

THE FORUM OF EXECUTIVE WOMEN,  
a Pennsylvania Nonprofit Corporation

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 (the "Articles"). 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 to leverage the power of executive women in the Greater Philadelphia Region to expand the impact and influence of women leaders. The Greater Philadelphia Region shall be defined in a membership policy approved by the Board Directors of the Corporation (the "Board") and administered by the Membership Committee of the Corporation (the "Membership Policy").

1.3 Definitions. Capitalized terms used and not otherwise defined in these Bylaws shall have the meaning assigned to them in the Act.

Article 2  
OFFICES

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

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

Article 3  
MEMBERS

3.1 Classes. The Corporation shall have at least two classes of Members, comprised of regular and sustaining Members and such other classes as the Board may determine from time to time. The criteria, rights and privileges of each class shall be determined by the Board and set forth in the Membership Policy.

3.2 Requirements for Membership. Eligibility of candidates and admission procedures shall be governed by resolutions adopted by the Board and set forth in the Membership Policy. The Membership Committee shall inform the Board of the Committee's recruitment efforts and admission of new Members on a regular basis.

3.3 Annual Meeting. The annual meeting of the Members (the "Annual Members Meeting") shall be held each calendar year, upon at least ten (10) days' notice to the Members, at such time and place as the Board shall determine. At such Annual Members Meeting, there shall be held an election of Directors.

3.4 Special Meetings. Special meetings of the Members may be called by the Chair, the Board or at the written request of Members entitled to cast at least 10% of the votes that all Members in good standing are entitled to cast at the meeting of the Members (a "Special Members Meeting"). At least ten (10) days' written notice stating the time, place and purpose of any Special Members Meeting shall be given to the Members. 3.5 Quorum. The presence, in person or by proxy, of Members entitled to cast at least one-third of the votes that all Members are entitled to cast on a particular

matter to be acted upon at an Annual Members Meeting or Special Members Meeting shall constitute a quorum for the transaction of business at any such Annual Members Meeting or Special Members Meeting.

3.6 Voting. Each regular Member shall be entitled to one (1) vote, in person or by proxy. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the Articles or Bylaws, may be by voice vote, show of hands, by ballot or by proxy, transmitted by regular or electronic mail, Internet communication or other means of electronic transmission (but, as to electronic means, only to the extent permitted by law) or other method approved by the Board, provided that the same is in compliance with applicable law. At all meetings of Members for the election of Directors, a plurality of the votes cast shall be sufficient to elect a Director. Except as otherwise specifically provided by law, the Articles of the Corporation or these Bylaws, all other corporate action to be taken by vote of the regular Members at a duly organized meeting of Members shall be authorized upon receiving the affirmative vote of a majority of the votes cast at the meeting by regular Members in good standing entitled to vote with respect to such matter.

3.7 Termination of Membership. The membership of any Member may be terminated by the Board, with or without cause, at a duly convened meeting of the Board, provided that (a) written notice of the intent to terminate and reasons therefore (if applicable) have been provided in the notice of such meeting and (b) such termination has been approved by two-thirds (2/3) vote of the Directors present at a duly convened meeting of the Board. No Member shall be terminated without being given at least five (5) 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 Board may create such additional classes of membership, such as contributing, honorary or other named members that shall not have the rights and privileges of regular Members under the Act.

#### Article 4 DIRECTORS

4.1 Powers. Unless otherwise provided by the Act, the Articles or these Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by or under the direction of, 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 and Governance Committee Charter.

4.3 Number, Election and Term of Directors. The Board shall consist of not fewer than fourteen (14) nor more than thirty (30) Directors. The exact number of Directors of the Corporation shall be determined by the Board from time to time. The Board shall include: (a) the immediate past Chair of the Corporation ("Immediate Past Chair"), for a term of one year; (b) the Chair ("Chair"), Vice-Chair ("Vice-Chair"), secretary ("Secretary"), treasurer ("Treasurer"), parliamentarian(s) ("Parliamentarian") and other Officers who may be elected by the regular Members, each of whom shall also serve as a Director; (c) three (3) or more at-large Directors ("At-Large Directors"); and (d) the chairs of committees as established in accordance with Section 6.1 of these Bylaws, all of whom shall serve by virtue of the position as a committee chair.

