

**BYLAWS**

**of**

**WOMEN FOR SOBRIETY, INC.**

(a Pennsylvania nonprofit corporation)

Adopted November 16, 2017

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**WOMEN FOR SOBRIETY, INC.**

**Bylaws**

**ARTICLE I**

**NAME AND PURPOSE**

**Section 1.01. Name.** The name of the corporation is Women for Sobriety, Inc. (hereinafter referred to as the “Corporation”), incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 (the “Act”) on July 9, 1975.

**Section 1.02. Purpose.** The Corporation was incorporated for the purpose of helping women recover from alcohol and other substance use disorders through the discovery of self, gained by sharing experiences, hopes, and encouragement with other women in similar circumstances and to provide educational and informational programs to alert all people to the effects of alcohol and other substance use disorders.

**ARTICLE II**

**DIRECTORS**

**Section 2.01. Authority and Responsibilities.** The affairs of the Corporation shall be managed by a Board of Directors (the “Board”). Without limiting the generality of the foregoing, the Board shall (a) provide high-level foresight, oversight, and insight for the Corporation, (b) periodically review the performance of the Corporation, (c) annually review and approve the Business Plan, (d) resolve critical disputes among the various committees and/or groups, and (e) have the authority to approve or delegate authority for all agreements of the Corporation.

**Section 2.02. Number, Election and Term of Office.** The number of Directors which shall constitute the full Board shall be fixed by the Board and shall consist of no more than thirteen (13) and no less than five (5) members. A full Board shall be elected at each annual

meeting of the Board. Each Director shall hold office from the time of her/his election, but shall be responsible as a Director from such time only if she/he consents to her/his election; otherwise from the time she/he accepts office or attends her/his first meeting of the Board. Each Director shall serve until her/his term expires, and thereafter until her/his successor is duly elected, or until her/his earlier death, resignation or removal. The term of service of any Directors shall be determined by a quorum vote of the other Board members or by the individual Director.

**Section 2.03. Regular Meetings; Notice.** Regular meetings of the Board shall be held at such time and place as shall be designated by the Board from time to time. Notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone or otherwise to each Director not participating in such action. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any business may be transacted at any regular meeting.

**Section 2.04. Annual Meeting of the Board.** Each year, one regular meeting of the Board shall be designated the annual organization meeting at which the Board shall organize itself and elect the Executive Officers of the Corporation for the ensuing year and may transact any other business.

**Section 2.05. Special Meetings; Notice.** Special meetings of the Board may be called at any time by the Board itself, or by the Chairman or the President, or by a majority of the Directors, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board shall be given by the

Secretary to each Director at least three (3) days before the meeting. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

**Section 2.06. Organization.** At all meetings of the Board, the presence of at least a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent by facsimile or e-mail or given personally or by telephone at least eight (8) hours prior to the hour of reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of two-thirds of the Directors present at a meeting duly convened and at which a quorum is present. The Chairman of the Board, if one has been elected and is present, or if not, the President, if she/he is a Director and is present, or if not, a Director designated by the Board, shall preside at each meeting of the Board. The Secretary, or in her/his absence any Assistant Secretary, shall be responsible for ensuring that the minutes at all meetings of the Board are recorded in some reasonable manner. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

**Section 2.07. Meetings by Telephone.** One or more Directors may participate in any regular or special meeting of the Board or of a committee of the Board by means of conference

telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws.

**Section 2.08. Unanimous Consent.** Any action required or permitted to be taken by the Board or a committee of the Board may be taken without a meeting, if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or such committee shall be filed with the Secretary of the Corporation along with the minutes of the proceedings of the Board or of such committee.

**Section 2.09. Resignations; Removal.** Any Director may resign by submitting her/his resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein. A Director may be removed from the Board for excess absences if he/she has two (2) consecutive unexcused absences from Board meetings. A Director may be removed, with or without, cause by three-fourths vote of the remaining Board members. The vacancy or vacancies caused in the Board by such removal may, but need not, be filled by such Directors at the same meeting or at a special meeting of the Board called for that purpose.

**Section 2.10. Committees.** By resolution adopted in accordance with Section 2.06, standing or temporary committees, which may include an Executive Committee, consisting of at least two (2) Directors may be appointed by the Board from time to time. Committees may include members that are not Directors of the Corporation. Each such committee shall have and exercise such authority of the Board in the management of the business and affairs of the Corporation as the Board may specify from time to time, which may include any action which

the Act provides shall or may be taken by the Board. Any action taken by any committee shall be subject to alteration or revocation by the Board; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

**Section 2.11. Vacancies.** Any vacancy that shall occur in the Board by reason of death, resignation, removal, increase in the number of Directors or any other cause whatsoever shall be filled by a majority of the then members of the Board, whether or not a quorum. Nominations for new members (with application) or Board may be received from active Directors, anytime within a calendar year, but at least three weeks before a vote will be taken. Nominations must be seconded by another Director. Each person so elected shall be a Director until she/he or her/his successor is elected at the next annual meeting of the Board or until her/his prior death, resignation or removal.

