INTERNATIONAL WOMEN'S

FORUM MISSOURI A/K/A

IWF MISSOURI

Amended and Restated Bylaws
October, 2026

(Incorporated under the Laws of Missouri)

PREAMBLE

International Women's Forum Missouri (the "Corporation") is a nonprofit Corporation and shall have all the powers, duties, authorizations and responsibilities as provided under Missouri law. The Corporation is, and shall be, an official affiliated organization of the International Women's Forum, a District of Columbia Corporation. The Corporation shall also be known as IWF Missouri.

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Amended and Restated Bylaws of the

International Women's Forum Missouri a/k/a IWF Missouri

ARTICLE I - NAME AND PURPOSE

Section 1. Name. The name of the Corporation is International Women's Forum Missouri (the "*Corporation*"), also known as "IWF Missouri."

Section 2. Purpose. The purposes of the Corporation shall be those non-profit purposes stated in the Articles of Incorporation of the Corporation (the "*Articles of Incorporation*"), as amended from time to time.

ARTICLE II - OFFICES AND AGENT

Section 1. Registered Office and Agent. The Corporation shall maintain a registered office and a registered agent in the State of Missouri as required by law.

Section 2. Other Offices. The Corporation may maintain other offices as the Board of Directors (the "*Board*") may determine.

ARTICLE III - MEMBERS

Section 1. Membership in General.

a. *Criteria*. The four primary criteria for membership shall be (1) preeminence in respective field, (2) quality of accomplishment, (3) extraordinary traits of leadership, and (4) impact of ongoing influence. Membership selection shall be made pursuant to procedures and guidelines established by the Nominating Committee. Membership entails payment of annual dues as specified by the board.
b. *Selection*. Membership is by invitation only. Individuals who have attained recognition in their respective fields and satisfy the above criteria shall be eligible for nomination and consideration pursuant to procedures adopted by the Board with the input and support of the Nominating Committee.
c. *Dues*. Members shall pay annual dues in amounts established by the Board and set forth in a dues schedule adopted and revised by the Board from time-to-time Failure to pay annual dues within 120 days of the due date shall result in loss of membership. Notices may be sent by electronic mail to the address on record. The Corporation shall provide a

member with at least two notifications (the second notification having been provided at least 30 days before the date that is 120 days after the due date) of the failure to pay such dues.

d. *Loss of Membership for Reasons Other than Non-Payment of Dues*. Any member determined by the officers of the Board to have acted in opposition to the stated purposes of the Corporation shall cease to be a member of the Corporation. Notification of expulsion as a member shall be made in writing to the member. Such Members shall have the right to appeal said expulsion to the full Board; in such case, the expulsion will be confirmed only if ratified by a vote of the majority of the directors then in office.

Section 2. Classes of Membership. The Board shall have the power to create such classes of membership as it deems desirable.

a. *Active*. Active Members are current in dues and have full voting rights.
b. *Out-of-Town*. Out-of-Town Members are those who reside primarily outside of the St. Louis metropolitan area as defined by the Board. Out-of-Town Members shall have no voting rights and are ineligible to serve as directors.

Section 3. Meetings of Members.

a. *Annual and Regular Meetings.* The Corporation shall hold regular meetings of the Members at times determined by the Board, including an annual meeting. Officers and members at-large shall be elected at the annual meeting for terms commencing the next succeeding other January 1st; provided if the annual meeting is scheduled at a time other than the last two months of the calendar year, the Officers and members at-large may be elected by proxy or by electronic ballot if authorized by the Board and permitted by law.
b. *Special Meetings*. Special meetings of the Members which may be held for any purpose or purposes, unless otherwise prescribed by law, may be called by the President, by a majority of the Board, or by one-fifth (1/5) of the Active Members of the Corporation.

Section 3. Notice. Notice of meetings shall be given as provided in Section 6 of this Article.

