

**AMENDED & RESTATED BYLAWS OF
NATIONAL ASSOCIATION OF COMMISSIONS FOR WOMEN**

as of August , 2018

**ARTICLE I
Name**

Section 1. Name

The name of the corporation shall be National Association of Commissions for Women (the "Corporation" or "NACW").

**ARTICLE II
Purposes and Operation**

Section 1. Purposes

The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended ("PaNPCL"), and the Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation is incorporated exclusively for, and the nature of the activities to be conducted, and the purposes to be promoted by the Corporation exclusively shall be for charitable, religious, scientific, literary and educational purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the "Code"). Without limiting the generality of the foregoing, the purposes of the Corporation shall be:

- (a) To serve as the national voice for Commissions for Women (hereinafter defined) as they work toward equality and justice for women in the United States, its commonwealths and territories.
- (b) To facilitate communication and cooperation, and to provide support, technical assistance and expertise to Commissions for Women.
- (c) Without limiting the generality of the foregoing, to:
 - (i) support equality and inclusion of all persons regardless of sex, race, ethnic origin, age, religion, creed, sexual orientation, disability, national origin or marital status in all phases of American society;
 - (ii) identify issues affecting the status of women in the United States, its commonwealths and territories,
 - (iii) inform the public of the nature and extent of sex discrimination and the range of issues addressed by Commissions for Women across the United States, its commonwealths and territories;
 - (iv) encourage at least one (1) regional meeting every two (2) years in each of the ten (10) Department of Labor regions of the United States;
 - (v) establish regular communication among Commissions for Women;
 - (vi) encourage the sponsorship of an annual national conference of Commissions for Women;

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- (vii) provide action alerts to Commissions for Women on issues of urgent and mutual concern;
 - (viii) assist and support the establishment and continuance of Commissions for Women; and
 - (ix) serve as a clearinghouse of information about Commissions for Women, their programs, activities and areas of expertise.
- (d) To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania and which are not otherwise prohibited by its Articles of Incorporation or Bylaws.

Section 2. Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. Except as may be permitted under the provisions of Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Bylaws to the contrary notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(a) and Section 501(c)(3) of the Code; (b) by a corporation, contributions to which are deductible under Section 170, 2055 or 2522 of the Code. These Bylaws shall not be altered or amended in derogation of the provisions of this Article.

Section 3. "Private Foundation" Provisions. In the event the Corporation is, or in the future may become, a "private foundation" within the meaning of Section 509 of the Code:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- (f) Upon dissolution, termination, merger or consolidation of the Corporation, it shall comply with the requirements of Section 507 of the Code.

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Section 4. Termination

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes. Upon the sale of substantially all of the assets or the dissolution of the Corporation, surplus shall not be utilized for the private interest of any person.

Section 5. Offices

The registered office of the Corporation shall be located at 24 Veterans Square, Media, PA 19063 or such other place in Pennsylvania as the Board of Directors may from time to time determine.

ARTICLE III Members

Section 1. Qualifications and Classes of Voting Members

There shall be two classes of voting members – Commission Members and Allied Members.

A. Commission Members: Voting membership in the Corporation shall be available to the official government Commission on the Status of Women or its equivalent organization in each state, commonwealth, territory, city, county, or other governmental jurisdiction, and the District of Columbia (each a “Commission for Women” and collectively “Commissions for Women”), provided the Board of Directors takes favorable action on the application for membership. Favorable action by the Board shall be based on:

- (a) payment of annual dues to the Treasurer;
- (b) submission of a copy of official authorization establishing the applicant commission or equivalent organization;
- (c) statement of acceptance of the purposes of the Corporation; and
- (d) presentation of a current roster of members of the commission.

B. Allied Members: Voting membership in the Corporation shall be available to non-profit organizations organized under the laws of a United States state or commonwealth with a valid tax-exempt status under Section 501(c)(3) or (4) of the Code that support the mission of NACW, including but not limited to Friends of Commissions groups, University and Colleges with a commission for women, and non-profit organizations supporting equality and inclusion of all persons regardless of sex, race, ethnic origin, age, religion, creed, sexual orientation, disability, national origin or marital status in all phases of American society; provided the Board of Directors takes favorable action on the application for membership.

