

BY-LAWS of WOMEN FOR CHANGE COACHING COMMUNITY
A INDIANA nonprofit corporation
Adopted June 16, 2012

ARTICLE I

Offices

Section 1.1 Principal Office. The principal office of Women for Change Coaching Community (the “Corporation”) shall be located at such place, either within or without the State of Indiana, as the Board of Directors shall designate from time to time.

Section 1.2 Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent within the State of Indiana. The Board of Directors, from time to time by resolution, may change the registered agent and the address of the registered office. The Corporation’s registered agent shall be as designated by the Board of Directors from time to time and on file with the Office of the Indiana Secretary of State.

Section 1.3 Additional Offices. The Corporation may also have offices and branch offices at such other places as the Board of Directors from time to time may designate or the business of the Corporation may require.

ARTICLE II

Board of Directors

Section 2.1 General Powers, Number, Tenure and Qualification.

(a) The Corporation shall be controlled and managed by a Board of Directors. All corporate powers of the Corporation shall be vested in and exercised by the Board of Directors. The Board of Directors shall be self-perpetuating. Any ambiguity in these Bylaws, the Articles of Incorporation, or law shall be construed so as to facilitate the continuity of the Corporation’s Board of Directors and not leave the Corporation without any directors.

(b) The number of Directors shall be no less than four (4), all of whom shall be and remain members in good standing of this organization during their tenure as Directors. The term of each of the Board members shall be two (2) years, with no more than one-half (1/2) of board member positions expiring each year. Board members may extend their tenure for an additional term with the majority approval of the existing Board of Directors, either maintaining their current position or enlisting in a new Board position. Board of Director positions may include the President, Vice-President, Secretary, Treasurer, Subordinate Officers, Committee Chairs and Members at Large.

(c) Potential new Board members can be nominated by any current Board member and all new Board members are accepted only after obtaining a majority vote of all of the current Board members in office.

(d) Directors need not be residents of Indiana but must be at least eighteen (18) years of age. Each director, upon his or her appointment, shall qualify by accepting the office of director. Each director so appointed shall be assumed to have accepted such appointment by attendance at, or the written approval of the minutes of, any meeting of the Board of Directors held subsequent to such appointment, or such appointment may be accepted by a separate written document signed by such director, which shall be placed in the minute book of the Corporation.

Section 2.2 Annual Meeting. The annual meeting of the Board of Directors for the election of directors and officers, and the transaction of such other business as may come before the meeting, shall be held on the first Saturday of June of each year, or on such other dates or at such other times as the Board of Directors may determine by resolution.

Section 2.3 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate from time to time. Any business may be transacted at a regular meeting.

Section 2.4 Special Meetings. Special meetings of the Board of Directors may be called by the President, or by a majority of the directors. Notice of such special meeting shall be given to each director in any one of the following ways:

(a) Written notice shall be properly addressed to each director's business or residence address as indicated in the records of the Corporation, deposited in the United States mail, postage prepaid at least seven (7) days in advance of such meeting. It is the personal responsibility of each director to keep his or her address current on the corporate records.

(b) Notice in person or by electronic or facsimile transmission sent to each director's business or residence address as it appears in the records of the Corporation at least two (2) days in advance of such meeting.

Any such notice shall state the purpose or purposes of the special meeting and only matters so noticed may be acted upon at the special meeting. The notice of such meeting may be given by the President, the Secretary or by any director. Such meetings shall be held within or without the State of Indiana and at such time and place as indicated in the notice or waiver of notice thereof; provided however, if no designation is made, the place of the meeting shall be the principal business office of the Corporation.

Section 2.5 Waiver of Notice. Whenever any notice is required to be given to any director under the provisions of these Bylaws, or of the Articles of Incorporation or of any law, a waiver thereof in writing signed by such director, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a director at any meeting waives any notice requirement of the meeting, unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity of these, objects to the lack of notice and does not vote for or assent to the objected meeting or matter.

Section 2.6 Participation in Meetings Electronically. Members of the Board of Directors or any committee designated by the Board of Directors may participate in any meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 2.7 Quorum. At all meetings of the Board of Directors, a majority of the directors then qualified to act shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

Section 2.8 Vote Required for Director Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a majority vote of the full Board of Directors is required by these Bylaws.

Section 2.9 Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any such resignation shall take effect at the time specified in the resignation, or, if the time is not specified in the resignation, then upon receipt of the resignation. The acceptance of such resignation shall not be necessary to make it effective.

