of Directors, with any change in depositories requiring Board approval.
- v. Perform additional duties related to financial oversight as prescribed by the Board of Directors or the Chair, but such responsibilities should be clearly documented and periodically reviewed.
- vi. Be subject to the policies of financial control and accountability as approved by the Board, including regular audits and financial reviews by external auditors.
- vii. If required by the Board of Directors, provide a bond for the faithful discharge of duties, with the bond amount and surety determined by the Board of Directors.
- viii. Ensure that financial transparency and integrity are upheld through quarterly financial reports to the Board and an annual report to the stakeholders.

5.4 Removal, Resignation, and Vacancies

5.4.1 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 Chair or a Vice Chair, may likewise be removed by such officer with or without cause. Such removals will follow the procedures set forth in 3.5(a) of these bylaws.

5.4.2 Resignation

An officer may resign at any time by delivering notice to the Women's Leadership Alliance. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

5.4.3 Method of Filling Vacancies

Any vacancy, however occurring, in any office may be filled by the Board of Directors as follows:

- The Chair of the Board of Directors may appoint an officer to serve for the remainder of the current fiscal year.
- A candidacy nomination and full board vote is required to appoint a new officer to a full term.

ARTICLE VI. BOOKS AND RECORDS

6.1 Maintenance of Records

The Women's Leadership Alliance will maintain minutes of meetings, accounting records, and a list of current officers and directors and will retain true and accurate records in compliance with requirements and best practices for a 501(c)3 Women's Leadership Alliance.

ARTICLE VII. Women's Leadership Alliance POLICIES

7.1 Conflict of Interest Policy

This policy outlines the responsibilities of directors, officers, and employees to disclose any potential conflicts of interest and the procedures for addressing them.

7.2 Financial Policy

This policy establishes guidelines for financial management, budgeting, accounting, and reporting to ensure the responsible use of the Women's Leadership Alliance's resources.

7.3 Investment Policy

This policy provides a framework for managing the Women's Leadership Alliance's investments, aligning investment strategies with the Women's Leadership Alliance's mission and goals.

7.4 Code of Conduct Policy

This policy sets forth the expectations for ethical behavior and professional conduct for all directors, officers, and employees of the Women's Leadership Alliance.

7.5 Policy Compliance

All directors, officers, and employees are required to adhere to these policies as part of their governance responsibilities. These policies will be reviewed periodically and can be amended as necessary by the Board of Directors.

7.6 : Digital Access and Security

Digital access to the Women's Leadership Alliance's files, emails, and other digital resources shall be granted based on role-specific needs, ensuring each member can perform their duties effectively without compromising security.

All access credentials, such as passwords, shall be managed through a secure password management system. Regular updates and audits of access permissions shall be conducted to ensure continued security.

The Women's Leadership Alliance shall implement cybersecurity measures that include, but are not limited to, the use of secure connections, encryption of sensitive data, and installation of anti-malware software to protect all digital resources.

Training on digital security and data protection shall be provided to all members of the Women's Leadership Alliance annually, or as needed, to ensure compliance with best practices and legal requirements.

In the event of a breach of digital security, immediate actions shall be taken to mitigate the impact, including notifying appropriate authorities and affected individuals, according to established incident response procedures.

ARTICLE VIII. DISSOLUTION OF Women's Leadership Alliance

8.1 Dissolution

A decision to dissolve the Women's Leadership Alliance requires a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed dissolution is given to all directors at least thirty (30) days prior to the meeting.

8.2 Notification Procedures

Adherence to Bylaws and State Law: Ensure all steps are in strict compliance with the Women's Leadership Alliance's bylaws and applicable state laws regarding nonprofit dissolution, including asset distribution requirements.

Upon approval of the dissolution proposal by the Board, the Women's Leadership Alliance shall notify all members, stakeholders, and any relevant regulatory bodies of the decision to dissolve within 30 days.

8.3 Liquidation of Assets

Upon dissolution, the Board of Directors shall oversee the liquidation of the Women's Leadership Alliance's assets. All liabilities and obligations shall be satisfied first. Any remaining assets shall be distributed to the FPA's Women & Finance Knowledge Circle and or one or more other nonprofits selected by the board, qualifying under Section 501(c)(3) of the Internal Revenue Code, which holds a similar mission to that of the WLA. Details of the asset distribution will be shared with current and past donors of the WLA.

8.4 Final Reporting

The Board shall ensure that all final financial reporting and documentation are completed and submitted to donors and to the appropriate regulatory agencies in accordance with applicable laws and regulations.

8.5 Records Retention

The Women's Leadership Alliance shall retain all necessary records for a period as required by law after dissolution.

ARTICLE IX. AMENDMENTS

9.1 Amendment Procedure

These Bylaws may be amended by a majority vote of the Board of Directors.

DECLARATION OF CONFORMITY

I declare that the attached copy of the Bylaws of WOMEN'S LEADERSHIP ALLIANCE, a Florida not for profit Women's Leadership Alliance, is a complete and accurate copy of the original document, effective as of _____, 20__.

WOMEN'S LEADERSHIP ALLIANCE:

By:

Print Name:

Title: