

International Women’s Insolvency and Restructuring Confederation
Georgia Network—Annual Report
Year: January 1, 2011-December 31, 2011

Network Annual Report	Network Guidelines
1. Please provide a list of the Network’s Board of Directors (“Board”). Please See Attached.	<ul style="list-style-type: none"> ➤ Board to consist of no less than 3 officers. ➤ No individual can maintain the same position on the Board for more than 6 years ➤ No individual may serve on the Board for more than 6 years (this requirement can be waived or modified).
2. How many Board meetings were held this year? 13—12 monthly meetings and our annual meeting.	<ul style="list-style-type: none"> ➤ Board to hold meetings no less than 6 times each year.
3. When were the last Board elections held? December 6, 2011	<ul style="list-style-type: none"> ➤ Elections to be held no less than bi-annually.
4. How many events were held this year? 13 Please See Attached.	<ul style="list-style-type: none"> ➤ Network to have at least 3 events, 2 of which must be open to non-members. ➤ Network to obtain prior written Board approval for Network “Special Events” (as defined in handbook). ➤ Network to host at least 1 program to recruit new members. ➤ Network to participate in at least 1 regional event, or if the Network is a regional network, participate in a program with another Network, every 4 years.
5. How many articles have been contributed to the newsletter this year? 9	<ul style="list-style-type: none"> ➤ Network to submit no less than 1 article to the International Board's newsletter each year.
6. How many members does the Network have? 75 as of March 30, 2012. Our membership levels were substantially the same during 2011.	<ul style="list-style-type: none"> ➤
7. Please attach the Network’s financial statement for the year (revenues and expenses) Please See Attached.	<ul style="list-style-type: none"> ➤ Networks to provide an accounting of income and costs on an annual basis.
8. Has the network filed the yearly IRS tax form (U.S. Networks)? Yes. Please See Attached.	<ul style="list-style-type: none"> ➤ Networks with gross receipts less than \$50,000 need to file a 990-N, networks with greater than \$50,000 gross receipts need to file a 990-EZ or 990.
9. Please attach a copy of the Network’s Rules of Operation, if they have changed. Please See Attached. Revised Rules Submitted to International on August 22, 2011.	
10. Other information that would be helpful to the International Board including challenges faced by the Network and suggestions of any kind. N/A.	

Georgia Network – Annual Report

Part 1

Network Board of Directors

**International Women's Insolvency and Restructuring Confederation
Georgia Network—Annual Report
Year: January 1, 2011-December 31, 2011
Network Board of Directors**

Name	Firm	Position	Expiration of Position	Years on Board	Prior Positions
Summer Chandler	McKenna Long & Aldridge LLP	Co-chair	Nov. 2011	4	Public Relations Committee Co-Chair
Alison Elko	McKenna Long & Aldridge LLP	Programs Committee Co-Chair	Nov. 2012	5	Membership Committee Chair; Programs Committee Co-Chair
Sage M. Sigler	Alston & Bird LLP	Vice-Chair	Nov. 2011	5	Secretary
Jamie Gingold	Gingold & Gingold	Treasurer	Nov. 2011	7	Programs Co-Chair
Cameron McCord	Jones & Walden, LLC	Secretary	Nov. 2011	2	Public Relations Committee Chair
Heather Asher	Alston & Bird LLP	Programs Committee Co-Chair	Nov. 2011	1	n/a
Alicia Den Beste	Epiq Systems	Programs Committee Co-Chair	Nov. 2011	2	n/a
Leslie M. Pineyro	Jones & Walden, LLC	Community Service Committee Co-Chair	Nov. 2011	2	n/a
Anne Blich	The Coca-Cola Company	Community Service Committee Co-Chair	Nov. 2011	8	n/a
Katie Merrell	Alston & Bird LLP	Membership Co-Chair	Nov. 2011	1	n/a
Deby Glidden	Core Point Partners	Membership Co-Chair	Nov. 2011	1	n/a
Alisa Aczel	Garden City Group	P.R. & Marketing Co-Chair	Nov. 2011	1	n/a
Sharon Lewonski	Epstein Becker & Green, PC	P.R. & Marketing Co-Chair	Nov. 2011	1	n/a
Candace Smith	Athena Minerva Solutions Group	Director	Nov. 2011	7	Director
Windy A. Hillman	Wargo & French LLP	Director	Nov. 2011	8	Co-chair; Programs Co-Chair; Community Service Committee Co-Chair
Jennifer Meyerowitz	Epiq Systems, Inc.	Director	Nov. 2011	8	Vice-Chair; Co-Chair
Karen White	Cohen, Pollack, Merlin, & Small, PC	Director	Nov. 2011	8	Programs Co-Chair