### **ARTICLE III**

#### **LIABILITY AND INDEMNIFICATION**

**Section 3.01. Personal Liability of Directors.**

(a) To the fullest extent that the laws of the Commonwealth of Pennsylvania, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director.

(b) The provisions of this Section 3.01 shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section 3.01 is in effect, and each such Director shall be deemed to be serving as such in reliance on the provisions of this Section 3.01. Any amendment or repeal of this Section 3.01 or adoption of any Bylaw of the Corporation or other provision of the Articles of Incorporation of the Corporation which has

the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, by a Director of the Corporation prior to such amendment, repeal, Bylaw or other provision becoming effective.

**Section 3.02. Indemnification of and Advancement of Expenses to, Directors, Officers and Others**

(a) Right to Indemnification. Except as prohibited by law, every Director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses and liability (as those terms are defined below in this Section 3.02(a)) incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other, or whether brought by or against such person or by or in the right of the Corporation or otherwise, in which such person may be involved, as a party or otherwise, by reason of such person being or having been a Director or officer of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an “Action”); provided, however, that no such right to indemnification shall exist with respect to an Action brought by an indemnitee (as defined below) against the Corporation (an “Indemnitee Action”) except as provided in the last sentence of this Section 3.02(a). Persons who are not Directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board at any time designates any of such persons as entitled to the benefits of this Section 3.02. As used in this Section 3.02, “indemnitee” includes each Director and officer of the Corporation and each other

person designated by the Board as entitled to the benefits of this Section 3.02; “expenses” means all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee; and “liability” means all liability incurred, including the amounts of any judgments, excise taxes, fines or penalties and any amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Section 3.02 against expenses incurred in connection with an Indemnatee Action if (i) the Indemnatee Action is instituted under Section 3.02(c) and the indemnitee is successful in whole or in part in such Indemnatee Action, (ii) the indemnitee is successful in whole or in part in another Indemnatee Action for which expenses are claimed, or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnatee Action.

(b) Right to Advancement of Expenses. Every indemnitee shall be entitled as of right to have the expenses of the indemnitee in defending any Action or in bringing and pursuing any Indemnatee Action under Section 3.02(c) paid in advance by the Corporation prior to final disposition of the Action or Indemnatee Action; provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for the expenses.

(c) Right of Indemnatee to Bring Action. If a written claim for indemnification under Section 3.02(a) or for advancement of expenses under Section 3.02(b) is not paid in full by the Corporation within thirty (30) days after the claim has been received by the Corporation, the indemnitee may at any time thereafter bring an Indemnatee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of bringing and pursuing such Indemnatee Action. The only defense to an Indemnatee Action to recover on a claim for indemnification under

Section 3.02(a) shall be that the conduct of the indemnitee was such that under Pennsylvania law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board and independent legal counsel) to have made a determination prior to the commencement of such Indemnitee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board or independent legal counsel) that the conduct of the indemnitee was such that indemnification is prohibited by Pennsylvania law, shall be a defense to such Indemnitee Action or create a presumption that the conduct of the indemnitee was such that indemnification is prohibited by Pennsylvania law. The only defense to an Indemnitee Action to recover on a claim for advancement of expenses under Section 3.02(b) shall be failure by the indemnitee to provide the undertaking required by Section 3.02(b).

(d) Funding and Insurance. The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Corporation to effect indemnification as provided in this Section 3.02. The Corporation may purchase and maintain insurance to protect itself and any indemnitee against any expenses or liability incurred by the indemnitee in connection with any Action, whether or not the Corporation would have the power to indemnify the indemnitee against the expenses or liability by law or under the provisions of this Section 3.02.

(e) Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section 3.02 shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any

indemnitee may be entitled under any agreement, provision in the Articles of Incorporation or Bylaws of the Corporation, vote of disinterested Directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves at any time while this Section 3.02 is in effect (and each such indemnitee shall be deemed to be serving in reliance on the provisions of this Section 3.02), (iii) continue as to each indemnitee who has ceased to have the status pursuant to which the indemnitee was entitled or was designated as entitled to indemnification under this Section 3.02 and inure to the benefit of the heirs and legal representatives of each indemnitee, and (iv) be applicable to Actions commenced after this Section 3.02 becomes effective, whether arising from acts or omissions occurring before or after this Section 3.02 becomes effective. Any amendment or repeal of this Section 3.02 or adoption of any other Bylaw of the Corporation or other provision of the Articles of Incorporation of the Corporation which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Section 3.02 shall operate prospectively only and shall not affect any action taken, or any failure to act, by an indemnitee prior to such amendment, repeal, Bylaw or other provision becoming effective.

(f) Partial Indemnity. If an indemnitee is entitled under any provision of this Section 3.02 to indemnification by the Corporation for some or a portion of the expenses or liability incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnitee Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liability to which the indemnitee is entitled.

## ARTICLE IV

### **OFFICERS AND EMPLOYEES**

**Section 4.01. Executive Officers.** The Executive Officers of the Corporation shall be the President, the Secretary and the Treasurer, and may include a Chairman of the Board and one or more Vice Presidents as the Board may from time to time determine, all of whom shall be elected by the Board. Any two (2) or more offices may be held by the same person. Each Executive Officer shall hold office at the pleasure of the Board, or until her/his death or resignation.

