

International Women's Insolvency and Restructuring Confederation
Georgia Network Annual Report
Year: August 1, 2009-July 31, 2010

Network Annual Report	Network Guidelines
<p>1. Please provide a list of the Network's Board of Directors ("Board"), including: Name Firm Years on Board (any position) When current position's term expires Prior Network Positions [Please See Attached.]</p> <p>Note: Template on following page</p>	<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 4 terms or 4 years ➤ No individual may serve on the Board for more than 4 terms or 4 years (this requirement can be waived or modified).
<p>2. How many Board meetings were held this year? 8-10. We strive to hold monthly meetings telephonically.</p>	<ul style="list-style-type: none"> ➤ Board to hold meetings no less than 6 times each year.
<p>3. When were the last Board elections held? 2-24-10</p>	<ul style="list-style-type: none"> ➤ Elections to be held no less than bi-annually.
<p>4. How many events were held this year? ____ How many non-members attend your events on average? ____ Please attach a list of events held, noting: Date of Event Type of Event Partner Organization (if applicable) Sponsors (by name) Open to Non-Members (Yes/No) Designed for New Members (Yes/No)</p> <p>[Please See Attached.]</p> <p>Note: Template on following page</p>	<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.
<p>5. How many articles have been contributed to the newsletter this year? 2 "Network News" submissions.</p>	<ul style="list-style-type: none"> ➤ Network to submit no less than 1 article to the International Board's newsletter each year.
<p>6. How many members does the Network have? 77</p>	
<p>7. Please attach the Network's financial statement for the year (revenues and expenses) Please see attached.</p>	<ul style="list-style-type: none"> ➤ Networks to provide an accounting of income and costs on an annual basis.
<p>8. Please attach a copy of the Network's bylaws; identifying any changes. Please see attached. No changes to the bylaws this year. Changes anticipated in the upcoming year.</p>	
<p>9. Other information that would be helpful to the International Board, including challenges faced by the Network and suggestions of any kind. _____ _____ _____</p>	

**International Women's Insolvency and Restructuring Confederation
Georgia Network Annual Report
Year: August 1, 2009-July 31, 2010**

Network Board of Directors

Name	Firm	Position	Expiration Date of Current Position	Years on Board	Prior Positions
Summer Chandler	McKenna Long & Aldridge LLP	Co-chair	Nov. 2011	2	Public Relations Committee Co-Chair
Wendy Reiss	McCalla Raymer, LLC	Co-chair	Nov. 2010	6	Co-Chair; Public Relations Committee Co-Chair
Sarah Taub	King & Spalding LLP	Vice-chair	Nov. 2010	2	Treasurer
Jamie Gingold	Gingold & Gingold	Treasurer	Nov. 2010	5	Programs Co-Chair
Sage M. Sigler	Alston & Bird LLP	Secretary	Nov. 2010	3	n/a
Julie Hentosz	LEGG	Membership Committee Co-chair	Nov. 2010	1	n/a
Elizabeth Hall	McKenna Long & Aldridge LLP	Membership Committee Co-chair	Nov. 2010	1	n/a
Alison Elko	McKenna Long & Aldridge LLP	Programs Committee Co-Chair	Nov. 2010	3	Membership Committee Chair
Alicia Den Beste	Epiq Systems	Programs Committee Co-Chair	Nov. 2010	1	n/a
Leslie M. Pineyro	Jones & Walden, LLC	Community Service Committee Co-Chair	Nov. 2010	1	n/a
Elizabeth A. George	Aldridge Connors LLP	Community Service Committee Co-Chair	Nov. 2010	1	n/a
Cameron M. McCord	Jones & Walden, LLC	Public Relations Committee Chair	Nov. 2010	1	n/a
Candace Smith	Alston & Bird LLP	Director	Nov. 2010	5	Director
Windy A. Hillman	Wargo & French LLP	Director	Nov. 2010	6	Co-chair; Programs Co-Chair; Community Service Committee Co-Chair
Leanne Gould	GlassRatner Advisory & Capital Group	Marketing Committee	Nov. 2010	7	Founder, Co-Chair,

	LLC	Chair			Treasurer, Director, Marketing
Karen White	Cohen, Pollack, Merlin, & Small, PC	Director	Nov. 2010	6	Programs Co- Chair

**International Women's Insolvency and Restructuring Confederation
Georgia Network Annual Report
Year: August 1, 2009-July 31, 2010**