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Part 4

Programs

IWIRC – Georgia Network
Programs from January 1, 2011 - December 31, 2011

Date	Description of Event	Partnership Organizations and Sponsors	Open to Non-Members	Designed to Recruit New Members	Number Attended
February 2, 2011	IWIRC Social at Gordon Biersch	Platinum and gold	Yes	Yes	20
February 2011	Credit Smart Program for Dress for Success	Platinum and gold	N/A	No	
March 14, 2011	Reception for Judge Sacca at McKenna Long & Aldridge	Platinum and gold/Wargo French	no	Yes	40
April 14, 2011	Reception at the Southeastern Bankruptcy Law Institute's 37 th Annual Seminar	Platinum and gold	yes		
April 27, 2011	Distressed Real Estate Panel at Alston & Bird	Platinum and gold	no		40
June 2011	Jewelry Event	Platinum and gold	Yes (for fee)		18
July 26, 2011	Judges' Panel at Alston & Bird	Platinum and gold	no		40
July 27 - 30 2011	Event at the ABI 16 th Annual Southeast Bankruptcy Workshop	Platinum and gold	yes		
August 30, 2011	Trailblazing Women in the Insolvency Field Video with Discussion at Wargo & French	Platinum and gold	No	No	12
October 20, 2011	Viking Cooking Class	Platinum and gold	Yes (for a fee)	Yes	25
November 17, 2011	Mentoring Kickoff at Gordon Biersch	Platinum and gold	yes		20
December 6, 2011	Annual Business Meeting at Alston & Bird	Platinum and gold	yes		
December 15, 2011	Annual holiday party at Capital City Club	Platinum and gold	No	No	30

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Part 7

Financial Report

International Women's Insolvency and Restructuring Confederation
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January 1, 2011-December 31, 2011 – Income and Expenses

INCOME				
DATE	CHECK #	RECEIVED FROM	DESCRIPTION	AMOUNT
02.04.11	6771	IWIRC	Semi-annual Rebate Check # 2 for 2010	\$625.00
03.02.11	6794	IWIRC	SBLI grant deposit	\$750.00
03.02.11	59752	McCalla Raymer, LLC	Platinum Sponsorship	\$1500.00
03.02.11	495693	Kilpatrick Townsend & Stockton LLP	Gold Sponsorship	\$1000.00
03.02.11	014281	Clark & Washington, P.C.	Sponsorship for Judge Sacca Reception	\$500.00
03.02.11	221314	McKenna Long & Aldridge LLP	Platinum Sponsorship	\$1500.00
03.02.11	417523	Parker, Hudson, Rainer & Dobbs LLP	Gold Sponsorship	\$1000.00
03.02.11	11206	Wargo & French LLP	Sponsorship For Judge Sacca Reception	\$500.00
03.02.11	41150	Cohen Pollock Merlin & Small, P.C.	Gold Sponsorship	\$1000.00
03.02.11		Epiq Systems	Platinum Sponsorship	\$1500.00
03.02.11	13446	Scroggins & Williamson, P.C.	Gold Sponsorship	\$1000.00
03.02.11	00194567	Alston & Bird LLP	Platinum Sponsorship	\$1500.00
03.02.11	35005	Schreeder, Wheeler & Flint, LLP	Gold Sponsorship	\$1000.00
03.02.11	5020	GlassRatner Advisory & Capital Group, LLC	Gold Sponsorship	\$1000.00
04.06.11	314667	FTI Consulting, Inc.	Platinum Sponsorship	\$1500.00
04.06.11		Protiviti Consulting	Platinum Sponsorship	\$1500.00
04.06.11	26149	Bryan Cave LLP	Gold Sponsorship	\$1000.00
04.06.11	34640	GCG	Gold Sponsorship	\$1000.00
04.08.11	3924	Jones & Walden, LLC	Gold Sponsorship	\$1000.00
05.02.11	10228	BMC Group	Gold Sponsorship	\$1000.00
07.22.11	6905	IWIRC	Semi-Annual Rebate Check #1 for 2011	\$1000.00
09.07.11		Epiq Systems		\$300.00
09.07.11		BMC Group		\$90.00
01.12.12	7086	IWIRC	Semi-Annual Rebate Check #2 for 2011	\$1275.00
01.12.12		IWIRC North Carolina	SE ABI reimbursement	\$21.86
			TOTAL INCOME	\$24,061.86

EXPENSES				
DATE	CHECK #	VENDOR	DESCRIPTION	AMOUNT
02.04.11	1098	Alicia Den Beste	Gordon Biersch Reception February 2nd	\$278.40
02.21.11	1099	SBLI	2011 SBLI Cocktail Reception	\$1500.00
03.02.11	1100	Laura Reinhold	Credit Smart Snacks	\$10.66
03.16.11	1101	Alicia Den Beste	\$840.92 for alcohol and \$331.70 for signs Judge Sacca Reception	\$1172.62
04.02.11	1102	McKenna Long	Judge Sacca Reception catering bill	\$2459.98
04.06.11	1103	Staci Close	Credit Smart Snacks	\$36.49
04.06.11	1104	Alicia Den Beste	Event Signs	\$288.90
04.06.11	1105	A Divine Event	Real estate panel catering for 4-27-11 event	\$1154.92
04.06.11	1106	Alston & Bird	Real estate panel	\$500.00
07.26.11	1107	Heather Byrd	Jewelry party	\$500.00
07.26.11	1108	Windy Hillman	Jewelry party	\$181.93
08.02.11	1110*	Judge Sacca	Parking	\$15.00
08.02.11	1111	Judge Smith	Parking	\$15.00
08.02.11	1112	Alison Elko	Gifts for Judges	\$312.02
08.02.11	1113	A Divine Event	Judge's Panel	\$1462.40
08.12.11	1114	Leanne Gould	\$90 BMC Group reimbursement and \$21.86	\$111.86
08.15.11	1115	Sage Sigler	Judge Smith W Hotel Room	\$205.85
09.01.11	1116	Leanne Gould	Reimbursement for 7-15-11—ABI	\$300.00
09.02.11	1117	Hungry Peach	Event at Wargo & French	\$277.18
09.02.11	1118	Sage Sigler	Judge Smith	\$47.79
11.02.11	1119	Heather Byrd	Viking Cooking class	\$1885.00
12.06.11	1120	Heather Byrd	Mentoring Event	\$632.77
01.11.12	1121	Alison Elko	Christmas Party at Capital City	\$3927.68
01.11.12	1121	Alison Elko	Gift card for Summer Chandler	\$100.00
			TOTAL EXPENSES	\$17,376.45

