

BYLAWS

of

**ALUMNAE ASSOCIATION OF THE
PHILADELPHIA HIGH SCHOOL FOR
GIRLS**

**A Pennsylvania Nonprofit Membership
Corporation**

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ARTICLE 1 – DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- (a) “Act” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- (b) “Association” means Alumnae Association of the Philadelphia High School for Girls.
- (c) “Board” means the Executive Board of the Association which serves as the governing body of the Association under the Articles of Incorporation.
- (d) “Code” means the Internal Revenue Code of 1986, as amended.
- (e) “Director” means an individual serving on the Board.
- (f) “Members” means individuals that satisfy the requirements for membership set forth in Article 3 of the Bylaws.
- (g) “School” means the Philadelphia High School for Girls.

These Bylaws may contain other defined terms where applicable. In addition, when used in these Bylaws: (1) “record form” means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form; and (2) “sign” means with present intent to authenticate or adopt information in record form: (i) to sign manually or adopt a tangible symbol; or (ii) to attach to, or logically associate with, information in record form, an electronic sound, symbol or process.

ARTICLE 2 — MISSION

Section 2.1. Mission.

The mission of the Association shall be to perpetuate the ideals and promote the welfare of the Philadelphia High School for Girls, to further and protect the interests of the Association and its Members, to cultivate fellowship and helpfulness among the Members, and to advance in every way all efforts looking to the enlargement and enhancement of opportunities for women.

ARTICLE 3 — MEMBERS

Section 3.1. Classes.

The Association shall have three classes of Members: Annual; Associate; and Life. Members of all three classes have the same rights to participate in the Association, except that Associate Members are not eligible to serve as (a) Directors or officers, (b) committee chairs, or (c) Editor of the Alumnae News.

Section 3.2. Qualifications of Members.

Any graduate of the School shall be eligible for Annual membership. Associate membership is available to the Principal and members of the Faculty of the School and to members of the general public who support the Association's mission. As long as the life membership is authorized by the Board, any individual who is an Annual Member or an Associate Member in good standing may become a Life Member upon payment of a Life membership fee in an amount to be determined by the Board.

Section 3.3. Admission to Membership.

An applicant for membership shall submit any information reasonably requested by the Board. The Board will make an independent determination of the applicant's eligibility for membership based on the Board's review of the application and its own fact finding. An applicant shall become a Member upon payment of the applicable dues and acceptance by the Board.

Section 3.4. Voting Rights.

Each Member shall be entitled to one vote in person in the manner authorized under Section 3.5. A Member may also execute or authenticate a writing or transmit an electronic message authorizing another person to act for the Member by proxy. Every proxy shall be executed or authenticated by the Member and filed with or transmitted to the Recording Secretary. A telegram, telex, cablegram, datagram, email, internet communication, or other means of electronic transmission from a Member, or a photographic, facsimile, or similar reproduction of a writing executed by a Member: (a) may be treated as properly executed or authenticated; and (b) shall be so treated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Association to the Member for the purposes

of a particular meeting or transaction. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary. The revocation of a proxy shall not be effective until notice thereof has been given to the Recording Secretary in writing or by electronic transmission. An unrevoked proxy shall not be valid after eleven (11) months from the date of its execution, authentication, or transmission unless a longer time is expressly provided therein. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, notice of the death or incapacity is given to the Recording Secretary.

Section 3.5. Manner of Voting.

Members may vote by ballot, mail, facsimile, email, or via the Internet in the election of Directors and officers and by ballot, mail, facsimile, email, or via the Internet or a show of hands in all other matters.

Section 3.6. Dues and Assessments.

The Board may, by resolution, determine (a) the amounts of any dues or assessments payable by the Members, and (b) the time and method of their payment. The Board may impose dues or assessments, or both, upon all Members of the same class either alike or in different amounts or proportions, and upon a different basis upon different classes of Members. The Board may, by resolution, exempt Members of one or more classes from dues or assessments. The Board may terminate membership for nonpayment of dues after 30 days' notice has been given and without the hearing described in Section 3.9. The Financial Secretary shall bill Members for dues and assessments on dates to be determined by the Board.

Section 3.7. Nontransferable.

Membership in the Association is not transferable.

Section 3.8. Resignations.

Any Member may resign at any time by giving notice in record form to the Association. The notice of resignation shall be irrevocable. The resignation shall be effective upon receipt by the Association or at such subsequent time as may be specified in the notice of resignation. Resignation shall terminate all rights of the resigning Member but shall not relieve the Member of any outstanding obligation to the Association.

Section 3.9. Termination.

