

**ARTICLES OF INCORPORATION  
OF  
ORGANIZATION FOR RESEARCH ON WOMEN AND  
COMMUNICATION, INC.**

ARTICLE I

Name of Corporation

The name of the corporation is Organization for Research on Women and Communication, Inc. The principal office address is c/o School of Communication, San Diego State University, 5500 Campanile Drive, San Diego, CA 92182-4561.

ARTICLE II

Period of Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose and Powers

3.1 Purposes. The corporation is organized exclusively for charitable purposes to further scholarly inquiry and other professional activity of special interest to women in communication, and related disciplines, and to promote the purposes and activities of the Western States Communication Association ("WSCA"). No part of the net earnings will inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation involve carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation will not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The purposes of the corporation are intended to qualify it as a 501(c)(3) tax exempt organization and shall be construed accordingly.

3.2 Powers. The corporation shall have all of the rights, privileges and powers now or subsequently conferred on nonprofit corporations by the laws of Colorado. The corporation shall have and may exercise all powers necessary or convenient to affect any of the purposes for which the corporation has organized.

## ARTICLE IV

### Membership

4.1 Membership. The corporation shall be organized upon a nonstock membership basis. Such memberships shall not be redeemable, transferable or dividend bearing.

4.2 Membership Qualifications. The corporation shall have three classes of members. The manner of election or appointment of such members and the qualifications and rights of the members shall be set forth in the Bylaws of the corporation.

4.3 Membership Voting. Each member is entitled to one vote on each matter submitted to a vote of members.

4.4 Election of Directors. At the election of directors of the corporation, they shall be elected by a majority vote of the members.

## ARTICLE V

### Bylaws

The initial bylaws of the corporation shall be adopted by the board of directors. The board of directors may alter, amend or repeal the bylaws.

## ARTICLE VI

### Initial Registered Office and Agent

The address of the initial registered office of the corporation and the name of the initial registered agent at that address is Patricia Templar Dow, The Dow Law Firm, LLC, 323 S. College Avenue, Suite 7, Fort Collins, Colorado 80524.

## ARTICLE VII

### Board of Directors

8.1 Initial Directors. The corporation shall have six (6) directors who shall serve as the initial board of directors. The names and addresses of the directors who are to serve until a successor or successors are elected and shall qualify are:

Diane Blair  
Department of Communication  
California State University Fresno  
5201 N. Maple Avenue M/S 46  
Fresno, CA 93740

Michelle A. Holling  
Department of Communication  
California State University San Marcos  
San Marcos, CA 92096-0001

Valerie Renegar  
c/o School of Communications  
San Diego State University  
5500 Campanile Drive  
San Diego, CA 92182-4561

Stacey Sowards  
Department of Communication  
Cotton Memorial, 202  
University of Texas, El Paso  
El Paso, TX 79968

Brenda J. Allen  
College of Liberal Arts and Sciences  
University of Colorado Denver  
1200 Larimer Street, Suite 5014  
Campus Box 144  
Denver, CO 80217-3364

Valeria Fabj  
College of International Communication  
Lynn University  
3601 North Military Trail  
Boca Raton, FL 33431

8.2 Increase or Decrease of Directors. The board of directors of the corporation may be increased or decreased at any time by adoption of or amendment by the bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of any provision in the bylaws fixing the number of directors, the number shall be the same as provided in these articles of incorporation.

#### ARTICLE VIII

##### Indemnification of Directors

The corporation shall indemnify its directors to the full extent permitted by Colorado law.

#### ARTICLE IX

##### Limitation of Liability

10.1 Breach of Fiduciary Duty. The personal liability of a director to the corporation or its members for monetary damages for breach of fiduciary duty as a director is limited to the full extent provided by Colorado law.

10.2 Obligations of Corporation. The directors, officers, employees and members of the corporation shall not, as such, be liable on its obligations.

10.3 Wanton and Willful Acts. Directors shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

ARTICLE X

Distribution of Assets on Dissolution

Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the district court of Larimer County, or the district court for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

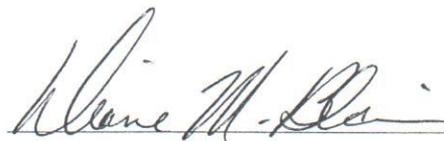
ARTICLE XI

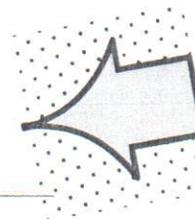
Incorporator

The name and address of the Incorporator is:

Diane Blair  
Department of Communication  
California State University Fresno  
5201 N. Maple Avenue M/S 46  
Fresno, CA 93740

Dated: 7/14, 2010.