**International Women’s Insolvency and Restructuring Confederation
Georgia Network – Annual Report
2011 FINANCIAL STATEMENT**

Checking Account Balance Forward:	\$4005.99
TOTAL INCOME (Sponsorship Funds, International Rebate Checks, or Miscellaneous)	\$24,061.86
TOTAL EXPENSES	\$17,376.45
2012 CHECKING ACCOUNT BALANCE	\$10,691.40

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Part 8

IRS Submission

Information copy. Do not send to IRS.

Form **990-N**Department of the Treasury
Internal Revenue Service**Electronic Notice (e-Postcard)**
for Tax-Exempt Organizations not Required To File Form 990 or 990-EZ

OMB No. 1545-2085

2011Open to Public
Inspection**A** For the 2011 calendar year, or tax year beginning 1/1/2011, and ending 12/31/2011.**B** Check if applicable

- Terminated, Out of Business
- Gross receipts are normally \$50,000 or less

C Name of organization: INTERNATIONAL WOMENS INSOLVENCY & RESTRUCTURING CONFEDERATION INC
d/b/a: IWIRC-Georgia Network

D Employer Identification Number
20-0281009

% Jamie L Gingold
1720 Peachtree Street NW Suite 1038
Atlanta, GA, US, 30309

E Website:www.iwirc.org/networks/georgia

F Name of Principal Officer: Jamie L Gingold

1720 Peachtree Street NW Suite 1038
Atlanta, GA, US, 30309

Privacy Act and Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws.

The organization is not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of the Form 990-N is covered in Code section 6104.

The time needed to complete and file this form and related schedules will vary depending on individual circumstances. The estimated average times is 15 minutes.

Note: This image is provided for your records only. Do NOT mail this page to the IRS. The IRS will not accept this filing via paper. You must file your Form 990-N (e-Postcard) electronically.

This Form 990-N (e-Postcard) was accepted by the IRS on 1/21/2012.

International Women's Insolvency and Restructuring Confederation
Georgia Network
2011 FINANCIAL STATEMENT

Checking Account Balance Forward:	\$4005.99
TOTAL INCOME (Sponsorship Funds, International Rebate Checks, or Miscellaneous)	\$24,061.86
TOTAL EXPENSES	\$17,376.45
2012 CHECKING ACCOUNT BALANCE	\$10,691.40

Request for Taxpayer Identification Number and Certification

Give form to the
requester. Do not
send to the IRS.

Print or type
See Specific Instructions on page 2.

Name (as shown on your income tax return) International Womens Insolvency & Restructuring Confederation Inc. d/b/a IWIRC - Georgia Network	
Business name, if different from above	
Check appropriate box: <input type="checkbox"/> Individual/Sole proprietor <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Limited liability company. Enter the tax classification (D=disregarded entity, C=corporation, P=partnership) ▶ <input checked="" type="checkbox"/> Exempt payee <input type="checkbox"/> Other (see instructions) ▶	
Address (number, street, and apt. or suite no.) King & Spalding LLP, c/o Sarah L. Taub, 1180 Peachtree Street NE	Requester's name and address (optional)
City, state, and ZIP code Atlanta, GA 30309	
List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number
or
Employer identification number
20 0281009

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here	Signature of U.S. person ▶	Date ▶ 06/10/2009
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:

- The U.S. owner of a disregarded entity and not the entity.

Georgia Network – Annual Report

Part 9

Revised Rules of Operation, Submitted August 22, 2011

**NETWORK RULES OF OPERATION
OF
THE GEORGIA NETWORK
OF
THE INTERNATIONAL WOMEN’S INSOLVENCY
AND RESTRUCTURING CONFEDERATION (“IWIRC”)**

ARTICLE 1 - NAME AND PURPOSES

Section 1.1 - *Name*. The name of the network shall be “IWIRC – Georgia Network” (the “Network”).

Section 1.2 - *Network Postal Address*. The principal postal address of the Network shall be address of the senior Co-Chair. The Network may establish other postal addresses as the Network Board of Directors may designate or as the affairs of the Network may require from time to time.

