



## THE FORUM OF EXECUTIVE WOMEN

A Pennsylvania Nonprofit Corporation

(Membership)

### AMENDED & RESTATED BYLAWS

#### Article 1

##### PURPOSES

1.1 Charitable Purposes. The purposes of the Corporation, which was formed under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act"), are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

1.2 Executive Women. Without limiting the foregoing, the purpose of the Corporation shall be leverage the power of executive women in the Greater Philadelphia region to expand the impact and influence of women leaders.

#### Article 2

##### OFFICES

2.1 Registered Office. The registered office of the Corporation shall be as set forth in the Articles of Incorporation of the Corporation, or such other location in Pennsylvania as the Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

#### Article 3

##### MEMBERS

3.1 Classes. The Corporation shall have two classes of members comprised of regular and sustaining members. The sustaining member class shall have the same rights and privileges as the regular member class. The criteria of each class shall be determined by the Board of Directors.

3.2 Requirements for Membership. Eligibility of candidates and admission procedures shall be governed by resolutions adopted by the Board of Directors. The Board of Directors will be informed of the decisions of the Membership Committee on an ongoing basis.

3.3 Annual Meeting. The annual meeting of the members shall be held in the Spring of each year or upon at least ten (10) days notice to the members, at such time and place as the Directors shall determine.

3.4 Special Meetings. Special meetings of the membership may be called by the President, the Board or at the written request of 10% of members in good standing. At least ten (10) days' written notice stating the time, place and purpose of any special meeting shall be given to the members.

3.5 Quorum. One-third of all members, present at a duly convened meeting, shall constitute a quorum for the transaction of business at the meeting.

3.6 Voting. Each member shall be entitled to one vote, whether in person, by ballot, by mail or by proxy in accordance with Article 8 below. Unless otherwise required by these Bylaws, the manner of voting on any matter,

including changes in the Articles of Incorporation or Bylaws, may be by voice vote, show of hands, or by ballot, as determined by the members present, or by regular or electronic mail (but, as to electronic means, only to the extent permitted by law) if so determined by the Board of Directors and a ballot is sent with notice of the question to be voted upon.<sup>1</sup> Any vote by ballot or proxy may be by paper, electronic means or other method approved by the Directors, provided that the same is in compliance with applicable law.

3.7 Termination of Membership. The membership of any member may be terminated by the Directors, with or without cause, at a duly convened meeting, provided that (a) written notice of the intent to terminate and reasons therefore (if applicable) have been provided in the notice of the meeting and (b) such termination has been approved by two-thirds (2/3) vote of the board members present at the meeting. No member shall be terminated without being given at least five days notice of the intent to terminate her, and such member shall have the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

3.8 Honorary Titles. The Directors may create such additional classes of "membership," such as contributing members or honorary members, as they see fit, but such person shall not have the right of members under the Act.

## **Article 4**

### **DIRECTORS**

4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be a member in good standing and shall meet the qualifications set forth in the Nominating Committee Charter.

4.3 Number, Election and Term of Directors. The Board of Directors shall consist of not fewer than fourteen (14) nor more than twenty-three (23) members, which shall consist of (a) the immediate past President of the Corporation, for a term of one year with an option to serve an additional year if the President serves another term (b) the President, Vice-President, Secretary, and Treasurer, each of whom shall also serve as a Director, (c) three (3) or more at-large members, provided that no such member shall serve as a Director for more than two (2) consecutive terms, and (d) the Chairs of committees as established in accordance with Article 6.1 of these by-laws, all of whom shall serve by virtue of their office.

The Executive Director of the Corporation shall also serve on the Board as an ex officio member without vote.

The at-large members shall be elected annually by ballot of the members at the annual meeting of the members, and shall serve for terms of two (2) years and until their successors are elected and qualified, with no at-large member of the board serving more than two consecutive terms. Terms of at-large members shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year.

If an at-large member is in the midst of serving a term and is tapped to become a committee chair, the at-large member will give up the balance of the at-large term and instead be considered as a board member by virtue of the committee chair duty instead. The balance of the at-large position term will no longer be available or relevant.

4.4 Attendance. Absence from two consecutive meetings of the board, or from three or more meetings in a board year, unless the board determines that such absences were for good and pertinent reasons, shall constitute grounds for removal.

