

BYLAWS
OF
SWEDISH WOMEN'S EDUCATIONAL ASSOCIATION
INTERNATIONAL, INC.

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**BYLAWS
OF
SWEDISH WOMEN'S EDUCATIONAL ASSOCIATION
INTERNATIONAL, INC.**

ARTICLE I NAME; DEFINITIONS

The name of this organization shall be "Swedish Women's Educational Association International, Inc." (hereinafter referred to as "SWEA International" or "SWEA"). Terms not otherwise defined herein shall have the meanings ascribed to them on Schedule A hereto.

ARTICLE II ORGANIZATION

SWEA International is organized as a Nonprofit Public Benefit Corporation under the laws of the State of California. SWEA shall have as its subordinate organizational elements Regional Organizations and Chapters worldwide.

All Regional Organizations shall be created, organized and operated in accordance with these Bylaws as they may be amended from time to time by SWEA International's Board of Directors. All Chapters of SWEA International shall be governed by and adopt the rules, objectives and purposes set forth in the General Bylaws for Chapters of SWEA International, the Chapter Agreement entered into between SWEA and each Chapter, as amended from time to time by the Board of Directors, and as otherwise may be duly determined by such Board.

ARTICLE III OBJECTIVES AND PURPOSES

Section 1. Identity and Goals.

SWEA International is a global non-profit organization for Swedish and Swedish speaking women.

The objectives and purposes of SWEA International shall be:

- (i) to engage in activities related to the support, preservation, promotion and development of Swedish history, language, culture and tradition in the world;
- (ii) to further worldwide friendship and personal growth among Swedish and Swedish speaking women;
- (iii) to support education through SWEA International's scholarship funds and other awards of scholarships;
- (iv) to assist members of SWEA to adjust and integrate into a new country and when moving back to Sweden; and
- (v) to support projects determined by the Board of Directors of SWEA International to be of Swedish interest and of special concern to Swedish women.

SWEA International is not organized for the private gain of any person.

Section 2. Charitable Donations.

The assets of SWEA shall be used solely for such educational and charitable projects as shall be decided by SWEA's Board to be of concern to SWEA International pursuant to the provisions of Section 1 of this Article III.

Charitable Donations and Scholarship Committees shall propose to the Board of Directors appropriate projects for the allocation of funds.

ARTICLE IV OFFICES

The location of the principal executive office of SWEA International shall be fixed at any place within or outside the state of California as determined by the Board of Directors from time to time. If the principal executive office is located outside the State of California and SWEA International has one or more business offices in the State of California, the Board of Directors shall fix and designate a principal business office in the State of California.

ARTICLE V NONPARTISAN ACTIVITIES

SWEA International is organized as a Nonprofit Public Benefit Corporation under the California Nonprofit Corporation Law for the educational and charitable purposes described under Article III above, and it shall be nonprofit and nonpartisan.

No substantial part of the activities of SWEA International shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and SWEA International shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people of any jurisdiction for a vote.

SWEA International shall not engage in any activities or exercise any powers that are not in furtherance of the objectives and purposes described under Article III above.

ARTICLE VI DEDICATION OF ASSETS

Section 1. General.

The properties and assets of SWEA International shall be irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties or assets of SWEA International shall ever inure to the benefit of any Director or Officer of SWEA International, a Regional Organization or Chapter, any Individual SWEA Chapter Member or to the benefit of any private person or individual, except that SWEA International shall be authorized and empowered to make payments and distributions in furtherance of the objectives and purposes set forth in these Bylaws.

Section 2. Distribution Upon Liquidation or Dissolution

Upon liquidation or dissolution, all properties, assets and obligations of SWEA International remaining after legal payment of outstanding debts and liabilities, shall be distributed and paid over to an organization or organizations dedicated to educational and/or charitable purposes similar or related to those of SWEA International, provided that the recipient organization continues to be dedicated to the exempt purposes specified in Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

ARTICLE VII CONTRIBUTIONS ; NO MEMBERS

Section 1. Contributions.

Any person or entity may donate or otherwise contribute funds in accordance with applicable law to support the objectives and purposes of SWEA International. Each Chapter shall contribute to SWEA International such portion of sums lawfully received by it (whether in the form of donations or otherwise) as shall be decided by the Board of Directors of SWEA International from time to time. Except for the payment of expenses, administrative costs and fees as described in these Bylaws and by resolution of the Board, all funds contributed shall be exclusively dedicated to support the educational and charitable purposes of SWEA International set forth under Article III of these Bylaws.

Section 2. No Members.

SWEA International shall have no members as that term is defined in Section 5056 of the California Corporations Code, or otherwise.

ARTICLE VIII SWEA INTERNATIONAL BOARD OF DIRECTORS; OFFICERS AND MEETINGS

Section 1. SWEA Board of Directors

(a) Duties and Powers

Subject to the provisions of the California Nonprofit Corporation Law, any limitations in its Restated Articles of Incorporation (as they hereafter may be duly amended) and these Bylaws, the business and affairs of SWEA International shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors which shall be constituted as contemplated by Section 1(b) of this Article VIII.

(b) Directors; Terms of Office and Succession

(i) **Directors.** The authorized number of members of SWEA International's Board of Directors shall be not less than five nor more than twenty five, with the exact number to be fixed within that range by resolution duly adopted by the Board so as to comply with the formulation set forth in the immediately following sentence. In that regard, the exact number of Directors shall at all times equal the number of Regional Organizations plus three, provided, however, that immediately upon the occurrence of any event specified in the second sentence of Section 1(d) of this Article VIII, the authorized number of Directors shall be reduced by one to reflect the effects of such occurrence. Within the foregoing limitations, the Directors shall be the (i) President of SWEA International, (ii) Vice President of SWEA International, (iii) Founder and (iii) each Regional President. The Directors shall be the only individuals entitled to vote on matters brought before the Board.

Only Individual SWEA Chapter Members affiliated with Chapters in good standing are eligible to serve as members of the Board of Directors of SWEA International.

(ii) **Special Advisors.** The Board of Directors may from time to time seek and receive advice from Special Advisors, none of whom shall be entitled to vote on matters brought before the Board, but each of whom may be invited to participate in any proceedings of, and to render such advice to, such Board as it may request.

(iii) **Terms of Office.** SWEA International's President and Vice President shall take and hold their respective offices (as well as their positions on the Board) for two-year terms commencing on January 1 of the calendar year immediately following that in which they are duly elected by the SWEA Chapters in good standing in accordance with Article VIII, Section 2 (b) of these Bylaws. Directors serving as such by virtue of their election as the first Regional Presidents shall each take office and assume their roles as Directors for a two-year term commencing upon final adjournment of SWEA International's 2002 Annual Meeting and shall hold those positions through April 30, 2004. Directors serving as such by virtue of their election as Regional Presidents subsequent to the first elections to those positions shall hold such Regional Officer and Directorships for terms commencing on May 1 and ending on April 30 two years later.

Except for the Founder, with respect to whom such limitations shall not apply, no individual may serve as a Director for more than an aggregate of six consecutive years in any combination of Board positions and no such individual may hold the same Board position for more than a total of four years during her lifetime.

(c) Additional Resources.

The Board shall also be entitled to invite those individuals (including without limitation all or any Special Advisors and the Administrator) that it deems appropriate to attend any or all of the Board's meetings. Such invited participants shall be entitled to speak and otherwise participate in Board meetings subject to policies and guidelines therefor that may be articulated by such Board; however, under no circumstances shall any such invitee (including any Special Advisor) have any right to vote on any matter subject to determination by the Board.

(d) Founder

As described in Section 1(b) of this Article VIII, the Founder shall serve as a Director. Such Founder's service as a Director shall continue without interruption until the earlier to occur of her resignation, removal, death, physical or mental incapacity to perform the functions of a Director.

(e) Resignation of Directors

A Director may resign before the expiration of her term, provided, however, that, except upon notice to the Attorney General of the State of California, no Director may resign if such action would then leave SWEA without a duly elected Director or Directors in charge of its affairs.

(f) Removal of Directors

Except as contemplated by the immediately following paragraph, (i) SWEA's President and/or SWEA's Vice President may be removed from the Board only following an affirmative vote in favor of such removal by the Chapter Boards of a majority of the Chapters then entitled to vote on her or their election to such Presidency and/or Vice Presidency and (ii) Regional Presidents may be removed from the Board only (x) following an affirmative vote in favor of such removal by a majority of the Chapters then entitled to vote on the affected individual's election as a Regional President or (y) upon termination of the existence of that Regional Organization that such individual has previously represented on the Board.

In addition to the foregoing bases for removal, any Director may be removed for cause in case of fraudulent or dishonest acts, abuse of authority or failure to act in the best interests of SWEA International and be dedicated to its purposes. The Board may declare vacant the office of a Director who has been declared of unsound mind by the final order of a court of competent jurisdiction, who has been convicted of a felony, or who has been found by a final order or judgment of any court of competent jurisdiction to have breached any duty arising under Article 3 commencing with Section 5230 of the California Nonprofit Corporation Law.

