
BYLAWS
OF
WBO OF DENTON COUNTY, INC.
(NON PROFIT)

ARTICLE I - CORPORATE CHARTER AND OFFICES

1. CORPORATE CHARTER PROVISIONS

Each provision of the Corporation's Charter shall be observed until amended by Restated Articles or Articles of Amendment duly filed with the Texas Secretary of State.

2. REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be maintained at 2980 Long Prairie Road, Flower Mound, Texas 75022. The name of the registered agent of the Corporation at such address is Kathy Duke. The registered office or the registered agent, or both, may be changed by resolution of the Board of Directors, upon filing the statement required by law.

3. PRINCIPAL OFFICE

The principal office of the Corporation shall be the physical address of the then current President, provided that the Board of Directors shall have power to change the location of the principal office at its discretion.

4. OTHER OFFICES

The Corporation may also have other offices at such places, within or without the State of Texas, where the Corporation is qualified to do business as the Board of Directors may from time to time designate, or as the business of the Corporation may require.

ARTICLE II – ADDRESS OF THE CORPORATION

The physical address of the Corporation shall be the address of the then current President.

ARTICLE III – MEMBERS

1. VOTING MEMBERS

Shall be women business owners who are individual partners or stockholders that exercise the power to make policy decisions and are actively involved in the day-to-day management of the firm. A member in this classification has one (1) vote and may participate in MasterMind.

2. NON-VOTING MEMBERS

a. Independent Consultants: Shall be individuals who are independent contractors including but not limited to non-broker realtors and multi-level marketing representatives. Independent Consultants may participate in MasterMind.

b. Supporting Members: Shall be an employee of a voting member.

ARTICLE IV - DIRECTORS

1. BOARD OF DIRECTORS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors. Directors need not be residents of the State of Texas or members in the Corporation. Directors when used in relation to any power or duty requiring collective action means "Board of Directors."

2. NUMBER AND ELECTION OF DIRECTORS

The number of directors shall be eleven (11) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The then current Board of Directors shall appoint a director to hold the position relinquished by the vacating directors.

Members shall elect the Board of Directors at the annual meeting of the membership in September. The term of office shall be January 1 to December 31. The Board of Directors shall consist of the President, President Elect, Secretary, Treasurer and Immediate Past President and 6 (six) at large directors.

Three at large directors shall serve for one year, three at large directors shall serve for two years, and the officers shall serve during their term of one year plus an additional one year.

A vote to remove a Director shall be held by the Board of Directors and only be held when all Directors are present and only an act of a 2/3 majority of the Board of Directors shall be the act of the Directors for purposes of removal of a Director. The Director subject to removal shall not vote in the removal action.

3. VACANCIES

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the remaining directors, though less than a quorum of the board. A director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at the annual meeting or at a special meeting of the Members called for that purpose. A reduction of the authorized number of Directors shall not remove any Director prior to the expiration of that Directors' term of office.

4. ANNUAL MEETING OF DIRECTORS

The Board of Directors shall hold an annual meeting on the first Tuesday of September at which they shall transact such other business as shall come before the meeting.

5. REGULAR MEETING OF DIRECTORS

A regular meeting of the Board of Directors may be held at such time as shall be determined from time to time by resolution of the Board of Directors.

6. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by two directors. Such special meeting shall be held at the time specified in the notice of meeting.

7. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors (annual, regular or special) shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting.

8. NOTICE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors (annual, regular or special) shall be held upon five (5) days' written notice stating the date, place and hour of meeting delivered to each director either personally, by email, facsimile or by mail or at the direction of the President or the Secretary or the officer or person calling the meeting.

In any case where all of the directors execute a waiver of notice of the time and place of meeting, no notice thereof shall be required, and any such meeting (whether annual, regular or special) shall be held at the time and at the place (either within or without the State of Texas) specified in the waiver of notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the directors attend a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

9. QUORUM OF DIRECTORS

A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Notwithstanding the foregoing, the removal of a director shall be controlled by Article II herein.

10. COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the board, provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

11. MEETINGS BY TELEPHONE CONFERENCE OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions for notice required by these Bylaws and the Business Corporation Act for notice of meetings, Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all Persons participating in the meeting can hear each other. Or, another suitable electronic communications system may be used including videoconferencing technology or the Internet, but only if, each Director entitled to participate in the meeting consents to the meeting being held by means of that system and the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant. Participation in such meeting shall constitute attendance and presence in person at such meeting, except where a Person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

12. EXECUTIVE COMMITTEE

The Board of Directors may at any time appoint from among its members an executive committee and one or more other committees, each of which so appointed shall have such power and authority to conduct the business and affairs of the Corporation as is vested by law, the Articles of Incorporation, and these Bylaws in the Board of Directors as a whole, except that it may not take any action that is specifically prohibited to the Board of Directors by statute or that is specifically required by statute to be taken by the entire Board of Directors. Members of the executive committee shall receive such compensation as the Board of Directors may from time to time

provide. Each Director shall be deemed to have assented to any action of the executive committee unless he shall, within seven (7) days after receiving actual or constructive notice of such action, deliver his written dissent thereto to the Secretary of the Corporation. Members of the executive committee shall serve at the pleasure of the Board of Directors.