Section 1.3 - *Goals and Purposes*. The Network shall be organized for all purposes permitted for an association of a non-profit entity (IWIRC) exempt from federal taxation under Section 501(c)(6) of the U.S. Internal Revenue Code of 1986, as amended, or the applicable similar law of any other country or political jurisdiction where the Network is formed and located. The goals and purposes of the Network shall be to:

- A. develop a network of professionals and businesspersons in the Network’s applicable city, state, region, or country;
- B. promote women in restructuring-related professions;
- C. afford professional, social and educational opportunities for members, including networking and business development;
- D. enable IWIRC members to share interests, experiences, expertise and business opportunities with one another;
- E. facilitate regional links among other IWIRC networks and between IWIRC members;
- F. promote members' ascension to positions of influence within existing restructuring-related organizations, within their professional institutions, and with opinion leaders; and
- G. promote public awareness of issues relating to women in the insolvency and restructuring businesses and industries, including, but not limited to: i) the status of women in these professions; ii) the effective participation of women in the business of insolvency and restructuring and in all restructuring-related business and professional organizations; and iii) the mentoring of women in the insolvency and restructuring professions.

Section 1.4 - *International IWIRC Network Rules*. The Network shall comply in all respects with the Network Rules of Operation established by IWIRC, as amended from time to time.

Section 1.5 - *Relationship to IWIRC*. An IWIRC Network is a local chapter of IWIRC. The Network shall promote and advance the purposes set forth herein and aid in the advancement of the mission of IWIRC, as expressed in its By-laws, within an exclusive territory registered with and assigned by it. No activity of the Network shall directly or indirectly nullify or contravene any expressed policy or any act of IWIRC. In the event a network votes to dissolve in the manner set forth in Section 12.1, herein, and thereby ceases to be a network of IWIRC, such group shall forever discontinue the use of the name IWIRC, its logo and its intellectual property.

ARTICLE II - DEFINITIONS

Section 2.1 - *Annual Meeting*. The term Annual Meeting shall be the annual meeting of the Network as set forth in Section 5.2 below.

Section 2.2 - *Board of Directors*. The term Board of Directors shall mean the Board of Directors of the Network.

Section 2.3 - *Director(s)*. The term Director(s) shall mean any member of the Board of Directors of the Network.

Section 2.4 - *IWIRC or IWIRC International*. The term IWIRC or IWIRC International shall mean the International Women's Insolvency & Restructuring Confederation as organized under the laws of the State of New York on May 13, 1994 and approved by the IRS as a Section 501(c)(6) organization on June 19, 1998. All U.S.-based Networks are covered under IWIRC's Group Exemption Code for non-profit status.

Section 2.5 - *IWIRC Board of Directors*. The term IWIRC Board of Directors shall mean the Board of Directors selected by the membership of IWIRC to be its Board of Directors as set forth in IWIRC's By-laws, dated as of May 13, 1994, as amended.

Section 2.6 - *Member(s)*. The term Member(s) shall mean any member of IWIRC who is fully paid members. Each Member will be determined automatically to be a member of the Network in his or her applicable city, state, region or country, or may select any such other Network as his or her primary Network.

Section 2.7 - *Officer(s)*. The term Officer(s) shall mean any Member of the Network that is serving as either the Co-Chair, Vice Chair, Secretary or Treasurer of the Network.

Section 2.8 - *Primary Affiliated Member(s)*. The term Primary Affiliated Member(s) shall mean each Member who selected the Network as their primary affiliation within IWIRC or was so assigned by virtue of applicable geography.

ARTICLE III - MEMBERSHIP

Section 3.1 - *Network Membership*. Membership in the Network shall be open to any person that is actively involved in insolvency and restructuring industries and subscribes to the purposes set forth in Article I of these Rules of Operation and the By-laws of IWIRC International. Qualifications for membership in the Network shall not be in addition to or vary from those of IWIRC International. All members of the Network must be members of IWIRC International.

Section 3.2 - *Network Affiliation*. The Network's members shall be comprised of those individuals who have selected it as their primary network in their IWIRC membership application, and who remain members in good standing of IWIRC. In the event a Network member relocates to another geographic area where there is another IWIRC Network, such member should notify the executive director of IWIRC International so that the member's change in Network affiliation can be made.

Section 3.3 - *Additional Network Affiliation*. Members may be affiliated with more than one Network for purposes of receiving the secondary Network's e-mail notices, event invitations and other information distributed by the Network, and may be listed as a secondary member of the Network. Such secondary affiliations do not include the right to vote on secondary Network matters nor will the secondary Network(s) receive any dues rebate from IWIRC.

Section 3.4 - *Network Governance*. The Network's Board of Directors shall have authority to operate the Network within a structure sanctioned by the members. All such structures must be in accordance with the By-laws of IWIRC.

ARTICLE IV - DUES

Section 4.1 - *Dues*. Every Member of the Network shall pay to IWIRC the fixed annual dues and any other assessments as determined from time to time by the IWIRC Board of Directors. The Network will not require, levy or collect annual dues or assessments to be paid to it by its membership in addition to the membership fee paid to IWIRC. Payment of membership dues to IWIRC entitles the Member to affiliate with the Network of his or her choice. Affiliation with additional Networks is allowed for the purpose of receiving e-mail and other notices as set forth in Article III, Sec. 3.3 above.

