

**BY-LAWS OF
THE WOMEN'S CENTER OF MONTGOMERY COUNTY**

ARTICLE I – NAME

The name of this Corporation is the Women's Center of Montgomery County, hereinafter referred to in these By-Laws as the Women's Center, a not-for-profit service organization incorporated under the laws of the Commonwealth of Pennsylvania. No individual or group may use the name of the Women's Center of Montgomery County without the written consent of the Executive Committee.

ARTICLE II - PURPOSE AND POWERS

1. **PURPOSE.**

The Women's Center of Montgomery County is a volunteer, community organization with a primary focus on freedom from domestic violence and other forms of abuse. Our programs, policies and procedures reflect our strong commitment to empowering women.

The policy of the Women's Center is to provide program services and opportunities for volunteerism, training and employment without regard to race, creed, color, national origin, age, sex, ancestry, disability, or sexual orientation.

2. **POWERS AND DUTIES.** The Women's Center shall have the purposes and powers stated in its Articles of Incorporation, and such other powers as are now or may be granted hereafter by the Non-Profit Corporations Law of 1988 of the Commonwealth of Pennsylvania or any successor legislation.

3. **STANDARD OPERATING PROCEDURE.** Standard operating procedure within any and all acting sessions of the Board of Directors shall be guided by Robert's Rules of Order.

ARTICLE III - OFFICES AND FISCAL YEAR

1. **OFFICES.** The Corporation maintains its principal office in Montgomery County, Pennsylvania. Satellite offices may be established and maintained at the discretion of the Board of Directors.

2. **FISCAL YEAR.** The fiscal year of the Corporation shall begin on the first of July of each year and conclude on the last day of June of the year following.

ARTICLE IV – MEMBERSHIP

1. **DEFINITION.** There are two (2) levels of membership: contributing membership and active membership. Unless otherwise stated "Membership" refers to both contributing and active members.

2. **ACTIVE MEMBERS/ VOTING MEMBERS.** In order to qualify as an active member, one must: 1) pay annual dues; and 2) volunteer a minimum of 52 hours to the WCMC in the course of each fiscal year. Having qualified as an active member, one is entitled to: receive the newsletter; attend Women's Center sponsored trainings and programs not open to the general public; receive the membership discount for Women's Center sponsored events, and any other membership benefits as defined by the Board of Directors. Active members shall be entitled to one vote at the meetings of the Corporation and to elect members of the Board of Directors of the Corporation at the Annual Meeting of the Membership.

Paid Women's Center staff may be deemed active members eligible to vote under the following conditions: 1) they are current paid members of the Center; 2) they have clearly documented on their time sheet those hours which are approved as volunteer hours beyond their normal work schedule; and 3) they have volunteered 52 or more hours in the year preceding the vote.

3. **CONTRIBUTING MEMBERS/ NON-VOTING MEMBERS.** In order to qualify as a contributing member, an individual or organization must pay annual dues. Having qualified as a contributing member, one is then entitled to: receive the newsletter; attend Women's Center sponsored trainings and programs not open to the general public; receive the membership discount for Women's Center sponsored events; and any other membership benefits as defined by the Board of Directors. There are no voting privileges associated with contributing membership status.
4. **DUES.** All members shall pay dues according to a schedule recommended by the Finance Committee and adopted and published by the Board of Directors no later than December 31st each year. Dues for individuals may be adjusted for good cause by the Director of Volunteers/Volunteer Coordinator and the Executive Director.
5. **MEMBERSHIP ROLL.** A written roster of the contributing members and the active members of the Corporation shall be maintained by the office staff.
6. **ANNUAL MEETING OF MEMBERSHIP.** The Annual Meeting of the Members of the Corporation shall be held concurrently with the Annual Meeting of the Board of Directors and shall be held in June at such time and place as the Board of Directors, by vote, shall determine. The purpose of the meetings shall be the announcement of the election of the Board of Directors and such other business as may properly be brought before the meeting.
7. **SPECIAL MEETINGS.** Special Meetings of the Membership shall be held at such time and place as may be designated in a notice of said meetings, upon call of the Board of Directors or of the President/Co-Presidents; or shall be called by the President/Co-Presidents or Secretary upon request of at least twenty-five percent (25%) of the active membership (ref. Article IV, Par. 2). Any such request from active members shall state the purpose for which the meeting is to be called and only that stated business may be considered at such special meetings.