Network Event Listing

Date of Event	Type of Event	Partnership Organizations and Sponsors	Open to Non-Members (Y/N)	Designed to Recruit New Members (Y/N)	Number Attended
11/18/09	Annual Business Meeting	Alston & Bird LLP	Yes	Yes	25-35
12/14/09	Annual Holiday Party at the Home of the Honorable Mary Grace Diehl, United States Bankruptcy Court for the Northern District of Georgia	N/A	Yes	Yes	40-50
2/24/10	Elections	King & Spalding	No	No	25-30
4/23/10	Reception at the Southeastern Bankruptcy Law Institute's 36 th Annual Seminar	Florida Network of IWIRC, GlassRatner Advisory & Capital Group, LLC and BMC Group	Yes	Yes	~150-200
5/26/10	Panel: "Consumer and Business Bankruptcy 101: What Every Insolvency Professional Needs to Know"	Alston & Bird LLP	Yes	Yes	35
6/23/10	Panel: "Women's Views from the Bench" with Chief Judge Joyce Bihary and Judges Margaret H. Murphy and Mary Grace Diehl of the United States Bankruptcy Court for the Northern District of Georgia	McKenna, Long and Aldridge LLP	Yes	Yes	65
7/15/10	"Margaritas at the Spa" at the Amelia Island Ritz Carlton in conjunction with the ABI 15 th Annual Southeast Bankruptcy Workshop	Carolinas, Florida and Virginia Networks of IWIRC	Yes	No	36-40
8/3/10	Reception at the State Bar of Georgia following the 2010 ABI Atlanta Bankruptcy Skills Training: "Nuts & Bolts: Business and Consumer Bankruptcy Fundamentals for New and Young Practitioners"	BMC Group, Core Point Partners, FTI Consulting, The Garden City Group, Inc., Kurtzman Carson Consultants, Macquarie Services, Protiviti	Yes	Yes	50

International Women's Insolvency and Restructuring Confederation – Georgia Network

FINANCIAL STATEMENT, AUGUST 1, 2009- JULY 31, 2010

INCOME

Checking Account Balance Forward: \$1190.04

Deposits (Sponsorship or Miscellaneous Income): \$3545.00

DATE	CHECK #	RECEIVED FROM	DESCRIPTION	AMOUNT
09.02.09		Epiq Systems	sponsorship	\$2000.00
01.14.10				\$100.00
02.18.10	6426	IWIRC International	Semi-Annual Network Rebate for Membership Dues	\$300.00
03.02.10	6484	IWIRC International	Network Grant for SBLI Cocktail Reception	\$750.00
06.21.10		Candace Smith	Member's accidental charge on PayPal account	\$45.00
06.21.10		IWIRC International	Network Rebate for Membership Dues	\$350.00
			TOTAL INCOME	\$3545.00
EXPENSES				
DATE	CHECK #	VENDOR	DESCRIPTION	AMOUNT
08.08.09	1083	Leanne Gould	IWIRC Dessert Reception	\$214.40
11.16.09	1084	Jamie Gingold	Reimbursement for 2008 Holiday Party Wine	\$31.97
12.18.09	1085	Jamie Gingold	Reimbursement for 2009 Holiday Party Food	\$483.84
12.22.09	1086	Wendy Reingold Reiss	Annual Meeting	\$316.84
03.08.10	1087	Southeastern Bankruptcy Law Institute	Cocktail Reception for SBLI Annual Seminar 2010	\$1500.00
06.23.10	1093	IWIRC International	3 scarves for women judges as a speaker gift	\$150.00
			TOTAL EXPENSES	\$2697.05
07.31.10	Checking Account Balance			\$2037.99

BY-LAWS
OF
THE GEORGIA NETWORK
OF
THE INTERNATIONAL WOMEN'S INSOLVENCY
AND RESTRUCTURING CONFEDERATION

ARTICLE I
NAME AND PURPOSES

Section 1. Name

The name of the International Women's Insolvency and Restructuring local network shall be "IWIRC - Georgia Network."

Section 2. IWIRC - Georgia Network Postal Address

The principal postal address of the IWIRC - Georgia Network shall be Smith, Gambrell & Russell, LLP, Promenade II, Suite 3100, 1230 Peachtree Street, N.E., Atlanta, Georgia 30309-3592, Attn: Barbara Ellis-Monro, Esq. The IWIRC - Georgia Network may establish other postal addresses as the Board of Directors may designate or as the affairs of the IWIRC - Georgia Network may require from time to time.