Except as otherwise provided in Section 3.6 (relating to nonpayment of dues), a Member shall be terminated only by the affirmative vote of at least two-thirds of the Directors present and voting on the matter based upon charges made in writing and proved to the satisfaction of the Board. The Member so charged shall have the right to be heard by the Board or a committee thereof and may be represented by counsel. Notice of such charges and date of hearing shall be given to the Member at least 20 days in advance of the hearing. The right of a Member to vote, and the right, title and interest, if any, of a Member in or to the Association or its property, shall cease on the termination of membership.

ARTICLE 4 – MEETINGS OF MEMBERS

Section 4.1. Place of Meetings.

Meetings of the Members shall be held at such place as may be fixed by the Board. If no place is fixed by the Board, meetings of the Members shall be held at the registered office of the Association. If a meeting of Members is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions to the Directors, make appropriate motions and comment on the business of the meeting, the meeting need not be held at a particular geographic location.

Section 4.2. Annual Meeting.

The Board shall designate the date, time, and location of the annual meeting of the Members, for the election of Directors and officers and the transaction of any other business which may be brought before the meeting.

Section 4.3. Special Meetings of Members.

Special meetings of the Members may be called at any time by the President, the Board, or Members entitled to cast at least fifteen (15) votes at the particular meeting. Upon written request of any person entitled to call a special meeting, the Corresponding Secretary shall (a) fix the date and time of the meeting, which shall be held not more than sixty days after receipt of the request, and (b) give notice to the Members. If the Corresponding Secretary neglects or refuses to fix the meeting date or give notice within thirty (30) days after receipt of the written request for the special meeting, the person or persons calling the meeting may do so.

Section 4.4. Notice of Meetings of Members.

Notice of every meeting of the Members shall be given in record form by, or at the direction of, the Corresponding Secretary to each Member of record entitled to vote at the meeting prior to the date of the meeting. In the case of the annual meeting, notice shall be given not less than thirty days prior to the meeting. In the case of other meetings, notice shall be given not less than ten days prior to the meeting. In the case of special meetings of the Members, the notice shall specify the general nature of the business to be transacted. When a meeting of the Members 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, unless the Board fixes a new record date for the adjourned meeting or the Act requires notice of the business to be transacted and such notice has not previously been given.

Section 4.5. Determination of Members of Record.

The Board may fix a time prior to the date of any meeting of the Members as a record date for the determination of the Members entitled to notice of, or to vote at, the meeting, which time, except in the case of an adjourned meeting, shall not be more than ninety (90) days

prior to the date of the meeting of the Members. The Board may similarly fix a record date for the determination of the Members of record for any other purpose. When a determination of the Members of record has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board fixes a new record date for the adjourned meeting. If no record date is fixed, the record date shall be determined in accordance with the Act.

Section 4.6. Quorum.

The presence, in person or by proxy, of the Members entitled to cast at least 100 votes on the matters to be acted upon at the meeting shall constitute a quorum. The acts of a majority of the Members present and voting at a meeting at which a quorum is present shall be the acts of the Members. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in the Act, adjourn the meeting to a time and place they may determine. Those Members entitled to vote who attend a meeting of Members at which Directors or officers are to be elected that has been previously adjourned for lack of a quorum, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors and officers.

Section 4.7. Participation in Meetings.

The presence or participation, including voting and taking other action, at a meeting of the Members, or the expression of consent or dissent to corporate action, by a Member by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the Member for all purposes under the Act.

Section 4.8. Adjournment.

Adjournments of any meeting of the Members may be taken. Any meeting at which Directors or officers are to be elected shall be adjourned only from day to day, or for longer periods not exceeding fifteen (15) days each, as the Members present and entitled to vote shall direct, until the Directors and officers have been elected.

Section 4.9. Organization.

At every meeting of the Members, the President, or in her absence, a Vice President designated by the Board, or in the absence of the President and the Vice President designated by the Board, a chair chosen by the Members, shall act as chair. The Recording Secretary, or in her absence, a person appointed by the chair, shall act as secretary.

Section 4.10. Consent of Members in Lieu of Meeting.

- (a) Unanimous. Any action required or permitted to be taken at a meeting of the Members or of a class of Members may be taken without a meeting, if one or more consents to the action in record form are signed, before, on or after the effective date of the action, by all of the Members who would be

entitled to vote at a meeting for that purpose. The consents must be filed with the minutes of the proceedings of the Members.

- (b) Partial. Any action required or permitted to be taken at a meeting of the Members or of a class of Members may be taken without a meeting upon the signed consent of Members who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all Members entitled to vote thereon were present and voting. The consents must be filed in record form with the minutes of the proceedings of the Members. Any action taken under this subsection (b) shall not become effective until after at least ten (10) days' notice of the action has been given to each Member entitled to vote thereon who has not consented to the action.