Section 2.10 Removal. Directors may be removed by a majority vote of the full Board of Directors in office, in the absence of the subject Director being considered for removal.

Section 2.11 Vacancies. Vacancies on the Board of Directors and newly created directorships resulting from any increase in the number of directors may be filled unilaterally by the President; or by nomination by any Board member and a vote of a majority of the full Board of Directors who are then qualified to act under these Bylaws.

Section 2.12 Action by Consent of Directors. Any action, which is required to be or may be taken at a meeting of the Board of Directors or any committee of the Board of Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the directors or of the committee members, as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting held, and may be stated as such in any governmental certificate or document filed.. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee, as the case may be.

Section 2.13 Organization. Meetings of the Board of Directors shall be presided over by the President, or in the absence of a President, by such other person as the directors may select. The Secretary of the Corporation shall act as

secretary of the meeting, but in his or her absence the President of the meeting may appoint any person to act as secretary of the meeting.

ARTICLE III

Officers

Section 3.1 Number. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers and assistant officers as the President may from time to time determine.

Section 3.2 Election of Officers 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. Vacancies in such offices may be filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor has been duly elected by the Board of Directors, until such officer's death, until such officer resigns, or until such officer has been removed in the manner hereinafter provided.

Section 3.3 President. The President shall preside at all meetings of the Board of Directors. The President may sign and execute, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation, and shall have such additional powers and duties as may be prescribed by the Board of Directors. In the event an Officer of the Board resigns, the President may appoint a member of the Board to fill that vacancy until such time as the Board of Directors shall duly elect a successor.

Section 3.4 Vice-President. The Vice-President shall preside at all meetings of the Board of Directors in the absence of the President, and shall have the authority to exercise all the rights and duties of the President when the President is unavailable or otherwise incapable of carrying out such duties. The Vice-President shall have such additional powers and duties as may be prescribed by the Board of Directors.

Section 3.5 Secretary. The Secretary shall record the proceedings of the meetings of the Board of Directors in books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the records and of the corporate seal, if any, of the Corporation; shall see that the corporate seal, if any, is affixed to all documents which provide for a seal to be affixed, the execution of which, on behalf of the Corporation, under its seal, is duly authorized, and when so affixed may attest the same; and, in general, shall perform all duties incident to the office of a Secretary of a corporation, and such other duties as, from time to time, may be assigned by the Board of Directors.

Section 3.6 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, shall perform all duties incident to the office of a Treasurer of a corporation, and such other duties as, from time to time, may be assigned by the Board of Directors.

Section 3.7 Subordinate Officers. The Board of Directors may appoint such subordinate officers as it deems desirable, including but not limited to one or more Assistant Secretaries and one or more Assistant Treasurers. Each such officer shall hold office for such period, have such authority and perform such duties as the Board of Directors may prescribe; and in the absence of such prescription, such officer shall have the same rights and duties as the Secretary or Treasurer, respectively.

Section 3.8 Committee Chairs. The Board of Directors may appoint such committee chairs as it deems desirable, including but not limited to one or more committee chairs for Fundraising, Communications, Education, Community Building, and Coach Membership. Each such committee chair shall have such authority and perform such duties as the Board of Directors may prescribe.

Section 3.9 Members at Large. The Board of Directors may appoint such members at large as it deems desirable, including but not limited to one or more members at large with experience in law, accounting, non-profits or any other desirable field which will benefit the Corporation. Each such member at large shall have such authority and perform such duties as the Board of Directors may prescribe.

Section 3.10 Removal. Any officer may be removed without cause by the majority vote of all remaining Board of Directors then in office whenever in its' judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.11 Resignation. Any officer of the Corporation may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, then upon the receipt of the notice. The acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

Section 3.12 Vacancies. Any vacancy occurring in any office of the

Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the President unilaterally or by a vote of the Board of Directors at any regular or special meeting.

Section 3.13 Absence or Disability. In case of the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate the power or duties of the absent or disabled officer to any other officer or to any director or to any other agent or employee of the Corporation for such period of time as the Board may deem appropriate.

ARTICLE IV

Indemnification

Section 4.1 Indemnification of Directors. The Corporation shall provide to its directors such indemnification as it is required to provide pursuant to the provisions of the Indiana Nonprofit Code Title 23, Article 17.