Section 4. Quorum. A quorum for the transaction of business at any meeting of the Members shall consist of one-third of Active Members in good standing, present in person or by proxy, unless a greater number is required by Missouri law.

Section 5. Voting. Each Active Member in good standing shall be entitled to one vote on each matter submitted to the Members. Voting may be conducted in person, by proxy or by electronic ballot if authorized by the Board and permitted by law.

Section 6. Notice; Electronic Transmission; Waiver. Notice to Members may be delivered by hand, U.S. mail or electronic transmission to the Member's address or email address on record.

Electronic notice is deemed delivered when sent to the address on record; provided that if such notice shall result in a returned notice or bounce-back or similar error message, the Secretary shall make a reasonable effort to locate updated contact information and re-circulate the notice. Attendance or participation constitutes waiver of notice except where the Member attends solely to object to improper notice. Except as otherwise provided by law or these Bylaws, the act of a majority of Members present at a meeting, or the approval of a majority of the Members through the mail and/or an electronic transmission, is the act of the Members.

Section 7. Proxies. Proxies are permitted at the annual meeting to the extent permitted by Missouri law and as authorized by the Board. Proxies must be in writing or by electronic transmission, are revocable, and must be received by the time stated in the notice of meeting. No proxy shall be valid for more than eleven (11) months, unless otherwise provided in the proxy.

Section 8. Action by Electronic Transmission/Written Consent. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if all Members are provided the opportunity to vote or consent in writing by mail or by electronic transmission. Electronic transmissions, including email and electronic signatures, constitute writings for purposes of written consent. The Secretary shall maintain records of written and electronic consents, which shall be treated as writings for all corporate purposes.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Powers and Duties. The property and affairs of the Corporation shall be managed by the Board, which shall have and may exercise all powers not reserved to Members or otherwise limited by the Articles of Incorporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to create committees not having and exercising the authority of the Board in the management of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that: The Board shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a Corporation organized under Missouri law. None of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation; and all income and the property of the Corporation shall be applied exclusively for its nonprofit purposes. No part of the net earnings or other assets of the Corporation shall inure to the benefit of any director, officer, contributor or any other private

individual having, directly or indirectly, a personal or private interest in the activities of the Corporation.

Section 2. Number and Qualifications. The Board of Directors of the Corporation shall consist of up to thirteen (13) Members: the President, the Vice President, the Secretary, the Treasurer, the immediate past President, and the eight (8) members-at-large. No person shall serve in any one of the aforementioned positions for more than three (3) consecutive years. No person shall serve on the board in any capacity for more than six (6) consecutive years with the exception of the immediate past President, who may serve up to eight (8) consecutive years with the final two (2) years being in the capacity as the immediate past President. The number of Directors may also be changed from time to time, by amendment to these Bylaws duly made. Directors shall be Members of the Corporation

Section 3. Election and Term of Office. Election Procedures. Every other year, on or before the date established by the Board for this purpose, the Nominating Committee shall select, by majority vote, qualified candidates for election to the Board. The Nominating Committee shall give written notice to the President and Secretary of the Corporation of the Nominating Committee's selection, setting forth the names of those persons. Such notice shall include the names of no less candidates than the number of directors to be elected and no more candidates than one (1) more than the number of directors to be elected. The Board may, in its discretion, present additional nominees. The President or Secretary of the Corporation or their designee shall then cause a written ballot for the election of Directors to be prepared in accordance with Article III, Section 5 of these Bylaws and delivered, mailed or sent electronically to the Members in the manner set forth in Article III, Section 6 of these Bylaws.

Prior to the selection of candidates for election to the Board, the Nominating Committee shall solicit, in writing, nominations for the Board from the membership. Any Member in good standing may, in writing, submit any Member's name, including her own, to the Nominating Committee if such Member desires to be considered by the Nominating Committee as a potential candidate for the Board. The Nominating Committee shall consider all names so submitted to it.