ARTICLE 5 – OFFICERS

Section 5.1. Number.

The officers of the Association shall include a President, an Immediate Past President, at least one and no more than three Vice Presidents, a Corresponding Secretary, a Financial Secretary, a Recording Secretary, and a Treasurer. In general, an individual may not hold more than one office at the same time. However, to facilitate the operation of the Association, a Vice President may also hold the office of Corresponding Secretary or Recording Secretary.

Section 5.2. Election and Term of Office.

- (a) The President, Vice Presidents, Corresponding Secretary, and Recording Secretary shall be elected by the Members for a term of two (2) years. There are no term limits for the office of President. Following the final two-year term of any President, the individual so serving shall serve as Immediate Past President until the successor President becomes the Immediate Past President. The Vice Presidents, Corresponding Secretary, and Recording Secretary shall not be eligible for election to their respective offices for more than two (2) successive terms, but they shall be eligible for re-election to their respective offices after an absence of one year.
- (b) The Financial Secretary and the Treasurer shall be elected by the Members for a term of four (4) years and shall not be eligible for re-election to their respective offices for more than two (2) successive terms, but they shall be eligible for re-election to their respective offices after an absence of one year.
- (c) Notwithstanding the term limits imposed under Section 5.2(a) or Section 5.2(b), an individual may be placed on the ballot for re-election to a third

successive term at any time upon a two-thirds vote of the Board, provided there is no other qualified candidate available to stand for election.

- (d) Each officer shall serve until her successor has been elected and qualified or until her earlier death, resignation, or removal.

Section 5.3. Termination or Removal of Officers and Agents.

The Board may remove any officer, with cause, at any time. The Board may remove any agent, with or without cause, at any time. The removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 5.4. Resignations.

Any officer may resign at any time by giving notice in record form to the Board or the President. The resignation shall be effective upon receipt or at such subsequent time as may be specified in the notice of resignation.

Section 5.5. The President.

The President shall be the chief executive officer of the Association and shall have general supervision over the business and operations of the Association, subject to the control of the Board. The President shall preside at all meetings of the Members and the Board. The President shall annually appoint the chairs and members of all committees, subject to approval by the Board. The President may, at her option, attend and vote at any meeting of any committee except the Nominating Committee. The presence of the President at any committee meeting shall not be counted for the committee's quorum unless necessary to achieve quorum at a particular meeting. The President shall implement the Board's policies and advise the Board on issues affecting the Association. The President shall execute in the name of the Association, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Association. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

Section 5.6. The Vice Presidents.

In the absence or disability of the President or when so directed by the Board, a Vice President designated by the Board shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Each Vice President shall perform such duties as may be assigned by the Board or the President. The Board may, at its option, rank the Vice Presidents.

Section 5.7. The Corresponding Secretary.

The Corresponding Secretary shall see that required notices of meetings of the Board and of the Members are given and shall conduct all necessary correspondence of the Association. The Corresponding Secretary shall acknowledge all unsolicited gifts to the Association not otherwise acknowledged by the Financial Secretary (for example, where a

personal note of thanks is appropriate). In general, the Corresponding Secretary shall perform all duties incident to the office of Corresponding Secretary and such other duties as may be assigned by the Board or the President.

Section 5.8. The Recording Secretary.

The Recording Secretary shall record all votes of the Board and of the Members and the minutes of the meetings of the Board and of the Members in a book or books to be kept for that purpose. The Recording Secretary shall send copies of the minutes for each meeting of the Board and the Members to the Board prior to its next meeting. After approval by the Board of all meeting minutes, the Recording Secretary shall file the approved minutes in the School's Alumnae Room so as to be available for reference. In general, the Recording Secretary shall perform all duties incident to the office of Recording Secretary and such other duties as may be assigned by the Board or the President.

Section 5.9. The Financial Secretary.

The Financial Secretary shall oversee collection and recording of dues paid on a Master File maintained by the Financial Secretary as chair of the Membership Committee and the Webmaster. The Financial Secretary shall be the custodian of the seal of the Association and shall see that it is affixed to all documents to be executed on behalf of the Association under its seal. The corporate seal shall be kept in the School's Alumnae Room. The Financial Secretary shall deposit all funds of the Association, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. The Financial Secretary shall be the Chair of the Membership Committee. The Financial Secretary shall receive, record, and acknowledge all gifts to the Association. The Financial Secretary shall be responsible for the collection and disposition of all mail from the Post Office Box and the School. The Financial Secretary shall have check-writing privileges. The Financial Secretary shall be bonded during her term in office. In general, the Financial Secretary shall perform all duties incident to the office of Financial Secretary and such other duties as may be assigned by the Board or the President.