The President & Chief Executive Officer of the Corporation shall also serve on the Board as an ex officio Director without any voting rights.

Each At-Large Director shall be elected to serve on the Board for a term of two (2) years and may be re-elected to serve for no more than two (2) consecutive two (2) year terms.

Notwithstanding the foregoing, each Director shall hold office until such Director's successor is duly elected and qualified or until such Director's earlier resignation, death or removal; provided, however, that no Director, other than

an Officer or Immediate Past Chair, shall serve on the Board for more than three (3) consecutive two (2) year terms.

4.4. Removal. Any Director may be removed from office, without the assignment of any cause, by a vote 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 removed without being given at least five (5) days' notice of the intent to remove her and the reason for the proposed removal, and such Director shall have the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.5 Quorum and Action by the Board. The presence of a majority of the Directors in office at any duly convened meeting in accordance with Section 4.9(e) below, shall constitute a quorum for the transaction of business at any meeting of the Board, and the acts of the majority of the Directors in office present and voting at a meeting of the Board, 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.

4.6 Vote. Every Director, other than the President & Chief Executive Officer, shall be entitled to one (1) vote.

4.7 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 written consent or consents 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.

4.8 Duties. The Directors are responsible for overseeing the Corporation's mission and success. This shall include defining, supporting, understanding and abiding by the Corporation's mission, policies, bylaws, resolutions and needs; leading strategic and organizational planning; overseeing financial management and accountability; evaluating its performance as a governing body; ensuring legal and ethical integrity; reviewing financial reports and meeting materials in advance; serving as an ambassador for the organization; helping secure financial resources and partnerships; attending and actively participate in board meetings; attending the Corporation's programs and events; and serving on at least one committee.

#### 498 Meetings.

a. 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.

b. The annual meeting of the Board shall be held before the Annual Members Meeting.

c. Special meetings of the Board may be called by the Chair or by one-third of the Directors at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the Directors.

d. 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.

e. One or more Directors may participate in a meeting of the Board or any committee thereof by telephone, video or similar communications equipment, by means of which all persons participating in the meeting can hear each other.

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

Article 5  
OFFICERS

5.1 Positions, Election, Term. The Officers of the Corporation shall include Chair, Vice-Chair, Secretary, Treasurer, President & Chief Executive Officer and such other Officers as may be appointed from time to time by the Board. The President & Chief Executive Officer shall be appointed by the Board and report to the Chair and the Board. Each of Chair, Vice-Chair, Secretary and Treasurer shall be elected by the regular Members at the Annual Members Meeting and shall serve for a term of two (2) years and until her successor has been selected and qualified or until the Officer's earlier death, resignation or removal. Except for the President & Chief Executive Officer, individuals elected to Officer positions shall be elected from among the Directors of the Corporation. The Chair, with approval of the Board, shall appoint one or more Parliamentarians to serve a term of two (2) years.

5.2 Consecutive Terms. An Officer elected by the regular Members may be elected for one (1) additional consecutive two (2) year term for such office.

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

a. The Chair shall preside at all meetings of the Members, the Board and the Executive Committee of the Board established under Section 6.1 below; shall oversee the making of all policy decisions of the Corporation and the conduct of business affairs and operations of the Corporation; shall perform all such other duties incident to the office of Chair as may be assigned by the Board; and may execute documents in the name of the Corporation, except in cases in which the execution thereof shall have been delegated to some other Officer or agent of the Corporation.

b. The Vice-Chair shall have such powers and perform such duties as the Board or the Chair may assign. The Vice-Chair shall assume the office of the Chair in the Chair's absence.