The Board and Nominating Committee shall formulate procedures that allow a reasonable opportunity for a candidate to communicate to Members the candidate's qualifications and reasons for the candidate's candidacy, a reasonable opportunity for all candidates to solicit votes, and a reasonable opportunity for all Members to choose among the candidates.

Each Director shall hold office unless sooner removed or disqualified or until her successor is duly elected and has commenced her office. Officers and members-at-large of the Corporation elected at the next annual meeting of the year, typically the holiday party, will serve a two-year term, and will also serve as officers and members-at-large of the Board beginning January 1.

Section 4. Vacancies. Any vacancy on the Board may be filled by majority vote of the Directors then in office, and the appointee shall serve for the remainder of the unexpired term.

Section 5. Removal and Resignation. Any Director may be removed, with or without cause, by the Members by a majority vote of those present (in person or by proxy) at a meeting in which a quorum is present. Any Director may be removed for cause by the Board after notice and opportunity to be heard, by majority vote of the Directors then in office (excluding the Director subject to removal). A Director may resign at any time by delivering written notice to the President or Secretary.

Section 6. Meetings; Notice; Quorum; Voting. The Board shall meet regularly at times it determines and may hold special meetings upon notice. Notice may be delivered by hand, U.S. mail or electronic transmission to the Board member's address or email address on record. Electronic notice is deemed delivered when sent to the address on record; provided that if such notice shall result in a returned notice or bounce-back or similar error message, the Secretary shall make a reasonable effort to locate updated contact information and re-circulate the notice. Attendance or participation constitutes waiver of notice except where the Board member attends solely to object to improper notice. A majority of the Directors then in office constitutes a quorum. Except as otherwise provided by law or these Bylaws, the act of a majority of Directors present at a meeting at which a quorum is present, or the approval of a majority of the Directors through the mail and/or an electronic transmission, is the act of the Board.

Section 7. Participation by Conference Communications. Directors may participate in meetings by conference telephone or similar communications equipment by means of which all persons participating can hear each other.

Section 8. Actions by Electronic Transmission/Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all Directors are provided the opportunity to vote or consent in writing by mail or by electronic transmission. Electronic transmissions, including email and electronic signatures, constitute writings for purposes of written consent. The Secretary shall maintain records of electronic consents, which shall be treated as writings for all corporate purposes.

Section 9. Compensation and Reimbursement. Directors and officers shall not receive compensation for their services as such, but may be reimbursed for reasonable expenses incurred on behalf of the Corporation in the administration of its affairs in accordance with the Corporation's expense reimbursement policy and subject to available budgeted funds.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected every other year by the membership at its annual meeting. If the election of officers shall not be held at such annual meeting, such election shall be held as soon thereafter as conveniently possible. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until her successor shall have been duly elected and shall have qualified. No officer shall hold the same office for more than four (4) consecutive years.

Section 3. Duties.

a. *President*. The President shall be the principal executive officer of the Corporation and shall have general supervision of the affairs of the Corporation. She shall preside at all meetings of the Board. She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
b. *Vice President*. The Vice President shall perform the duties of the President in the President's absence or incapacity and such other duties as may be assigned by the President or by the Board.
c. *Secretary.* The Secretary shall keep, or cause to be kept, minutes of meetings of the Members, the Board; give notices as required by these Bylaws (or cause such notice to be given); and maintain the corporate records.
d. *Treasurer*. The Treasurer shall oversee the custody of corporate funds and securities; keep, or cause to be kept, full and accurate accounts of receipts and disbursements; render financial reports to the Board; and perform such other duties as may be assigned to her by the President or by the Board.

Section 4. Resignation and Removal. Any officer may resign at any time by delivering written notice to the President or Secretary. Any officer may be removed, with or without cause, by the Board by majority vote of the Directors then in office.

Section 5. Vacancies. A vacancy in any office may be filled by the Board for the remainder of the unexpired portion of the term.