Section 5.10. The Treasurer.

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. Except for financial duties assigned to the Financial Secretary, the Treasurer shall have full authority to receive and give receipts for all money due and payable to the Association, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall report the state of the Treasury at the meetings of the Board and make an annual report at the annual meeting of the Members. The Treasurer shall make the Association's books available for an audit annually by the Finance Committee at the end of the fiscal year in preparation for government tax returns. The Treasurer shall have check-writing privileges. The Treasurer shall be bonded during her term in office. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

Section 5.11. The Editor of the *Alumnae News*.

The President shall appoint the Editor of the *Alumnae News* annually, subject to approval by the Board. The Editor must possess skills related to journalism and publication. The Editor is a Director with full voting rights but is not an officer of the Association under the Act and these Bylaws. The Editor shall report to the Board. With assistance and oversight by the Communications Committee, the Editor shall prepare material for publication and distribution and provide a minimum of two (2) issues of the *Alumnae News* annually.

ARTICLE 6 – BOARD OF DIRECTORS

Section 6.1. Executive Board of Directors.

The business and affairs of the Association shall be managed under the direction of the Board. The powers of the Association shall be exercised by, or under the authority of, the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

Section 6.2. Qualifications of Directors and Officers.

Each Director and officer shall be an individual at least 18 years of age who must be an Annual or Life Member. Directors and officers need not be residents of Pennsylvania. In electing Directors and officers, the Members shall consider each candidate's willingness to accept responsibility for governance including availability to participate actively in Board activities, areas of interest and expertise, and experience in organizational and community activities.

Section 6.3. Number and Election of Directors.

The Board shall consist of the officers specified by title in Section 5.1, the Editor of the *Alumnae News*, and a minimum of nine (9) and no more than fifteen (15) additional Directors elected by the Members. The additional Directors elected by the Members shall be divided into three equal or nearly equal classes.

Section 6.4. Term of Office.

- (a) Ex officio Directors. The officers and Editor of the *Alumnae News* shall serve as Directors while they hold their respective offices.
- (b) Classified Directors. Each class of additional Directors elected by the Members shall serve for a term of three (3) years, except in case of a vacancy in any class, in which case the vacancy shall be filled for the balance of the term of such class. The term of office of one class shall expire in each year so that up to five Directors will retire annually if not eligible for re-election. Classified Directors shall not be eligible for election for more than two (2) successive terms, but they shall be eligible for re-election after an absence of one year from the Board.

- (c) Beginning of Term. Except as otherwise provided by the Board or the Members, each Director's and officer's term begins at the first Board meeting following her election. Outgoing Directors and officers will relinquish their offices at the same meeting.
- (d) End of Term. Each Director shall hold office until (a) the expiration of the term for which she was elected and until her successor has been elected and qualified, or (b) her earlier death, resignation, or removal.

Section 6.5. Procedure for Nomination of Candidates for Director and Officer.

The Nominating Committee shall submit to the Board all nominations for all Directors and officers at least three (3) months before the annual meeting of the Members at which elections will take place. The nominations may be sent to the Members on printed ballots to be marked and returned to the Chair of the Nominating Committee or her representative not later than the Monday preceding the annual meeting of the Members. Additional "write-in" nominations may be made on the ballot. Ballots may also be distributed to the Members and submitted to the Association electronically via email or through a website maintained by the Association for Member voting. The Chair of the Nominating Committee shall arrange for the counting of the ballots. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. The Chair of the Nominating Committee or her designee will make a report of the results at the annual meeting of the Members.

Section 6.6. Vacancies.

Vacancies in the Board or in an office (except that of President) shall be filled by the Board. Each person elected to fill a vacancy shall be a Director or officer to serve for the balance of the unexpired term. If a Director fails to accept the office of Director in record form or by attending the first meeting of the Board after notice to him or her of her election as a Director (unless the absence is excused by the President), the office shall be deemed vacant and shall not be counted for quorum or voting purposes under these Bylaws. Any Director or officer who is filling an unexpired term shall be eligible to serve two (2) successive terms in addition to the unexpired term.

Section 6.7. Removal of Directors.

The Board may remove any Director from office, with cause, at any meeting of the Board. The Members entitled to elect Directors may remove any Director from office, with cause, at any meeting of the Members. If any Director is removed, the resulting vacancy may be filled by the Board at any time. In addition to other causes, the unexcused absence of a Director from two consecutive Board meetings shall be deemed cause for removal.

Section 6.8. Resignations.

Any Director may resign at any time by giving notice in record form to the Board. The resignation shall be effective upon receipt or at such subsequent time as may be specified in the notice of resignation.