8. **NOTICE AND PURPOSE OF MEETINGS.** Written notice, by mail, email, or publication in the newsletter, of the time and place of every meeting of the Membership and, in the case of a Special Meeting, of the purpose(s) of such meeting, shall be mailed to each active member at the address listed on the record of the Corporation not less than five (5) or more than thirty (30) days before the meeting.
9. **QUORUM.** Ten percent (10%) of the active members shall constitute a quorum at the Annual Meeting of the Membership or Meetings of the Membership called by the Board of Directors. At Special Meetings, twenty-five percent (25%) of the active members shall be required for a quorum. A membership quorum will be established by attendance in person, by telephone, by paper ballot or absentee ballot.

ARTICLE V - BOARD OF DIRECTORS

1. **NUMBER OF BOARD MEMBERS.** The Board of Directors shall consist of not less than twelve (12) nor more than twenty-five (25) members.
2. **TERM OF SERVICE.** The term of a Board Member shall be two (2) years. No more than three (3) consecutive terms shall be served.

If a Board member is appointed by the Board during the fiscal year, in order to extend their term beyond June 30th they must be included as a new candidate on the ballot at the annual election. An individual appointed by the Board may serve three (3) two-year terms plus the portion of the year in which they were appointed.

Board officers, in the last term of their Board service, may extend their term for an additional year annually for a maximum of two additional years. For the extension, the officer must submit a request to the Governance Committee by April 1st and be approved by the Board.

Board members achieving the limits of their Board service must rotate off the Board for at least one year before they are again eligible for election.

3. **QUALIFICATIONS.** Members of the Board of Directors of the Corporation shall be members of the Women's Center. They shall be elected by the active membership. All Board Members must be at least eighteen (18) years of age. No compensation shall be paid to members of the Board of Directors or to the Officers of the Corporation for services as Board Members or Officers. No current paid staff of the Women's Center shall be eligible for a Board position.
4. **REQUIREMENTS.** All Board Members are required to sign the Mission Statement, attend 70% of all regularly scheduled meetings, including the Board retreat, each fiscal year, and chair one (1) Board committee or be an active member of at least two (2) committees. Board members are expected to attend all primary fundraisers, fulfill the requirements of an

active member as defined in Article IV, Section 2, and comply with the fiduciary responsibilities of being a Board member.

5. **POWERS.** The Board of Directors shall have the exclusive power to:
 - Establish policies which shall govern the activities of the Women's Center
 - Establish committees to implement the work of the Board
 - Hire and evaluate the Executive Director who is charged to carry out policies of the Board
 - Develop and approve the annual budget of the Corporation in co-operation with the Executive Director
 - Receive monthly reports on operations from the Executive Director
 - Elect interim Board Members, except in case of full Board removal by majority vote of active members present at a Special Meeting
 - Terminate the term of an individual Board Member or Officer
 - Approve the appointment of the auditor and legal counsel
 - Designate persons authorized to sign checks on behalf of the Women's Center
 - Approve all contractual agreements

6. **ELECTIONS.** The tabulation of the election of the Board Members will take place at the annual meeting held in June, with election accomplished by a majority vote of the active members who have voted in a given election. Paper ballots will be mailed to all active members. The ballots can be returned by mail, fax, e-mail, handed in at the annual meeting or submitted via conference call by request during the meeting. Board terms shall run for two (2) years, at the conclusion of which Board members must run for re-election.

Selection of officers shall be at the sole discretion of the Board of Directors. Any elected Board officer is expected to be an active member of the Women's Center of Montgomery County.

7. **REMOVAL FROM THE BOARD.** The Board shall not remove or suspend any individual from Office or Board Membership except for 1) actions contrary to the stated purpose of the Center or injurious to that organization, 2) inability or refusal to carry out the responsibilities of said Office or Membership in a timely and professional manner, 3) non-compliance with the requirements for Board members as stated in Article V, Section 4, or 4) having missed more than 30% of all regularly scheduled meetings in a fiscal year, including the Board retreat, either in person or by conference call.

