

**As adopted by the Board of Directors, September 2002,
and thereafter amended in 2004, 2005 and 2006**

**AMENDED AND RESTATED
BY-LAWS
OF
WOMEN IN TECHNOLOGY, INC.**

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WOMEN IN TECHNOLOGY, INC.**

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ARTICLE I

Offices

Section 1.01 Principal Office. The principal place of business of Women in Technology, Inc. (“WIT”) shall be located at such place as shall be determined by the Board of Directors (“Board”) from time to time.

Section 1.02 Other Offices. WIT shall continuously maintain within the Commonwealth of Virginia a registered office at such place as shall be determined by the Board. WIT may also have offices at such other places as its Board may from time to time determine.

ARTICLE II

Members

Section 2.01 Classes of Membership. The corporation shall have one class of General Members.

Section 2.02 Qualifications for Membership. General Members shall be members of WIT on the date these Amended and Restated By-Laws are adopted, as well as any persons who become members after such date. All General Members are subject to approval by the Board.

Section 2.03 Application for Membership. Membership in WIT shall be limited to individuals meeting the membership criteria provided for in Section 2.02 above. Applications for membership in WIT shall be made in such form and shall contain or be accompanied by such information regarding the applicant as the Board may, from time to time prescribe. Each completed application for membership shall be submitted to WIT, and the Executive Director of WIT shall review such applications for compliance with membership criteria.

Section 2.04 Meetings of General Members. The annual meeting of WIT shall occur in June of each year (the “Annual Meeting”), unless the Board sets the date of the Annual Meeting in another month. The General Members may have such special meetings as shall be established by the Board from time to time. Only the business within the purpose or purposes described in the notice of the meeting may be conducted at a special meeting of the General Members.

Section 2.05 Notice of Meetings. Except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws, written or printed notice stating the time and place and purpose of a meeting of the General Members shall be given not less than ten (10) nor more than sixty (60) days before the date thereof, either personally or by mail, by or at the direction of the Chair, Secretary or other person designated by the Board, to each General Member of record at their address as it appears on the records of WIT. A written waiver of notice, signed by the General Member entitled to such notice, whether before or after the time specified therein, shall be deemed equivalent to such notice. Neither the business to be transacted nor the purpose of any meeting of the General Members need be specified in any written waiver of notice.

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- Section 2.06 Location of Meetings. All meetings of the General Members shall be held at such place as shall be designated from time to time by the Board.
- Section 2.07 Voting Requirements; Quorum. Each member shall have one vote. Every member entitled to vote in person may authorize in writing another member or members to act for her/him by proxy. The presence of ten percent (10%) of the General Members entitled to vote shall constitute a quorum for the transaction of business. The affirmative vote, either in person or by proxy, of a majority of those present at a meeting at which a quorum exists shall be sufficient to take or authorize any action of WIT, unless otherwise required by law.
- Section 2.08 Members' List or Record for a Meeting. The Secretary or Assistant Secretary of WIT shall make, at least ten (10) days before each meeting, a complete list of members with the address of each. Such list shall be subject to inspection by any member at any time during usual business hours for a period of ten (10) days prior to each meeting, and shall be produced and kept open at the time and place of the meeting, subject to inspection during the whole time of the meeting for the purposes thereof.
- Section 2.09 Resignation of Membership. General Members may resign their membership in WIT upon compliance with such procedures as may be established by the Board from time to time. Failure to submit membership dues within thirty (30) days of notice of renewals being due shall constitute an automatic resignation of membership.
- Section 2.10 Termination of Membership. Any General Member may be expelled from WIT by a vote of not less than a majority of the Board, at a meeting at which a quorum is present, provided that a General Member may be expelled only after not less than thirty (30) days written notice to such General Member has been provided, and after an opportunity to be heard at a meeting of the Board, at which a quorum is present. Upon voting to expel any General Member from WIT, the Board shall promptly give written notice to the expelled General Member setting forth the date on which the expelled General Member's membership shall terminate and the reasons for such termination.
- Section 2.11 Nontransferability of Membership. Membership in WIT shall not be transferable or assignable.