Section 6.9. Compensation of Directors.

Directors shall receive no compensation for their services as Directors, officers, or committee members. However, the Association may compensate a Director for providing services to the Association in any other capacity, including that of employee or agent of the Association. Directors who serve as paid employees or agents of the Association shall not participate in any vote of the Board with respect to their compensation. Subject to any policy adopted by the Board, Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Association.

Section 6.10. Voting Rights.

Each Director shall be entitled to one vote.

ARTICLE 7 – COMMITTEES

Section 7.1. Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Association. The Board may designate one or more Directors as alternate members of a committee. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that a committee, including the Standing Committees, if any, shall not have any power or authority as to the following:

- (a) The submission to the Members of any action requiring approval of the Members under the Act;
- (b) The creation or filling of vacancies in the Board;
- (c) The adoption, amendment or repeal of the Bylaws;
- (d) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; or
- (e) Action on matters committed by the Bylaws or a resolution of the Board exclusively to another committee of the Board.

Section 7.2. Term.

The President shall appoint the chairs and members of all committees of the Board, including Standing Committees, subject to approval by the Board. Standing Committees, if any, shall be appointed no later than July 31 in each year, and they shall serve for a term of one year. The Board may, by resolution, determine not to constitute a Standing Committee for any year. Other committees of the Board shall serve at the pleasure of the Board.

Section 7.3. Committee Organization.

Members of Standing Committees of the Board or Standing Committees of the Association must be Members. Except as otherwise provided by the Board, each committee shall be chaired by a Director and shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings. Section 8.5 (relating to quorum and action), Section 8.6 (relating to electronic participation), and Section 8.8 (relating to unanimous consent) shall apply to committees of the Board.

Section 7.4. Standing Committees of the Board.

There shall be the following Standing Committees of the Board, consisting solely of Directors:

- (a) Finance: The Finance Committee shall be composed of at least three Directors, preferably individuals who are financially literate or who have accounting or financial management expertise. Members of the Finance Committee must not have a conflict of interest with the Association's outside auditors. No member of the Finance Committee may be paid, directly or indirectly, for consulting or other services provided to the Association. The Finance Committee will prepare an annual budget for approval by the Board. In addition to any other duties assigned by the Board, the Finance Committee shall direct and oversee the Association's financial affairs and shall report regularly to the Board with respect to the Association's budgets, audits, loans, and investment and insurance policies. If the Board requires an audit, the Finance Committee shall review and present the audited financial statements to the Board within a reasonable period of time after the close of the Association's fiscal year. The Finance Committee shall determine that necessary controls are in place to ensure compliance with the Association's financial policies and shall periodically evaluate the Association's financial control and accounting system and recommend any changes it deems appropriate. The Finance Committee Chair shall not be the Treasurer or the Financial Secretary.
- (b) Nominating: The Nominating Committee shall be composed of at least two Directors. In addition to any other duties assigned by the Board, the Nominating Committee shall propose names for election of Directors and officers and appointment of committee chairs and members in consultation with the President. The Nominating Committee shall also establish and administer a program for orientation of Directors.

Section 7.5. Standing Committees of the Association.

There shall be the following Standing Committees of the Association, consisting solely of Members (except as otherwise provided below):

- (a) Academic: The Academic Committee shall have general supervision of the Association's scholarships, grants, prizes, and awards. The Academic Committee shall monitor the academic progress of scholarship recipients.
- (b) Annual Meeting: The Annual Meeting Committee will handle all aspects of the annual meeting.
- (c) Archives (includes Distinguished Daughters): In consultation with the School, the Archives Committee oversees archival collections relating to the Association.
- (d) Awards: The Awards Committee consists of the officers designated under Section 5.1. In consultation with the School, the Awards Committee recognizes School faculty and administrators and Members who have demonstrated dedication to the well-being of the School or the Association.
- (e) Communications: The Communications Committee shall be responsible for the periodic production of the *Alumnae News*, all publicity and public relations. The Editor of the *Alumnae News* is the Chair of the Communications Committee.
- (f) Development: The Development Committee will advise and recommend to the Board on the procurement of monies for the various funds of the Association. The Development Committee Chair shall be a member of the Finance Committee.
- (g) Hospitality: The Hospitality Committee arranges for refreshments to be provided at events of the Association.
- (h) Membership: The Membership Committee will try to secure new members, maintain accurate membership records, and assist the Financial Secretary to process dues and gifts. The Financial Secretary is the Chair of the Membership Committee.
- (i) Technology: The Technology Committee consists of a minimum of two Directors. The Technology Committee will explore expanding the Board's and the Association's use of technology in carrying out their duties and suggest appropriate technological tools.