In such case, written notice of two weeks and an opportunity for a hearing before the Board Governance Committee must be afforded the Board Member in question. The Governance Committee will inform the full Board of their decision at the next scheduled Board meeting

The decision of the Governance Committee may be appealed by the Board member to the full Board within 10 days of notification of the Committee's determination by filing a written request for reconsideration. The Board of Directors will meet in a special meeting to consider the appeal. A vote of two-thirds (2/3) of the elected Board Members present at the

meeting is necessary to reverse the decision of the Governance Committee provided there is a quorum.

The Board in its entirety shall not be removed from office unless at least 25% of the active voting membership considers the entire Board to 1) have collectively acted in a manner contrary to the stated purpose of the Center or injurious to that organization, or 2) be unable or unwilling to carry out its responsibilities in a timely and professional manner. In such case, such active members may call a Special Meeting to vote on removal of the entire Board from office. Notice of such meeting shall be mailed to each Board Member and active member at the address listed on the record of the Corporation not less than fifteen (15) or more than thirty (30) days before the meeting. Board members shall at this time be entitled to a hearing before the active membership. Following this procedure, a majority vote of active members in attendance, provided there is a quorum, is necessary to remove the Board from office.

Should the Board be removed in its entirety, the active membership or a committee it elects by majority vote in Special Meeting shall be empowered to elect interim board members to serve until the next Annual Meeting.

8. **VACANCIES.** Any vacancy on the Board of Directors occurring for any reason whatsoever prior to the expiration of the term of office may be filled by a person or persons elected by a majority vote of the remaining Members of the Board, with the nominees being selected by the Governance Committee. This person will hold office until the end of the fiscal year. S/he will then be eligible to be nominated for the start of his/her first two-year term.
9. **ADVISORY BOARD.** the Advisory Board shall serve in an advisory capacity to the Board; its membership shall consist of former Board members as selected by the President/Co-President; each of its members shall serve in ex officio capacity with no voting privileges with the availability to serve on Board Committees; attendance at Executive Session meetings of the Board shall be at the discretion of the Board of Directors. Advisory Board members have a vote on committee matters.

ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS

1. **MEETINGS.** Meetings shall be conducted in accordance with the By-Laws and secondarily by Robert's Rules of Order.
2. **REGULAR MEETINGS.** The Board of Directors shall agree to a schedule which provides for meetings at least ten (10) times per year including the Board retreat. Board meetings shall be held at an office of the Corporation and/or at such other places within this Commonwealth as a majority of Board Members may from time to time select.
3. **ANNUAL MEETING.** The Annual Meeting of the Board of Directors shall be held concurrently with the Annual Meeting of the Members and shall be held at such time and place as the Board of Directors shall determine, during the month of June each year.

4. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be held at any time on call of the President/Co-Presidents, or, in the event of the President/Co-Presidents' absence or inability to act, by the Vice President. Any five (5) Board Members may request in writing a Special Meeting and the meeting shall be held at a time and at one of the offices of the corporation, determined by the Officer convening the meeting.
5. **NOTICE OF SPECIAL MEETINGS.** Notice of Special Meetings of the Board shall be mailed or emailed to each Board Member's last known address at least ten (10) days prior to the meeting.
6. **QUORUM AND PROXY.** A majority of the Board Members shall constitute a quorum at any meeting of the Board. The Board Members present at a duly organized meeting can continue to do business until adjournment, provided there is not less than a quorum

If a meeting cannot be conducted because a quorum has not attended, those present may, except as otherwise provided by the by-laws, adjourn the meeting to such time and place as they may determine without further notice other than the announcement of such meeting. When a quorum shall attend on such an adjourned date, any business may be transacted which might have been transacted at the original meeting.

Voting by proxy at meetings of the Board of Directors and its committees is permissible.