Section 4.2 - *Failure to Pay IWIRC Dues*. Failure to pay dues to IWIRC within sixty days of the billing date shall result in termination of membership in both IWIRC and the Network. Membership in both IWIRC and the Network can be reinstated when all financial obligations have been paid in full to IWIRC.

ARTICLE V - POWERS AND DUTIES OF MEMBERS

Section 5.1 - *Powers*. Network Members who have chosen the Network as their primary affiliation shall have the power to (i) elect the Officers of the Network, (ii) elect not less than two additional members of the Board of Directors, and (iii) such other powers and rights as are vested in them by these Rules of Operation and the By-laws of IWIRC.

Section 5.2 - *Annual Meeting*. The Annual Meeting of the Network shall be held in December of each year or at such other time as shall be determined from time to time by a majority vote of the Board of Directors, at such time and place as shall be determined by a majority vote of the Board of Directors of the Network. At the Annual Meeting, the Network will discuss and plan any upcoming events and any upcoming elections, certify prior election results and discuss or decide other matters necessary to carry on the goal and mission of the Network.

Section 5.3 - *Special Meetings*. Special Meetings of the Network may be held at any time when called by a Network Co-Chair. Special Meetings of the Network may be called by the Secretary of the Network upon written application of at least five Primary Affiliated Members.

Section 5.4 - *Place of Meetings*. All meetings of the Network shall be held at such place within the location of the Network as shall be determined by the Network Board of Directors.

Section 5.5 - *Notice of Meetings*. Notice of the time and place of each meeting of the Network shall state the purpose of the meeting and shall be given by the Network to each Primary Affiliated Member by mail or e-mail at least fifteen days before the meeting addressed to the member's last known place of business, or if delivered by e-mail, to the member's last known e-mail address. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by the member before or after the meeting, is filed with the records of the meeting or to any member who attends the meeting without protesting the lack of notice prior thereto or at the commencement thereof.

Section 5.6 - *Quorum*. At any meeting of the Network, a majority of the Primary Affiliated Members present (or by proxy or otherwise duly represented) and entitled to vote on any action proposed at the meeting shall constitute a quorum.

Section 5.7 - *Action by Vote*. Each Primary Affiliated Member in good standing at the time of the vote is entitled to vote, and shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by Primary Affiliated Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law.

Section 5.8 - *Action by Writing*. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Primary Affiliated Members entitled to vote on the matter consent to the action in writing, including consent by e-mail, and the written consents are filed with the records and minutes of the Network. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5.9 - *Proxies*. Primary Affiliated Members may vote either in person or by written proxy dated not more than seven (7) days before the applicable meeting, which proxies shall be filed before being voted with the Secretary of the Network or such other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any

adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting for which the proxy is applicable.

ARTICLE VI - OFFICERS

Section 6.1 - *Enumeration*. The Officers of the Network shall be two Co-Chairs, a Vice Chair, a Secretary and a Treasurer. The Board of Directors of the Network shall include, in addition to the Officers listed above, any other persons so determined by the Network to be appropriate, as set forth in Section 7.2, below. As all Members of the Network must be members of IWIRC, all Officers of the Network must be Members of IWIRC. For the sake of continuity, with the exception of the Co-Chairs, every Officer's term of office shall be for one year. The term of office for Co-Chairs shall be two years.

Section 6.2 - *Powers and Duties*. The Network Officers shall have the power to perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

A. *Co-Chair*.

The Co-Chairs shall be responsible to the Board of Directors of the Network for the administration of the Network's affairs. The Co-Chairs shall be responsible for signing, on behalf of the Network, all agreements, and other formal instruments. In addition the Co-Chairs shall have the responsibilities of the office including:

- 1) Presiding at all meetings of the Network and the Board of Directors of the Network;
- 2) Appointing committee chairs upon consultation with the Board of Directors of the Network;
- 3) Appointing committee members whose selection is not otherwise provided for in these guidelines;
- 4) Serving as an ex-officio member of any committees except for the Nomination Committee;
- 5) Signer of checks prepared and signed by the Treasurer;
- 6) Reviewing the Network's Annual Report compiled by the Secretary;
- 7) Taking such other actions as are necessary and proper to implement the purposes of the Network and ensuring the Network is holding events and issuing communications in accordance with the guidelines established by IWIRC International; and
- 8) Attending the Annual Leadership Summit on behalf of the Network, or in the event neither Co-Chair can attend the Annual Leadership Summit, designating such other appropriate Officer or Director who will attend the Annual Leadership Summit on behalf of the Network.

B. *Vice Chair.*

The Vice Chair shall:

- 1) Have primary responsibility for recruiting and development activities of the Network; this responsibility includes serving as the primary liaison between the IWIRC Board and the Network with respect to member recruitment and retention, leading a Network committee to identify and recruit financial sponsors within the Network geography, and other duties as deemed appropriate;
- 2) Perform the duties of the Co-Chairs in their absence;
- 3) Act in an advisory capacity to the Co-Chairs and perform such duties as may be delegated or assigned to her by the Co-Chairs or the Board of Directors;
- 4) Assume the office of a Co-Chair automatically upon vacancy of the office during the term of a Co-Chair; and in such event, the Vice Chair shall hold the office a) for the unexpired term if one year or less, or b) if the unexpired term is greater than one year, until a successor is elected to hold the office for the remainder of the unexpired term; and
- 5) Act as liaison between the Officers and Committee Chairs.