Favorable action by the Board shall be based on:

- (a) payment of annual dues to the Treasurer;
- (b) submission of a copy of the letter of determination of tax-exempt status from the Internal Revenue Service, and a copy of the articles of incorporation, constitution, certificate of incorporation or equivalent organizational document establishing and showing the purpose for

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which the applicant organization was created;

- (c) statement of support of the purposes of NACW; and
- (d) presentation of a current listing of its board of directors or trustees.

Section 2. Qualifications of Associate Members

Non-voting Associate membership in NACW shall be available to individuals in each state, commonwealth, territory, city, county and the District of Columbia, provided the Board of Directors takes favorable action on an application for membership. Neither government-sponsored commissions nor independent organizations nor for-profit or non-profit entities are eligible to become associate members of the Corporation. Favorable action by the Board shall be based on:

- (a) payment of dues to the Treasurer; in such amounts and payable at such times and by such methods of collection as the Board of Directors may by resolution prescribe and
- (b) statement of support of the purposes of NACW.

Section 3. Voting Rights of Commission and Allied Voting Members

Although there shall be two classes of voting members of the Corporation. Each voting member shall be entitled to one vote on matters to come before the membership, except that matters involving Fundamental Transactions as defined in the PaNPCL, (which include mergers, acquisitions, and transfers of substantially all of the assets of the corporation) shall be decided by a vote of Commission members only.

All voting members shall pay dues or assessments, or both, in such amounts and payable at such times and by such methods of collection as the Board of Directors may by resolution prescribe. A voting member may be expelled and its membership thereby terminated for nonpayment of dues automatically after fifteen (15) days written notice or by action of the Board of Directors for failure to act in furtherance of the purposes of the Corporation.

Section 4. Associate Members. The Board of Directors may, by resolution, designate one or more other classes of non-voting associate members, with such dues, rights and obligations, as the Board of Directors shall determine. Associate members shall be entitled to:

- (a) attendance at the annual conference and regional meetings,
- (b) communications from the Corporation; and
- (c) information and referral service concerning published materials and linkages with programs of voting members and any other resources extended to voting members. Associate members shall not be entitled to hold any directorship or office of the Corporation.

ARTICLE IV Meetings of Voting Members

Section 1. Place of Meetings

All meetings of the members shall be held at the registered office or such other places, as the Board of

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Directors may from time to time determine.

Section 2. Time for Meetings

A meeting of members shall be held for the election of Officers and Directors in each calendar year on such date and at such time and place as the Board of Directors shall determine. If the annual conference shall not be called and held within a calendar year, any member may call such meeting at any time thereafter. Elections for Directors shall be by written ballot.

Section 3. Notice of Annual Conference

Written notice of the annual conference of members specifying the place, date and hour of the annual conference shall be given to voting members, at least sixty (60) days prior to the conference.

Section 4. Special Meetings

Special meetings of the members, for any purpose or purposes, other than those regulated by statute, may be called at any time by the President, or the Board of Directors, or ten percent (10%) of the members, upon written request delivered to the Secretary of the Corporation. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty (60) days thereafter. If the Secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so.

Section 5. Notice of Special Meetings

Written notice of any special meeting of the members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each member of record entitled to vote thereat at such address as appears on the books of the Corporation, at least ten (10) days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 6. Business Stated in the Call

Business transacted at all special meetings shall be confined to the business stated in the call.

Section 7. Quorum

One third (1/3) of the Commission Members entitled to vote and present in person, shall be necessary to constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws. If, however, any meeting of members cannot be organized because a quorum has not attended, the members entitled to vote thereat and present in person, shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Directors, such meeting may be adjourned only from day to day, or for such longer periods not exceeding fifteen (15) days, each as a majority of the members, present in person, shall direct, until such Directors shall have been elected. At any adjourned meeting at which a quorum shall be present and continuing, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 8. Majority Vote

When a quorum is present and continuing at any meeting, the vote of a majority of the members having voting powers, present in person, shall decide any question brought before such meeting, unless the question is one for which, by express provision of the statutes or of the Articles of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question.

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Section 9. No Cumulative Voting

The members of the Corporation shall not be entitled to cumulate votes for the election of Directors. In the election of Officers and Directors, every member entitled to vote shall have the right to cast one (1) vote for one (1) nominee. The nominees receiving the highest total number of votes up to the number of Directors to be elected in the same election shall be elected.