7. **OPEN AND CLOSED MEETINGS.** Open meetings are meetings of the Board of Directors which are open to the Women's Center membership. All non-Board Members attending the meetings are considered guests, and must follow the agenda. Members may request to speak at any Board meeting. If requested in advance of the meeting, they shall be heard. If not requested in advance, then they are heard at the discretion of the President/Co-President. All meetings of the Board of Directors are open except for discussion of the following six (6) matters:
 - a) Personnel rules and other related matters.
 - b) Accusation of a crime or formal censure unless the person being accused or censured requests an open meeting.
 - c) The disclosure of information that would constitute an unwarranted invasion of personal privacy.
 - d) Bank examination records and similar financial audits.
 - e) Involvement in federal or state civil actions or similar legal proceedings.
 - f) Discussion of real estate.
8. **EXECUTIVE SESSION:** Executive Session can be called by the Board President/Co-Presidents or by a majority vote of the Board.
9. **WRITTEN BALLOT.** Upon the request of any two (2) Board Members, a vote may be taken by written ballot, proxy or fax. The proxy has an opportunity to cast a written ballot for the person for whom they are serving as proxy.

ARTICLE VII – OFFICERS

1. **OFFICERS.** The Officers shall be the: President or Co-Presidents; Vice President; Secretary; and Treasurer.
2. **TERM OF SERVICE.** The Officers of the Corporation shall be elected by the Board of Directors to two-year terms of office.
3. **PRESIDENT.** The President or Co-Presidents shall serve as the Chair(s) of the Board of Directors, and shall preside at all meetings of the Membership or of the Board of Directors.

The President/Co-Presidents shall exercise general overview of the affairs of the Corporation and shall have authority to execute all contracts relating to, or in furtherance of, the affairs of the Corporation. Subject to the approval of the Board, the President/Co-Presidents shall have authority to execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation.

The President/Co-Presidents in conjunction with recommendation of the Governance Committee shall appoint the Chairpersons of Committees with the approval of the Board of Directors.

The President/Co-Presidents shall convene the Personnel Committee annually for the purpose of reviewing the performance of the Executive Director, with the President or a Co-President as chair, assisted by the Chair of the Personnel Committee and a third person to be appointed by the Board President/Co-Presidents with the approval of the Executive Director.

The President/Co-Presidents may serve as an Ex officio member of all committees.

4. **VICE PRESIDENT.** The Vice President shall perform all the duties of the President/Co-Presidents in the event of the absence or incapacity of the President/Co-Presidents to act or in the event of the vacancy of that office. In addition, the Vice President shall be responsible for monitoring the activities of the Board Committees. The Vice President, in conjunction with the President/Co-Presidents, is responsible for insuring that the Board of Directors receives all necessary training including the retreat.
5. **SECRETARY.** The Secretary shall keep a complete and accurate record of all proceedings and correspondence of the Board of Directors and the Executive Committee, and shall execute and post the minutes of all such meetings. The Secretary shall perform all other duties usually pertaining to this office.
6. **TREASURER.** The Treasurer or his/her designee shall: provide for the payment of bills properly approved and present the financial position of the organization to the Board at each regularly scheduled meeting. S/he shall also perform such other duties as are usually assigned to the office of Treasurer, and shall chair the Finance Committee.

7. **PAST PRESIDENT.** The Past President may serve as an Ex officio member of the Board of Directors, unless s/he has served on the Board less than 6 years in which event s/he may then remain a voting member of the Board. Ex officio shall mean that the officer is invited to attend and participate in all Board Meetings, but may not cast a vote
8. **VACANCIES.** Should a vacancy arise among the Officers, the Governance Committee shall recommend a candidate to the Board of Directors to fill the unexpired term.

At the time of any vacancy or in the normal course of the nominating process, the Governance Committee may designate Co-Presidents, subject to Board approval, to fill either the unexpired term or the regular term of office of the President. The responsibilities of the presidency shall be divided between them as they see fit.