C. *Secretary.*

The Secretary shall keep records of all meetings of the Board of Directors and of the Network, and make a report thereon; issue calls and notices of Special Meetings of the Board of Directors and the Network; tally and record all votes and elections results, and perform such duties as may be delegated or assigned to her by the Co-Chairs or the Board of Directors. The Secretary shall be responsible for compiling the Network's Annual Report and submitting the Annual Report to IWIRC International by March 15th or the next business day if it falls on a weekend or Federal Holiday. Unless a committee is created for this purpose, the Secretary shall be responsible for providing updated information to IWIRC International so that the administrator of the IWIRC Website can insure that the Network web page on the IWIRC website contains current and accurate information.

D. *Treasurer.*

The Treasurer shall be in charge of all funds of any type. She shall render to the Board of Directors at the Annual Meeting, and whenever else it so requests, an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. In addition, the Treasurer shall:

- 1) Approve payment of all verified bills;
- 2) Maintain an itemized record in a permanent file of all receipts and expenditures and provide a written report of the same at each regular meeting of the Board of Directors.

- 3) Provide an annual report of receipts and expenditures, and an annual budget once per year at the Network's Annual Meeting;
- 4) Comply with the duties and obligations assigned by IWIRC;
- 5) Establish and maintain a fiduciary bank account in the name of the Network or for the benefit of the Network at an appropriate financial institution as shall be decided upon by the Board of Directors; and
- 6) Co-sign all checks with a Co-Chair.

Section 6.4 - *Election and Term.* Officers and not less than two (2) additional directors shall be elected by a majority vote of the Primary Affiliated Members at the Annual Meeting of Network Members. Each Officer and other member of the Board of Directors shall hold office for one year, or until her successor is selected and qualified or until she sooner resigns or is removed from office. Officers, with the exception of the Co-Chairs and Vice-Chair, may hold up to three (3) successive terms of office.

Section 6.5 - *Resignation.* Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors of the Network. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board of Directors.

Section 6.6 - *Removal.* An Officer may be removed or suspended for cause by an affirmative vote of a majority of the Board of Directors then in office at a regularly scheduled Board of Directors' meeting or at a special meeting called for that purpose, provided that such officer is given at least thirty (30) days' notice of the proposed removal and the reasons therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. In the absence of good cause shown, failure to regularly attend Board of Directors' meetings or failure to carry out the functions of the office shall constitute cause for removal. Except as excused for good cause shown, two absences from regular Board of Directors' meetings during any one term shall constitute failure to regularly attend Board of Directors' meetings.

Section 6.7 - *Vacancies.* The Board of Directors shall elect a successor if the offices of the Vice Chair, Secretary or Treasurer become vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the Vice Chair, Secretary or Treasurer, until her successor is chosen and qualified, or in each case until she sooner dies, resigns, or is removed from office.

Section 6.8 - *Annual Leadership Summit.* Each year IWIRC conducts a leadership summit for its Officers, Directors and Network Co-Chairs. Each Network is required to send at least one Officer or Director to the summit.

ARTICLE VII - BOARD OF DIRECTORS

Section 7.1 - *General Powers.* The business and affairs of the Network shall be managed by its Board of Directors.

Section 7.2 - *Number and Election.* The Network Board of Directors shall consist of the Officers of the Network, the Chairs of each of any committees created by the Board, the immediate Past Co-Chair, and not less than two (2) additional Members. At any meeting, the Board of Directors may increase the number of Directors as it deems appropriate. The Board of Directors of the Network shall make an affirmative effort to ensure that the composition of the Board of Directors of the Network is representative of the membership in the proportion of attorney and non-attorney Directors. As all Members of the Network must be members of IWIRC, all members of the Board of Directors of the Network must be Members of IWIRC.

Section 7.3 - *Tenure.* Each Director shall hold office for a term of one year or until she dies, resigns or is removed. It is expected that members of the Board of Directors shall not serve for more than six (6) years.

Section 7.4 - *Resignation.* Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board of Directors.

Section 7.5 - *Removal.* A Director may be removed or suspended for good cause by an affirmative vote of a majority of the Board of Directors then in office at a regularly scheduled Board of Directors' meeting or at a special meeting called for that purpose, provided that such Director is given at least thirty (30) days' notice of the proposed removal and the reason therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. In the absence of good cause shown, failure regularly to attend Board of Directors' meetings shall constitute cause for removal. Except as excused for good cause shown, three (3) absences from regular Board of Directors' meetings during any one term shall constitute failure to regularly attend Board of Directors' meetings.