Section 3. Goals and Purposes

The goals and purposes of the IWIRC - Georgia Network shall be to:

- A. promote women in insolvency-related professions;
- B. provide opportunities for education and self-development in these areas;
- C. afford opportunities for networking and business development;

- D. enable IWIRC members to share interest, experience, expertise and business opportunities with one another;
- E. offer a forum for mentoring and education to ease the way for those new to the insolvency-related professions;
- F. provide a forum to address critical insolvency policy concerns;
- G. facilitate regional links among IWIRC networks in the Southeastern United States and between IWIRC members;
- H. facilitate members' ascension to positions of influence within existing insolvency-related organizations, within their professional institutions, and with opinion leaders; and
- I. increase awareness, through community service and financial education, of the importance of fiscal responsibility and the impact of insolvency on women and families.

ARTICLE II MEMBERS

Section 1. Individual Members of the IWIRC - Georgia Network

Any person interested in and committed to the IWIRC - Georgia Network's purposes as set forth in Article I may become a member upon payment of applicable dues. An IWIRC - Georgia Network member in good standing is one whose dues are paid timely and in full, who has fully abided by the By-laws of the IWIRC - Georgia Network, and who has not acted in contravention of the goals and purposes of the IWIRC - Georgia Network.

Section 2. Membership in the International IWIRC Organization

While membership in the international IWIRC organization is not required, the IWIRC - Georgia Network supports and strongly encourages IWIRC - Georgia Network members to join the international IWIRC organization and remain an IWIRC member in good standing while an IWIRC - Georgia Network member. Any member not a member of the

international IWIRC organization shall pay a minimum amount for dues as established by the IWIRC - Georgia Network's Board of Directors.

Section 3. Termination of Membership

Failure to pay dues or any other financial obligation, within sixty days of the billing date shall result in termination of membership. Membership can be reinstated when all financial obligations have been paid in full.

Section 4. Suspension or Expulsion of Member

Any Member may be suspended or expelled for good cause by an affirmative vote of two-thirds of the members of the Board of Directors then in office at a regularly scheduled meeting of the Board of Directors or at a special meeting called for that purpose, provided that such Member is given at least ten days' written notice of the proposed suspension or expulsion and the reasons therefore, and an opportunity to be heard at the meeting and that notice of the proposed suspension or expulsion is given in the notice of meeting. Members who have been suspended or expelled, as described above, are not entitled to a refund of dues. Membership may be reinstated after three (3) years and upon approval of the Board of Directors.

ARTICLE III

POWERS AND DUTIES OF MEMBERS

Section 1. Powers

IWIRC - Georgia Network members in good standing shall have the power to (1) amend the By-laws of the IWIRC - Georgia Network; (2) elect the members of the Board of Directors; (3) elect the officers of the IWIRC - Georgia Network, and such other powers and rights as are vested in them by law or these By-laws.

Section 2. Annual Meeting

The Annual Meeting of the Members shall be held in October 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.

Section 3. Special Meetings

Special Meetings of the Members may be held at any time when called by the IWIRC - Georgia Network Co-Chairs. Special Meetings of the Members may be called by the Secretary upon written application of at least five Members.

Section 4. Place of Meetings

All meetings of the Members shall be held at such place within the United States as shall be fixed by the Board of Directors.

Section 5. Notice of Meetings

Notice of the time and place of each meeting of the Members stating the purpose of the meeting shall be given to each 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 6. Quorum.

At any meeting of the Members, a majority of the Members present (or by proxy or otherwise duly represented) and entitled to vote on any action proposed at the meeting shall constitute a quorum, except when a larger quorum is required by law, or by these By-laws.

Section 7. Action by Vote.

Each 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 Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law or these By-laws.

Section 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 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 of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9. Proxies

Members may vote either in person or by written proxy dated not more than three months before the meeting named therein, which proxies shall be filed before being voted with the Secretary or 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.

ARTICLE IV

DUES

Dues shall be set by a majority vote of the Board of Directors.

ARTICLE V OFFICERS

Section 1. Enumeration

The Officers of the IWIRC - Georgia Network shall be two (2) Co-Chairs, a Vice Chair, a Secretary and a Treasurer. The Board of Directors will include, in addition to the Officers listed above, the Committee Chairs representing the following committees: a.) Program Committee, b.) Membership Committee, c.) Public Relations/Communications Committee, and d.) Community Service Committee. Additional Committee Chairs representing yet unformed committees may be included on the Board of Directors as determined and approved by the Board of Directors. The Board of Directors shall make an affirmative effort to ensure that the composition of the Board of Directors is representative of the membership in the proportion of attorney and non-attorney Directors.

Section 2. Co-Chairs and Term of Service

The IWIRC - Georgia Network shall have two (2) Co-Chairs consisting of one attorney and one non-attorney. The terms for these positions will be two (2) years, on a rotating basis except for the inaugural year in which the attorney Co-Chair will serve for only one (1) year.