ARTICLE VIII - BOARD COMMITTEES

1. **STANDING COMMITTEES.** The following are the Standing Committees of the Board of Directors:
 - Executive
 - Governance
 - Finance
 - Personnel
 - Facilities
 - Legal
 - Planning
 - Development (Corporate Development, Special Events)
2. **AD HOC COMMITTEES.** Ad Hoc Committees shall be appointed by the President/Co-Presidents to accomplish a specific task or for a stated period of time. It is expected that such a committee will be dissolved after a period of time unless the decision is made to recommend to the membership that it be converted to a Standing Committee.
3. **POWER AND AUTHORITY.** Committees shall have and execute such power and authority specifically authorized by the Board of Directors. No committee, including the Executive Committee, shall have the power and authority to:
 - a) Fill vacancies on the Board
 - b) Adopt, amend or repeal these By-Laws
 - c) Amend or repeal any resolution of the Board
 - d) Enter into or sign any contractual agreements
4. **CHAIRS AND COMMITTEE MEMBERSHIP.** The chairperson of each Standing Committee, will be appointed by the President/Co-Presidents in conjunction with the recommendations of the Governance Committee; final approval shall be by the Board of Directors. Upon request of two Board members, this can be a paper ballot, computer, proxy, fax or phone if not required to be on paper ballot. The chairperson of each Ad Hoc

Committee will be appointed for the life of that committee by the President or Co-Presidents. The Chair of each Board Committee must be a Board Member. Other members of committees may be drawn from the active membership as well as from the Board. Additionally, ex-officio committee members may be recruited for their expertise. The exceptions to this rule are the Executive Committee, whose composition is described in Article VIII no. 6.a), and the Personnel Committee whose membership is composed of Board members only. For all other Committees, membership may be drawn from the Board, active and contributing members of the Corporation. Committee Chairs shall seek guidance from the Board President/Co-Presidents and input from the Executive Director. Differences of opinion will be brought to the attention of the Board President/Co-Presidents for discussion and resolution. If resolution cannot be reached, the final decision will rest with the Board.

5. **MEETINGS.** Committees shall meet a minimum of every other month. The chairperson of each committee is responsible for holding meetings not less than every other month between September and June, keeping records of proceedings which include attendance and length of meeting and reporting committee business to the full Board. Copies of these records are to be kept on file in the principal office of the corporation.

6. **COMMITTEE RESPONSIBILITIES.**

a) The **EXECUTIVE COMMITTEE** consists of the Officers of the Corporation, the Past President, and two (2) Board members, elected by the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation at such time as the full Board is unscheduled or unable to meet. The Executive Committee shall, prior to the next meeting of the Board, inform all of the Board Members of any action(s) to be taken. Items which must receive the action and approval of the Board of Directors include : 1) creation or termination of staff positions; 2) recommendation to the membership for the amendment of these By-Laws; 3) the election of officers; 4) final approval of the annual budget; 5) approval of program funding proposals; 6) approval of political positions; 7) all contracts. Quorum for the Executive Committee shall be a simple majority.

b) The **GOVERNANCE COMMITTEE** will consist of the Past President by invitation and a minimum of four additional members to be drawn from Board and active membership. The Governance Committee will evaluate the performance of Board Members to ascertain their interest and level of commitment. The committee will announce in the newsletter what Board positions are open, and request recommendations from the active membership. After interviewing and selecting candidates, the Governance Committee will present its recommended slate to the full Board of Directors for approval. That slate of candidates will then be presented to the Membership, either through publication in the newsletter (no later than the May issue) or through special mailing. Prior to the Annual Meeting of the Membership, additional nominations in opposition to a particular candidate or in addition to the published slate may be made in writing to the Secretary of the Board and the Chair of the Governance Committee, seconded with signatures by any five active members in good standing. These nominations must be received by the parties

in question no less than one (1) week prior to the scheduled annual meeting. Notice of this provision of the by-laws must be published in the newsletter in conjunction with the list of nominations. In addition, the Governance Committee is responsible for periodic by-law review. The Governance Chair will act as Parliamentarian for the Board.

