

BYLAWS
OF
WOMEN'S DECLARATION INTERNATIONAL, INC.
(ORIGINALLY WOMEN'S HUMAN RIGHTS CAMPAIGN, INC.)

As revised August 31, 2021

ARTICLE I

Board of Directors

Section 1.01. *Power of Board and Qualifications of Directors.* The Corporation shall have no members and all corporate powers shall vest in the Board of Directors. The Corporation shall be managed by its Board of Directors, which shall be self-perpetuating. Each director shall be at least eighteen (18) years of age.

Section 1.02. *Number of Directors.* The number of directors constituting the entire Board shall be not less than three (3) and not more than seven (7). Subject to such limitation, the entire Board shall consist of seven (7) directors unless changed as hereinafter provided. The number of directors may be increased or decreased at any time and from time to time by amendment of these Bylaws at any annual, regular or special meeting of the Board by the vote of a majority of the entire Board, provided, however, that no decrease shall shorten the term of any incumbent director. Unless and until changed in accordance with this Section, the number of directors constituting the entire Board shall continue in effect and no further action shall be required to fix such number.

Section 1.03. *Election and Term of Office.* At each annual meeting of the Board of Directors, directors shall be elected to hold office. Each director shall hold office from the time of election and qualification until the annual meeting of the Board next succeeding such election and until her successor has been elected or appointed and qualified. A director may be reelected to serve successive terms. A director whose term expires at an annual meeting shall not thereby be disqualified from voting for the election of a successor.

Section 1.04. *Newly Created Directorships and Vacancies.* Newly created directorships resulting from an increase in the number of directors elected and vacancies among such directors for any reason may be filled by vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business and until her successor has been elected or appointed and qualified.

Section 1.05. *Resignations.* Any director may resign from office at any time by delivering a resignation in writing to the Board or to the President or Secretary of the Corporation. The acceptance of the resignation shall not be necessary to make the resignation effective.

Section 1.06. *Removal of Directors.* Any director may be removed for cause by action of the Board, provided there is a quorum of not less than a majority of the entire Board present at the meeting of the Board at which such action is taken.

Section 1.07. *Meetings of the Board.* Annual and regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may from time to time determine. A special meeting of the Board shall be held whenever called by the President, by the Secretary, by the Chair of the Board, or upon written demand of any two (2) members of the Board.

A majority of the directors present, whether a quorum is or is not present, may adjourn the meeting to another time and place. Notice of an adjournment of a meeting of the Board to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors in the manner set forth in Section 1.08 of these Bylaws.

Section 1.08. *Notice of Meetings of the Board.* No notice of annual or regular meetings of the Board of Directors need be given to the directors. Special meetings of the Board shall be held upon notice to the directors of the place, date and hour of the meeting. Notice of each special meeting of the Board shall be given by the Secretary or by the person calling the meeting, if by United States mail, not later than the fifth (5th) business day before the meeting, or if in person or by fax, electronic mail or telephone, not later than the second (2nd) business day before the meeting. Notices shall be deemed to have been given by United States mail when deposited in the mail, by fax and electronic mail at the time of sending and by messenger at the time of delivery by the messenger. Notice of a meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, lack of notice of the meeting. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

Section 1.09. *Quorum.* Unless a greater proportion is required by law or by the Certificate of Incorporation, two-thirds (2/3) of the entire number of members of the Board shall constitute a quorum for the transaction of business or of any specified item of business.

Section 1.10. *Action by the Board.* Except as otherwise provided by law or by these Bylaws, the vote of a majority of the directors present at a meeting at the time of the vote shall be the act of the Board, provided that a quorum is present at such time. A majority of the directors present may adjourn any meeting to another time and place, whether a quorum is or is not present.

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 1.11. *Written Consent in Lieu of Meeting.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action, which may include email communications. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 1.12. *Committees of the Board.* The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees, each consisting of three (3) or more directors and each of which, to the extent provided in the resolution or in the Certificate of Incorporation or these Bylaws, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (i) the filling of vacancies in the Board of Directors or in any committee; (ii) the fixing of compensation of the directors for serving on the Board or on any committee; (iii) the amendment or repeal of the Bylaws or the adoption of new Bylaws; (iv) the amendment or repeal of any resolution of the Board that by its own terms is not so amendable or repealable; (v) the removal of directors; and (vi) the removal of officers.