(g) Vacancies

In the event that the Board position held by SWEA's President falls vacant for any reason, SWEA's Vice President shall automatically succeed to that vacated position, including all of the rights and powers associated therewith, and shall hold it until the commencement of the term for which a new President is elected in accordance herewith, at which time that newly elected individual shall automatically assume the affected Board position. In the event that the Board position held by SWEA's Vice President falls vacant for any reason (including such Vice President's occupancy of a Board seat vacated by the President), the Board of Directors may appoint an Individual SWEA Chapter Member who possesses the qualifications outlined for the position of SWEA Vice President described in Article VIII, Section 2(b) hereof (and who shall not simultaneously serve as a Regional Director, Regional Officer, Chapter Director or Chapter Officer, which position(s), if any, held by such Individual SWEA Chapter Member she shall resign prior to her appointment as Vice President as contemplated hereby) to succeed to that vacated position, which such appointee shall hold until a new Vice President is elected in accordance with the procedures set forth in these Bylaws. In the event that the Board position(s) held by one or more Regional Presidents fall(s) vacant for any reason (other than that contemplated by Section 1(f)(ii)(y) hereof), then the Regional Vice President of that Regional Organization represented by the absent or departed Regional President shall automatically succeed to that vacated Board position and shall hold it throughout the pendency of such Regional President's temporary inability to perform the functions of a Director, and in the case of a permanent vacancy until a new Regional President for the affected Regional Organization is duly appointed or elected pursuant to Article IX, Section 2(d) hereof, at which time that appointed or newly elected individual shall automatically assume the affected Board seat on the date of commencement of the term for which she is appointed or elected. Vacancies on the Board occasioned by the resignation, removal, death, physical or mental incapacity of the Founder shall not be filled and, as required by Section 1(b) of this Article VIII, in such event the authorized number of Directors shall thereupon automatically be reduced by one.

No reduction of the authorized number of Directors shall have the effect of removing any Director before the expiration of such Director's term of office.

(h) Compensation of Directors and Others

Directors and others invited to participate in Board meetings shall serve without compensation.

(i) Reimbursement of Expenses

The expenses of Regional Directors incurred with respect to their participation in Board meetings shall be paid by the Regional Organizations which they respectively represent.

The Founder shall be reimbursed for travel, hotel, meals and meeting attendance costs, as shall be provided in SWEA's annual budget.

SWEA International's annual budget shall provide funds adequate to reimburse the immediate past President for travel, hotel, meals and meeting attendance costs associated with her attendance at the first Annual Meeting immediately following the expiration of her term of office.

SWEA International's annual budget may, in the Board's discretion, provide funds adequate to reimburse the Special Advisors invited by such Board to participate in its or other meetings, for travel, hotel, meals and meeting attendance costs. The expenses of others invited to participate in Board meetings shall be paid in accordance with the rules defined by the Board from time to time and the SWEA International annual budget shall provide for such expenditures. Expenses other than those defined herein shall be reimbursed according to SWEA policy as decided by the Board from time to time, which determinations of the Board shall be reflected in the SWEA annual budget.

No SWEA Director, Special Advisor or other person shall receive reimbursement of expenses from SWEA International for attendance at Board, Committee, Annual or other meetings if she is compensated therefore by a Regional Organization, by a Chapter, or otherwise.

Section 2. SWEA Officers

(a) Designation.

The officers of SWEA International shall be a President, a Vice President, a Treasurer and a Secretary, as well as such other positions as may be created and filled by the Board in accordance with these Bylaws. SWEA Officers shall possess a good working knowledge of both spoken and written Swedish and English, be Individual SWEA Chapter Members, and have such other qualifications as shall be determined by the Board.

Only Individual SWEA Chapter Members affiliated with Chapters in good standing are eligible to serve as officers of SWEA International.

(b) Election, Qualifications and Terms of SWEA Officers.

(i) **Nominating and Election Procedure for the SWEA President and Vice President.** In every Election Year, the SWEA International Nominating Committee shall prepare a list of qualified and willing candidates for the offices of SWEA President and Vice President in accordance with the rules from time to time adopted by the Board for such candidacies. Candidates shall be solicited verbally and in writing from all Chapters. The election of the Vice President shall take place five weeks later than that of the President to allow full access to qualified Vice Presidential candidates and to allow sufficient time for the Chapters to consider the post-Presidential election leadership needs of SWEA. To be considered for candidacy, names, accompanied by complete résumés, as well as other requested information for all interested Presidential and Vice Presidential candidates must be delivered in writing to the SWEA Nominating Committee by no later than September 15 and November 7, respectively, of the relevant Election Year. After review and consideration, the SWEA Nominating Committee shall submit to the Board a slate of candidates which such Committee believes to be qualified to hold the offices of SWEA President and SWEA Vice President. After consultation and agreement between the SWEA Nominating Committee and the Board on the final composition of the slates, the Board shall refer its final slates of candidates to the Administrator, who shall thereafter administer the election of SWEA's President and Vice President, applying those principles articulated from time to time by the Board. Elections of SWEA's President and Vice President shall be by written ballot cast on behalf of each Chapter by its Chapter Board in accordance with procedural rules defined by the Board.

The Chapter Board of each Chapter, acting by a majority vote thereof, shall cast such Chapter's vote for SWEA President and Vice President. The candidates receiving the largest number of Chapter Board votes cast in accordance with the immediately preceding sentence for the offices of SWEA President and Vice President shall be deemed elected. The final result of elections for SWEA President and Vice President shall be announced by written notice to all members of the Board and to all Chapters by October 31 and December 15, respectively, of the applicable Election Year and the persons so elected to the foregoing positions shall take office on the immediately following January 1.

The terms, duties and other features applicable to SWEA Officers shall be as follows:

(ii) **President.** SWEA's President shall be elected for a two-year term and shall take office on January 1 of the year immediately following the Election Year during which she has been duly elected. She may be re-elected for a second two-year term, to serve as President for a maximum period of four (4) consecutive years. The President shall not simultaneously serve as a Regional Director, a Regional Officer, a Chapter Director or a Chapter Officer. A SWEA President should not be a resident of the same continent as the Vice President. Subject to the control and direction of the Board, the President shall generally supervise, direct and control the business and the affairs, as well as the other SWEA Officers and employees of SWEA International. She shall preside at all meetings of the Board and have such other powers and duties as may be prescribed by that body or these Bylaws. The President shall not be a member of the Nominating Committee but shall be an ex-officio member of all other SWEA Committees.

(iii) **Vice President.** SWEA's Vice President shall be elected for a two-year term and shall take office on January 1 of the year immediately following the Election Year during which she has been duly elected. She may be re-elected for a second two-year term, to serve as Vice President for a maximum of four (4) consecutive years. The Vice President shall not simultaneously serve as a Regional Director, a Regional Officer, a Chapter Director or a Chapter Officer. A SWEA Vice President should not be a resident of the same continent as the President.

The Vice President shall perform such functions appropriate to that office as may be directed by the President or the Board or as may be otherwise prescribed by these Bylaws. In the absence or disability of the President, the Vice President, shall perform all the duties of the President.

(iv) **Treasurer.** SWEA's Treasurer shall be appointed by the Board of Directors for a two-year term and shall take office on such date as the Board may determine. She may be re-appointed for such term or terms as shall be decided by the Board. The Treasurer should not simultaneously hold any Regional President or Vice-President position, nor should she be a member of the Board or any Regional Board at any time during her tenure as Treasurer. The Treasurer shall be the chief financial officer of SWEA. She shall (x) report at meetings of the Board on the financial status of SWEA International, (y) prepare, or cause to be prepared, SWEA's year-end financial statements and an annual budget to be approved by the Board and (z) keep or cause to be kept adequate and correct books and records of account, and keep or cause to be kept monthly financial statements. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall send or cause to be sent to the members of the Board draft year-end financial statements no later than one month before the Annual Meeting and present the final year-end financial statements at each such Annual Meeting. She shall attend the Annual Meeting and such other Board meetings as the Board shall determine. In addition to the foregoing, the Treasurer shall perform such functions appropriate to that office as may be directed by the President or the Board or as may be otherwise prescribed by these Bylaws.

(v) **Secretary.** SWEA's Secretary shall be appointed by the Board of Directors for a two-year term and shall take office on such date as the Board shall determine. She may be re-appointed for such term or terms as shall be decided by the Board. The Secretary should not simultaneously hold any Regional President or Vice-President position, nor should she be a member of the Board or any Regional Board at any time during her tenure as Secretary. The Secretary shall keep, or cause to be kept, at the principal administrative office of SWEA or such other place as the Board may direct, a book of minutes of all meetings and actions of such Board, and SWEA's Committees. She shall attend the Annual Meeting and such other Board meetings as the Board shall determine and keep minutes thereof. She shall perform such functions appropriate to that office as may be directed by the President or the Board or as may be otherwise prescribed by these Bylaws.