- c) The **FINANCE COMMITTEE** is chaired by the Treasurer and is responsible for developing, in conjunction with staff, an annual budget and financial plan for consideration and approval by the Board of Directors. It is responsible for periodically reviewing financial statements and reviewing an annual audit and management letter prepared by the auditor.
- d) The **PERSONNEL COMMITTEE** is responsible for assuring that the Corporation has personnel policies for paid and unpaid staff which are in compliance with the law, and the standards and policies set by the Board of Directors. The President/Co-Presidents shall convene the Personnel Committee annually for the purpose of reviewing the performance of the Executive Director, with the President or a Co-President as chair, assisted by the chair of the Personnel Committee and a Board member or Advisory Committee Member to be appointed by the Board President/Co-Presidents with the approval of the Executive Director. This committee will also make termination recommendations regarding the Executive Director. The committee is to function as a resource of the Executive Director in personnel matters.
- e) The **FACILITIES COMMITTEE** is responsible for administering and negotiating office and thrift shop leases; identifying appropriate alternate office locations as needed; supporting staff in advocating with the landlord for repairs, maintenance and spatial accommodations; and general duties which relate to the state of the office spaces.
- f) **THE LEGAL COMMITTEE** is comprised of licensed attorneys who currently serve on our Board. The committee acts as informal advisors to the Board in legal matters that relate to the administration of our programs (such as issues arising from subpoenas or confidentiality breaches), contract or lease review, litigation, pending or actual, or other matters at the request of the Board or Executive Committee. The committee meets on an as-needed basis only.
- g) The **PLANNING COMMITTEE** is responsible for periodically proposing, suggesting and evaluating programs of the organization, and to assure the process of looking at the expansion, maintenance or curtailment of programs. It is responsible for determining and insuring the implementation of the strategic planning process, and coordinates the regular review and revision of organizational strategic plans with the Board, committees and Executive Director.
- h) The **DEVELOPMENT COMMITTEE** is responsible for developing and implementing a plan for external media communication relating to the work of any and all Committees and to the work of the Board as a whole. It is responsible for recommending to the Board the public relations goals for the Women's Center and for developing membership. The

Committee will work in concert with the Community Education program, whose funded role is to promote domestic violence awareness.

The DEVELOPMENT COMMITTEE is also responsible for the development of any and all special events and corporate fundraising plans. It is responsible for clearly identifying who (Board, committee, or staff) is to carry out each step of the plan. In addition, the Committee is responsible for the phon-a-thon, walkathon and any other individual giving initiatives. A calendar for these activities is to be developed in accordance with the annual budget and shall include a plan for execution.

The DEVELOPMENT COMMITTEE will identify, cultivate and, with the support of the Executive Director, solicit prospective individual, foundation and corporate funding sources with a minimal gift of at least \$1000.00 annually. This committee will be responsible for the thrift shop and marketing. It will determine appropriate funding goals for each prospect, develop strategies and timelines for the cultivation and solicitation of gifts, and training for committee solicitors.

ARTICLE IX - STAFF

1. **EXECUTIVE DIRECTOR.** The Board of Directors shall hire an Executive Director who shall be charged with the administration of the business and professional affairs of the Corporation. The Executive Director develops plans, programs and budgets in consultation with the appropriate committees and presents these items each year to the Board of Directors for approval. The Executive Director is accountable for the development, dissemination and implementation of the various programs of the Women's Center of Montgomery County. The Executive Director submits management reports to the Board of Directors in advance of each Board meeting. The Executive Director is an Ex-Officio member of the Board with no active voting privileges; attendance at Executive Session meetings shall be at the discretion of the Board of Directors.
 - a) **Powers:** The Executive Director may execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation, with the approval of the Board. The Executive Director may execute contracts relating to and in furtherance of the business and affairs of the Corporation. All such transactions must receive the prior approval of the majority of the Board of Directors
 - b) **Responsibilities:** The Executive Director is responsible for maintaining the minutes of all meetings of the Board of Directors and of the Membership of the Corporation in the permanent files of the Corporation. The Executive Director shall publish an Annual Report and make copies available to members.
2. **CREATION OF STAFF POSITIONS.** The creation of all new staff positions for the Corporation requires the approval of the Personnel Committee, in cooperation with the Executive Director, and the approval of the Board of Directors.