Section 10. Judges of Election

The President will appoint three (3) judges of election, at least two (2) of whom shall be representatives of Commission Members.

Section 11. Fixing Record Date

The Board of Directors may fix a time, not more than seventy (70) days prior to the date of any meeting of members or any adjournment thereof as a record date for the determination of the members entitled to notice of, and to vote at, any such meeting. In such case only voting members of record on the date so fixed shall be entitled to notice of such meeting. If no such record date is fixed, the record date for determining members entitled to notice of or vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 12. Informal Action by Members

Except as otherwise provided in the Articles of Incorporation, any action required to be taken at a meeting of the members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

ARTICLE V Directors

Section 1. Number, Qualification and Selection of Directors

The business and affairs of the Corporation shall be managed by a Board of up to nineteen (19) Voting Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not proscribed by statute, by the articles of incorporation, or by these Bylaws. Directors shall be natural persons of full age who shall be commissioners or staff of a Voting Member and up to six (6) shall be board or staff of an Allied Member. No more than three Directors shall be elected from any one state.

a. Voting Directors shall be of three (3) classes – Officers including President, Vice President, Secretary, and Treasurer; one Host Commission Director, plus up to fourteen (14) Directors at Large, and.

The President may also appoint non-voting Associate Directors who shall serve in an advisory capacity.

b. Except for the Host Commission Director, the Directors shall be selected by the voting members at the Annual Conference. The Host Commission Director shall be nominated by the Commission hosting the next Annual Conference and shall be appointed by the President.

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c. Directors representing Commission Members must be commissioners or staff of a Commission Member at the time of their election. Voting Directors representing Allied Members must be at the time of their election staff or a board member of an Allied Member.

Section 2. Enumerated Powers

In furtherance, and not in limitation, of the powers of the Board:

- (a) The Board shall have the power to make grants to any organization organized and operated exclusively for those purposes set forth in Section 501(c)(3) of the Code;
- (b) The Board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, shall authorize payment of such funds to the approved grantee;
- (c) The Board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board;
- (d) The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds are requested; and
- (e) After the Board has approved a grant to another organization for a specific project or purpose, the Corporation may solicit funds for the grant to be used for the specifically approved project or purpose of the other organization.

Notwithstanding the foregoing, the Board shall at all times have the right to withdraw approval of the grant and use the funds for other purposes set forth in section 501(c)(3) of the Code.

Section 3. Term and Service of Directors.

- a. Except for the Host Commission Director, Directors shall serve two years (2) and until their successors are elected and qualified. Directors at large shall be divided into two (2) classes. The term of one (1) class shall expire in each year. The Host Commission Director shall serve until the close of the next Annual Conference.
- b. Directors at Large shall be divided into two (2) classes. The term of one (1) class shall expire in each year.
- c. If, during the term of a Director, his or her status as a commissioner or board member or staff member of a voting member ends, that individual may continue to serve as a director until the next election, with the approval of the Board of Directors.

Section 4. Vacancies.

Vacancies in the Class of At Large Directors shall be filled by a majority of the remaining Directors. Each person so elected shall be a Director until her or his successor is elected and qualified at the next Annual Conference of the Members, or at any special meeting of the Board duly called for that purpose and held prior thereto.

Section 5. Removal

Any Director may be removed from office pursuant to the provisions of the laws of the state of

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incorporation. Removal may be by any of the following:

(a) By the Voting Members – The entire Board of Directors, or any individual Director, may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of Directors.

(b) By the Board – The Board of Directors may declare vacant the office of a Director if she or he is declared of unsound mind by an order of court or is convicted of felony, or for any other proper cause specified in the bylaws, or if, within 60 days, after notice of her or his election, she or he does not accept such office either in writing or by attending a meeting of the Board of Directors.

(c) By the Board – The Board may, upon petition of any member or Director, remove from office any Director in case of fraudulent or dishonest acts, or gross abuse of authority or discretion.

Section 6. Liability of Directors

(a) No person who is or was a Director of this Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director unless:

(i) the Director has breached or failed to perform the duties of her or his office as set forth in appropriate sections of the laws of the state of incorporation; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This provision of the Bylaws shall not apply to:

(i) the responsibility or liability of a Director pursuant to any criminal statute; or

(ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

(c) If the law of the state of incorporation hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended laws of the state of incorporation.