The Board of Directors, by an affirmative vote of a majority of the members constituting the Board of Directors, may appoint other committees which shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board. A majority of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors shall otherwise provide. The Board of Directors, by such affirmative vote, shall have power at any time to change the powers and members of any such committees, to fill vacancies, and to dispose of any such committee.

13. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

A quorum of the directors may adjourn and Directors meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place is fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set time and place if notice is duly given to the absent members, or until the time of the next regular meeting of the board.

14. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Board of directors shall authorize the Corporation to pay or reimburse any present or former Director or officer of the Corporation any costs or expenses actually and necessarily incurred by that officer in any action, suit, or proceeding to which the officer is made a party by reason of holding that position, provided, however, that no officer shall receive such indemnification if finally adjudicated herein to be liable for negligence or misconduct in office. This indemnification shall extend to good-faith expenditures incurred in anticipation of threatened or proposed litigation. The Board of Directors may, in proper case, extend the indemnification to cover the good-faith settlement of any such action, suit, or proceeding, whether formally instituted or not.

15. INSURING DIRECTOR, OFFICER, AND EMPLOYEES

The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee, or agent of the Corporation, or on behalf of any person serving at the request of the venture, trust, or other enterprise, against any liability asserted against that person and incurred by that person in any such corporation, whether or not the Corporation has the power to indemnify that person against liability for any of those acts.

ARTICLE V - OFFICERS

1. OFFICERS ELECTION

The officers of the Corporation shall be a President, President-elect, a Secretary, a Treasurer, and an Immediate Past President. The Corporation may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries and one or more Assistant Treasurers.

All officers and assistant officers shall be elected by the Board of Directors to serve until the next annual meeting of members or until their successors are elected.

2. VACANCIES

If any office becomes vacant for any reason, the Board of Directors may fill the vacancy.

3. POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

4. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

The President or any Assistant Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall; be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting.

5. ASSISTANT VICE-PRESIDENTS

The Assistant Vice-Presidents in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the president, and they shall perform such other duties as the Board of Directors shall prescribe.

6. THE SECRETARY AND ASSISTANT SECRETARIES

The Secretary shall attend all meetings of the board and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

The Assistant Secretary shall in order of their rank as fixed by the Board of Directors, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and they shall perform such other duties as the Board of Directors shall prescribe.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the board shall be recorded by such person as shall be designated by the President or by the Board of Directors.

7. THE TREASURER AND ASSISTANT TREASURERS

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the corporation's books of account and shall render to the President and directors an account of all of his transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President for his attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Board of Directors shall prescribe.

8. REMOVAL AND RESIGNATION

Any officer may be removed, with cause, by vote of a 2/3 majority of the Board of Directors at any regular or special meeting of the Board of Directors, or, except in case of an officer chosen by the Board of Directors, any committee or officer upon whom may confer that power of removal by the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, or the person removed. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect on the date of the receipt of that notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

9. COMPENSATION OF OFFICERS

No officer shall receive compensation for his/her services as an officer. The officer may be reimbursed for reasonable out-of-pocket expenses.

ARTICLE VI - CORPORATE RECORDS AND ADMINISTRATION

1. MINUTES OF CORPORATE MEETINGS

The Corporation shall keep at the principal office, or at the office of the transfer agent, a register showing the names of the Directors and their addresses and the names of the members and their addresses. The above information may be kept on an information storage device such as a computer, provided that the device is capable of reproducing the information in clearly legible form.

2. BOOKS OF ACCOUNT

The Corporation shall maintain correct and adequate accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. The corporate bookkeeping procedures shall conform to accepted accounting practices for the Corporation's business or businesses. Subject to the foregoing, the chart of financial accounts shall be taken from, and designed to facilitate preparation of, current corporate tax returns. Any surplus, including earned surplus, paid-in surplus, and surplus arising from a reduction of stated capital, shall be classed by source and shown in a separate account.

The Corporation will, on an annual basis, have the financial documents of the corporation reviewed by a Certified Public Accountant chosen by the Board of Directors.