Each committee chair shall delineate the duties and activities of her committee in a committee charter to be approved by the Board. Each committee chair shall prepare a monthly report of the committee's activities (or a statement that there have been no activities) for the Board.

ARTICLE 8 – MEETINGS OF DIRECTORS

Section 8.1. Place of Meetings.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

Section 8.2. Annual Meeting.

Unless the Board provides otherwise, the annual meeting of the Board shall be the first meeting of the Board that takes place after the Association's Annual Luncheon (the Annual Luncheon is typically the annual meeting of the Members also). The annual meeting of the Board shall be deemed to be one of the regular monthly meetings of the Board.

Section 8.3. Regular Meetings.

The Board shall hold a minimum of six (6) regular meetings on a monthly basis from October through June, at such time and place as shall be designated by the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given other than by announcement at a prior meeting of the Board. If notice is not given by announcement at a prior meeting, ten days' notice of regular meetings shall be given pursuant to Section 9.1.

Section 8.4. Special Meetings of the Board.

The President or any three Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Three days' notice of any special meeting shall be given to each Director pursuant to Section 9.1 or by telephone. The notice shall state the time and place of the special meeting but need not state the purpose of the special meeting.

Section 8.5. Quorum.

A majority of the Board shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

Section 8.6. Participation in Meetings.

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 8.7. Organization.

At every meeting of the Board, the President, or in her absence, a Vice President designated by the Board, or in the absence of the President and the Vice President designated by

the Board, a chair chosen by a majority of the Directors present, shall act as chair. The Recording Secretary, or in her absence, a person appointed by the chair, shall act as secretary. The Board or the President may invite the Principal of the School or her authorized representative, the President of the School's Service Club, the President of the School's Senior Class, and the President of the School's Athletic Association to give reports at the Board meetings.

Section 8.8. Consent of Directors in Lieu of Meeting.

Any action required or permitted to be approved at a meeting of the Directors may be approved without a meeting, if one or more consents to the action in record form are signed, before, on or after the effective date of the action, by all Directors in office on the date the last consent is signed. The consents must be filed with the Recording Secretary.

ARTICLE 9 – NOTICE

Section 9.1. Notice in Record Form.

Any notice required to be given to any person under the Act or by the Articles of Incorporation or these Bylaws shall be given to the person either personally or by sending a copy thereof:

- (a) By first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the Association or, in the case of Directors, supplied by the Director to the Association for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person.
- (b) By facsimile transmission, email or other electronic communication to the person's facsimile number or address for email or other electronic communications supplied by the person to the Association for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when sent.
- (c) If the Association has more than 100 members of record, the Association may give notice of a meeting of the Members or any corporate or Member action using any class of postpaid mail, provided notice is mailed at least twenty days prior to the date of the meeting or action. The Association may also give notice of a meeting of the Members by publication or announcement to the extent authorized by section 5702(d) or 5702(e) of the Act.

A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act, when a meeting of the Board 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 the adjournment is taken.

Section 9.2. Waiver in Record Form.

Whenever any notice is required to be given under the Act or these Bylaws, a waiver of notice that is filed with the Recording Secretary in record form, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 9.3. Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 9.4. Record Form.

Any communication, consent, notice, disclosure, or signature required or permitted by these Bylaws or the Act, including a unanimous consent, shall be valid if provided in record form including, without limitation, via facsimile, electronic mail transmission, or other means permitted by applicable law.

ARTICLE 10 – CONFLICTS OF INTEREST

Section 10.1. Conflicts of Interest Policy.

The Association’s conflicts of interest policy is set forth in this Article. The purpose of the conflicts of interest policy is to protect the Association’s interest when it is contemplating entering into a contract, transaction, or other arrangement that might benefit the private interest of a Director, officer, member of a committee with Board-delegated powers, or key employee of the Association (each a “Covered Person”). This policy is intended to supplement the requirements of the Act with respect to conflicts of interest. This policy shall apply to all contracts, transactions, or other arrangements between the Association and (a) a Covered Person, (b) a family member of a Covered Person, or (c) businesses or other entities in which a Covered Person or her family members own financial or beneficial interests.

Section 10.2. Duty to Disclose.

Each Covered Person shall execute and deliver to the President an annual statement disclosing the facts relating to any actual or potential conflict of interest. The President shall report the results of the annual disclosure statements to the Board at its annual meeting. In addition, if any Covered Person has a direct or indirect interest in any proposed contract, transaction, or other arrangement involving the Association, the Covered Person must disclose the interest to the Board or committee authorizing the contract, transaction, or other

arrangement, and the Board or committee shall determine whether the interest constitutes a conflict of interest prior to taking any action.