c. Unless otherwise determined by the Board, the President shall serve as the Chief Executive Officer of the Corporation and shall have such duties of an officer with general supervision over and direction of business affairs of the Corporation as from time to time may be assigned to such officer by the Board or the Chair.

d. Unless otherwise determined by the Board, the Secretary shall be responsible for having the minutes of all meetings of the Board and Members maintained in the books of the Corporation provided for that purpose; having the appropriate notice given for all meetings of the Board and Members; and performing such other duties as may be assigned by the Board or by the Chair.

e. Unless otherwise determined by the Board, the Treasurer shall be responsible for having accurate accounts of the receipts and disbursements of the Corporation maintained in the books of the Corporation provided for that purpose; having financial reports provided to the Board and the Members as requested, but not less frequently than once a year; and shall perform such other duties as may be assigned by the Board or by the Chair.

f. Unless otherwise determined by the Board, the Parliamentarian shall be responsible for assisting the Chair in the conduct of meetings with respect to interpretation of bylaws, parliamentary procedure and rules of order.

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. A removal of an Officer from the Board, other than President and Chief Executive Officer, is subject to Section 4.4 of these Bylaws.

## Article 6 COMMITTEES

6.1 Establishment. There shall be the following standing committees of the Board: the Executive Committee, the Finance and Audit Committee, and the Nominating and Governance Committee. The Board may establish additional standing committees of the Board, or special ad hoc committees of the Corporation, as it deems necessary or appropriate. Only members of the Board may be members of a standing committee of the Board. Members who are not serving on the Board may only serve in a non-voting, advisory role on a standing committee of the Board. The Chair, together with the other Officers of the Corporation, shall constitute the Executive Committee of the Board. The Board shall appoint voting members of the Finance and Audit Committee and the Nominating and Governance Committee, other than the Chairs of such committees who are elected by the membership.

6.2 Structure and Meetings. The purpose, duties and obligations of each committee, as well as committee composition requirements, other than the Executive Committee, shall be set forth in an applicable committee charter, approved by the Board. The committee chair shall, after consultation with the committee vice-chair and consistent with the terms of the applicable charter: (i) determine the dates, times and places for meetings of the committee, and (ii) set the agenda for each meeting. The committee chair and/or committee vice-chair shall preside at each meeting of the committee, except that in the absence of the committee chair and/or committee vice-chair at any particular meeting, the committee member designated by the committee chair shall preside.

6.3 Operating Policies. Committees shall keep minutes of each meeting. Each committee shall report to the Board on a regular basis regarding the actions taken by, and the activities and findings of, the committee, as well as any recommendations for action by the Board when appropriate. It is the responsibility of each committee chair to notify the Board Chair and the Board of the committee's initiatives and projects.

6.4 Appointment of Committee Chairs. The Board Chair, upon the recommendation of the Nominating and Governance Committee and in consultation with the Vice Chair and President & Chief Executive Officer, shall recommend for Board approval a slate of committee chairs for a term of two (2) years. No committee chair shall serve for more than two (2) consecutive terms. Unless otherwise provided in these Bylaws, the chair of each committee shall appoint the members of the committee as provided in the applicable committee charter. In consultation with the Board Chair, each committee chair shall designate at least one (1) committee vice-chair from the committee's active membership to oversee specific initiatives and/or to assist the committee chair in specific duties.

6.5 Quorum and Action by the Committees. For the Executive Committee, Finance and Audit Committee, and Nominating and Governance Committee, the presence of a majority of the members of the committee at any duly convened meeting shall constitute a quorum for the transaction of business at any meeting of the committee, and the acts of the majority of the committee members present and voting at a meeting at which a quorum is present, shall be the acts of the committee. For all other committees, the presence of at least one-third (1/3) of the members of the committee at any duly convened meeting shall constitute a quorum for the transaction of business at any meeting of the committee, and the acts of the majority of the committee members present and voting at a meeting at which a quorum is present, shall be the acts of the committee.