(vi) **Other SWEA Officers.** SWEA may have such other SWEA Officers, including without limitation Assistant Vice Presidents, Assistant Treasurers and Assistant Secretaries as the Board, in its sole discretion may determine. The Board, in its sole discretion shall be entitled to appoint and remove such other SWEA Officers, to dictate the length of their terms and the functions they shall perform.

(c) Qualifications

Persons whose names are submitted for nomination as President or Vice President shall possess a good working knowledge of both spoken and written Swedish and English and have such other qualifications as shall be determined by the Board. Candidates for President and Vice President should have been a Chapter President for at least one year and shall have attended at least one Regional Annual Meeting. Candidates for President shall also have attended at least one SWEA International Board of Directors Annual Meeting. All candidates for Directorships shall be Individual SWEA Chapter Members of a Chapter in good standing. Candidates for Treasurer and Secretary shall have such qualifications as shall be determined by the Board.

(d) Removal and Resignation of Officers

Any SWEA Officer (other than SWEA's President and Vice President, who may be removed only as provided in Article VIII, Section 1(f) hereof) may be removed by the vote of a majority of the Directors at any meeting of the Board or by written consent.

Any SWEA Officer may resign at any time by giving written notice to the Board. Any resignation shall take effect on the date that the Board receives such notice or at any later time specified therein, and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

(e) Vacancies in Offices.

A vacancy because of the death, resignation, removal or otherwise of any SWEA Officer other than the SWEA President or Vice President shall be filled by action of the Board. Replacement SWEA Officers so appointed by the Board shall hold office for a term to be determined by the Board of Directors and may or may not be subsequently appointed or elected to that or any other office.

In the event of a vacancy in the office of SWEA's President, SWEA's Vice President shall automatically assume the duties and exercise all the rights and powers of SWEA's President, shall hold such office for the remaining term thereof, shall be eligible for nomination and election to such office in the next Election Year for a two-year term and to re-nomination and re-election thereto for one additional subsequent two-year term, subject to the limitations of Article VIII, Section 1(b)(iii). In the event that the office and Board position held by SWEA's Vice President falls vacant for any reason (including by reason of such Vice President's accession to the office of President in accordance with these Bylaws and consequent occupancy of the Board seat vacated by the President), the Board of Directors may appoint an Individual SWEA Chapter Member who possesses the qualifications outlined for the position under Article VIII, Section 2(b)(iii) hereof (and who shall not simultaneously serve as a Regional Director, Regional Officer, Chapter Director or

Chapter Officer, which positions and offices she shall resign before, and as a condition to, her appointment as Vice President) to succeed to that vacated Vice President position, which such appointee shall hold until a new Vice President is elected in accordance with the procedures set forth in these Bylaws.

(f) Reimbursement of Officer Expenses

The expenses of the President and Vice President, for travel, hotel, meals and meeting attendance costs relative to their participation in Board meetings shall be paid by SWEA International, and be adequately provided for in each SWEA annual budget. The expenses of the Treasurer and Secretary for travel, hotel, meals and meeting attendance costs relative to their participation in Annual Board meetings shall be paid by SWEA International, and be adequately provided for in each SWEA annual budget. The expenses of the Treasurer and Secretary relative to their attendance at other meetings at which the Board requests such attendance shall be paid by SWEA International, and be adequately provided for in SWEA's annual budget. The expenses of other SWEA Officers shall be paid in accordance with the rules defined by the Board from time to time and as provided in the budget. Expenses other than those defined herein shall be reimbursed according to SWEA policy as decided by the Board from time to time and provided in the budget.

No SWEA Officer shall receive reimbursement of expenses from SWEA International for attendance at Board, Committee, Annual or other meetings if she is compensated therefore by a Regional Organization, by a Chapter, or otherwise.

(g) Fees and Compensation of Officers

All SWEA Officers shall serve without compensation.

Section 3. Board of Director Meetings.

(a) Annual Meetings of the Board

No later than April 30 of each year, the Board of Directors shall hold its regular Annual Meeting at a time and place fixed by such Board no later than six months prior thereto. At such meeting the Board shall fill any vacancies in SWEA Offices over which such Board has a right of appointment as contemplated by these Bylaws, appoint persons to such other positions as it may deem appropriate, consider annual reports and audited year-end financial statements, approve budgets, appoint Special Advisors, create such SWEA Committees and elect members thereto and transact such other business as may properly be brought before the meeting.

Annual Meetings shall be open to attendance by all Individual SWEA Chapter Members, provided that, (i) except as specifically determined otherwise by action of the Board, only Directors and SWEA Officers shall be entitled to participate in Board proceedings and (ii) only Directors shall be entitled to vote on matters brought before such Annual Meetings for determination. Presidents of Chapters shall be encouraged to attend Annual Meetings and, in particular, those occurring coincidentally with Conventions; expenses incurred by such Chapter Presidents directly related to attendance at Annual Meetings or Conventions shall be paid by the Chapters they represent.

For any motion to be considered at an Annual Meeting, it shall be (i) forwarded by the proponents to the appropriate Committee for review and consideration no later than three months before the Annual Meeting is scheduled to commence, (ii) signed by three Chapters, one Regional Organization or the Committee properly exercising jurisdiction over the motion's substance and (iii) received by the Administrator in their final form no later than eight (8) weeks prior to the Annual Meeting.

Every second year, unless due to particular circumstances the Board otherwise determines, the Annual Meeting shall be combined with a Convention for all Individual SWEA Chapter Members. Such bi-annual Conventions shall be organized under the Board's auspices and may include cultural events, workshops, forums, lectures, exhibitions and other events conducive to SWEA International's pursuit of its articulated purposes.

The location of Annual Meetings and of bi-annual Conventions shall rotate among continents but shall in all cases be finally determined by action of the Board.

(b) Other Meetings of the Board

(i) Special Meetings.

Special Meetings of the Board may be held at any time or place whenever called by the President or by no fewer than one third (1/3) of the Directors. Notice of a Special Meeting of the Board shall be given in writing by the person or persons calling the meeting at least forty-eight hours prior to its commencement, provided, however, that if the President determines that the business to be considered at a Special Meeting can not be properly addressed via telephone conference and that attendance in person at any such Special Meeting is required for the Board to meet its fiduciary obligations, then any such Special Meeting so requiring personal attendance by Directors and that also requires any Director to travel farther than 100 kilometers, shall be held on no less than three months prior notice thereof.

(ii) **Telephonic Meetings Permitted.**

Members of the Board or any Committee designated by such Board, may participate in a meeting thereof by means of conference telephone or similar communications so long as all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this By-law shall constitute presence in person at such meeting.

(c) ***Conduct of Board and Committee Meetings.***

(i) **Quorum; Vote Required for Action.**

At all meetings thereof, a majority of the whole Board shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

(ii) **Organization.**

Meetings of the Board shall be presided over by the President, if any, or in her absence by the Vice President, or in their absence by a chairwoman chosen at the meeting. The Board shall adopt and amend such rules governing the conduct of its meetings and those of the Committees as it from time to time deems necessary and appropriate. The Secretary shall act as secretary of the meeting, but in her absence the chairwoman of the meeting may appoint any person to act as secretary of the meeting.

(iii) **Informal Action by Directors.**

Any action required or permitted to be taken at any meeting of the Board, or of any Committee composed of Directors to which such Board lawfully delegates any of its authority, may be taken without a meeting if all Directors (in the case of a Board vote) or all Director members of such Committee (in the case of a Committee vote), as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or of such Committee. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of the Directors.

(iv) **Voting**

Voting at any meeting of the Board may be by voice, except in instances when voting by written ballot is specifically required by the Board. Each Director shall be entitled to one vote. The vote of the President shall decide in case of equal votes.

(v) **Notices of Annual Meetings**

Notice of the date, time and place of any Annual Meeting shall be given to each Director by first class mail or any other means of written communication not less than thirty (30) days nor more than ninety (90) days before the date of the meeting, except as provided by Section 3(c)(vii) of this Article VIII for an adjourned meeting. An agenda for the meeting shall be included with all notices of meetings.

(vi) **Waiver of Notice**

Actions taken at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

(vii) **Adjournment.**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Notice of the time and place of a resumed adjourned meeting shall be given to each Director in writing in accordance with the notice provisions of these Bylaws for Annual and Special Meetings, in the event the meeting is adjourned for more than twenty-four (24) hours.

(viii) **Minutes of Meetings.**

Minutes of all Board meetings shall be duly prepared. All minutes, duly adjusted, by two Directors appointed by the Board for this purpose (if necessary to accurately reflect proceedings at any such meeting,) shall be signed by the secretary of the meeting and the President (or by that other person who may have presided at such meeting), and filed at the principal administrative office of SWEA International. The Administrator shall promptly forward copies of all

minutes to all Directors and, if so directed by the Board, to appropriate SWEA Officers, Chapter Presidents and to the chairwomen of all relevant SWEA Committees.