ARTICLE VI Directors' Meetings

Section 1. Conduct of Meetings

The President shall preside as the Chair at all meetings of the Board and the Secretary shall keep minutes and report to the Board at its next regular meeting or when required.

Section 2. Reorganizational Meeting

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The first meeting of each newly constituted Board (the reorganizational meeting) may be held at the same place and immediately after the meeting at which Directors were elected and no notice need be given to the newly elected Directors in order to legally constitute the meeting; or it may convene at such time and place as may be fixed by the consent or consents in writing of all the Directors.

Section 3. Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined from time to time, by resolution of the Board. Notice of each regular meeting of the Board shall specify the date, place and hour of the meeting and shall be given to each Director at least thirty (30) days before the meeting either personally, by mail, facsimile transmission, electronic mail or telegram.

Section 4. Special Meetings

Special meetings of the Board may be called by the President on fifteen (15) days' notice to each Director, either personally, by mail, facsimile transmission, electronic mail or telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the Directors. Notice of a special meeting of the Board shall specify the date, place and hour of the meeting. Unless required by statute or these Bylaws, the notice need not state the nature of the business to be conducted at the special meeting.

Section 5. Quorum

At least one half (1/2) of the persons entitled to vote at any meeting of the Board shall constitute a quorum for the transaction of business at that meeting, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board.

Section 6. Informal Action by Directors

Any action which may be taken at a meeting of the Directors of the Corporation may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors and shall be filed with the Secretary of the Corporation.

Section 7. Meetings Involving Telephone

One (1) or more Directors or members of the Committees may participate in a meeting of the Board or the Committees by means of conference telephone or similar communications equipment, whereby all persons participating in the call can hear each other. Providing all notice requirements for holding the meeting involved have been met, action may be taken at such a telephone meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

Section 8. Adjournment

If any meeting of the Board or the Committees cannot be organized because less than a quorum of the persons involved is in attendance, those persons in attendance may adjourn the meeting to such time and place as they may determine and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted, other than the announcement to the meeting at which such adjournment is taken.

Article VII Officers

Section 1. Qualification and Election

The officers of the Corporation shall be elected at the annual meeting of the Corporation and shall include

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a President, Vice President, Secretary and Treasurer, who shall be natural persons of full age. All officers must be, at the time of their election, commissioners, board members or staff of a voting member and the President and Vice President must be representatives of a Commission member. All officers must have served as a Director for at least one (1) year. No more than one Officer shall be elected from one state. The election of officers shall be staggered so that the President and Vice President are elected in different years.

Section 2. Term

The officers of the Corporation shall hold office for such term as may be designated by the Board and until her or his successor is selected and qualified or until her or his earlier death, resignation or removal. If, during the term of an officer, her or his status as a commissioner or staff member of a voting member commission ends, that individual may continue to serve as an officer until the next election, with the approval of the Board of Directors. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors 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 the person so removed. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

Section 3. President

The President shall have general and active management of the Corporation, shall preside as the Chair at all meetings of the Board and Committees, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board may from time to time assign to her or him. The President shall have sufficiently broad authority to enable her or him to carry out her or his responsibilities and she or he shall act as the duly authorized representative of the Corporation whenever appropriate. Without limiting the generality of the foregoing, The President shall:

- (a) preside at all meetings of the Corporation and the Board;
- (b) appoint committee chairpersons with approval of the Board;
- (c) appoint committee members whose selection is not otherwise provided for in these Bylaws and policies and procedures;
- (d) serve as an ex-officio member of all committees except as to the Nominating Sub-Committee of the Governance Committee;
- (e) authorize in writing payment of all proper bills of the Corporation;
- (f) designate representatives to appear before official bodies to represent the Corporation on matters of national concern to implement the Corporation's programs and resolutions;
- (g) appoint a parliamentarian who shall serve without vote at the annual Corporation conference;
- (h) supervise any employed staff;

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- (i) execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation, and
- (j) take such actions as are necessary and proper to implement the resolutions and purposes of the Corporation.

