NETWORK RULES OF OPERATION
OF
THE DELAWARE 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 - Delaware Network." (the "Network").

Section 1.2 - *Network Postal Address*. The principal postal address of the Network shall be 919 Market Street, Suite 1000, Wilmington, DE 19801, Attn: Meg Manning (Klehr Harrison Harvey Branzburg LLP). 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 Directions 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 – *Members* The term Members shall mean the members of IWIRC who are 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 Chair, Vice Chair, Secretary, Treasurer or Past-Chair of the Network.

Section 2.8 - *Primary Affiliated Member* – The term Primary Affiliated Member 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 Network members 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 change 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 (1) elect the members of the Network Board of Directors; (2) elect the officers of the Network, and (3) 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.* Each Network shall hold an Annual Meeting of the Network at least once a year, 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 the Network 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 a Chair, a Vice Chair, a Secretary, a Treasurer, and the immediate Past-Chair. It shall be permissible for a Network to have Co-Chairs. 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, every officer's term of office shall be for two years.

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

A. *Chair.*

The Chair shall be responsible to the Board of Directors of the Network for the administration of the Network's affairs. The Chair shall be responsible for signing, on behalf of the Network, all agreements, and other formal instruments. In addition the Chair 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 the Chair cannot 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 Chair in her absence;
3) Act in an advisory capacity to the Chair and perform such duties as may be delegated or assigned to her by the Chair or the Board of Directors;
4) Assume the office of a Chair automatically upon vacancy of the office during the term of the 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 Chair 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 website 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 Chair.

E. *Membership Chair* shall be in charge of maintaind and increasing membership of the Network, including but not limited to sending corresponcence to Delaware professionals who might be interested in membership and perform such duties as may be delegated or assigned to her by the Chair or Board of Directors. The Membership Chair shall also be responsible for developing and maintaining the mentoring program.

F. *Social Chair* shall be responsible for developing and implementing the Network's social, educational and philanthropic programs and perform such duties as may be delegated or assigned to her by the Chair or Board of Directors.

Section 6.4 - *Election and Term.* Officers shall be elected by a majority vote of the Primary Affiliated Members at the Annual Meeting of Network Members. Each Officer shall hold office for two years, or until her successor is elected and qualified or until she sooner resigns or is removed from office. Officers, with the exception of the Chair and Vice-Chairs, 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 regularly to 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 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 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 elected 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 - *Vacancies.* Any vacancy on the Board of Directors, including a vacancy resulting from the enlargement of the Board of Directors, may only be filled by a majority vote of the Primary Affiliated Members attending a meeting called for such purpose. Despite the existence of one or more vacancies in their number, the Board of Directors shall have and may exercise all their powers and that vacancy shall reduce the number needed for a quorum.

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 once a year. 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 the 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 question, 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 Chair shall appoint a Nominating Committee within three (3) months of 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 immediate Past Chair. The Nominating Committee will be chaired by the immediate Past 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 Directs. 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) obtain 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 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.

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 1st 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, or amendment or approval of the By-laws).

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 Members, 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 individual network boards 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, Officer or Member 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 in the appropriate state or national court, 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 1st of each calendar year and end on December 31 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 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 the IWIRC organization on September 18, 2002 (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 1st day of August, 2011.

By: _____
Margaret M. Manning, Esquire
(Officer of Delaware Network)

Approved:

IWIRC International

By: _____
(Name)
Its Administrative Director