  
Diane Blair, Incorporator



Name(s) and address(es) of the individual(s) causing this document to be delivered for filing:

Patricia Templar Dow  
P.O. Box 1578, Fort Collins, CO 80522-1578

**CONFLICT OF INTEREST POLICY OF  
ORGANIZATION FOR RESEARCH ON WOMEN AND COMMUNICATION, INC.,  
A COLORADO NONPROFIT CORPORATION**

**Article I  
Purpose**

The purpose of the conflict of interest policy is to protect Organization for Research on Women and Communication, Inc., a Colorado nonprofit corporation, ("Organization")'s interest, as a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II  
Definitions**

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III  
Procedures**

**1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to

the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV**

### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the

governing board's or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V** **Compensation**

**a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

**b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

**c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI** **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article VII** **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable

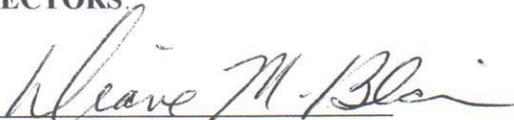
investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

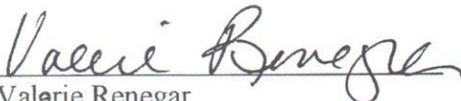
When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

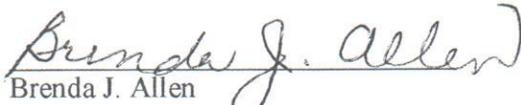
Dated this 16 day of November, 2010.

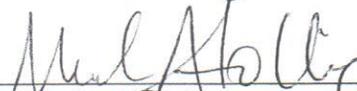
**DIRECTORS:**

  
\_\_\_\_\_  
Diane M. Blair

  
\_\_\_\_\_  
Stacey K. Sowards

  
\_\_\_\_\_  
Valerie Renegar

  
\_\_\_\_\_  
Brenda J. Allen

  
\_\_\_\_\_  
Michelle A. Holling

  
\_\_\_\_\_  
Valeria Fabj

**BANKING RESOLUTION OF THE BOARD OF DIRECTORS OF:**

Organization for Research on Women and Communication, Inc.  
c/o School of Communication  
San Diego State University  
5500 Campanile Drive  
San Diego, CA 92182-4561

Depository and Signing Resolution.

RESOLVED: That Merrill Lynch (the "Bank"), located at 4141 Inland Empire Blvd., Suite 150, Ontario, California 91764, be and is hereby designated a Depository of this Corporation with authority to accept, at any time, for the credit of this Corporation, deposits by whomsoever made of funds in whatever form and in whatever manner endorsed, and said bank is authorized and directed to pay or otherwise honor or apply without inquiry and without regard to the application of the proceeds thereof, checks, drafts, notes, bills of exchange, acceptances, undertakings and other instruments or orders for the payment, transfer or withdrawal of money for whatever purpose and to whomsoever payable, when signed, accepted or endorsed by any one (1) of the following persons:

Name	Office
Diane Blair	President
Stacey Sowards	Secretary
Valerie Renegar	Treasurer

Borrowing Resolution.

RESOLVED: That any one (1) of the following named persons, or persons from time to time holding the following offices of this Corporation:

Name	Office
Diane Blair	President
Stacey Sowards	Secretary
Valerie Renegar	Treasurer

be and they are hereby authorized, in the name of and for the account of this Corporation, to borrow from time to time from the Bank, sums of money upon such terms and conditions as they may determine; and that they be and hereby are authorized to execute and deliver in the name and on behalf of the Corporation promissory notes in evidence of the obligations of repayment with respect to all sums so borrowed; to pledge or assign property of this Corporation to said Bank as security for said borrowings; to execute and deliver security agreements of all kinds and any and

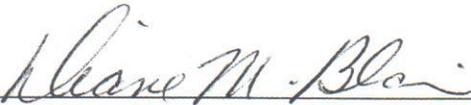
all other instruments, whether of obligation or hypothecation, as said Bank may require; to discount or rediscount with said Bank any of the bills receivable held by this Corporation upon such terms as they may deem proper; to apply for and obtain from said bank letters of credit, and amendments of the items thereof, and to execute and deliver agreements to secure said bank in connection therewith; to pledge or mortgage any monies on deposit or otherwise in possession of said bank, and any of the bonds, stocks or other securities, bills receivable, or any other property of the Corporation, to secure the payment of any indebtedness of the Corporation to said Bank, and to endorse said securities, issue the necessary Powers of Attorney, and execute loan, pledge, or liability agreements in the forms required by said Bank; to withdraw and/or substitute any property of the Corporation held at any time by said Bank, and to sign and execute trust receipts for the withdrawal of same when required.

RESOLVED: That all transactions by any of the officers or representatives of this Corporation in its name and for its account with said Bank prior to this meeting be hereby approved and ratified; and

FURTHER RESOLVED: That the authority provided by virtue of the foregoing resolutions shall continue until written notice of the termination thereof shall be delivered to said Bank.

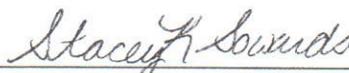
RESOLVED: That the Secretary of this Corporation be and hereby is authorized to certify to the Bank the foregoing resolutions and that the same are in conformity with the charter and bylaws of this Corporation.