4.5 Removal. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of Directors in office at a duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be terminated without being given at least five (5) days notice of the intent to terminate her and the reason for the proposed termination, and such Director shall have the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.6 Quorum. The presence of a simple majority of the Directors present in person at any duly convened meeting, shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Board

present at a meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

4.7 Vote. Every Director other than the Executive Director shall be entitled to one (1) vote.

4.8 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing, by ballot transmitted by regular or electronic mail, setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.9 Annual Meeting. The annual meeting of the Board shall be held before the annual meeting of the members.

4.10 Meetings. Regular meetings of the Board shall be held as determined by the Board. The Board shall meet at least four (4) times during each fiscal year and may, in its discretion, hold additional meetings.

- a. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.
- b. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
- c. One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment, at the discretion of the presiding officer or chair, by which all persons participating in the meeting can hear each other.

4.11 Conflict of Interest. Each member of the Board of Directors shall, at least annually, sign a statement in form and substance satisfactory to the Board of Directors and its counsel, confirming such Director's agreement to adhere to the policies adopted by the Board of Directors from time to time concerning conflicts of interest.

## **Article 5**

### OFFICERS

5.1 Positions, Election, Term. The officers of the Corporation shall include a President and Chair, a Vice-President, Secretary, Treasurer, Executive Director and such other offices as may be created from time to time by the Directors. Excepting the Executive Director, the officers shall be elected by ballot by the members at the annual meeting of members, and shall serve for a term of one (1) year except for the President who shall serve for a term of two (2) years and until their successors are elected and qualified. Persons elected to officer positions shall be elected from among the Directors of the Corporation.

The Executive Director is appointed by the Board of Directors and reports to both the President and to the Board of Directors.

5.2 Consecutive Terms. An officer may be elected for one (1) additional consecutive term for such office except that the Secretary and Treasurer may serve for not more than three (3) consecutive one-year terms and the President shall not serve for more than one two (2) year term.

5.3 Duties. The duties of the officers shall include the following:

- a. The President and Chair (the "President") shall preside at all meetings of the members, Directors and Executive Committee, if any; shall have authority and responsibility for the operations of the Corporation, and shall generally supervise the business of the Corporation; shall perform all duties incident to the office of President and such other duties as may be assigned by the Board; and shall execute documents on behalf of the Corporation.

- b. The Vice President shall have such powers and perform such duties as the Board of Directors or the President may prescribe.
- c. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the members; shall assure that appropriate notice is given for all meetings of the Board and members; and shall perform such other duties as may be prescribed by the Board or by the President.
- d. The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.

5.4 Removal of Officers. Any officer may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of any person so removed.

## Article 6

### COMMITTEES

6.1 Establishment. There shall be a Finance Committee, a Nominating and Governance Committee, a Mentoring Committee, an Engagement Committee, a Programs Committee, a Membership Committee and an Executive Committee. The Board may establish additional committees to assist in the management of the corporation as it deems necessary or appropriate. The operations of the committees, other than the Executive Committee, will be governed by a Charter, approved by the Board.

6.2 Powers. Each committee shall report to the Board on a periodic basis, as requested by the Board.

6.3 Appointment of Committee Chairs. The incoming President and the Executive Director, subject to Board approval, shall recommend as provided in the Nominating and Governance Committee Charter the chair of each committee for a term of one (1) year. No committee chair shall serve for more than two (2) consecutive terms. Unless otherwise provided in these Bylaws, the Board or the chair of each committee shall appoint the members of each committee as provided in the appropriate committee charter.

6.4 Nominating and Governance Committee. The Nominating and Governance Committee shall consist of a minimum of twelve and a maximum of twenty-three members. No person under consideration for an officer's position shall serve on the Nominating sub-committee of the Nominating and Governance Committee. The Nominating and Governance Committee members shall be chosen by the Board and shall include members who meet the criteria set forth in the Nominating and Governance Committee Charter.

6.5 Executive Committee. The President, together with the other officers of the Corporation, shall constitute the Executive Committee.

## Article 7

### GENERAL CONDUCT OF BUSINESS

7.1 Conduct of Meetings. All meetings shall be conducted in accordance with Roberts Rules of Order.

7.2 Nomination Process. The Nominating and Governance Committee, shall submit a slate of directors and officers to the Board for its consideration at least 10 days before the Board's regularly scheduled monthly meeting at which the vote upon the slate will be taken. Upon approval by the Board, the slate of directors and officers shall be submitted to the members for election at the annual meeting.