(d) Expenses of Attendance at Meetings.

Expenses of Directors (other than those occupying such positions as a result of their roles as Regional Presidents) directly related to the attendance at, and participation in, Annual and Special Meetings of the Board, and expenses of those invited to attend such meetings, such as the Administrator, Treasurer, the Secretary and the Special Advisors shall be paid in their entirety by SWEA International as set forth in Article VIII, Section 1 (i) and Section 2 (e) .

ARTICLE IX REGIONAL ORGANIZATIONS

Section 1. Organizational Principle and Adjustments

SWEA's fundamental unit shall be its Chapters, the organization and operation of which are addressed in Article X hereof. To facilitate SWEA International's efficient operation and pursuit of its charitable purposes, those Chapters in good standing that are located in Regions from time to time determined by the Board through its due adoption of appropriate resolutions shall cooperate on a regional basis applying the Regional Organization structure described in this Article IX. The Board shall be exclusively entitled at all times to organize and administer the Regional Organizations in accordance with the principles described in this Article IX.

Section 2. Regional Boards of Directors

(a) Composition and Election of Regional Boards

Each Region shall have a Regional Board of Directors. Such Regional Boards of Directors shall be elected to their positions pursuant to this Section 2(a) of Article IX, exclusively by those Chapters which from time to time exist in the applicable Region and are in good standing with SWEA International. The Regional Board of each Region shall be composed of (i) such Region's Regional President duly elected and serving in accordance with Section 3(b) of this Article IX, plus (ii) the duly elected and serving President of each Chapter from time to time existing within the relevant Region. Subject to their resignation, death, disability or removal, as well as the other terms and conditions of these Bylaws, Regional Directors shall hold those positions commencing upon the date they are elected to the offices described in the immediately preceding sentence and shall continue in those positions for so long as they remain in such offices.

Only Individual SWEA Chapter Members of Chapters in good standing are eligible to serve as Regional Directors.

(b) Resignation of Regional Directors

A Regional Director may resign before the expiration of her term by delivery of written notice thereof to the Regional Board and to SWEA's President. Such resignation may take effect immediately upon delivery or at a future date stated in the foregoing written notice.

(c) Removal of Regional Directors

Except as contemplated by the immediately following paragraph, (i) the Regional President may be removed from the applicable Regional Board following an affirmative vote in favor of such removal by a majority of the Chapter Boards then entitled to vote on the applicable Regional President's election to such office and (ii) Chapter Presidents may be removed from the applicable Regional Board only following an affirmative vote in favor of such removal by a majority of the Individual SWEA Chapter Members of that Chapter which she represents.

In addition to the foregoing bases for removal, any Regional Director may be removed for cause in case of fraudulent or dishonest acts, abuse of authority or failure to act in the best interests of SWEA International and be dedicated to its purposes. The Board or the applicable Regional Board may declare vacant the position and office of a Regional Director who has been declared of unsound mind by the final order of a court of competent jurisdiction or who has been convicted of a felony.

(d) Vacancies

All vacancies (whether temporary or permanent) on the Regional Boards (except a vacancy in the Regional Board seat held by the Regional President) shall be filled by the Vice President of the Chapter that elected the Regional Director whose seat is so vacated. Chapter Vice Presidents so filling (i) temporary vacancies on the Regional Boards shall hold such positions throughout the pendency of the applicable Chapter President's inability to perform the functions of a Regional Director and (ii) permanent vacancies on the Regional Boards, shall hold such positions until the next regular annual election of Chapter Officers.

Temporary vacancies in Regional Board positions held by Regional Presidents shall be filled by the applicable Regional Vice President throughout the pendency of the applicable Regional President's inability to perform the functions of that

office.

In the event that the office and Regional Board position held by a Regional President is declared permanently vacant the affected Regional Board shall appoint an Individual SWEA Chapter Member from the relevant Region, qualified pursuant to Article IX, Section 3(b)(ii) hereof for a Regional Presidency position, (and who shall not simultaneously hold any other Regional Officer or Director position, or simultaneously serve as a Chapter Director or Chapter Officer), to succeed to that vacated Regional President's position, which such appointee shall hold until a new Regional President is elected in accordance with Article IX, Section (3)(b)(i) of these Bylaws. She shall be eligible for nomination and election to such office in the next Election Year for a two-year term and to re-nomination and re-election thereto for one additional subsequent two-year term. Permanent vacancies in the Regional Board positions held by Regional Presidents shall be filled by the applicable Regional Vice President in accordance with Article IX, Section 3(a)(ii) hereof until such time as a successor Regional President is duly appointed by the Regional Board or elected pursuant to Article IX, Section 2(d) hereof.

A determination as to whether a vacancy in any Regional Board is temporary or permanent shall be made in the sole discretion of the SWEA Board.

(e) Compensation of Regional Directors and Others

Regional Directors, Regional Officers and others invited to participate in Regional Organization activities shall serve without compensation.

Section 3. Regional Officers

(a) Designated Regional Officers

Each Region of SWEA International shall have a Regional President, a Regional Vice President, a Regional Treasurer and a Regional Secretary, as well as such other positions as may be created and filled by the applicable Regional Board in accordance with these Bylaws. Only Individual SWEA Chapter Members of Chapters in good standing are eligible to serve as Regional Officers.

The duties, terms of office and other features applicable to the foregoing Regional Officers shall be as follows:

(i) **Regional Presidents.** Regional Presidents shall each be elected for a two-year term and may be re-elected for a second two-year term, to serve as Regional President for a maximum period of four (4) consecutive years. Subject to the control and direction of SWEA International's Board of Directors and the applicable Regional Board, Regional Presidents shall generally supervise, direct and control the business and affairs of the Regional Organization in which they serve, as well as the other Regional Officers and employees of such Region. Regional Presidents shall preside at all meetings of the Regional Board on which they shall serve and have such other powers and duties as may be prescribed by that body, the Board of Directors or these Bylaws. Regional Presidents shall not simultaneously hold any other Regional Officer or Director position, nor shall they simultaneously serve as a Chapter Director or Chapter Officer, [except that a Regional Vice President may fill a vacancy in the Regional President's office pursuant to this Article IX, Section 2(d)]. A Regional President should not be a member of the same Chapter as the Vice President of that Region.

(ii) **Regional Vice Presidents.** Each Region shall have a single Regional Vice President who shall be appointed by the relevant Regional Board from among its members to serve for a one-year term. Provided that she is still a Regional Director, she may be re-appointed Regional Vice President for additional one-year terms, to serve as such for a maximum of four (4) consecutive years. Regional Vice Presidents shall perform such functions appropriate to that office as may be directed by the Regional President, the Regional Board, the Board of Directors or as may be otherwise prescribed by these Bylaws. In the absence or disability of the Regional President, the Regional Vice President shall perform all the duties and exercise all the rights and powers of the Regional President (i) throughout the pendency of a temporary vacancy in such Regional Presidency, and (ii) in the case of a permanent vacancy in such Regional Presidency until a successor Regional President is duly appointed by the Regional Board or elected pursuant to Article IX, Section 2(d) hereof. In the event that the Regional President is unable or unwilling to attend any meeting of the SWEA International Board, then the Regional Vice President for the affected Region shall attend such meeting or meetings in place of that Regional President. In such event, the Regional Vice President shall perform all the duties and exercise all the rights and powers of the Regional President on behalf of her Region. Regional Vice Presidents should not be a member of the same Chapter as the President of that Region.

(iii) **Regional Treasurers.** Regional Treasurers shall be appointed by the relevant Regional Board for a one-year term and may be re-appointed for such additional one-year term or terms as shall be decided by the Regional Board. Regional Treasurers shall be the chief financial officers of the Regions in which they serve. They shall respectively (x) report at meetings of the applicable Regional Boards on the financial status of such Region, (y) prepare, or cause to be prepared, their respective Regions' year-end financial statements and an annual budget to be approved by the Regional Board and (z) keep or cause to be kept adequate and correct books and records of account, and keep or cause to be kept monthly financial statements for the Region in which they hold office. The books of account shall at all reasonable times be open to inspection by any Director and any Regional Director. The Regional Treasurer shall send

or cause to be sent to the members of the Board, the relevant Regional Board and the Administrator, draft semi-annual and year-end financial statements and present the final year-end financial statements of the Region with respect to which she serves at each Regional Annual Meeting of the applicable Regional Board. Such final annual reports shall also be submitted to the Board and to the Administrator. In addition to the foregoing, the Regional Treasurers shall perform such functions appropriate to that office as may be directed by the Regional President, the Regional Board, the Board of Directors or as may be otherwise prescribed by these Bylaws. The Regional Treasurers may, but need not be, members of the relevant Regional Board.