## Article 7 GENERAL CONDUCT OF BUSINESS

7.1 Nomination Process. The Nominating and Governance Committee shall submit a slate of Directors and Officers to the Board for its consideration at least ten (10) days before the Board's regularly scheduled monthly meeting, at which the Board's 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 Member Annual Meeting.

7.2 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.

7.3 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 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 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 7.3 may hold such position for the next succeeding term, provided that such individual is recommended for such position by the Nominating and Governance Committee, approved by the Board, and elected by the regular Members, as applicable, but not otherwise.

d. Completion of a vacated term does not constitute a term for purposes of calculating term limits under these Bylaws.

7.4 Dues. Dues for each category of membership shall be determined each year by the Board 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, shall be a Member in good standing for such year and shall have all the rights of her class of membership.

7.5 Guests of Members. Members may invite guests to any regularly scheduled meeting of Members or in-person event or event of the Corporation held by means of electronic technology, which is open to guests. The applicable committee organizing such event shall notify the membership as to which meetings or other events are open to guests.

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

Article 8  
MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without the Commonwealth of Pennsylvania, or by means of electronic technology, 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), to that person's address (or electronic address as permitted by law) 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, 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 Members Meeting, 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 or electronic mail, to the extent permitted by law; and 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 Director and Officer Liability.

a. A Director or an Officer shall not be personally liable for monetary damages as a Director or an Officer for any action taken, or any failure to take any action, unless:

1. such person has breached or failed to perform the duties of a Director or an Officer in accordance with the applicable standard of conduct set forth in the Act and any successor acts thereto; and

2. such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

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

b. An Officer shall perform her duties as an Officer in good faith, in a manner she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. An individual who so performs her duties shall not be liable by reason of having been an Officer of the Corporation.

#### c. Indemnification.

1. Third-Party Actions. 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 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 by such person in connection with such action or proceeding, if such person acted in good faith and in a manner such person 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 such conduct was unlawful; 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. 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 of itself create a presumption that the person did not act in good faith and in a manner that the person 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 such conduct was unlawful.

2. Actions by the Corporation. In instances of a claim by or in the right of the Corporation, indemnification shall not be made under this Article 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.

3. Mandatory Indemnification. To the extent that a present or former Officer, Director, or other representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in this Article or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by such person in connection therewith.

9.2 Procedure. Unless ordered by a court, any indemnification under this Article 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 the person has met the applicable standard of conduct set forth under this Article. Such determination shall be made:

- a. by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- b. 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
- c. by the Members.

9.3 Advancement of Expenses. Expenses (including attorney fees) incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending any action or proceeding referred to in this Article may be paid by the Corporation in advance of the final disposition of such action 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. Any advancement of expenses shall be authorized by the Board.

9.4 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall, unless otherwise determined by the Board, 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 this Article, and shall inure to the benefit of the heirs, executors and administrators of such person.

9.5 Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

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.

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

b. The Articles 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 to the Members, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 By Directors. The Bylaws may be amended by the affirmative vote of two-thirds (2/3) of all Directors then in office at a duly convened meeting of the Board, after not less than fifteen (15) days' notice has been given to Directors, including a copy of the proposed amendment or a summary of the changes to be effected thereby, subject to the power of the Members to change such action; provided, however, that the Board shall not have the authority to amend the Bylaws on any subject that is committed expressly to the Members by any provision of the Act as set forth in Section 5504(b) of the Act or otherwise.

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.

Adopted this \_\_\_\_ day of \_\_\_\_\_

Amended and restated this 15<sup>th</sup> day of May, 2012

Amended and restated this 19<sup>th</sup> day of May, 2015

Amended and restated this 15<sup>th</sup> day of June, 2021

Amended and restated this 29<sup>th</sup> day of June, 2023

Amended and restated this 13<sup>th</sup> day of June, 2024

Amended and restated this 11<sup>th</sup> day of February, 2025 – approved by membership on June 12, 2025.