7.3 Resignations. Any member, Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

#### 7.4 Filling Vacancies.

- a. If the position of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the Board of Directors may choose a person or persons who shall hold office for the remaining term.
- b. If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Board of Directors shall choose a person or persons who shall hold office for the remaining term.
- c. Following the expiration of the remainder of any vacated term, the individual holding such vacated position pursuant to this Section 7.4 may hold such position for the next succeeding term, provided that such individual is proposed for such position by the Nominating Committee, approved by the Board, and elected by the members, but not otherwise.
- d. Completion of a vacated term does not constitute a term for purposes of calculating term limits under these Bylaws.

7.5 Voting. Except as otherwise specified by law or in these Bylaws, a simple majority of those voting and in good standing shall be required, and shall suffice, to take any action by the membership, the Board of Directors or a committee.

7.6 Dues. Dues for each category of membership shall be determined each year by the Board of Directors and, if not otherwise determined, shall be at the same level(s) as the prior year's dues. Any person accepted into membership who has paid her annual dues within thirty (30) days of notice, or another date set by the Board of Directors, shall be a member in good standing for such year and shall have all the rights of membership.

7.7 Guests of Members. Members may bring guests to any regularly scheduled meeting which is open to guests. The Program Chair shall notify the membership as to which meetings are open to guests. No guest may attend more than two (2) meetings per year.

7.8 Inspection of Records. Minutes and financial records of the Corporation shall be available for inspection by the membership upon reasonable notice to the Board and during reasonable hours. Such inspection shall take place at a place designated by the Board.

### **Article 8**

#### MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without Pennsylvania as the Board may from time to time determine.

8.2 Notice. Whenever written notice or other communication is required to be given to any person, it may be given to such person either personally or by sending a copy by first class or express mail or courier service, charges prepaid, or by electronic mail (but as to electronic means, only to the extent permitted by law)<sup>2</sup> or by facsimile transmission, to that person's address (or electronic address as permitted by law or facsimile number) appearing on the books of the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to such person or, in the case of electronic mail or facsimile, when dispatched. Any such notice advising of a meeting to be held shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of members, the general nature of the business to be transacted.

8.3 Means of Communication. All notices, ballots, proxies and other communications may be made by or to the Corporation by paper, facsimile or electronic mail, to the extent permitted by law; any communication which is satisfactory in content and given by any such means shall be deemed to have satisfied the requirements of these Bylaws.

8.4 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## Article 9

### LIABILITY AND INDEMNIFICATION

9.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

a. the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the PA Nonprofit Corporation Law of 1988 and any amendments and successor acts thereto; and

b. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

9.2 Indemnification. The Corporation shall indemnify to the fullest extent permitted by Pennsylvania law any officer or Director of the Corporation or any other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation or enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding, if such person acted in good faith and in a manner she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

9.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because she has met the applicable standard of conduct set forth under Article 9.2 above. Such determination shall be made:

1. by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;
2. if such a quorum is not obtainable, or if obtainable, and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
3. by the members.

9.4 Advancement of Expenses. Expenses (including attorney's fees) incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

9.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation or other person who had served at the request of the Corporation as a representative of another corporation or enterprise as provided in Article 9.2 hereof, and shall inure to the benefit of the heirs, executors and administrators of such person.

9.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

## **Article 10**

### **AMENDMENTS**

10.1 By Members. The Bylaws may be amended by a majority of all members present at any duly convened meeting of members after not less than fifteen (15) days notice has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 By Directors. The Bylaws and committee charters may be amended, to the extent not prohibited by law, by a two-thirds (2/3) vote of all Directors in office at a duly convened meeting of Directors, after fifteen (15) days notice has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.3 By Members. The Articles of Incorporation of the Corporation may be amended by a two-thirds vote of all members present at any duly convened meeting of members after not less than fifteen (15) days notice has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

## **Article 11**

### **MISCELLANEOUS**

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

11.2 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

11.3 Bond. If required by the Board, any person shall give bond for the faithful discharge of her duty, in such sums and with such sureties as the Board shall determine.

11.4 Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Pennsylvania 1985."

Amended and restated this 19th day of May, 2015.

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1 Current law requires written notice. Electronic voting is not permitted under applicable law. Unanimous consent by the Board may be delivered via electronic mail.

2 Current law requires written notice must be by means other than electronic mail.