Section 7.6 - *Intentionally Omitted.*

Section 7.7 - *Committees.* The Directors may, by a vote of a majority of the Directors then in office, establish one or more committees and delegate to any such committee or committees such powers as are necessary for the committee to carry out its functions, except those which by law or by the By-laws of IWIRC they are prohibited from delegating. Examples of committees include: program committee, membership committee, public relations/communications committee, community service committee, newsletter committee, website committee, and events committee. The Chair of any committee will be a member of the Board of Directors. The chair of a committee, with the approval of the Board of Directors, may appoint the members of any committee, and such members shall so serve at the pleasure of the Board of Directors.

Section 7.10 - *Annual Meeting and Regular Meetings.* The Board of Directors shall meet regularly, but in no event less than quarterly. Meetings of the Board of Directors shall be held at such time and place as determined by the Board of Directors. At least one meeting a year must be held in person; other meetings may be held telephonically.

Section 7.11 - *Special Meetings*. Special Meetings of the Board of Directors may be held at any time when called by a Co-Chair. Special Meetings of the Board of Directors shall be called by the Secretary upon written application of at least three (3) Members of the Board of Directors.

Section 7.12 - *Notice of Meetings*. Notice of the time and place of each meeting of the Board of Directors shall be given to each Director by mail, or e-mail address, at least fifteen (15) days before the meeting. Such notice shall be addressed to the Director at her usual or last known business mailing or e-mail address. If notice is given via e-mail, confirmation of said notice shall be retained by the Secretary. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by her before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without notice and without protesting prior thereto or at its commencement the lack of notice to her. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law.

Section 7.13 - *Quorum*. At any meeting of the Board of Directors, a majority of the Board of Directors then in office shall constitute a quorum.

Section 7.14 - *Action by Vote*. When a quorum is present at any meeting, a majority of the members of the Board of Directors present and voting shall decide any motion submitted to the Board of Directors, unless otherwise provided by law or by the By-laws of IWIRC.

Section 7.15 - *Action by Writing*. Any action required, or permitted to be taken, at any meeting of the Board of Directors may be taken without a meeting if all the members of the Board of Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 7.16 - *Presence Through Communication Equipment*. Unless otherwise provided by law, members of the Board of Directors may participate in a meeting of the Board of Directors by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. A conference among members of the Board of Directors by telephone or similar communications equipment by means of which all persons participating in the conference can hear each other at the same time may constitute a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number participating in the conference would be sufficient to constitute a quorum at a meeting.

ARTICLE VIII – NOMINATING COMMITTEE/ELECTION OF OFFICERS AND DIRECTORS

Section 8.1 - *Composition*. The Co-Chairs shall make every reasonable effort to appoint a Nominating Committee not less than three (3) months prior to the Annual Meeting of the Board of Directors. The Nominating Committee shall consist of at least three members of the Board of Directors, one of whom shall be the outgoing Co-Chair, the Co-Chair who will have one year of service remaining upon the election occurring. The Nominating Committee will be chaired by the outgoing Co-Chair.

Section 8.2 - *Duties*. The Nominating Committee shall present nominations for the Officer positions listed in Article V, and for Director positions on the Board of Directors to the Board of Directors. Members of the Nominating Committee may be nominated for office, if the Nominating Committee deems such nomination to be in the best interests of the Network. The Nominating Committee shall (i) solicit nominations for Board of Director positions from Members by transmitting to each member a notice of vacancy in both Board of Directors and Officer positions; (ii) solicit a written summary of the qualifications of each potential nominee; (iii) prepare a slate of one or more names for each vacant office; and (iv) consider as part of the selection process, the Network's goal of diversity in geography (if applicable), practice area (e.g. attorneys and non-attorneys), ethnicity and life experience. The Nominating Committee will also consider in its deliberations, petitions received for an Officer or Board of Directors' position, when such petition is signed by five or more members and forwarded to the Nominating Committee no later than four (4) weeks prior to the Annual Meeting. All Officers and Directors must be Members of IWIRC in good standing and must consent to their nomination.

Section 8.3 - *Elections*. Elections for open Officer and Director positions shall occur once a year, as applicable to the positions that are open for election during the following year. After the Nominating Committee has presented the slate to the Board of Directors of the Network, and the Board has approved the Ballot, the Ballot will be submitted, via electronic transmission or otherwise, to all members of the Network. Only Members of the Network who are primarily affiliated with the Network may vote. Ballots shall be required to be returned to the Secretary of the Network in sufficient time for newly elected officers and directors to assume their positions at the next Annual Meeting. Ballots may be returned to the Secretary via electronic transmission.

ARTICLE IX - NOTICE

Section 9.1 - *General*. Any notice required by these guidelines shall be deemed given as appropriate if by e-mail or regular mail so long as it has not been returned as having insufficient address (in whatever language this is noted). Said "return" of the notice shall place an affirmative obligation on the Secretary to make a reasonable attempt to find a better address to serve the notice or, if notice was given by e-mail, to then serve a "hard copy" of the notice by First Class Mail at the last known address. It is recommended, but not required, that the Secretary solicit confirmation of receipt of notice where major actions are being undertaken (e.g. an election).

ARTICLE X - COMPENSATION; PERSONAL LIABILITY; DISCLOSURE OF INTEREST

Section 10.1 - *Compensation*. No Officer or Director shall receive any compensation for serving in such capacity. Members and Directors of the Board of Directors shall not be precluded from serving the Network in any other capacity and receiving compensation for any such services.