Section 10.3. Liberal Construction of Interest.

For purposes of this Article, an interest subject to disclosure under this policy shall be liberally construed. For example, an interest includes, without limitation, (a) direct or indirect compensation, (b) gifts or favors that are substantial in nature, (c) an ownership or investment interest in any business or entity with which the Association has a contract, transaction, or other arrangement, and (d) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a contract, transaction, or other arrangement, in each case that involves a Covered Person, a family member of a Covered Person, or businesses or other entities in which a Covered Person or her family members own financial or beneficial interests.

Section 10.4. Participation and Voting.

A Covered Person who has a conflict of interest may answer questions of the Board or committee considering the contract, transaction, or other arrangement that involves the conflict. However, after answering questions, the Covered Person shall leave the meeting during the discussion of the merits of the matter and shall not vote on the matter. The Covered Person shall be counted in determining the presence of a quorum.

Section 10.5. Recordkeeping Procedures.

The minutes of meetings of the Board and committees shall include:

- (a) The names of all persons who disclosed an interest or were found to have a conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest existed, and whether the Board or committee determined there was a conflict of interest;
- (b) The names of the persons who absented themselves from the meeting during discussions and votes relating to the matter;
- (c) The content of any discussion relating to the matter, including any alternatives; and
- (d) A record of the vote on the proposed contract, transaction, or other arrangement.

Copies of any reports, appraisals, or other written data presented at the meeting to analyze the conflict of interest or to vote on the matter shall be filed with the minutes. The minutes shall be prepared before the later of the next meeting of the Board or applicable committee or 60 days after the final action is taken by the Board or committee. The Board or applicable committee shall review the minutes within a reasonable period of time after their preparation.

ARTICLE 11 – STANDARD OF CARE

Section 11.1. Standard of Care; Justifiable Reliance.

A Director shall stand in a fiduciary relation to the Association and shall perform her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Association and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- (c) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause her reliance to be unwarranted. Each Director is expected to serve on committees and to attend Board meetings (or notify the President in advance if she will be absent).

Section 11.2. Presumption.

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Association.

Section 11.3. Notation of Dissent.

A Director who is present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her dissent is entered in the minutes of the meeting or unless the Director files a dissent in record form to the action with the Recording Secretary of the meeting before the adjournment thereof or transmits the dissent in record form to the Recording Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted her dissent if, promptly upon receipt of a copy of the minutes, the Director notifies the Recording Secretary, in record form, of the asserted omission or inaccuracy.

ARTICLE 12 – LIMITATION OF LIABILITY; INSURANCE

Section 12.1. Limitation of Liability of Directors.

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

- (a) The Director has breached or failed to perform the duties of her office under Subchapter B of Chapter 57 of the Act; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Section 12.2. Insurance.

The Association shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association or is or was serving at the request of the Association as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of her status as such, whether or not the Association would have the power to indemnify him or her against that liability under the Act. The Association's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Association. To the extent that such insurance coverage provides a benefit to the insured person, the Association's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Code or an act of self-dealing under section 4941 of the Code, if applicable.

ARTICLE 13 – INDEMNIFICATION

Section 13.1. Representative Defined.

For purposes of this Article, "representative" means any Director or officer of the Association.

Section 13.2. Mandatory Indemnification.

The Association shall indemnify any representative 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 (including an action by or in the right of the Association, provided the Association shall have consented to such action on its behalf), by

reason of the fact that she is or was a representative of the Association, or is or was serving at the request of the Association as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding if she acted in good faith and in a manner she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe her 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 of itself create a presumption that the person did not act in good faith and in a manner that she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal proceeding, had reasonable cause to believe that her conduct was unlawful. Notwithstanding the foregoing, the Association shall indemnify any representative seeking indemnification in connection with an action or proceeding (or part thereof) initiated by that person only if that action or proceeding (or part thereof) was authorized by the Board or the Association is ordered to indemnify that person by a court of law. Furthermore, no indemnification shall be made under this Article in respect of any claim, issue, or matter as to which the representative has been adjudged to be liable to the Association 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 Association 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, the representative is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 13.3. Additional Definitions.

For purposes of this Article, "other enterprises" shall include employee benefit plans (if the Association should engage employees and provide such plans); "serving at the request of the Association" shall include any service as a representative of the Association that imposes duties on, or involves services by, the representative with respect to an employee benefit plan, its participants or beneficiaries; excise taxes assessed on a person with respect to any employee benefit plan shall be deemed "fines"; and action with respect to an employee benefit plan taken or omitted in good faith by a representative of the Association in a manner she reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the Association.

Section 13.4. Procedure for Effecting Indemnification.