Section 3. Powers and Duties

The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

A. Co-Chairs. The Co-Chairs shall be the responsible to the Board of Directors for the administration of its affairs. Except as otherwise provided by the Board of Directors or these By-laws, the Co-Chairs shall share responsibility for signing, on behalf of the IWIRC - Georgia Network, all agreements, and other formal instruments. In addition the Co-Chairs shall share the responsibilities of the office including:

- 1) Presiding at all meetings of the IWIRC - Georgia Network and the Board of Directors;
- 2) Appointing committee chairs upon consultation with the Board of Directors;
- 3) Appointing committee members whose selection is not otherwise provided for in these By-laws;
- 4) Serving as an ex-officio member of all committees except of the Nomination Committee, of which they shall serve as voting members with one combined vote. The out-going Co-Chair, the Co-Chair with less than one year of service remaining, will chair the Nomination Committee;
- 5) Sharing the responsibility of co-signer of checks prepared and signed by the Treasurer; and
- 6) Taking such actions as necessary and proper to implement the purposes of the IWIRC - Georgia Network.

b. Vice Chair. The Vice Chair shall:

- 1) Perform the duties of the Co-Chairs in their absence;
- 2) 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;
- 3) Assume the office of a Co-Chair automatically upon vacancy of the office and 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
- 4) 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 IWIRC - Georgia Network, and make a report thereon; issue calls and notices of Special Meetings of the Board of Directors and the IWIRC - Georgia Network; tally and record all votes, and

perform such duties as may be delegated or assigned to her by the Co-Chairs or the Board of Directors.

e. Treasurer. The Treasurer shall be in charge of all funds of any type. She shall render to the Board of Directors at the Board of Directors' 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 records of all dues;
- 3) 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.
- 4) Provide an annual report of receipts and expenditures, and an annual budget once per year at the Annual Meeting;
- 5) Comply with the duties and obligations assigned by the international IWIRC organization including, but not limited to, preparing and providing the international IWIRC organization with an accounting of income and costs on a quarterly basis;
- 5) Prepare and provide the international IWIRC organization with an accounting of income and costs for IWIRC - Georgia Network Special Events within 30 days after each IWIRC - Georgia Network Special Event;
- 6) Establish and maintain a fiduciary bank account in the name of the IWIRC - Georgia Network or for the benefit of the IWIRC - Georgia Network at Wachovia Bank or other such financial institution as shall be decided upon by the Board of Directors; and
- 6) Co-sign all checks with a Co-Chair.

Section 4. Election and Term

Officers shall be elected by a majority vote of the Members at the Annual Meeting of Members. Each officer, with the exception of the Co-Chairs, who shall hold office as set forth in Article V, Section 2, shall hold office until the next Annual Meeting of the

Members, and until her successor is elected 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 5. Resignation.

Any Officer 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 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 therefor, 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 7. Vacancies

The Board of Directors shall elect a successor if the offices of 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.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. General Powers.

The business and affairs of the IWIRC - Georgia Network shall be managed by its Board of Directors.

Section 2. Number and Election.

The Board of Directors shall consist of the Officers of the IWIRC – Georgia Network, the immediate past-Co-Chair, and not less than four (4) members and not more than twelve (12) members. At any meeting, the Board of Directors may increase the number of Directors as it deems appropriate and elect new Directors to complete the number so fixed by a vote of a majority of the Directors then in office.

Section 3. Tenure.

Each elected Director shall hold office from one Annual Meeting to the next successive Annual Meeting 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 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 5. Removal.

A Director may be removed or suspended for good cause by an affirmative vote of a majority of the 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 reasons therefor, 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 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 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. 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 that consist solely of Directors any or all of the powers of the Directors, except those which by law or by these By-laws they are prohibited from delegating. The Co-Chairs, with the Board of Directors' approval, shall appoint all Directors to committees, unless otherwise appointed or elected by the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

Section 8. Executive Committee.

The Officers of the IWIRC - Georgia Network shall comprise the Executive Committee. Unless the Board of Directors otherwise determine, the Executive Committee shall have all of the powers of the Board of Directors during intervals between meetings of the Board of Directors except for the power (i) to amend the by-laws; (ii) to elect IWIRC - Georgia Network Officers; (iii) to change the number of the Board of Directors and to fill vacancies in the Board of Directors; and (iv) to remove Officers or members of the Board of Directors from office. The Executive Committee shall provide to the full Board of Directors a report of any actions taken by the Executive Committee at the next regular or special meeting of the Board of Directors.

Section 9. Nominating Committee.