(iv) **Regional Secretaries.** Regional Secretaries shall be appointed by the relevant Regional Board for a one-year term and may be re-appointed for such additional one-year term or terms as shall be decided by the Regional Board. The Regional Secretaries shall keep, or cause to be kept, at the principal administrative office of the Region with respect to which they serve, or such other place as the applicable Regional Board may direct, a book of minutes of all meetings and actions of such Regional Board, and the Region's Committees. She shall attend the Region's Annual Meeting and keep minutes thereof. Regional Secretaries shall perform such functions appropriate to that office as may be directed by the applicable Regional President or Regional Board, by the Board of Directors or as may be otherwise prescribed by these Bylaws. The Regional Secretaries may, but need not be, a member of the relevant Regional Board.

(v) **Other Regional Officers.** Each Region may have such other Regional Officers, including without limitation Assistant Regional Vice Presidents, Assistant Regional Treasurers and Assistant Regional Secretaries as the applicable Regional Board may determine. The Regional Board, subject to review and adjustment by the Board, shall be entitled to appoint and remove such other Regional Officers, as well as to dictate the length of their terms and the functions they shall perform.

(b) Election, Qualifications and Terms of Regional Officers.

(i) **Nominating and Election Procedure for Regional Presidencies.** By no later than December 31 of each year preceding an Election Year, the Regional Nominating Committee for each Region shall prepare a list of qualified and willing candidates for the office of Regional President in the respective Regions of such Regional Nominating Committees. Such nominating procedure shall be undertaken and accomplished in accordance with the rules from time to time adopted by the Board for that purpose. Candidates shall be solicited verbally and in writing from all Chapters within the jurisdiction of each such Regional Nominating Committee.

After review and consideration, the Regional Nominating Committees shall each consult with the SWEA Nominating Committee regarding their respective proposed slates of candidates qualified for election to each Regional Presidency position; when such slates of candidates are completed by the Regional Nominating Committees, they shall each be forwarded to the Regional Boards which shall themselves administer the election of their respective Regional Presidents in accordance with these Bylaws and those principles articulated from time to time by the Board.

Subject to the terms hereof, elections of Regional Presidents shall be conducted in accordance with procedural rules defined by the Board. In February of each Election Year, the Regional Boards shall forward to all Chapter Boards within the relevant Region a form ballot containing the slate of candidates nominated for the Regional Presidency in such Chapters' respective Regions pursuant to the foregoing procedures, together with the relevant candidates' résumés and other pertinent information. For information purposes only, the list of names of all the candidates in each Region shall also be sent by each Regional Board to the Regional Presidents in all other regions for distribution by the respective Regional Boards to all Chapter Presidents in their respective Regions. A majority of the members of each Chapter Board shall select their Chapter's choice for the relevant Regional Presidency from those candidates nominated for that office in accordance with the procedure described herein and the nominee receiving the greatest number of votes from Chapter Boards within such relevant Region shall be deemed elected to the applicable Regional Presidency. Such elections shall each be completed by the last day of February in each Election Year. The final results of the Regional elections shall be announced by written notice to all members of the Board, the Administrator, all Regional Boards and all Chapters within affected Regions by March 5 of the applicable Election Year and those individuals so elected Regional Presidents shall assume their positions on May 1 of that Election Year. The first Regional Presidents shall each take office for a two-year term commencing upon final adjournment of SWEA International's 2002 Annual Meeting and shall hold those positions through April 30, 2004. Subsequently elected Regional Presidents shall hold those positions for terms commencing on May 1 and ending on April 30 two years later.

(ii) **Qualifications for Regional Office.** To be considered for candidacy as a Regional President, names, complete résumés and other requested information for all interested candidates must have been received in writing by the respective Regional Nominating Committees by no later than January 15 of the relevant Election Year. Persons whose names are submitted for nomination as Regional Presidents and persons appointed by the Regional Boards as Regional Vice Presidents shall possess a good working knowledge of both spoken and written Swedish and English and have such other qualifications as shall be determined by the Board. Candidates for Regional President and Regional Vice President should have been a Chapter President for at least one year and should have attended at least one Regional Annual Meeting. All candidates for Regional Directorships shall be Individual SWEA Chapter Members of a Chapter in good standing.

Section 4. Regional Meetings

(a) Annual Meetings of the Regional Boards

In the month of October every year, the Regional Boards of Directors shall each independently hold their Regional Annual Meeting at a time and place fixed by each such Regional Board no later than six months prior thereto. Notice of the date, time and place of any Regional Annual Meeting shall be given to each Regional Director in the affected Region by first class mail or any other means of written communication not fewer than thirty (30) days nor more than ninety (90) days before the date of the meeting, except as provided by Section 4(c)(vi) of this Article IX for an adjourned meeting. An agenda for the meeting shall be included with all notices of meetings.

At such meetings the Regional Boards shall fill any vacancies in Regional Officer positions, except for the Regional President positions, consider projected year-end financial statements approve budgets, consider interim reports from SWEA International Committees and final reports from Regional Committees, approve and adopt such motions as such Regional Boards may deem appropriate, create Regional Committees and appoint members thereof and transact such other business as may properly be brought before the meetings.

Regional Annual Meetings shall be open to attendance by all Individual SWEA Chapter Members. Individual SWEA Chapter Members in addition to the Regional Directors are welcome to attend Regional Annual Board meetings, and may, at the invitation of the Regional Board, be allowed to speak.

Only Regional Directors shall be entitled to vote on matters brought before the Regional Annual Meetings for determination.

For any motion to be considered at a Regional Annual Meeting, it shall be (i) forwarded by the proponents to the appropriate Regional Committee for review and consideration no later than two months before the relevant Regional Annual Meeting is scheduled to commence, (ii) signed by at least one Chapter or the Regional Committee properly exercising jurisdiction over the motion's substance and (iii) received by the Regional President in their final form no later than four (4) weeks prior the Regional Annual Meeting.

Regional Annual Meetings shall be held in the affected Region and shall rotate among cities and countries within such Regions as the respective Regional Boards may determine. In exceptional cases, two or more Regions may elect to hold their Regional Annual Meetings in the same geographic location, resulting in an interregional event. If this occurs, each affected Region shall hold its respective formal meeting proceedings separately from any other Region's Annual Meeting. The Regional Boards may, if they so elect, provide that the secretary of any Chapter hosting any Regional Annual Meeting serve as the recording secretary of such meeting, thereby eliminating travel and related costs otherwise associated with the Regional Secretary's attendance.

(b) Other Meetings of the Regional Boards

(i) Special Meetings.

Regional Special Meetings of the Regional Boards may be held at any time or place whenever called by the Regional President or by no fewer than one third (1/3) of the Regional Directors then holding such positions within the affected Regional Organization. Notice of Regional Special Meetings shall be given in writing to all members of the affected Regional Board and to the administrative office of SWEA International by the person or persons calling the meeting at least forty-eight hours prior to commencement, provided, however, that if the affected Regional President determines that the business to be considered at a Regional Special Meeting can not be properly addressed via telephone conference and that attendance in person at any such Regional Special Meeting is required for the Regional Board to meet its obligations, then any such Regional Special Meeting so requiring personal attendance by Regional Directors and that also requires any Regional Director to travel farther than 100 kilometers, shall be held on no less than four weeks prior notice thereof.

(ii) Telephonic Meetings Permitted.

Members of the Regional Boards or any Regional Committee designated by these Bylaws or such Regional Boards, may participate in a meeting thereof by means of conference telephone or similar communications equipment so long as all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

(c) Conduct of Regional Board and Committee Meetings.

(i) Quorum; Vote Required for Action.

At all meetings of the Regional Boards a majority of the affected Regional Board shall constitute a quorum for the transaction of business. The vote of a majority of the Regional Directors present at a meeting at which a quorum is present shall be the act of the Regional Board.

(ii) **Organization.**

Meetings of the Regional Boards shall be presided over by the Regional President, if any, or in her absence by the Regional Vice President, or in their absence by a chairwoman chosen at the meeting. The SWEA Board of Directors shall adopt and amend such rules governing the conduct of Regional Board meetings and those of the Regional Committees as it from time to time deems necessary and appropriate. The Regional Secretary shall act as secretary of the meeting, but in her absence the chairwoman of the meeting may appoint any person to act as secretary of the meeting.

(iii) **Voting.**

Voting at any meeting of the Regional Boards may be by voice, except in instances when voting by written ballot has been required by the Regional Board. Each Regional Director shall be entitled to one vote. The vote of the relevant Regional President shall decide in case of equal votes.

(iv) **Waiver of Notice.**

Actions taken at any meeting of a Regional Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and either before or after the meeting, each of the Regional Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the Regional Organization's records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Regional Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

(v) **Adjournment.**

A majority of the Regional Directors present at a Regional Board meeting (whether a Regional Annual Meeting or a Regional Special Meeting), whether or not constituting a quorum, may adjourn any meeting to another time and place.

Notice of the time and place of a resumed adjourned meeting shall be given to each Regional Director in writing according to the notice provisions of these Bylaws for Regional Annual Meetings and Special Meetings, respectively, in the event the meeting is adjourned for more than twenty-four (24) hours.

