

BYLAWS
OF
EXECUTIVE WOMEN IN HEALTHCARE, INC.

ARTICLE I.
NAME

Section 1.1 Name. **The name of this Corporation shall be Executive Women in HealthCare, Inc., hereinafter referred to as "Corporation".**

ARTICLE II
MEETINGS OF MEMBERS

Section 2.1 Annual Meeting. An annual meeting of the members of the Corporation shall be held during December for the transaction of the business of the Corporation as may come before the members. All members shall be notified of the meeting time and location.

Section 2.2 Regular and Special Meetings. Regular and special meetings of the members may be called by the President, the Board of Directors or not less than one-third of the members having voting rights.

Section 2.3 Place of Meeting. The Board of Directors may designate any place of meeting for any annual, regular or special meeting called by the Board of Directors.

Section 2.4 Notice of Meetings. A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered to each member of record at the address which appears on the records of the Corporation, at least five (5) days before the date of the meeting. Notice of any meeting of members may be waived in writing filed with the secretary or by attendance in person.

Section 2.5 Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without meeting if a consent is in writing, setting forth the action so taken, and signed by eighty percent (80%) of the members entitled to vote with respect to the subject matter thereof.

Section 2.6 Quorum. A majority of persons qualified to vote as members at any meeting, represented in person, shall constitute a quorum.

Section 2.7 Voting List. The President of the Corporation, or designee, shall keep at all times, at the principal office of the Corporation, a complete and accurate list of all members entitled to vote at any meeting of the members which may be inspected by any member, for any purpose, at any reasonable time.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors.

Section 3.2 Number and Tenure. The number of Directors shall be not less than three (3) nor more than fifteen (15). Each Director shall hold office for a term of three (3) years or until his successor shall have been elected and qualified. Each Director shall be eligible for re-election. The Board of Directors shall have the right to increase or decrease within the limits prescribed by the Articles of Incorporation the number of Directors by a vote of the majority of the Directors present at a properly called meeting of the Board of Directors. The Board of Directors shall be elected from the slate submitted by the nominating committee pursuant to Section 5.5 of the Bylaws. Failure of a Director to attend three (3) consecutive Board meetings shall be considered resignation from the Board.

Section 3.3 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members without other notice than these Bylaws. The Board of Directors may provide, by resolution, the time and place for any additional regular meetings of the Board without other notice than such resolution.

Section 3.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting called by them.

Section 3.5 Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered to each director at his mailing or email address as shown by the records of the Corporation. Any director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 3.6 Quorum. A majority of the entire Board of Directors shall constitute a quorum at a meeting of the Board of Directors. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

Section 3.7 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.8 Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent to such action is signed by all directors, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 3.9 Power to Appoint Executive Committee. The Board of Directors shall have the power to appoint, by resolution, an executive committee composed of two or more Directors, who, to the extent provided in such resolution and pursuant to Indiana law, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 3.10 Power to Make Bylaws. The Board of Directors shall have the power to make and alter any bylaw or bylaws including the fixing and altering of the number of Directors.

Section 3.11 Power to Elect and Appoint Officers. The Board of Directors shall select a president who shall also serve as Chairman of the Board, one or more vice-presidents, a secretary and a treasurer. The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for transactions of the business of the Corporation. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the interest of the Corporation will be served thereby. The Board shall also have power to fill any vacancy in any office occurring for any reason whatsoever.

Section 3.12 Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 3.13 Dues. The Board of Directors shall have the authority to establish dues for membership.

Section 3.14 Conflict of Interest. The members of the Board of Directors shall have an obligation to disclose any conflict of interest with respect to the Corporation's activities. When appropriate, Board members shall be expected to abstain from voting on certain matters when a conflict of interest has been identified.

ARTICLE IV **OFFICERS**

Section 4.1 Officers. The Board of Directors shall elect or appoint the officers of the Corporation. The officers of the Corporation shall be a president, a vice-president as president elect, a secretary, a treasurer and such other officers as may be deemed desirable by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 4.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office for one year or until his successor shall have been duly elected and shall have qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for reelection.

Section 4.3 President. The President shall be the chief executive officer of the Corporation. She shall preside at all meetings of the Board of Directors and membership. Under the Board's direction she shall have general supervision over the affairs of the Corporation and over the other officers. She shall sign all written contracts of the Corporation. She shall perform all such other duties as are incident to this office.

Section 4.4 Vice-President. The Vice-President shall act in the capacity of a President-Elect and seek experience and direction from the President during her term as Vice President in order to prepare for the chief executive duties as President during the following year. The Vice President shall perform the duties specified in Section 4.3 of this Article in the absence or disability of the president. In addition, she shall perform duties and assignments which may from time to time be delegated by the President or the Board.

Section 4.5 Treasurer. The Treasurer shall have custody of all monies and securities of the Corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of her office. She shall perform all such other duties as are incident to this office as Treasurer.

Section 4.6 Vacancies. Vacancies among elected and appointed officers occurring during the annual terms thereof shall be filled by the Board of Directors.

ARTICLE V **MEMBERSHIP**

Section 5.1 Membership. Membership shall consist of one (1) category: Individual.

Section 5.2 Individual Membership. Those individuals paying dues established by the Board pursuant to Section 3.13 of the Bylaws shall be individual members. Individual Membership shall be on a calendar basis. Individual members are eligible to serve on the Board of Directors, act as officers of the Corporation and vote on those issues coming before the Membership.

Section 5.3 Standing and Special Committees. The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and effect the purposes of the Corporation. Such committee shall perform as the President or the Board of Directors may direct in a manner consistent with Indiana law.

Section 5.4 Nominating Committee. The Nominating Committee shall be chaired by the Vice President, consist of the President, Vice President, Treasurer and, if available, the Immediate Past President. The Nominating Committee shall submit nominations for appointment, reappointment or to fill vacancies on the Board. This slate, upon approval by the Board, shall be submitted to the membership for consideration and action.

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1 Contracts. The Board of Directors 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 6.2 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 of Directors.

Section 6.3 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 of Directors may select.

Section 6.4 Gifts. **The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.**

ARTICLE VII
BOOKS AND RECORDS

Section 7.1 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 members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE V III
FISCAL YEAR

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE IX
CORPORATE INDEMNIFICATION

Section 9.1 Indemnification. To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation as provided in the Nonprofit Corporation Act.

ARTICLE X
AMENDMENTS TO BYLAWS

Section 10.1 Amendments. These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors, provided that the text of the proposed amendments shall have been sent to all Directors with the call for the meeting at least ten (10) days in advance of such meeting.

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IN WITNESS WHEREOF, the undersigned, who represent the entire Board of Directors of the Corporation, do hereby execute these Bylaws and certify the truth of the facts herein stated, as of this ____ day of ____, 2009.

Donna Cameron

Julie Reed

Leeanne Coons

Kathy Sharp

Rita Goldenberg

Amanda Smith

Kathryn Horton

Linda Sturges

Sara Johnson

Linda Wilgus

Karen Porter