Section 6. Execution of Instruments. Unless otherwise authorized by the Board, all contracts, checks, drafts and other instruments may be executed on behalf of the Corporation by the President, Vice President, Secretary or Treasurer, subject to any Board-adopted policies and dollar thresholds.

ARTICLE VI - COMMITTEES

Section 1. Committees in General. There shall be a Nominating Committee, Membership Engagement Committee, Program Committee, Communications Committee and a Dine Around Committee. Members of each such committee shall be Members of the Corporation, and the members thereof shall be appointed in the manner prescribed in such resolution and these bylaws. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

a. *Nominating Committee*. The Nominating Committee shall be composed of members selected by the Nominating Committee Chair. The Nominating Committee shall oversee the process for select members, Board members and officers and the Chairs of the various committees and make recommendations to the Board. The Nominating Committee shall select a slate of candidates for officers and Directors on the basis of their interest in and value to the Corporation and, to the extent reasonably possible, of their representation of the various areas of interest, including the selection of the Chairs of the various committees. Prior to the meeting at which the Nominating Committee shall conduct its deliberations on the proposed slate for new Members and officers and for Directors and Chairs of the committees, the Nominating Committee shall solicit, in writing, nominations for such positions from the membership-at-large. Note: the Chairs of each of the Committees shall also serve as Directors.
b. *Membership Engagement Committee*. The Membership Engagement Committee shall advise and create programs to increase member participation in all aspects of the IWF Missouri Forum.
c. *Program Committee*. The Program Committee shall present regular programs which address the interests of the membership.
d. *Communications Committee*. The Communications Committee shall advise on communications strategy to the general public and to the membership.
e. *Dine Around Committee*. The Dine Around Committee shall organize Dine Around gatherings, and together with the Chairs of the Program Committee and Membership

Engagement Committee, shall organize the Annual Bring-Along Event and Annual meeting and holiday gathering.

f. *Ad Hoc Committees and Task Forces*. The Board may also appoint Ad Hoc Committees and Task Forces from among the Board and/or the membership-at-large to conduct such studies and activities as the Corporation may wish to undertake, any of which shall have the purposes and term as prescribed by the Board.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board where officers are elected and until her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairs. The Nominating Committee shall recommend a Chair of each committee who shall also serve as a member-at-large on the Board elected by the membership. No person shall serve as Chair of any one committee for more than four (4) consecutive years, unless warranted by special circumstances, as determined by the Board.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VII - FISCAL AUTHORITY

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or the Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Prohibited Loans. The Corporation shall not make any loan to any officer or Director of the Corporation.

Section 6. Budget. An annual budget shall be prepared at the direction of the President for approval by the Board.

Section 7. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 of the same year. The Board shall have the power to change the fiscal year of the Corporation, from time to time, which shall become the taxable year of the Corporation upon the approval of the Internal Revenue Service.

Section 8. Record Availability to Members. All records of the Corporation shall be made available to the Members upon their request.

ARTICLE VIII - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Missouri law, or under the provisions of the Bylaws of the Corporation, a waiver thereof whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall indemnify, to the fullest extent permitted by Missouri law, any person (and that person's heirs, executors, administrators, assigns and legal representatives) made, or threatened to be made, a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason

of the fact that such person, or such person's testator or intestate, is or was a Director, officer, committee member or employee of the Corporation, or is or was serving any other Corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, against judgments, fines, penalties, excise taxes, amounts paid or to be paid in settlement of such action or proceeding and reasonable expenses, including attorneys' fees actually and necessarily incurred in connection with and as a result of such action or proceeding, or any appeal therein.

Expenses (including, without limitation, attorneys' fees) actually and necessarily incurred in defending any such action or proceeding referred to in this Section shall be paid by the Corporation in advance of the final disposition of such action or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of Missouri law, upon receipt of an undertaking by or on behalf of the Director, officer, committee member or employee to repay (i) the sum advanced, in case the person receiving that sum is ultimately found not to be entitled to indemnification under this Article or applicable law, or (ii) that part of the sum advanced that exceeds the indemnification to which such person is ultimately determined to be entitled under this Article or applicable law.