(vi) **Action by Unanimous Written Consent.**

Any action required or permitted to be taken by a Regional Board may be taken without a meeting, if all Regional Directors sitting on such Regional Board, individually or collectively, consent in writing to that action. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of the affected Regional Board's Regional Directors. Such unanimous written consent or consents shall be filed with the minutes of the proceedings of the affected Regional Board.

(vii) **Minutes of Meetings.**

Minutes of all Regional Board meetings shall be prepared by the relevant Regional Secretary or such other person that may be appointed by the chairwoman of any such meeting as the secretary of the meeting. All minutes, duly adjusted by two Regional Directors appointed by the Regional Board for this purpose (if necessary to accurately reflect proceedings at any such meeting,) shall be signed by the relevant Regional Secretary (or secretary of the meeting) and the Regional President (or by that person who may have presided at such meeting), and filed at the principal administrative office of the affected Regional Organization, or such other place where the Board has determined to keep its records, and with the President and Administrator of SWEA International.

(d) Expenses of Attendance at Regional Meetings.

Expenses of the Regional Presidents directly related to their attendance at, and participation in, Regional Annual and Regional Special Meetings of the Regional Boards shall be paid in their entirety by the affected Region.

Expenses of the Regional Directors directly related to their attendance at, and participation in, Regional Annual and Regional Special Meetings, shall be paid in their entirety by the Chapters which they represent.

Those expenses incurred by other persons specifically invited by the Regional Boards to attend or participate in Regional Annual or Regional Special Meetings shall also be paid in their entirety by the relevant Region as shall be decided by the Regional Board from time to time.

ARTICLE X. CHAPTER ORGANIZATION

Section 1. Formation and Organization of Chapters

SWEA International's foundational structure shall be Chapters dedicated to SWEA's purposes formed and maintained by no fewer than twenty-five (25) Individual SWEA Chapter Members on a local basis within each Region in accordance with these Bylaws and those additional materials described in this Article X. In that regard, to be considered a Chapter in good standing, each such local organization shall (i) adhere to the purposes and objectives of SWEA International, (ii) be duly organized under the laws of the jurisdiction in which it is situated and these Bylaws, (iii) have duly executed and entered into the Chapter Agreement then in effect with SWEA International, (iv) have approved and adopted any other affiliation documents or rules then in effect, as shall be decided by the Board of Directors of SWEA International from time to time, (v) have duly paid any outstanding dues to SWEA International and (vi) cause its representatives to attend each Regional Annual Meeting, it being understood that a failure by any such Chapter to be duly represented at two successive Regional Annual Meetings will constitute grounds for suspension and expulsion.

Upon expulsion or suspension of a Chapter, or termination of its Chapter Agreement, by breach or otherwise, a Chapter shall no longer be considered in good standing and its authorization to represent itself for any purpose as an affiliate of, or as otherwise associated with, SWEA shall permanently and irrevocably terminate.

Chapter Agreements shall provide, among other things, for the election of Chapter Directors, Chapter Presidents (who, upon election to such office, shall automatically also be deemed members of the Regional Board in that Region with which their Chapter is associated) and Chapter Vice Presidents. Notwithstanding anything to the contrary contained in the Chapter Bylaws or Chapter Agreements, in the absence or disability of a Chapter President, the relevant Chapter Vice President shall perform all the duties and exercise all the rights and powers of the absent or disabled Chapter President. Without limiting the generality of the immediately preceding sentence, in the event that a Chapter President is unable or unwilling to attend any meeting of the relevant Regional Board, then the Chapter Vice President for the affected Chapter shall attend such meeting or meetings in place of that Chapter President. In such event and all others in which a Chapter President is absent or disabled, the Chapter Vice President shall perform all the duties and exercise all the rights and powers of the Chapter President.

Only Individual SWEA Chapter Members are eligible to serve as Chapter Directors or Officers, and only Chapter Directors of Chapters in good standing, which Chapter Directors are Individual SWEA Chapter Members in good standing shall be eligible to serve as voting members of SWEA's Board of Directors or the Regional Board of that Region with which their Chapter is associated.

Section 2. Chapter Suspension and Expulsion

Upon a finding that a Chapter has failed to a material or substantial degree to act in the best interests of SWEA International and/or has failed to be dedicated to its purposes, the Board of Directors may decide that the Chapter shall be suspended or expelled and that any and all rights of the Chapter under its Chapter Agreement shall be terminated. Such finding shall be based upon a review conducted in good faith and in a fair and reasonable manner. Suspension of a Chapter shall be decided by the Board of Directors or by a Committee of such Board appointed for such purpose. The suspension may be for a defined period of time or indefinitely. Any and all rights of the Chapter under the Chapter Agreement and these Bylaws shall be terminated during the suspension period.

Expulsion of a Chapter, preceded by a period of suspension shall be decided by the Board of Directors of SWEA International at a meeting of the Board, and any and all rights of the Chapter under the Chapter Agreement and these Bylaws shall be permanently terminated upon the effective date of expulsion.

A decision of suspension or expulsion shall be subject to prior written notice to the Chapter and an opportunity to be heard.

No refund of any funds or dues shall be made in connection with the expulsion, suspension or termination of a Chapter regardless of cause, and the Chapter shall be required under the Chapter Agreement to satisfy any unpaid dues, advances or expenses allocated to it and due and owing to SWEA International through the date of such Chapter's expulsion, suspension or termination.

Pursuant to the Chapter Agreement, the remaining assets of the Chapter shall be kept in current accounts under control of SWEA International during the period of suspension. Upon expulsion the remaining assets shall be transferred to SWEA International in accordance with the General Bylaws for Chapters of SWEA International.

ARTICLE XI COMMITTEES

Section 1. SWEA International Committees

(a) Power of Appointment

The Board of Directors may appoint one or more Committees to serve for a specified time and purpose at the pleasure of the Board. Except as otherwise specifically set forth in this Article XI such Committees shall consist of three (3) or more Individual SWEA Chapter Members. A chairperson shall be appointed for each Committee by the Board. The President shall be an ex-officio member of all Committees, except that she shall not serve on the Nominating Committee.

(i) Charitable Donations and Scholarship Committees

The Board of Directors shall establish one or more Committees, as well as rules governing such Committees' activities, which Committees shall make recommendations and implement the decisions of the Board for the allocation of funds to the educational and charitable purposes set forth in Article III, Sections 1 and 2 of these Bylaws.

(ii) Nominating Committee

At every other Annual Meeting, the Board of Directors shall appoint three (3) Individual SWEA Chapter Members to the Nominating Committee to serve for a two-year term. At least one of such appointees shall be a Director of SWEA International at the time of designation. These members will add another two (2) members from among individual SWEA Chapter members. The Nominating Committee shall prepare and propose to the Board a list of qualified and willing candidates for each vacancy and election of Officers and members of SWEA Committees. The Nominating Committee shall also perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

No member of the Nominating Committee shall be a candidate for any SWEA International or Regional Officer position, without having first resigned from such Nominating Committee.

(iii) Finance Committee

At each Annual Meeting the Board of Directors shall appoint a Finance Committee consisting of the Treasurer, a Fund Manager and one additional Individual SWEA Chapter Member who has the appropriate background, to propose investment strategies to the Board and to oversee the management of SWEA International's financial practices in accordance with rules, operational and policy guidelines and placement strategies defined by the Board.

The Finance Committee shall also perform such other duties as may be prescribed by the Board of Directors or by these Bylaws

(b) Vacancies

A vacancy in any SWEA Committee occurring between Annual Meetings shall be filled by the Board, taking into account the recommendation of the Nominating Committee.

(c) Notice of Meetings, Records and Reports

Notice of SWEA Committee projects and work, and of any meetings of a SWEA Committee shall be timely given to all members of each concerned Committee in accordance with rules therefore adopted provided in these Bylaws or as otherwise directed by the Board.

Records shall be kept of all work and activities of any Committee, and such records shall be filed at SWEA's administrative office or at such other location as may be determined by the Board.

Each Committee shall prepare an annual report to the Board of Directors prior to each Annual Meeting, and shall prepare and file such other reports as the Board may determine. All such reports shall be made part of SWEA's official records and distributed to all the members of the Board and all Chapter Presidents. Committees shall also submit interim reports to the Annual Regional Meetings.

Motions that Committees wish addressed at any Board meeting shall be received by the Board at SWEA International's administrative office at such times prior to those meetings as is required by these Bylaws or as otherwise determined by the Board.

(d) Reimbursement of Expenses

The expenses of Committee members incurred in the performance of their duties as such shall be paid in accordance with rules defined by the Board, which expenses shall be provided for in SWEA's budgets.

(e) Fees and Compensation of Committee Members

All members of SWEA Committees shall serve without compensation.