Section 4.2 Additional Indemnification. Any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise shall be indemnified to the maximum extent permitted by the Indiana Nonprofit Code Title 23, Article 17. Expenses incurred by such person in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized by the Indiana Nonprofit Code Title 23, Article 17. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such person may be entitled by bylaw, agreement, vote of disinterested directors or otherwise.

Section 4.3 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise 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 Indiana Nonprofit Code Title 23, Article 17.

Section 4.4 Intent of Indemnification. The provisions of this Article are intended to facilitate the Corporation's ability to attract and retain qualified individuals to serve as its directors and officers and at its request as directors and

officers or in other capacities for other corporations or enterprises by providing and maximizing the amount of indemnification that the Corporation is permitted to provide to such persons by the Indiana Nonprofit Code Title 23, Article 17, and such provisions shall be construed accordingly. The provisions of this Article do not limit the Corporation's power to pay or reimburse expenses incurred by a director or officer of the Corporation in connection with appearing as a witness in a proceeding at a time when the director or officer has not been made a named defendant or respondent to the proceeding.

ARTICLE V

Charitable Purpose

Section 5.1 General Charitable Purposes. The Corporation shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 5.2 Status as Tax Exempt Organization. It is expressly intended that (i) the Corporation shall be exempt from federal income tax and (2) any gift to this Corporation (including distributions from a decedent's estate or from any trust) shall qualify for a charitable deduction under the applicable provisions of the Internal Revenue Code. Any questions applicable to the Corporation shall be resolved accordingly. No powers or discretion of the Board of Directors shall be exercised or exercisable except in a manner consistent with this intent.

Section 5.3 Specific Purposes. Specifically, the Corporation has been formed and will generally be operated for the purpose of providing career coaching and life coaching to individuals who would not otherwise have access to such services.

ARTICLE VI

Contracts, Loans, Checks and Deposits

Section 6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 6.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3 Checks, Drafts, etc. All checks, drafts or other orders for

the payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. If no designation is made and unless and until the Board of Directors otherwise provides, each of the President and the Treasurer shall individually have the power to sign all such instruments which are executed or made in the ordinary course of the Corporation's activities. Such power to sign shall be dependent upon the signing powers designated by banking resolution within the corporate banking account(s).

Section 6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

Miscellaneous

Section 7.1 Corporate Seal. The corporate seal, if any, shall have inscribed thereon the name of the Corporation and shall be in such form as may be approved from time to time by the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. If deemed advisable by the Board of Directors, a duplicate seal or duplicate seals may be provided and kept for the necessary purposes of the Corporation.

Section 7.2 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 7.3 Books and Records. The Corporation shall keep at its principal place of business or registered office in the State of Indiana, original or duplicate books which shall include: (1) The Corporation's Articles or Restated Articles and all amendments to them currently in effect; (2) the Corporation's Bylaws or Restated Bylaws and all amendments to them currently in effect; (3) a list of the names and business or home addresses of its current directors and officers; (4) its most recent annual report delivered to the Indiana Secretary of State; (5) appropriate financial statements of all income and expenses; and (6) minutes of proceedings of its Board of Directors and from time to time such other or additional records, statements, lists and information as may be required by law. The format of such records shall be either in hard copy, or digital format, which can easily be provided as a hard copy.

Section 7.4 Interested Transactions. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or

officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her, or their votes are counted for such purpose, if: (1) in advance, the material facts as to his or her, or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee; and (2) the Board or committee in good faith reasonably believes the contract or transaction is not unfair to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes the contract or transaction. Other Conflict of Interest policies will be established by the Board of Directors as needed.

Section 7.5 Loans to Directors and Officers Prohibited. The Corporation shall not loan money to any director or officer of the Corporation.

Section 7.6 Dissolution. Dissolution of the Corporation and sale of assets will be in compliance with IC-23-17-22 and IC-23-17-20 and all amendments thereto.

Section 7.7 Dominating Law. In a situation in which these Bylaws are either silent or in conflict with the Indiana Nonprofit Code Title 23, Article 17, the Indiana Nonprofit Code Title 23, Article 17 and all amendments thereto controls.

ARTICLE VIII

Amendments

These bylaws may be amended, altered, repealed or enhanced by an affirmative vote of a simple majority of the entire board of directors.

Adopted this 16th day of June, 2012.

President, Board of Directors