Section 10.2 - *No Personal Liability*. Unless otherwise provided by applicable law, the Members, Officers and Directors of the Network shall not be personally liable for any debt, liability or obligation of the Network. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Network, may look only to the funds and property of the Network for the payment of any such contract or claim, of for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them for the Network.

Section 10.3 - *Disclosure of Interest*. No Member, Director or Officer of the Network shall have any personal financial interest, direct or indirect, in any contract relating to the business conducted by the Network, or the furnishing of supplies to the Network, unless authorized by a concurring vote of two-thirds of the disinterested members of the Board of Directors, even though the disinterested members of the Board of Directors be less than a quorum, and provided that the material facts as to her interest in such transaction are disclosed or are known to the Board of Directors.

Section 10.4 - *Insurance*. IWIRC International's liability and D&O insurance does not cover the Networks. Because each Network has its own tax ID number, each Network is considered, for insurance purposes, to be a separate entity. IWIRC International strongly recommends that the Board of Directors for each Network review coverage options. As further protection, IWIRC International recommends that a standard waiver (which can be found on the website) be used for all events as part of registration.

If insurance is procured, suggested minimum insurance includes:

- \$1,000,000/\$2,000,000 General Liability Insurance; to include hired and non-owned auto coverage.
- \$1,000,000 Directors & Officers Liability Insurance; protects the Board of Directors should they be named in a suit;
- Umbrella coverage if the Network feels more comfortable with higher liability limits.

ARTICLE XI – IDEMNIFICATION

Section 11.1 - *General*. The Network shall, to the extent legally permissible, indemnify each of its present and former Officers, Directors and agents against all expenses and liabilities which said persons have reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which said person may be involved by reason of being or having been an Officer, Director, employee or agent of the Network, such expenses and liabilities to include, but not limited to, judgments, court costs and

attorneys' fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such persons shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that her action was in the best interests of the Network. The Network may reimburse said person for expenses incurred in defending a civil or criminal action or proceeding after conclusion of the action or proceeding and only to the extent that there are funds available to pay said costs and expenses. The Network shall have no obligation to reimburse any costs and expenses, and any criminal penalties, to the extent an Officer, Director or agent has been determined to be criminally liable by a court of competent jurisdiction. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if the Board of Directors shall have been furnished with an opinion of counsel for the Network to the effect that such settlement or compromise is in the best interest of the Network, and if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

ARTICLE XII - DISSOLUTION

Section 12.1 - *General*. The Network may, subject to applicable provisions of law, be dissolved by either (i) the affirmative vote of a majority of the Members voting, or (ii) at the discretion of the Board of Directors of IWIRC International, for the Network's non-compliance with its charter, these Rules of Operation and the By-laws of IWIRC. If a network is dissolved in accordance with Section 12.1(i), then upon such vote, notice by the Network to IWIRC must be provided immediately after such a vote for dissolution. A petition for dissolution may be filed by the Network with the appropriate state or federal court, office or agency, applying for the authority to dissolve the Network and to distribute its funds. On liquidation or dissolution of the Network, all properties and assets remaining, after providing for all debts and obligations, shall revert to IWIRC International or be distributed as otherwise required in accordance with the applicable law of the country or political jurisdiction where the Network was located, as determined by the Board of Directors or a court with jurisdiction over the dissolution.

ARTICLE XIII - MISCELLANEOUS

Section 13.1 - *Fiscal Year*. The fiscal year of the Network shall begin on January 1 of each calendar year and end on December 31 of such year.

Section 13.2 - *Receipt and Disbursement of Funds*. Funds of the Network shall be deposited in such bank accounts as established by the Board of Directors. In addition to the Treasurer, the Board of Directors may designate such other Officers or Directors to receive and disburse all monies due and payable to the Network from any source whatsoever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefore.

Section 13.3 - *Compliance with Charter*. The Network, its Officers, Directors and Members will comply with the language of the Charter as submitted to IWIRC on August 4, 2003 (Date of formation) (see Attachment A) and adhere to the duties and obligations set forth by IWIRC regarding the conduct of the Network.

Section 13.4 - *Use of IWIRC Logo*. The IWIRC logo may be used by Networks using the IWIRC Brand Identity and Usage Guidelines which can be found on the website and in the IWIRC handbook. The Logo may not be modified in any way.

ARTICLE XIV - AMENDMENTS

Section 14.1 - *General*. These Rules of Operation may be amended at any Meeting of the Members by a two-thirds majority vote of the Primary Affiliated Members present and voting, provided that the proposed amendments have received prior approval by a two-thirds majority vote of the Board of Directors, and further provided that notice describing the proposed amendments has been given in writing or by e-mail to all members at least thirty (30) days in advance of meeting at which the vote will be taken. Amendments shall be effective immediately upon adoption. Any such amendments are not effective until such amendments have been reviewed and approved by the Executive Board of IWIRC International.

Submitted to IWIRC International this ____ day of _____, 2011.

By: _____
B. Summer Chandler
Co-Chair, IWIRC – Georgia Network

Approved:

IWIRC International

By: _____
(Name)
Its _____