ARTICLE III

Officers

- Section 3.01 Enumeration. The Officers of WIT shall consist of a Chairperson of the Board (also referred to as the "President"), a President Elect, a Treasurer and a Secretary, and such other Officers as the Board may from time to time determine.
- Section 3.02 Election of Officers. General Members shall be entitled to vote for the election of Officers and the designated members of the Board at the annual General Membership meeting at which an election is held. Votes for each candidate shall be tabulated, the candidate with the fewest votes dropped from the slate, and further ballots completed until candidates sufficient to fill the vacancies receive a majority of votes. The nominee for each office receiving the most votes shall be elected and shall immediately take

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office. In the event of a tie vote in any election of Officers or Directors, the President shall be permitted to vote in such capacity to cast the deciding vote.

Section 3.03 Duties of Officers.

- (a) President. The President shall be the chief executive officer of WIT and preside at all meetings of the membership and the Board and shall sign all contracts on behalf of WIT and serve as chief spokesperson for WIT and perform such duties as delegated by the Board.

- (b) President-Elect. The President/Elect shall serve in the absence of or at the direction of the President and is designated to succeed the President after the President's term of office expires, is vacated or is otherwise terminated. In addition to such other duties as may be assigned from time to time by the President or by the Board, the President-Elect shall be responsible for the administration, logistics and operations of WIT, including oversight of WIT's support contracts.

- (c) Treasurer. The Treasurer shall be the custodian of all funds and securities belonging to WIT and shall have responsibility for receipt and disbursement of same under the direction of the Board. The Treasurer shall see to the keeping of full and accurate accounts of the finances of WIT and shall cause a statement to be prepared of its assets and liabilities as of the close of each fiscal year and of the results of the operations and of changes in surplus in each fiscal year, all in reasonable detail within sixty (60) days after the end of such fiscal year. The statement so prepared shall be presented by the Treasurer to the Board at its next regular monthly meeting after preparation of the report. In addition, the Treasurer shall prepare monthly financial reports to the Board in the format designated by it. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the President or by the Board. The Treasurer shall also serve as Committee Chair of the Finance Committee.

- (d) Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the General Members and the Board. The Secretary shall have general charge of the minute books and records of WIT and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument required. The Secretary shall sign such instruments as may require the Secretary's signature and, in general, shall perform all duties incident to the office of the Secretary and such other duties as may be assigned from time to time by the President or by the Board.

Section 3.04 Term of Office; Vacancies. Immediately after the completion of the election of Directors and Officers at each Annual Meeting, the then current President's one (1) year term shall end and the then current President-Elect shall begin his/her one (1) year term as President. The new President-Elect shall serve for a term of one (1) year and then shall serve as the succeeding President for a term of one (1) year as described in the preceding sentence. The Treasurer and Secretary shall serve for a term of two (2) years. Each Officer shall hold office until such Officer's successor is elected or until the Officer's

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resignation or removal. After the initial election of the Treasurer and Secretary following adoption of these Amended and Restated Bylaws, the Secretary shall be elected in alternating years from the Treasurer, with the Treasurer next scheduled for election in 2003 and the Secretary in 2004. If any office of WIT becomes vacant by death, resignation, removal or any other cause, a majority of the Directors present at a meeting at which a quorum is present shall elect an Officer to fill such a vacancy to serve until the next annual meeting.

Section 3.05 Resignation of Officers. Any Officer may resign at any time upon written notice addressed to the President or Secretary at WIT's principal office. Any such resignation shall be effective at the time or upon the happening of any condition, if any, specified therein, or, if no such time or condition is specified, upon its receipt.

Section 3.06 Removal of Officers. Any Officer may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the Directors present at a meeting at which a quorum is present and acting throughout. Any Officer may also be removed by the affirmative votes of a majority of the General Members present at a duly held meeting of the General Members.