At the end of each three year period, commencing with the period ending December 2007, the Corporation will be audited by a Certified Public Accountant approved by the Board of Directors.

3. INSPECTION OF CORPORATE RECORDS

A member demanding to examine the Corporation's books or records may be required to first sign an affidavit that the demanding party will not directly or indirectly participate in reselling the information and will keep it confidential other than in use for proper purposes reasonably related to the member's role. A member who insists on examining the records while refusing to sign this affidavit thereby resigns as a member.

4. WAIVER OF NOTICE

Any notice required by law or by these Bylaws may be waived by execution or a written waiver of notice executed by the person entitled to the notice. The waiver may be signed before or after the meeting.

5. MANAGEMENT OF FUNDS

Any institutional and endowment funds shall be handled pursuant to the Uniform Management of Institutional Funds Act. (Texas Property Code Sections 163.001 et seq.)

ARTICLE VII - AMENDMENT OF BYLAWS

Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the Directors, subject to repeal or change by action of the members.

ARTICLE VIII - MANAGEMENT OF CORPORATION'S ASSETS

The assets of the Corporation shall be held, managed and invested by the Board of Directors, however, at no time may said assets be used or administered other than in furtherance of charitable purposes, within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986, as hereafter amended. All investments of funds of the Corporation shall be first approved by the Board of Directors.

ARTICLE IX - DISSOLUTION

Upon the liquidation of dissolution of the Corporation, its assets, if any remain after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to and only to, any one or more organizations qualified as exempt under Section 501 (c) (6) of the Internal Revenue Code of 1986, as hereafter amended. No part of the assets or the net earnings current or accumulated of the Corporation shall inure to the benefit of a private individual.

ARTICLE X - LOANS TO DIRECTORS AND OFFICERS

The Corporation shall not make loans.

ARTICLE XI
PAYMENT OF DIVIDENDS AND DISTRIBUTION OF INCOME TO DIRECTORS AND
OFFICERS PROHIBITED

A dividend may not be paid, and any part of the income or profit of the Corporation may not be distributed to the Directors or officers.

ARTICLE XII - MISCELLANEOUS

1. **INFORMAL ACTION**

Any action required to be taken or which may be taken at a meeting of the directors of the executive committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors of the executive committee, as the case may be, entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the directors of the executive committee, as the case may be, at a meeting of said body.

2. **SEAL**

The corporate seal shall be circular in form and shall contain the name of the corporation, and an image of the Lone Star. The seal may be used by causing it or a facsimile to be impressed or affixed or in any other manner reproduced. The corporate seal may be altered by order of the Board of Directors at any time.

3. **CHECKS, DRAFTS, ETC.**

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer of the Corporation and the approved officer(s) shall be determined from time to time by Resolution of the Board of Directors. Notwithstanding the foregoing, any check, draft, or instrument for payment of money or notes of the Corporation, in excess of \$499.99 shall be signed by two officers.

4. **FISCAL YEAR**

The fiscal year of the Corporation shall be as determined by the Board of Directors.

5. **DIRECTORS' ANNUAL REPORT TO MEMBERS**

The Board of Directors shall present at each annual meeting a full and clear statement of the business and condition of the Corporation.

6. **NO AUTHORITY ABSENT SPECIFIC AUTHORIZATION**

These Bylaws provide certain authority for the execution of instruments. The Board of Directors, except as otherwise provided in these Bylaws, may additionally authorize any officer or officers, agent or agent, 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. Unless expressly authorized by these Bylaws or the Board of Directors, no office, agent, or employee shall have any power of authority to bind the Corporation by any contract or engagement nor to pledge its credit nor to render it pecuniarily liable for any purpose or in any amount.

7. EXECUTION OF CERTAIN INSTRUMENTS

Formal contracts of the Corporation, promissory notes, deed, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Corporation, other corporate documents, and certificates of ownership of liquid assets held by the Corporation shall be signed or endorsed by the President and by the Secretary, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

8. ANNUAL MEETING

The annual meeting of the Corporation will be held on the first Tuesday of September.

9. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE XIII - ADOPTION OF INITIAL BYLAWS

The Board of Directors adopted the foregoing bylaws on this _____ day of _____, 2005.

, Secretary

**ATTESTED TO, AND CERTIFIED BY:
WBO OF DENTON COUNTY, INC.**

Tamera Bennett, Director

Diana Carey, Director

Angie Cox, Director

Glenda Duke, Director

Kathy Duke, Director

Toni Reeder, Director

Phyran Reuss, Director

Dr. C. Jeannine Sandstrom, Director

Barbara Saunders, Director