2. **ADMINISTRATION.** The Executive Director is solely responsible for the hiring or termination of all staff positions approved by the Board of Directors in accordance with policies approved by the Personnel Committee.

ARTICLE X - BOOKS, RECORDS AND CORPORATE SEAL

1. **LOCATION.** The Corporation shall keep at its principal office, records of the proceedings of meetings of the Membership and the Board of Directors, an alphabetical Membership register and complete financial records.
2. **ACCESS BY MEMBERS.** Every member shall have the right to examine in person, or by agent or attorney, at any reasonable time, for any reasonable purpose, the books of account, the Membership register, and the records of the meetings of the Membership and the Board of Directors.
3. **CORPORATE SEAL AND BY-LAWS.** The Executive Director shall provide and adopt a suitable seal containing the name of the Corporation, which seal shall be kept at the principal office. A current copy of the By-Laws, with any amendments, shall be kept on file at the principal office.

ARTICLE XI - DISSOLUTION AND DISTRIBUTION OF ASSETS

1. **DISSOLUTION.** In the event of the dissolution of Corporation or the winding up of its affairs, and after all debts have been satisfied, the remaining assets shall be transferred to a women's organization that is tax exempt under section 501(c)(3) of the Internal Revenue Code or any applicable Amendments. The specific tax exempt organization(s) shall be determined by the Board of Directors; the Corporation shall place all necessary legal notices.

ARTICLE XII - AMENDMENTS/REVISIONS

1. **AMENDMENTS.** These By-Laws may be altered, amended or repealed only by a vote of the active members of the Corporation, upon recommendation of the Board. At least fifteen (15) days' written notice of proposed changes must be provided to the Active Membership. A simple majority of the returned voting ballots is required for all alterations, amendments, or repeals to take effect.

ARTICLE XIII – INDEMNITY

1. **GENERAL RULE.** A Board member shall not be personally liable for monetary damages as Board member for any action taken, or any failure to take any action, unless:

a) the Board member has breached or failed to perform the duties of Board member in accordance with the standard of conduct contained in Section 5712 of the Non-Profit 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 the responsibility or liability of a Board member pursuant to any criminal statute.

2. **APPLICABILITY.** The Corporation shall indemnify any officer, Board member, employee or representative of the Corporation who was or is a party to or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, due to the fact that such person is or was a representative of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in 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 for any claim, issue or matter as to which the person has been held liable to the Corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the Corporation is located or the court in which the action was brought determines that, despite the adjudication of liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.
3. **PROCEDURE.** Unless ordered by a court, any indemnification under section XIII, 2. or otherwise permitted by law shall be made by the Corporation only as authorized, upon a determination that indemnification is proper because (s)he has met the applicable standard of conduct set forth under that section. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Board members who were not parties to the action or proceeding or by independent legal counsel in a written opinion.
4. **ADVANCEMENT OF EXPENSES.** Expenses incurred by a person pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by section XII, 2., and may, in any other case, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an agreement by or on behalf of such person to repay the amount so advanced is determined that such person is not entitled to indemnification.
5. **CONTINUING RIGHT TO INDEMNIFICATION.** The indemnification and advancement of expenses provided pursuant to this Article shall continue for any person who has ceased to be an officer, Board member, employee or representative of the

Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

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 XIV – MISCELLANEOUS

1. **CHECKS.** All checks or demands for money and notes of the Corporation shall contain no less than two (2) signatures. There are to be four (4) authorized signers, the Treasurer and one other Board member to be appointed by the President/Co-Presidents, the Executive Director and one other staff person (not the person who prepares checks) appointed by the Executive Director. If a given check is for more than 1.5% of the annual budget of the corporation, the two (2) signatures must consist of one Board signature and one staff signature.
2. **CONFLICTS OF INTEREST.** Neither an employee, volunteer, nor Board member of the Corporation shall use his/her position to further a business or enterprise in which s/he has a direct or indirect interest.

Neither Board Members, volunteers nor staff members shall engage in partisan political activity in the name of the Corporation.

3. **LIST OF CONTRIBUTORS.** The list of contributors to the Corporation and the membership list shall not be loaned, given or sold to any individual or organization without formal approval by the Board of Directors.