Section 2. Regional Committees

(a) Power of Appointment

The Regional Boards may each appoint one or more Committees, to serve for specified times and purposes at the pleasure of the appointing Regional Board. Except as otherwise specifically set forth in this Article XI, Section 2, such Regional Committees shall consist of three (3) or more Individual SWEA Chapter Members. A chairwoman shall be appointed for each Regional Committee by the concerned Regional Board. The Regional President shall be an ex-officio member of all Regional Committees in her Region except that she shall not serve on the Regional Nominating Committee.

(i) Regional Nominating Committees

At every other Regional Annual Meeting, each Regional Board shall appoint three (3) members to the Regional Nominating Committee, at least one of whom shall be a Regional Director of the affected Region. These members will add another two (2) members from among individual SWEA Chapter members in the relevant Region. Each member of a Regional Nominating Committee shall serve for a two -year term. Each Regional Nominating Committee shall perform the functions specified in Article IX, Section 3(b) hereof. The Regional Nominating Committees shall also actively seek, consider and propose to their respective Regional Boards a list of qualified and willing candidates for each Regional Officer position and each Regional Committee position and shall perform such other duties as may be prescribed by the concerned Regional Board or by these Bylaws. Regional Nominating Committees shall also assist the SWEA International Nominating Committee by preparing lists of capable candidates for Board and Committee assignments

No member of a Regional Nominating Committee shall be a candidate for any SWEA International or Regional office without having first resigned from such Regional Nominating Committee.

(ii) Regional Finance Committees

Each Regional Board of Directors shall appoint a Regional Finance Committee, the membership of which shall include the applicable Regional Treasurer and at least one Regional Director of the applicable Regional Board. The Regional Finance Committees shall establish the financial needs of the concerned Region and propose to the relevant Regional Board strategies for addressing those needs. Such Regional Finance Committees shall also advise the Regional Boards with regard to the implementation and management of their proposed financial strategies and with respect to the implementation of financial practices complying with the rules, strategies, operational and policy guidelines determined by such Regional Board.

The Regional Finance Committees shall also perform such other duties as may from time to time be prescribed by their respective Regional Boards.

(iii) New Membership Committees

Each Regional Board may appoint a New Membership Committee which shall assist potential SWEA Chapters to organize and to prepare admission applications. Such New Membership Committees, if appointed, may also recommend to the concerned Regional Boards prospective Chapters likely to qualify to become part of the SWEA Chapter organization as contemplated by Article X hereof and related rules articulated by the SWEA International Board from time to time. Following a Regional Board's approval of a new Chapter for affiliation with SWEA and delivery of its related recommendation to the Administrator, final approval and ratification of such affiliation shall be reserved exclusively to the SWEA International Board.

(iv) Travel Fund Committees

Each Regional Board is encouraged to appoint a Travel Fund Committee to assist Individual SWEA Chapter Members and Chapters in the relevant Region to raise and distribute funds intended to maximize attendance of Regional Directors and other Individual SWEA Chapter Members at Regional Annual Meetings and SWEA International Annual Meetings.

(b) Vacancies

A vacancy in any Regional Committee may be filled by the relevant Regional Board at any time taking into account the recommendation of the Regional Nominating Committee.

(c) Notice of Meetings, Records and Reports.

Notice of Regional Committee projects and work, and of any meetings of Regional Committees shall be timely given to all members of each concerned Regional Committee in accordance with rules therefor adopted by the Regional Board.

Records shall be kept of all work and activities of any Regional Committee, and such records shall be filed at the Region's administrative office or at such other location as may be determined by the Regional Board.

Each Regional Committee shall prepare an annual report to its Regional Board of Directors prior to that Region's applicable Regional Annual Meeting, and such Regional Committees shall prepare and file such other reports as the Regional Board may determine. All such reports shall be made part of the official records of each concerned Regional Organization and distributed to all the members of the concerned Regional Board. A copy of all annual and all final Regional Committee reports shall be promptly forwarded by each Region to the administrative office of SWEA International.

Motions that Regional Committees wish addressed at any Regional Board meeting shall be received by the respective Regional Boards at such places and times prior to those meetings as required by these Bylaws or as otherwise determined by the concerned Regional Board.

(d) Reimbursement of Expenses

The expenses of Regional Committee members incurred in the performance of their duties as such shall be paid in accordance with rules defined by the respective Regional Boards, which expenses shall be provided for in the relevant Regional budgets.

(e) Fees and Compensation of Regional Committee Members

All members of Regional Committees shall serve without compensation.

ARTICLE XII HISTORIAN

The Board of Directors shall appoint a Historian from a Chapter to perform such duties as may be prescribed by the Board of Directors. The Historian shall be an Individual SWEA Chapter Member and shall serve without compensation.

ARTICLE XIII ADMINISTRATOR

The Administrator shall be employed by the Board to be the manager of the principal administrative office of SWEA International. She shall assist SWEA's President and the Board in conducting the business of SWEA International (including without limitation the Regional Organizations) and shall have such powers and perform such other duties as may be prescribed by these Bylaws or by the Board of Directors.

The Administrator shall attend all Annual Meetings of the Board and such Special Meetings as the Board may request in a nonvoting capacity. She shall keep all corporate and financial records of SWEA, and further assist the Treasurer in her duties to prepare the annual budget, financial reports and year-end financial statements. She shall send notices of all meetings of the Board of Directors required by these Bylaws or by law to be given, and shall keep in safe custody the seal of SWEA International.

She shall deposit money and other valuables in the name, and to the credit, of SWEA International with such depositories as may be designated by the Board of Directors. She shall withdraw and disburse the funds of SWEA International as shall be decided by the Board of Directors.

The Administrator shall keep, or cause to be kept, at the principal administrative office of SWEA International, a record of all members of the Board of Directors, and persons and entities donating or otherwise contributing funds to SWEA, showing the names of all such persons and entities, their respective addresses, and the amount of donations or other contributions made by each of them.

The Administrator shall administer the election of the President and the Vice President in accordance with the procedural rules defined by these Bylaws and by the Board of Directors and shall perform such other services and duties as may from time to time be assigned to her by the Board or these Bylaws.

ARTICLE XIV INDEMNIFICATION OF DIRECTORS, OFFICERS EMPLOYEES AND OTHER AGENTS

To the maximum extent permitted by the California Nonprofit Corporation Law, SWEA International shall indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent acting in such capacity with respect to SWEA International. For purposes of this Article XIV, an "agent" of SWEA International includes any person who is or was a Director, Officer, Regional Director, Regional Officer, employee or other agent of SWEA International; or is or was serving at the request of SWEA International while a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of a predecessor corporation of SWEA International or of another enterprise at the request of such predecessor corporation.

The Board of Directors may adopt one or more resolutions authorizing the purchase and maintenance of insurance on behalf of any agent of SWEA International against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not SWEA International would have the power to indemnify the agent against that liability under the provisions of this Article.

ARTICLE XV LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS

To the maximum extent permitted by the California Nonprofit Corporation Law, there shall be no monetary liability on the part of, and no cause of action for damages shall arise against, any non-paid SWEA Officer or Director of SWEA International, any Regional Organization or any Chapter based upon any alleged failure to discharge the person's duties as a Director, Regional Director, SWEA Officer, Regional Officer, Chapter Officer or Chapter Director if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith.
- (b) The duties are performed in a manner such person believed to be in the best interests of SWEA International.
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

ARTICLE XVI RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Records.

SWEA International shall keep at its principal administrative office correct and complete corporate books and records of accounts, minutes of meetings of the Board of Directors, , Regional Boards and Chapter Boards, as well as minutes and reports of SWEA Committees and Regional Committees. The Regional Organizations shall keep at their respective administrative offices or at such place as the Regional Board determines, correct and complete books and records of accounts, as well as minutes of meetings of Regional Boards of Directors, Chapter Boards and reports of Regional Committees. In furtherance of this Article XVI, Section 1, the Board, each Committee, Regional Board, Regional Committee and Chapter Board shall promptly deliver to the Administrator copies of the minutes of all their respective proceedings.

Such books and records shall be open to inspection as required by law.

Section 2. Auditor.

The Board of Directors shall appoint a professional auditor for the purpose of preparing the year-end financial statements of SWEA International for presentation to the Board in their final form at each Annual Meeting, and in draft form no later than one month prior to each Annual Meeting.

Section 3. Annual Reports and Financial Statements

At the Annual Meeting, the President shall present to the Board of Directors an annual report, and the Treasurer shall with her report present audited year-end financial statements. The Annual Meeting shall further include the Administrator's report and the annual SWEA Committee reports, if any. At each Regional Annual Meeting, the applicable Regional President shall present to her Regional Board an annual report, and the Regional Treasurer shall with her report present projected year-end financial statements. The Regional Annual Meetings shall also include the annual reports of each Regional Committee, if any, as well as interim reports by the SWEA Committees.

Section 4. Expense Reports.

By September 30 of each year the Treasurer shall provide or cause to be provided to the Board of Directors an accounting of expenditures against budget as of June 30 of that year together with projected year-end financial statements. At each year's Regional Annual Meeting, each Regional Treasurer shall likewise provide or cause to be provided to her Regional Board an accounting of expenditures against budget as of June 30 of that year together with projected year-end financial statements.