Section 3.07 Compensation of Officers. An Officer shall not be entitled to receive any compensation for serving in such capacity, but such persons may, in the discretion of the Board, be reimbursed for reasonable out-of-pocket expenses, if any. Nothing herein contained shall preclude any Officer from serving WIT in any other capacity and receiving compensation therefor.

ARTICLE IV

Board of Directors

Section 4.01 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of WIT managed under the direction of, the Board.

Section 4.02 Number; Qualifications. The Board shall consist of thirteen (13) elected Directors and the General Counsel, who shall be appointed by the President in accordance with Section 4.05 and shall be a non-voting member of the Board. The Board shall consist of the following:

- (a) the President, President-Elect, Secretary and Treasurer of WIT, who shall serve as Directors during the term of their office;
- (b) the Committee Chairs of the Communications, Programs, Sponsorship and Membership Committees, who shall serve as Directors during the term of their office, which shall be for two (2) years and which may be staggered; and
- (c) five (5) at large Directors, who shall serve for two (2) year terms which may be staggered.

Section 4.03 Term. Each Director shall immediately take office upon election and hold office until such Director's successor is elected or until the Director's earlier resignation or removal,

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except for the Officers listed in clause (a) above, who shall hold office as a Director during his/her term as an Officer. After the election of the First Board (as defined in Section 4.04 of this Article), no Officer or Director (except an at large Director) is eligible for re-election to the same position for consecutive terms. However, following completion of a term, a Director shall be eligible to be a candidate for the position of a different Committee Chair, Officer or at large Director position that is then open to be filled; provided, however, that no Director may serve more than four (4) consecutive years as a Director; provided further, however, that if any Director is elected as President-Elect after serving three (3) consecutive years as a Director, such Director may serve one year as President-Elect and then an additional year in his/her capacity as President for an aggregate term that does not exceed five (5) consecutive years as a Director.

Section 4.04 Procedure for Formation, Election and Appointment of Staggered Board. Following adoption of these Amended and Restated By-Laws, the then existing Directors shall continue to hold office until their successors shall take office. Such successors (the "First Board") shall be nominated by the Nominating Committee in accordance Article V, Section 5.02(b), shall be elected by the General Members during June of 2002, and shall begin their term immediately upon election. Aside from the President, President-Elect, Secretary and Treasurer, who shall each serve as a Director while he/she is in office, all other Directors who are elected to the Board as of June 2002 who were members of the Board during the 2001-2002 term, shall serve for a term of one (1) year. All Directors who are elected to the Board as of June 2002 who did not serve as a Director during the 2001-2002 term shall serve for a term of two (2) years.

Notwithstanding the terms of office set forth above for the First Board, in the event all Committee Chairs elected to fill the offices set forth in clause (b) of Section 4.02 above have already served (or are serving) concurrent two (2) year terms, the Board shall, in its discretion, determine which positions shall either be foreshortened or lengthened in order to establish the continuity of a staggered Board. Henceforth, the designated number of Directors shall be nominated by the Nominating Committee in accordance with Article V, Section 5.02(b), and elected each year at the Annual Meeting by the General Members to serve for a two (2) year term, at which time the newly elected Directors will replace those Directors whose term has expired that year. Notwithstanding the above, the President and President-Elect shall serve for a one (1) year term.

Section 4.05 Appointments of General Counsel and Executive Director. After the completion of the election of Directors and Officers at the Annual Meeting each year, the President shall appoint a General Counsel who shall then be ratified by the Board as then comprised. The General Counsel shall serve at the pleasure of the Board for the ensuing year and participate in an ex officio capacity in meetings of the Board. The Board shall similarly approve the designation of the Executive Director to serve for the ensuing year.

Section 4.06 Meetings of the Board of Directors.

(a) Regular Meetings. The Board shall hold regular meetings each year at such times and places as may be fixed from time to time by the Board. Notice of all regular meetings shall be given by usual means of communication by the Secretary or the Executive Director not less than two (2) days before the meeting.

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- (b) Special Meetings. Special meetings of the Board may be called by or at the request of the President or President-Elect or upon written request of any three (3) Directors delivered to the Secretary. The person or persons calling a special meeting of the Board shall not less than forty-eight (48) hours before the meeting, give notice thereof by any usual means of communication. Such notice shall describe the purpose for which the meeting is called.