Minutes of the proceedings of any such committee shall be kept and shall be submitted to the Board at its next meeting. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. The Board of Directors may create such additional special committees as it deems desirable. The members of such committees shall be appointed by the Chair of the Board or the President if there is no Chair of the Board, with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees.

Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty under the law to the Corporation.

Committees other than standing or special committees of the Board shall be designated as Committees of the Corporation. Such committees shall be elected or appointed in the same manner as officers of the Corporation. Provisions of these Bylaws and the New York Not-for-Profit Corporation Law applicable to officers generally shall apply to members of such committees.

Section 1.13. *Compensation of Directors.* The Corporation shall not pay compensation to directors for serving as such. The Board may if circumstances warrant authorize reimbursement of expenses incurred by directors in the performance of their duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE II

Officers, Agents and Employees

Section 2.01. *General Provisions.* The Board of Directors shall elect or appoint a President and a Secretary, and it may elect or appoint a Chair of the Board, one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers. The officers shall be elected or appointed at the annual meeting of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers may not receive compensation for services rendered to the Corporation. The Board may require any officer to give security for the faithful performance of her duties.

Section 2.02. *Term of Office and Removal.* Each officer shall hold office for the term for which she or he is elected or appointed and until her successor has been elected or appointed and qualified. The Board may remove any officer at any time with or without cause. The removal of an officer without cause shall be without prejudice to her contract rights, if any. The election or appointment of an officer shall not in itself create contract rights.

Section 2.03. *Powers and Duties of the Chair of the Board.* The Chair of the Board (if there is one) shall preside at all meetings of the Board at which the Chair is present and shall perform such other duties as the Board may designate. In the event that the President is absent or unable to act, the Chair of the Board shall perform the duties and may exercise the powers of the President. The performance of any such duty by the Chair of the Board shall be conclusive evidence of the Chair's power to act.

Section 2.04. *Powers and Duties of the President.* The President shall be the chief executive officer of the Corporation. In the absence of the Chair of the Board (or if there is none), the President shall preside at all meetings of the Board at which the President is present. The President shall have general charge of the business and affairs of the Corporation.

Section 2.05. *Powers and Duties of Vice Presidents.* A Vice President (if there is one) shall have such powers and perform such duties as the Board of Directors or the President may prescribe. In the event that the President (and the Chair of the Board, if there is one) is absent or unable to act and unless the Board shall otherwise provide, the Vice President who has served in that capacity for the longest time and who shall be present and able to act shall perform all the duties and may exercise any of the powers of the President. The performance of any such duty by a Vice President shall be conclusive evidence of such Vice President's power to act.

Section 2.06. *Powers and Duties of the Secretary.* The Secretary shall have charge of the minutes of all proceedings of the Board of Directors and shall attend to the giving of all notices to directors. The Secretary shall have charge of the seal of the Corporation and shall attest the same whenever required. The Secretary shall have charge of the records of the Corporation and of such other books and papers as the Board may direct and shall have all such powers and duties as generally are incident to the position of Secretary or as may be assigned by the President or the Board.

Section 2.07. *Powers and Duties of the Treasurer.* The Treasurer (if there is one) shall have charge of all funds and securities of the Corporation, shall endorse the same for deposit or collection when necessary, and shall deposit the same to the credit of the Corporation in such banks or depositories as the Board of Directors may authorize. The Treasurer may endorse all commercial documents requiring endorsements for or on behalf of the Corporation and may sign all receipts and vouchers for payments made to the Corporation and shall have all such powers and duties as generally are incident to the position of Treasurer or as may be assigned by the President or by the Board. [In the event there is no Treasurer, such powers shall be assumed by the President.]