Section 5. Annual and Other Statements and Reports.

SWEA International shall file an annual statement with the California Secretary of State, as required by the California Nonprofit Public Benefit Corporation Law.

SWEA International, and Chapters shall further file all statements and reports with the United States Internal Revenue Service and any other applicable agency required for tax exempt corporations to maintain their status as such, and as may otherwise be required by the California Uniform Supervision of Trustees for Charitable Purposes Act and other applicable United States and foreign laws or regulations.

ARTICLE XVII GENERAL CORPORATE MATTERS

Section 1. Fiscal Year.

The fiscal year of SWEA International and the Chapters shall commence on January 1 and end on December 31 of each year.

Section 2. Checks, Drafts, Evidences of Indebtedness.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to, SWEA International, shall be signed or endorsed by the President, the Treasurer, the Secretary, and/or the Administrator in such amount and manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 3. Corporate Contracts and Instruments; Signatory Powers

Except as otherwise provided in these Bylaws, the Board of Directors, may authorize any SWEA Officer or Officers, agent or agents to enter into any contract or execute any instrument in the name of and for SWEA International, and such authority may be general or confined to specific instances, and, unless so authorized or ratified by the Board of Directors or unless such action is within the agency power of any SWEA Officer, no such SWEA Officer, agent or employee shall have any power or authority to bind SWEA International, any Regional Organization or any Chapter by any contract or engagement, or to pledge its credit, to lend its name, or to render it liable for any purpose or in any amount.

Section 4. Notice

Whenever notice of any meeting or other event contemplated by these Bylaws is required, such notice shall be delivered in accordance with the requirements of applicable law. In the absence of any such statutory requirement, notices required hereby shall be in writing and shall be deemed given if delivered (i) personally, (ii) via facsimile, electronic mail or overnight express service or (iii) by first class mail, postage prepaid to the address of the recipient or recipients reflected in the records of SWEA International.

ARTICLE XVIII CONSTRUCTION

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural includes the singular, and the term "person" includes a corporation, a natural person, an association and a partnership.

ARTICLE XIX AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors at any SWEA International Annual or Special Board meeting at which a quorum is present or by unanimous written consent of such Directors.

If any amendment of these Bylaws causes the General Bylaws for Chapters of SWEA International or the Chapter Agreement to be in conflict herewith, then the General Bylaws for Chapters of SWEA International and the Chapter Agreement shall be considered to have been amended automatically to conform to the Bylaws of SWEA International.

SCHEDULE A
DEFINED TERMS

“Administrator” shall mean that individual or those individuals selected by the Board of Directors to perform the functions described in Article XIII of these Bylaws.

“Annual Meeting” shall mean the regular meeting of the SWEA Board of Directors to be held in accordance with Article VIII, Section 3(a) of these Bylaws.

“Board” and/or “Board of Directors” shall mean the Board of Directors of SWEA International.

“Bylaws” shall mean these Bylaws of Swedish Women’s Educational Association International, Inc. as they may be amended from time to time in accordance with their terms.

“Chapter” or “Chapters” shall mean those local organizations dedicated to SWEA’s purposes formed and maintained by no fewer than twenty-five (25) Individual SWEA Chapter Members within each Region in accordance with these Bylaws and which have executed and delivered the Chapter Agreement then in effect with SWEA International as amended from time to time by the Board (the **“Chapter Agreement”**) and the General Bylaws for Chapters of SWEA International (the **“Chapter Bylaws”**).

“Chapter Board” shall mean the Board of Directors of each Chapter as defined in, and contemplated by, the applicable Chapter Agreements and Chapter Bylaws.

“Chapter Director” shall mean those individuals duly elected to serve as members of the boards of directors of Chapters in accordance with such Chapters’ respective Chapter Agreements and Chapter Bylaws.

“Chapter Officer” shall mean any Individual SWEA Chapter Member holding a position designated as that of an officer in the Chapter Bylaws of the Chapter or Chapters with which she is associated and shall include without limitation, any Chapter President, Chapter Vice President, treasurer or secretary.

“Chapter President” shall mean those individuals duly elected to serve as presidents of Chapters in accordance with such Chapters’ respective Chapter Agreements and Chapter Bylaws.

“Chapter Vice President” shall mean those individuals duly elected to serve as vice presidents of Chapters in accordance with such Chapters’ respective Chapter Agreements and Chapter Bylaws.

“Committee” or “SWEA Committee” shall mean those committees composed of SWEA Individual Chapter Members appointed pursuant to Article XI, Section 1 of these Bylaws.

“Convention” shall mean that gathering described in Article VIII, Section 3(a) of these Bylaws open to all Individual SWEA Chapter Members and which shall normally be held coincident with the Annual Meeting in every second year.

“Director”, “SWEA International Director” or “SWEA Director” shall mean any individual duly elected or appointed to the Board of Directors in accordance with Article VIII, Section 1 of these Bylaws.

“Election Year” shall mean each even numbered year during which SWEA International exists.

“Founder” shall mean Agneta Nilsson.

“Historian” shall mean that individual selected by the Board of Directors to perform the functions described in Article XII of these Bylaws.

“Individual SWEA Chapter Member” shall mean any individual qualifying as a “regular member” under the General Bylaws for Chapters of SWEA International who is in good standing with any Chapter which is itself in good standing with SWEA under the terms of its Chapter Agreement and Chapter Bylaws.

“President” or “SWEA President” shall mean those individuals who are duly elected to occupy the SWEA office described in Article VIII, Section 2(b)(ii) hereof.

“Region” shall mean those geographical areas determined by the Board in accordance with Article IX of these Bylaws.

“Regional Annual Meeting” shall mean those meetings of the Regional Boards described in Article IX, Section 4(a) of these Bylaws.

“Regional Board of Directors” or “Regional Board” shall mean those Regional bodies described in Article IX, Section 2(a) of these Bylaws, it being understood that, notwithstanding the use of the term “Board of Directors” for this purpose, such bodies shall not be deemed to have or to exercise any of the rights or powers reserved by these Bylaws or applicable law to the Board of Directors of SWEA International.

“Regional Committee” shall mean those committees composed of SWEA Individual Chapter Members appointed pursuant to Article XI, Section 2 hereof.

“Regional Director” shall mean any individual duly elected or appointed to, or otherwise serving upon, any of the Regional Boards of Directors in accordance with Article IX, Section 2(a) of these Bylaws.

“Regional Nominating Committee” shall mean those committees appointed to serve within each Regional Organization in accordance with, and to perform the functions described in, Article XI, Section 2(a)(i) of these Bylaws.

“Regional Officers” shall mean the Regional President, Regional Vice President, Regional Treasurer and Regional Secretary of a subject Region, as well as such other positions as may be created and filled by the applicable Regional Board in accordance with these Bylaws.

“Regional Organizations” shall mean those bodies, composed of two or more Chapters located within a given Region that shall exist and function as specified in Article IX of these Bylaws.

“Regional President” shall mean those individuals who are duly elected to occupy the Regional offices described in Article IX, Section 3(a)(i) hereof.

“Regional Secretary” shall mean those individuals who are duly appointed to occupy the Regional offices described in Article IX, Section 3(a)(iv) hereof.

“Regional Special Meeting” shall mean those meetings of the Regional Boards described in Article IX, Section 4(b)(i) of these Bylaws.

“Regional Treasurer” shall mean those individuals who are duly appointed to occupy the Regional offices described in Article IX, Section 3(a)(iii) hereof.

“Regional Vice President” shall mean those individuals who are duly appointed to occupy the Regional offices described in Article IX, Section 3(a)(ii) hereof.

“Secretary” or SWEA Secretary” shall mean those individuals who are duly appointed to occupy the SWEA office described in Article VIII, Section 2(b)(iii) hereof.

“Special Advisors” subject to such changes as the Board of Directors may elect, shall mean the Legal Advisor, Advertising Manager, Fund Manager, Editor, Webmaster and the immediate past President of SWEA in the first year of her successor’s first term..

“Special Meetings” means those meetings of the Board of Directors called and held in accordance with Article VIII, Section 3(b)(i) of these Bylaws.

“SWEA Officers” shall mean the President, a Vice President, a Treasurer and a Secretary of SWEA International, as well as such other positions as may be created and filled by the Board of Directors in accordance with these Bylaws.

“SWEA International Nominating Committee” or “SWEA Nominating Committee” shall mean that Committee appointed by the Board of Directors in accordance with Article XI, Section 1(a)(ii) of these Bylaws .

“Treasurer” or SWEA Treasurer” shall mean those individuals who are duly appointed to occupy the SWEA office described in Article VIII, Section 2(b)(iv) hereof.

“Vice President” or SWEA Vice President” shall mean those individuals who are duly elected to occupy the SWEA office described in Article VIII, Section 2(b)(iii) hereof.