Section 4.07 Waiver of Notice and Failure to Object. Any notice otherwise provided for in this Article may be waived by the Director either prior to a meeting or after a meeting is held. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except, as otherwise provided in these By-Laws. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless such Director votes against, or abstains from, the action taken.

Section 4.08 Quorum. At any meeting of the Directors, attendance or participation by sixty percent (60%) of the Directors then in office shall constitute a quorum for the transaction of any business.

Section 4.09 Voting. Each Director shall have one (1) vote. Except as otherwise specified in these By-Laws, an affirmative vote of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board. An affirmative vote of two-thirds (2/3) of the Directors present at a meeting at which a quorum is present shall be required to adopt, amend or repeal a by-law or to adopt a resolution dissolving the corporation. The affirmative vote of a majority of the Board present may adjourn any meeting, and such meeting may be reconvened as an adjourned meeting without further notice at any time.

Section 4.10 Action Without a Meeting. Any action may be taken without a meeting if one (1) or more written consents setting forth the action are signed either before or after such action by all of the Directors and filed with the minutes of the proceedings of the Board. Such consents may be executed in two (2) or more counterparts, and the execution of any consent may be delivered by facsimile machine.

Section 4.11 Resignation and Removal of Directors; Vacancies.

- (a) A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- (b) Whenever in the judgment of the Board the best interests of WIT shall be served thereby, any Director may be removed from office by a two-thirds (2/3) affirmative vote of the Board, at a meeting of the Board duly called for such purpose at which a quorum is present. Additionally, a Director may be removed for cause at the sole discretion of the Board for three (3) consecutive absences from duly called and notified meetings of the Board.
- (c) Any vacancy may be filled by a vote of the majority of the Board present at a duly held Board meeting at which a quorum is present occurring after such vacancy has occurred or been created.

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Section 4.12 Compensation. The Board shall not be entitled to receive any compensation for serving in such capacity, but such persons may, in the discretion of the Board, be reimbursed for reasonable out-of-pocket expenses, if any, incurred as a result of an official duty assigned by the Board. Such reimbursement shall be subject to a limit placed by the Board. Nothing herein contained shall preclude any Director from serving WIT in any other capacity and receiving compensation therefor.

Section 4.13 Indemnification of Officers and Directors.

- (a) To the fullest extent permitted by the Virginia Non-Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, no Director or Officer of WIT shall be liable to WIT for monetary damages.
- (b) Any person now or hereafter a Director or Officer of WIT (and their heirs, executors and administrators) shall be indemnified by WIT against all claims, liabilities, judgments, settlements, costs and expenses, including attorneys' fees, imposed upon or reasonably incurred by them in connection with or resulting from any action, suit, proceeding or claim to which they are or may be made a party by reason of their being or having been a Director or Officer of WIT (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon them), except in relation to matters as to which they shall have been finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of their duties as such Director or Officer.
- (c) WIT shall also pay for or reimburse the reasonable expenses incurred by such Director or Officer in advance of the final disposition of the proceeding.
- (d) Such right of indemnification shall not be deemed exclusive of any rights to which they may be entitled under any By-Law, agreement, vote of General Members, or otherwise.
- (e) The determination as to whether WIT shall indemnify such Director or Officer and/or whether WIT shall pay for or reimburse the expenses incurred by such Director or Officer shall be made by the majority vote of the Board at a meeting at which a quorum is present, in which vote Directors who are parties to the proceeding may not vote, and whose presence shall not be counted in determining a quorum.
- (f) In order to be eligible to receive an advance or reimbursement of expenses pursuant to this Section 4.13, the applicable Director or Officer must furnish WIT with a written commitment, in form reasonably acceptable to the General Counsel, to repay WIT for any advance or reimbursement of expenses incurred if it is ultimately determined that the standard of conduct described in Section 13.1-876 of the Code of Virginia was not met.
- (g) The Board is hereby empowered, by majority vote of a quorum of disinterested Directors, to similarly cause WIT to indemnify or pay or reimburse expenses in advance to any person not specified in Paragraph (b) of this Section who was or

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is a party to any proceeding by reason of the fact that such person is or was an agent of WIT, to the same extent as if such person were specified as one to whom indemnification is granted in Paragraph (b).