Unless ordered by a court, any indemnification under Section 13.2 shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because she has met the applicable standard of conduct set forth in that Section. The 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;

- (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.

Section 13.5. Advancing Expenses.

If authorized by the Board, the Association shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 13.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking, satisfactory in form and substance to the Board, by or on behalf of the representative to repay the amount if it is ultimately determined that she is not entitled to be indemnified by the Association as authorized in this Article or otherwise. Notwithstanding the foregoing, the Association shall advance expenses under this Article in connection with an action or proceeding (or part thereof) initiated by a representative only if the action or proceeding (or part thereof) was authorized by the Board or the Association is ordered to advance the expenses to the representative by a court of law.

Section 13.6. Supplementary Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of the Members or disinterested Directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding that office. Article 10 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Association under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that, under the circumstances and upon the advice of independent legal counsel, indemnification would constitute an excess benefit transaction under section 4958 of the Code or an act of self-dealing under section 4941 of the Code, if applicable.

Section 13.7. Duration and Extent of Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Association and shall inure to the benefit of the heirs and personal representatives of that person.

Section 13.8. Reliance and Modification.

Each person who shall act as a representative of the Association shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Association to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Association and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 14 – FINANCE

Section 14.1. Fiscal Year.

The fiscal year of the corporation shall begin on January 1 of each calendar year or on another date determined by the Board.

Section 14.2. Budgets.

The Board shall adopt a budget for each fiscal year or other fiscal period chosen by the Board.

Section 14.3. Annual Report.

The Board shall present annually to the Members a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities, including the trust funds, during the fiscal year immediately preceding the date of the report.
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.
- (e) The number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of

the place where the names and addresses of the current Members may be found.

The annual report of the Board shall be filed with the minutes of the meetings of the Members.

ARTICLE 15 – TRANSACTION OF BUSINESS

Section 15.1. Offices.

The registered office of the Association shall be located in Pennsylvania. The Association may have any number of other offices at such places as the Board may determine.

Section 15.2. Seal.

The Association may use a Corporate Seal. The Corporate Seal shall bear the name of the Association, the year of its incorporation and the words “Corporate Seal, Pennsylvania”.

Section 15.3. Negotiable Instruments.

The Board shall designate one or more officers or agents who shall sign all checks or demands for money and notes of the Association.

Section 15.4. Contracts.

The Board may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. The authority may be general or confined to specific instances.

Section 15.5. Loans.

The Association shall not lend money to or guarantee the obligation of a Director or officer of the Association. The authorization of the Board is required for any loan contracted on behalf of the Association and any evidences of indebtedness issued in the Association’s name.

Section 15.6. Deposits.

All funds of the Association, not otherwise employed, shall be deposited to the credit of the Association in one or more banks, financial institutions, or other depositories as the Board shall authorize.

Section 15.7. Securities.

The President, the Financial Secretary, the Treasurer, or other officers or agents appointed by the Board are authorized to vote, represent, and exercise on behalf of the Association all rights incident to all voting securities of any other corporation or proprietary entity standing in the name of the Association.

Section 15.8. Bond.

The Association shall secure the fidelity of the Financial Secretary and the Treasurer and may secure the fidelity of any officer or agent of the Association by bond or otherwise.

Section 15.9. Subventions.

The Association shall be authorized by resolution of the Board to accept subventions from Members or nonmembers on terms and conditions not inconsistent with the Act and to issue certificates therefor.

Section 15.10. Corporate Records.

The Association shall keep (a) minutes of the proceedings of the Members and the Board, (b) a membership register showing the names and addresses of the Members and the class and other details of membership, and (c) appropriate, complete, and accurate books or records of account, at its registered office or the principal place of business or any actual business office of the Association.

Section 15.11. Emergency Bylaws.

During any emergency resulting from an attack on the United States, a nuclear disaster, or another catastrophe as a result of which a quorum of the Board cannot readily be assembled, a special meeting of the Board may be called by any Director or officer on one hour's notice. The Directors and officers in attendance at the meeting shall constitute a quorum of the Board, and they may act as the Board and adopt additional emergency bylaws to the extent authorized by the Act.

ARTICLE 16 – AMENDMENTS

Section 16.1. Amendments.

Amendments to the Bylaws may be proposed by the Board or by the majority of the Members present at an annual meeting of the Members. The Corresponding Secretary shall submit all proposals for bylaw amendments to all Members in good standing at least ten (10) days prior to the voting date as determined by the Board. The Bylaws of the Association may be amended by a majority vote of the Members voting on the proposals.

History:

Prior Bylaws approved unanimously by the Members at the Annual Meeting on April 27, 2002. Amended and Restated Bylaws adopted by the Members on April ____, 2019.