Section 2.08. *Powers and Duties of Assistant Secretaries.* In the event that the Secretary is absent or unable to act, an Assistant Secretary (if there is one) may perform all the duties and exercise all the powers of the Secretary. The performance of any such duty shall be conclusive evidence of such Assistant Secretary's power to act. An Assistant Secretary shall also perform such other duties as the Secretary or the Board of Directors may assign.

Section 2.09. *Powers and Duties of Assistant Treasurers.* In the event that the Treasurer is absent or unable to act, an Assistant Treasurer (if there is one) may perform all the duties and exercise all the

powers of the Treasurer. The performance of any such duty shall be conclusive evidence of such Assistant Treasurer's power to act. An Assistant Treasurer shall also perform such other duties as the Treasurer or the Board of Directors may assign. Any such Assistant Treasurer may be an individual, a bank, or a trust company, as the Board of Directors may determine.

Section 2.10. *Agents and Employees.* The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. The removal of an agent or employee without cause shall be without prejudice to his or her contract rights, if any. The appointment of an agent or employee shall not itself create contract rights.

Section 2.11. *Compensation of Agents and Employees.* The Corporation may pay compensation to agents and employees for services rendered to the Corporation in such reasonable amounts as may be fixed from time to time by the vote of a majority of the entire Board or, if the Board delegates the power to fix compensation of agents and employees to any other officer, agent, or employee, by such other officer, agent, or employee. The Board may require an agent or employee to give security for the faithful performance of her duties.

ARTICLE III

Liability and Indemnification of Directors, Officers, and Employees

Section 3.01. *Liability.* Except as otherwise provided by law, no director or officer of the Corporation serving without compensation shall be liable to any person other than the Corporation based solely on such director's or officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

Section 3.02. *Indemnification of Directors, Officers, and Employees.* Except as provided in Section 3.03, the Corporation shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director, officer, or employee of the Corporation who serves or served the Corporation or, at the request of the Corporation, serves or served any other corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity. In addition, the Corporation shall advance such person's related and reasonable expenses, including attorneys' fees, experts' fees, and consultants' fees upon receipt of an undertaking by or on behalf of such person to repay such advancement if she or he is ultimately found not to be entitled to indemnification hereunder.

Notwithstanding the foregoing, for any period during which the Corporation may be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not indemnify any such person to the extent such indemnification would constitute an act of self-dealing under Section 4941 of the Code.

Section 3.03. *Limitations on Indemnification.* The Corporation shall not indemnify any person described in Section 3.02 if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person's testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or such person's testator or intestate personally gained a financial profit or other advantage to which she or he was not legally entitled.

Section 3.04. *Insurance.* The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its directors, officers, and employees to the full extent such insurance is permitted by law.

ARTICLE IV

Loans to Directors or Officers

Section 4.01. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers or to any other corporation, firm, association, or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest, provided, however, that the Corporation may make a loan to any corporation which is organized under the Not-for-Profit Corporation Law of the State of New York as a charitable corporation.

ARTICLE V

Contracts, Checks, Bank Accounts and Investments

Section 5.01. *Checks, Notes and Contracts.* The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, documents, and other orders or obligations for the payment of money.

Section 5.02. *Investments.* The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, including stocks, bonds, or other securities, as the Board of Directors may deem desirable.

ARTICLE VI

Amendments

Section 6.01. These Bylaws may be amended or repealed and new Bylaws may be adopted at any time by vote of the Board of Directors. ARTICLE VII

Fiscal Year

Section 7.01. The fiscal year of the Corporation shall begin on the first day of January and terminate on the last day of December in each calendar year.

ARTICLE VIII

Records and Books to be Kept

Section 8.01. The Corporation shall keep at its principal office in the State of New York correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain (i) a copy of the Certificate of Incorporation, (ii) a copy of these Bylaws, (iii) all minutes of meetings of the Board of Directors and any committee of the Corporation, and (iv) a current list of the directors and officers of the Corporation and their residence addresses.

Any of the books, minutes and records of the Corporation may be in written form or any other form capable of being converted into written form within a reasonable time.