- (h) WIT may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Section.
- (i) In the event there has been a change in the composition of a majority of the Board after the date of the Board' authorization to indemnify and reimburse or pay in advance costs incurred in connection with an alleged act or omission with respect to which indemnification is claimed pursuant to Paragraph (b) above, the revised Board shall remain bound by the previous Board' determination.
- (j) The provisions of this Section shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Section shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.
- (k) Reference herein to Directors, Officers or agents shall include former Directors, Officers and agents and their respective heirs, executors and administrators.

ARTICLE V

Committees

Section 5.01 Committees Whose Chair Serves as a Director. The following committees are established to assist the Board in discharging its duties and responsibilities as provided for below. The Committee Chairs of these committees are Directors of WIT who are elected to the Board in their capacity as Committee Chairs, and their duties shall include keeping the Board informed of the activities of, and matters of interest to, their respective committees. Each of these committees may also have one or more Committee Vice-Chairs, as determined by the Board, who shall be a member of the Committee, and shall be appointed by the Nominating Committee with input from the applicable Committee Chair, and shall serve a term of office as determined by the Board. The duties and authority of all Committee Vice-Chairs shall be as determined and as delegated from time to time by the applicable Committee Chair.

- (a) Membership Committee. The Membership Committee shall consist of not less than three (3) members who shall be appointed annually by the Committee Chair of the Membership Committee. The Membership Committee shall be responsible for: (i) developing strategies for attracting and welcoming new members, and retaining existing General Members; (ii) recommending membership policies and requirements to the Board; and (iii) following through with guests at meetings and with prospective members. The Committee Chair

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shall be voted upon by the General Members at an annual meeting as specified in Article V, Section 5.02(c).

- (b) Programs Committee. The Programs Committee shall consist of not less than three (3) members who shall be appointed annually by the Committee Chair of the Programs Committee. The Programs Committee shall be responsible for developing, organizing and producing the monthly General Membership programs, including development of topics and obtaining speakers in accordance with input from the Board, and making necessary arrangements with assistance from the WIT staff. Additionally, the Programs Committee shall be responsible for reviewing potential alliances with new strategic partners for WIT, and with promoting activities between WIT and its strategic partners, including outreach to communities of interest and developing joint programs with various organizations, such as universities and other associations. The Committee Chair shall be voted upon by the General Members at an annual meeting as specified in Article V, Section 5.02(c).
- (c) Communications Committee. The Communications Committee shall consist of not less than three (3) members who shall be appointed annually by the Committee Chair of the Communications Committee. The Committee shall be responsible for internal and external communications, all publicity involving WIT including but not limited to producing publicity material for handouts, preparing press releases and preparing and publishing an electronic newsletter, and monitoring the content of the website maintained by the Website Sub-Committee. The Committee Chair shall be voted upon by the General Members at an annual meeting as specified in Article V, Section 5.02(c).
- (d) Sponsorship Committee. The Sponsorship Committee shall consist of not less than three (3) members who shall be appointed annually by the Committee Chair of the Sponsorship Committee. The Committee shall be responsible for establishment and oversight of a sponsorship program for various WIT revenue-generating events including defining levels of sponsorship and developing strategies for attracting new sponsors for WIT. The Committee Chair shall be voted upon by the General Members at an annual meeting as specified in Article V, Section 5.02(c).
- (e) Finance Committee. The Finance Committee shall consist of not less than three (3) members who shall be appointed annually by the Treasurer. The Committee shall be responsible for the following: preparing the annual budget for Board approval and monitoring overall financial performance; participating in strategic decision making processes, including the preparation of strategic financial forecasts; collecting and monitoring all financial information relating to programs, events, committees and groups of WIT; reporting financial results to the Board; authorizing disbursements for budgeted WIT expenditures; and preparing for Board approval and submitting federal income tax returns. The Committee Chair of the Finance Committee shall be the Treasurer.