Section 4. Vice President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board may prescribe or the President may delegate. Without limiting the generality of the foregoing, the Vice President shall:

- (a) perform the duties of the President in her or his absence;
- (b) act in an advisory capacity to the President and perform such functions as assigned by the President;
- (c) fill a vacancy occurring in the office of the President for the unexpired term;
- (d) represent the Executive Committee as liaison to the annual conference committee with responsibility for communicating expectations and monitoring planning; and
- (e) transfer permanent records to the Corporation's office within thirty (30) days after expiration of term of office and secure a signed receipt.

Section 5. Secretary

The Secretary shall attend all sessions of the Board and shall record all the votes and the minutes thereof in a book to be kept for that purpose. She or he shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board, or by the President. She or he shall keep in safe custody the corporate seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by her or his signature or by the signature of the Treasurer or an Assistant Secretary. Without limiting the generality of the foregoing, the Secretary shall:

- (a) maintain a roster of Voting Members for the annual meeting; and
- (b) transfer permanent records to the Corporation's office within thirty (30) days after expiration of term of office and secure a signed receipt.

Section 6. Treasurer

The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board. Without limiting the generality of the foregoing, The Treasurer shall:

- (a) secure a bond at the Corporation's expense, if the Board so directs, and be responsible

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for the collection of all dues and fees and for the return of the appropriate receipt;

- (b) have charge of all monies of the Corporation and report thereon at each meeting;
- (c) pay all authorized bills;
- (d) maintain records of all dues and forward lists of paid members to the Secretary;
- (e) maintain an itemized record in a permanent file of all receipts and expenditures and provide a written report of the same to each regular meeting of the Board of Directors, and to the delegates at the annual meeting;
- (f) serve as a voting member of the Finance Committee; and
- (g) transfer permanent records to the Corporation's office within thirty (30) days after expiration of term of office and secure a signed receipt.

Section 7. Other Officers

The Board may provide for and designate such honorary and other officers and assistant officers, including an executive director, assistant vice presidents, assistant secretaries, assistant treasurers, and immediate past president, as the needs of the Corporation may require. These officers shall hold their offices for such terms and shall have such authority and perform such duties as, from time to time, shall be specified by the Board in a resolution to that effect.

ARTICLE VIII Committees

Section 1. Committees of Directors

The Corporation shall have the standing committees described below; and the Board may designate one or more other committees or sub-committees (collectively the "Committees") including but not limited to committees on Public Policy, Resolutions, Membership, Conference Planning, Nominating, and the like in accordance with the strategic plan and teams of NACW, each such Committee to consist of one or more of the Directors. The chair of each committee shall be appointed by the President and the board may designate other directors to replace any absent or disqualified member at any meeting of the Committee. Any such Committee to the extent provided in such Board resolution or in these bylaws, shall have and exercise the authority of the Board in the management of the business and affairs of the Corporation. The chairs of Committees may also designate as members of their committees individual members of NACW who are not directors.

Section 2. Meetings and Actions of Committees

Regular meetings of the committees shall be held at such time and place as shall be determined from time to time by the chair of the committee. Notice of each regular meeting shall specify the date, place and hour of the meeting and shall be given to each member either personally, by mail, facsimile transmission, electronic mail or telegram. Committees shall be able to vote by electronic voting ("email") as provided by the PaNCL. Except as to the Executive Committee, committee action or authority to act not previously delegated by the Board in advance shall be ratified by action of the Board.

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Section 2. Standing Committees

The standing Committees shall be:

- (a) Executive Committee. There shall be an Executive Committee consisting of the Officers of the Corporation. The Executive Committee shall have and exercise the powers of the Board when the Board is not in session, except that the Executive Committee shall not have any power or authority as to the following:
- (i) the filling of vacancies on the Board of Directors;
 - (ii) the adoption, amendment or repeal of these Bylaws;
 - (iii) the amendment or repeal of any resolution of the Board;
 - (iv) action on matters committed by the laws of the state of incorporation or these Bylaws to the voting members or the Board of Directors including, without limitation, dissolution, merger or consolidation of the Corporation; or
 - (v) action on matters committed by these Bylaws or resolution of the Board of Directors to another committee of the Board.
- (b) Governance. The Governance Committee shall review the Bylaws and shall receive proposed changes in the Bylaws from members of the Corporation. The Committee shall have the authority to review and clarify proposed Bylaws and to combine similar proposed Bylaws amendments. The Committee shall report all proposed Bylaws changes to the next annual meeting with a recommendation for action. This Committee shall also plan and oversee the nomination and election of directors and officers.
- (c) Finance. The Finance Committee shall prepare the annual budget for presentation to the annual meeting. The Committee shall also review and recommend fiscal policies of the Corporation to the annual meeting.
- (d) Development. The Development Committee shall assist in planning and securing financial support to maintain the financial security of the Corporation.