I hereby certify that the above and foregoing is a true and accurate copy of the Resolutions adopted by the Board of Directors of the Corporation; that such resolutions are in conformity with the provisions of the charter and bylaws of the Corporation and that each resolution is now in full force and effect and has not been amended or revoked. I further certify that the following are the genuine signatures of the persons now holding office in the Corporation as indicated opposite their respective signatures.

 President  
Diane Blair

 Secretary  
Stacey Sowards

In witness whereof, I have hereunto set my hand as Secretary of said Corporation and affixed its corporate seal this 16 day of November, 2010.

  
Stacey Sowards, Secretary

**ORGANIZATIONAL MEETING OF THE MEMBERS OF  
ORGANIZATION FOR RESEARCH ON WOMEN AND COMMUNICATION, INC.**

The undersigned hereby certifies as follows:

On , February 20, 2011, a meeting of the members of Organization for Research on Women and Communication, Inc., a Colorado nonprofit corporation (hereinafter called the "Corporation") was held. A quorum was present and a majority of such members present consented that the following action be taken:

The following resolutions are consented to by the members as their unanimous act and the act of the Corporation, in accordance with the provisions of the Colorado Business Corporation Act:

RESOLVED, that the Corporation's Articles of Incorporation, filed on July 22, 2010 are hereby approved, and a copy thereof shall be inserted in the Corporation's record book;

RESOLVED, that the resignation of the incorporator is accepted and incorporator of the Corporation is hereby forever discharged and may be indemnified by the Corporation against any expense or liability actually incurred by such person by reason of having been incorporator of the Corporation;

RESOLVED, that the Bylaws of Organization for Research on Women and Communication, Inc. dated , 2010 are approved, adopted and confirmed as the Bylaws of the Corporation;

RESOLVED, that the following individuals are hereby elected to serve as directors of the Corporation for the ensuing year or until their replacement:

Diane Blair  
Michelle A. Holling  
Stacey K. Sowards  
Valerie Renegar  
Brenda J. Allen  
Valeria Fabj

RESOLVED, that the following individuals are hereby elected to hold the offices set forth opposite their respective names until their respective successors shall be elected or appointed and shall qualify:

Diane Blair President  
Michelle A. Holling Immediate Past President  
Stacey K. Sowards Vice-President & Secretary  
Valerie Renegar Treasurer  
Brenda J. Allen Web Spinner  
Valeria Fabj *Women's Studies in Communication* Editor

RESOLVED, that the Banking Resolution of Organization for Research on Women and Communication, Inc. November 16, 2010, conferring banking and borrowing authority upon certain of the Corporation's officers as therein provided be and the same are hereby approved and adopted;

RESOLVED, that the Corporation's fiscal year be the calendar year;

RESOLVED, that the reimbursement of pre-incorporation expenses incurred by the incorporator, directors and officers is hereby approved, with such expenses to be properly accounted for in the records of the Corporation;

RESOLVED, that the Corporation hereby approves and ratifies the steps taken and any contracts entered into on behalf of the Corporation by the incorporator, officers, and directors during the incorporation process and hereby agrees to indemnify said individuals from and against any expenses or liabilities incurred on behalf of and in furtherance of the business of the Corporation;

RESOLVED, that this Organizational Certificate shall be deemed to be in lieu of the organizational meeting of the initial Board of Directors required by the Colorado Business Corporation Act;

RESOLVED, that this Certificate be inserted in the Corporation's record book;

Dated this day 20 of February, 2011.

ATTEST:

  
\_\_\_\_\_  
Stacey K. Sowards, Secretary

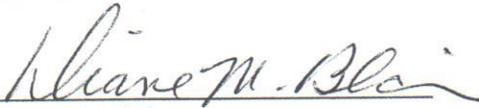
UNANIMOUS CONSENT RESOLUTION OF  
THE BOARD OF DIRECTORS OF  
ORGANIZATION FOR RESEARCH ON WOMEN AND COMMUNICATION

The undersigned, being all of the Directors of Organization for Research on Women and Communication, hereby consent that the following actions be taken:

RESOLVED, that Organization for Research on Women and Communication be dissolved and any outstanding assets, liabilities or obligations be assigned to Organization for Research on Women and Communication, Inc., a Colorado nonprofit corporation;

Dated this 16 day of November, 2010.

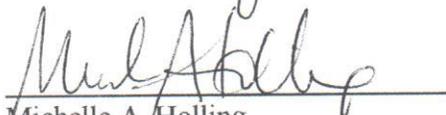
DIRECTORS:

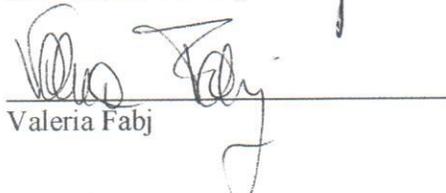
  
Diane M. Blair

  
Stacey K. Sowards

  
Valerie Renegar

  
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Valeria Fabj