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Section 5.02 Committees Whose Chair Does Not Serve as a Director. The following committees are established to assist the Board in discharging its duties and responsibilities as provided for below. All Non-Director Chairs of these respective Committees shall be appointed by the Board and will serve for a term of one (1) year, with the option of serving an additional one (1) year term should the Board, in its discretion, determine the position shall be lengthened in order to maintain continuity of the Committee, or until the Committee Chair's earlier resignation or removal by the Board.

- (a) Mentoring Committee. The Mentoring Committee shall consist of not less than three (3) members who shall be appointed annually by the Committee Chair of the Mentoring Committee. The Committee Chair and Vice-Chair of the Mentoring Committee shall be appointed by the Nominating Committee in the first year following the adoption of the Amended and Restated Bylaws and shall be appointed by Board in all subsequent years. The Committee shall be responsible for organizing and overseeing WIT's mentoring program and expanding it to targeted groups in the local community. The Committee Chair of the Mentoring Committee shall report monthly to the Board through an at large Director designated from time to time by the Board.
- (b) Nominating Committee. The Nominating Committee shall consist of not less than three (3) members nor more than seven (7) members. The Chair and the Chair-Elect shall each be a member of the Nominating Committee. Remaining members shall be appointed annually by the Board. The Committee Chair of the Nominating Committee shall be appointed by the Board. The Nominating Committee shall present candidates for the Officers and Board at annual meetings in accordance with the following procedures:
 - (i) Not less than forty-five (45) days prior to the scheduled date of the Annual Meeting the Nominating Committee shall select and report to the Secretary the names and nominees for such offices as are to be filled. Offices to be filled shall include the positions of President-Elect of the Board; Secretary; Treasurer; Committee Chairs of Communications, Programs, Sponsorship and Membership Committees, each of whom also serves as a Director; and five (5) at large Directors who are not Committee Chairs of any of the foregoing committees.
 - (ii) The Secretary shall promptly prepare the slate and present same to the President of the Board no later than two (2) days from receipt of the Nominating Committee's report.
 - (iii) The President will call for a vote of the slate by the Board -- at the discretion of the President, such vote may be taken via e-mail or a special meeting may be called to effect such a vote. The vote on the slate must occur not less than thirty-five (35) days prior to the Annual Meeting.
 - (iv) Not less than thirty (30) days prior to the scheduled date of the Annual Meeting (or at the monthly meeting immediately preceding the Annual

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Meeting, whichever occurs later) the Secretary shall notify the membership of the slate of candidates for offices approved by the Board.

- (v) Candidates for Officer positions shall be members of the current Board or shall have been members of a prior WIT Board. However, in the event no candidate meeting such criteria is available for an Officer position, a candidate may be drawn from the General Membership provided that such candidate demonstrates a thorough understanding of WIT's procedures, policies and goals. The foregoing sentence to the contrary notwithstanding, the office of President-Elect must be filled by a candidate that is or was a member of WIT's Board. Candidates for open positions on the Board need not be current or prior members of the WIT Board.
- (vi) Not less than twenty (20) days before the scheduled date of the Annual Meeting, any twenty (20) General Members of WIT may nominate in writing, and send to the Secretary, any additional eligible candidate(s) for an Office or for the Board.
- (vii) Not less than ten (10) days before the scheduled date of the Annual Meeting, the Secretary shall provide written notice to the general membership of the final slate of candidates.

Section 5.03 Sub-Committees. Any Committee may establish one or more sub-committees from time to time to assist the Committee in discharging its duties and responsibilities. The Chair of any Sub-Committee shall be appointed by the applicable Committee Chair. Sub-Committees shall have such duties, responsibilities and authority as shall be determined and delegated by the applicable Committee from time to time. Sub-Committees shall exist at the pleasure of the creating Committee, and Sub-Committee Chairs shall serve at the pleasure of the Committee Chair. The term of Sub-Committee Chairs shall automatically end with the term of the appointing Committee Chair.