The right of indemnification and advancement of expenses in this Article is not exclusive and shall not be deemed to limit any other rights that any person entitled to indemnification or advancement of expenses may have or hereafter acquire under any statute, provision of the Certificate of Incorporation or Bylaws, agreement, resolution of disinterested members of the Board, or otherwise to the extent permitted by law. The provisions of this Article shall be deemed to be a contract right between the Corporation and each person entitled to indemnification and advancement of expenses pursuant to this Article. Any repeal, amendment or modification of this Article may not adversely impact any right or protection of such person in respect of an act or omission occurring prior to the time of the repeal, amendment or modification.

The Corporation may, by action of its Board, provide indemnification to other persons involved with the Corporation of such scope, to such effect, and granting such rights, if any, as the Board, in its sole discretion, determines, including, without being limited to, indemnification of the same scope, to the same effect, and granting the same rights as the indemnification of Directors, officers, committee members and employees provided by this Article.

Section 2. Insurance. The Corporation may purchase and maintain insurance, at its expense, to indemnify (i) the Corporation against any obligation it incurs as a result of this Article, (ii) its Directors, officers, committee members, employees, and agents in instances in which they must or may be indemnified by the Corporation pursuant to this Article, and (iii) its Directors, officers, committee members, employees, and agents in instances in which, for any reason, they are not, or may not be, indemnified by the Corporation.

ARTICLE XI - CONFLICTS OF INTEREST

Section 1. Policy. Directors, officers, and committee members must act in the best interests of the Corporation and avoid actual or perceived conflicts of interest. This Article supplements, and does not replace, applicable Missouri law.

Section 2. Conflict Defined. A conflict exists when a person or a Family Member has a Financial Interest in a transaction or decision of the Corporation that could improperly influence that person's judgment. "*Financial Interest*" includes an ownership, compensation, or other material personal benefit in or from an entity or individual that is a party to, or is seeking to do business with, the Corporation. Ordinary benefits available to all Members on equal terms, and reimbursements made under an approved expense policy, are not Financial Interests. "*Family Member*" means a spouse or domestic partner, parent, child, or sibling, and the spouse of any of them.

Section 3. Disclosure. Before the Corporation acts, the interested person must disclose the material facts of the Financial Interest to the Board or the relevant committee.

Section 4. Recusal and Determination. After disclosure, the interested person shall leave the meeting during the discussion and vote. The disinterested Directors shall determine, by majority vote, whether a conflict exists and, if so, whether the transaction is fair, reasonable, and in the best interests of the Corporation after considering any reasonable alternatives.

Section 5. Minutes. The minutes shall reflect the disclosure, the names of those present, any alternatives considered, the determinations made, and the vote.

Section 6. Administration. The Board (or a committee it designates) shall administer this Article, oversee annual disclosures, and maintain required records. The Board may, from time to time, conduct periodic reviews to confirm compliance and safeguard the Corporation's nonprofit purposes.

ARTICLE XII - AMENDMENTS

The Board shall have the power to make, alter, amend and repeal the Bylaws of the Corporation and to adopt new Bylaws, which power may be exercised by a vote of two-thirds (2/3) of the members of the full Board. At least ten (10) days written notice shall be given to all Members of the Corporation of the intention to alter, amend or repeal, or to adopt new bylaws by the Board. The Corporation shall keep, at its principal office, a copy of the Bylaws of the Corporation,

as amended, which shall be open to inspection by any member of the Corporation at all reasonable times during business hours.

CERTIFICATION

The undersigned, as Secretary of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation, as approved and adopted by a vote of at least two-thirds (2/3) of the members of the full Board at least ten (10) days written notice given to all members of the Corporation, at a meeting held on the ____ day of October, 2026.

_____

Kristin Wild, Secretary