The Co-Chairs 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 out-going Co-Chair, the Co-Chair with one year of service remaining. At each Annual Meeting of the Members the Nominating Committee shall present nominations for the Officer positions listed in Article IV, and for Director positions on the Board of Directors. The Nominating Committee will be chaired by the out-going Co-Chair.

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 IWIRC – Georgia 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 IWIRC - Georgia Network's goal of diversity in geography, 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 members of the Board of Directors must be members of the IWIRC - Georgia Network in good standing and must consent to their nomination.

Section 10. Annual Meeting and Regular Meetings.

The Annual Meeting of the Board of Directors shall be held in the autumn of each year or at such time determined by the Board of Directors. Regular meetings of the Board of

Directors may be held at such places and at such times as the Board or Directors shall determine.

Section 11. Special Meetings.

Special Meetings of the Board of Directors may be held at any time when called by the President. 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 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 days before the meeting addressed to her 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 or these By-laws.

Section 13. Quorum.

At any meeting of the Board of Directors a majority of the Board of Directors then in office shall constitute a quorum. For the purposes of quorum, the "Directors then in office" shall not include any member of the Board of Directors who has missed two (2) meetings in a row but is still considered to be in office. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 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 these By-laws.

Section 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 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 VII
NOTICE**

Any notice required by these By-laws 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 VIII

COMPENSATION; PERSONAL LIABILITY; DISCLOSURE OF INTEREST

Section 1. Compensation

Subject to Section 3 below, Members and members of the Board of Directors shall not be precluded from serving the IWIRC – Georgia Network in any other capacity and receiving compensation for any such services.

Section 2. No Personal Liability

The Members, Officers and Directors of the IWIRC - Georgia Network shall not be personally liable for any debt, liability or obligation of the IWIRC - Georgia Network. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the IWIRC - Georgia Network, may look only to the funds and property of the IWIRC - Georgia Network for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the IWIRC - Georgia Network.

Section 3. Disclosure of Interest

No Member of the IWIRC - Georgia Network, Director, officer or employee of the IWIRC - Georgia Network shall have any personal financial interest, direct or indirect, in any contract relating to the business conducted by the IWIRC - Georgia Network, or the furnishing of supplies to the IWIRC - Georgia 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.

ARTICLE IX INDEMNIFICATION

The IWIRC - Georgia Network shall to the extent legally permissible indemnify each of its present and former officers, directors, employees 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 IWIRC - Georgia Network, such expenses and liabilities to include, but not limited to, judgments, court costs and attorney's 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 IWIRC - Georgia Network. The IWIRC - Georgia 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. 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 IWIRC - Georgia Network to the effect that such settlement or compromise is in the best interests of the IWIRC - Georgia 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 employee may be entitled as a matter of law.

**ARTICLE X
DISSOLUTION**

The IWIRC - Georgia Network may, subject to applicable provisions of law, be dissolved by the affirmative vote of a majority of the members. Upon such vote, a petition for dissolution may be filed in the appropriate state court, applying for authority to dissolve the IWIRC - Georgia Network and to distribute its funds. On liquidation or dissolution of the IWIRC - Georgia Network, all properties and assets remaining, after providing for all debts and obligations, shall be distributed to an organization(s) established for the benefit of women which engages in activities substantially similar to those of the IWIRC - Georgia Network, or consistent with IWIRC – Georgia Network’s goals, and which are not organized primarily for profit and which shall at the time qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, or the corresponding provision of any future Internal Revenue Law, as the Board of Directors or a court may determine.

**ARTICLE XI
MISCELLANEOUS**

Section 1. Fiscal Year

The fiscal year of the IWIRC - Georgia Network shall begin on the first day of September and end on the thirty-first day of August of the succeeding year, unless otherwise determined by the Board of Directors.

Section 2. Receipt and Disbursement of Funds

Funds of the IWIRC - Georgia Network shall be deposited in such bank or banks or with such other corporations, firms, or individuals, as the Board of Directors may from time to time designate. In addition to the Treasurer, the Board of Directors may designate such other officers to receive and receipt all monies due and payable to the IWIRC - Georgia Network from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefore.

Section 3. Compliance with Charter

The IWIRC – Georgia Network, its Officers and members of the Board of Directors will comply with the language of the Formal Proposal to be Chartered as submitted to the international IWIRC organization on August 4, 2003 (see Attachment A) and adhere to the duties and obligations set forth by the international IWIRC organization regarding the conduct of its Networks.

ARTICLE XII AMENDMENTS

These By-laws may be amended at any Meeting of the Members by a two-thirds majority vote of the 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 proposal 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.