Section 5.04 Special and Additional Committees. The Board may establish any special committees and additional committees as needed from time to time, and the President of the Board shall appoint the Committee Chair of all such committees. The Board shall be responsible for defining the objectives of any committee and determining from time to time if those objectives are being met. Unless otherwise specified, special committees and additional committees shall exist at the pleasure of the Board, and Committee Chairs of such committees shall serve at the pleasure of the President of the Board. The term of the Committee Chair of any such committee shall automatically end with the term of the appointing President of the Board.

Section 5.05 Limitation of Authority. No committee shall take or make public any formal action, resolution, or in any way commit WIT to a question of policy without first receiving approval of the Board. Special and additional committees shall be discharged by the President when the President determines that their work has been completed or their reports accepted, or when, in the opinion of the President, it is deemed appropriate to discontinue the committee.

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ARTICLE VI

Special Interest Groups

Section 6.01 Purpose; Qualifications; Term. In order to further specific areas of interest of WIT and to facilitate the planning of programs in such areas of interest, the Board may, from time to time, establish Special Interest Groups (“SIGs”) to address special interests as they are identified, and may also disband existing SIGs when the Board determines any SIG is no longer needed.

Section 6.02 Special Interest Group Chairs and At Large Directors. The Group Chairs of each respective SIG shall be appointed by the Board and will serve for a term of one (1) year, with the option of serving an additional one (1) year term should the Board, in its discretion, determine the position shall be lengthened in order to maintain continuity of the SIG, or until the Group Chair’s earlier resignation or removal by the Board. The Board shall also appoint one or more at large Directors as needed to oversee the SIG programs. The at large Director(s) shall serve in such capacity during his/her term as an at large Director, unless he/she earlier resigns from such service or is removed from such service by the Board.

Section 6.03 SIG Coordinating Committee. The at-large Director(s) appointed by the Board, together with the Group Chairs, shall meet from time to time to coordinate the activities and programs of the SIGs. The Chair of this committee shall be one of the at-large Directors designated by the Board. The SIG Coordinating Committee shall meet regularly as determined by its Chair and shall meet bi-annually with the Board at such times and places as may be fixed by the Board. The SIG Coordinating Committee shall have a minimum of three (3) members.

Section 6.04 Limitation of Authority. Neither any SIG, the SIG Coordinating Committee, nor the at large Directors shall take or make public formal action, resolution, or in any way commit WIT to a question of policy without first receiving approval of the Board. SIGs may be discharged by the Board when the Board determines that their work has been completed or their reports accepted, or when in the opinion of the Board, it is deemed appropriate to discontinue the SIG. The SIG Coordinating Committee’s sole purpose is to coordinate the activities and programs of the SIGs and foster communication, and it shall have no responsibility or authority to resolve any disputes regarding or among any SIGs or any program or activity of one or more SIGs.

ARTICLE VII

Miscellaneous Provisions

Section 7.01 Seal. The corporate seal of WIT shall have inscribed thereon the name of WIT, the year of its organization and the words “Corporate Seal, Virginia.” Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced, such impression, affixation or the reproduction to be attested by the signature of the Secretary or Treasurer of WIT.

**AMENDED AND RESTATED
BYLAWS OF
WOMEN IN TECHNOLOGY, INC.**

Section 7.02 Fiscal Year. The fiscal year of WIT shall be July 1 - June 30.

Section 7.03 Fees and Dues. The Board shall have the power to prescribe dues and fees for General Members, payable by General Members of WIT, as the Board may from time to time deem appropriate for the operation of WIT.

Section 7.04 Amendment of By-Laws. These Amended and Restated By-Laws may be amended, repealed, or altered, in whole or in part, and new By-Laws may be adopted, by the affirmative vote of two thirds (2/3) of the Directors present at any meeting of the Board, duly called and at which a quorum is present. A written notice of any By-Laws changes shall be given not less than ten (10) days in advance of the meeting at which a vote shall be taken.