Section 3. Committee Meetings

- (a) The Committees shall hold meetings as necessary or desirable for the purpose of transacting such business as may properly come before the meeting. The Committee shall report to the Board at its next regular meeting or when required.
- (b) Regular meetings of the Committees shall be held at such time and place and with such notice as shall be determined from time to time, by resolution of the Committees.
- (c) Special meetings of the Committees may be called by the President on twenty-four (24) hours' notice to each member, either personally, by mail, facsimile transmission, electronic mail or telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) members. Notices of special meetings of the Committees shall specify the date, place and hour of the meetings.

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(d) At least a majority of the persons entitled to vote at meetings of the Committees shall constitute a quorum for the transaction of business, and the acts of a majority of the members present at meetings at which a quorum is present shall be the acts of the Committees.

Section 4. Informal Action by Committees

Any action which may be taken at a meeting of a committee of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the members of the committee, as the case may be, and shall be filed with the Secretary of the Corporation.

ARTICLE IX Indemnification

Section 1. Terms

The Corporation shall indemnify, to the extent permitted under the laws of the state of incorporation, any person who was or is a party (other than a party plaintiff suing on her or his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of the fact that she or he is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise (such person being herein called an "Indemnified Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action or proceeding (herein called collectively the "Indemnified Liabilities"), if she or he acted in good faith and in a manner she or he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe her or his conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith and in a manner that she or he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that her or his conduct was unlawful.

Section 2. Powers

The Corporation shall indemnify any person who was or is a party, or is threatened to be made party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the 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 domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by her or him in connection with the defense or settlement of the action if she or he acted in good faith and in a manner she or he reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made 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 the expenses that the Court of Common Pleas or other court deems proper.

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Section 3. Ability to Advance Expenses

Expenses incurred by an Indemnified Person 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, as authorized in the manner provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that she or he is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 4. Determination of Indemnification and Advancement of Expenses

- (a) Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of the Indemnified Person is not proper in the circumstances because she or he has not satisfied the terms set forth in Section 1.
- (b) Expenses shall be advanced by the Corporation to an Indemnified Person upon a determination that such person is an Indemnified Person as defined in Section 1 of this Article and has satisfied the terms set forth in Section 3 of this Article.
- (c) All determinations under this Section 4 shall be made:
 - (i) By the Board of Directors by a majority vote of a quorum consisting of Directors who are or were not parties to such action, suit or proceeding; or
 - (ii) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

Section 5. Non-Exclusive Remedy

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in her or his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, partner, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify her or him against such liability under the provisions of this Article.

ARTICLE X Miscellaneous

Section 1. Depository for Corporate Funds

The funds of the Corporation shall be deposited in its name in a depository or depositories designated by the Board. All checks, demands for money and notes for the Corporation shall be signed by such officer or officers as the Board may, from time to time, designate.

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Section 2. Fiscal Year

The fiscal year of the Corporation shall begin on October 1 and end on September 30.

Section 3. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 4. Waiver of Notice

Whenever any notice of any meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Disclosure

Directors and officers shall annually disclose any conflict of interest or potential conflict of interest to the Board.

Section 6. Compensation

No Director or officer shall receive any compensation from the Corporation for duties or for services rendered either as a Director or officer.

Section 7. Travel Reimbursement

With the approval of the President and the Treasurer, Directors and officers may be partially reimbursed for expenses incurred in attending meetings. Reimbursable expenses include travel, hotel and meal expenses.

ARTICLE XI

Amendment of Bylaws

These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of Commission members present at the annual meeting. The bylaws may contain any provision for managing the business and regulating the affairs of the corporation not inconsistent with law or the articles of incorporation. Written notice shall be given to each voting member that the purpose or one of the purposes of a meeting is to consider the adoption, amendment or repeal of the bylaws. There shall be included in or enclosed with the notice a copy of the proposed amendment or a summary of the changes to be effected thereby. Such notice shall be sent at least sixty (60) days before the annual meeting.

Approved by NACW Members August , 2018