**Section 4.02. Additional Officers; Other Agents and Employees.** The Board may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deems advisable; the Board or the President shall prescribe their duties, conditions of employment and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any. The President may employ from time to time such other agents as she/he may deem advisable for the prompt and orderly transaction of the business of the Corporation, and she/he may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights, if any.

**Section 4.03. The Chairman.** If there shall be a Chairman of the Board, she/he shall be elected from among the Directors, shall preside at all meetings of the Board as provided herein, and shall have such other powers and duties as from time to time may be prescribed by the Board.

**Section 4.04. The President.** The President shall be the chief executive officer of the Corporation. Subject to the control of the Board, the President shall have general supervision of

and general management and executive powers over all the property, operations, business, affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board.

**Section 4.05. The Vice Presidents.** The Vice Presidents may be given by resolution of the Board general executive powers, subject to the control of the President, concerning one or more or all segments of the operations of the Corporation. The Vice Presidents shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board or the President. At the request of the President, or in her/his absence or disability, the senior Vice President shall exercise the powers and duties of the President.

**Section 4.06. The Secretary and Assistant Secretaries.** It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board, and a copy of the Articles of Incorporation and of the Bylaws; (b) to give such notices as may be required by law or these Bylaws; (c) to be custodian of the corporate records and of the seal of the Corporation and see that the seal is affixed to such documents as may be necessary or advisable; and (d) to exercise all powers and duties incident to the office of Secretary; and such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board or the President. The Assistant Secretaries shall assist the Secretary in the performance of her/his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board, the President or the Secretary. At the direction of the Secretary or in the event of her/his disability, an Assistant Secretary may exercise the powers and duties of the Secretary.

**Section 4.07. The Treasurer and Assistant Treasurers.** It shall be the duty of the Treasurer (a) to keep the Corporation's contracts, insurance policies, leases, deeds and other business records; (b) to see that the Corporation's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; (c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the Corporation; (d) to cause the funds of the Corporation to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Corporation, and to cause to be taken and preserved proper vouchers for such disbursements; (e) to render to the President and the Board whenever they may require it an account of all her/his transactions as Treasurer, and reports as to the financial position and operations of the Corporation; (f) to keep appropriate, complete and accurate books and records of account of all the Corporation's business and transactions; and (g) to exercise all powers and duties incident to the office of Treasurer; and such further duties from time to time as may be prescribed in these Bylaws or by the Board or the President. The Assistant Treasurers shall assist the Treasurer in the performance of her/his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board, the President or the Treasurer. At the direction of the Treasurer or in her/his absence or disability, an Assistant Treasurer shall exercise the powers and duties of the Treasurer.

**Section 4.08. Vacancies.** Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in Article II for regular election or appointment to such office.

**Section 4.09. Delegation of Duties.** The Board may in its discretion delegate for the time being the powers and duties, or any of them, of any officer to any other person whom it may select.

## ARTICLE V

### **MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS**

**Section 5.01. Execution of Notes, Checks, Contracts and Other Instruments.** All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, may be signed by the President or Secretary, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board upon any other person or persons. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board.

**Section 5.02. Voting Securities Owned by Corporation.** Securities owned by the Corporation and having voting power in any other corporation shall be voted by the President or any Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution.

**Section 5.03. Validation of Certain Contracts.** No contract or other transaction between the Corporation and another person shall be invalidated or otherwise adversely affected by the fact that any one or more Directors or officers of the Corporation:

(1) is pecuniarily or otherwise interested in, or is a stockholder, director, officer, or member of, such other person, or

(2) is a party to, or is in any other way pecuniarily or otherwise interested in, the contract or other transaction, or

(3) is in any way connected with any person pecuniarily or otherwise interested in such contract or other transaction, provided the fact of such interest shall be disclosed or known to the Board and in any action of the Board authorizing or approving any such contract or other transaction, any and every Director may be counted in determining the existence of a quorum with like force and effect as though she/he were not so interested, or were not such a stockholder, director, member or officer, or were not such a party, or were not so connected. Such Director or officer shall not be liable to account to the Corporation for any profit realized by her/him from or through any such contract or transaction approved or authorized as aforesaid. As used herein, the term “person” includes a corporation, partnership, firm, association or other legal entity.

## ARTICLE VI

### **ORGANIZATIONAL PROVISIONS**

**Section 6.01. Honorariums.** The Board may bestow the designation of “Honorary Board Member” to an individual for outstanding and significant service to the organization. Designation of “Honorary Board Member” requires the affirmative vote of all Directors present at an official annual meeting of the Board, and is intended for perpetuity. Such designation can

only be rescinded by the affirmative vote of all Directors present at an official annual meeting of the Board, by the request of the individual, or by her/his estate. “Honorary Board Members” do not have any formal responsibilities or duties. They may, however, provide moral, consulting, and fundraising support if they desire to do so. “Honorary Board Members” have the right to attend all meetings and to speak, but do not have the right to make motions or vote on Board matters.

## **ARTICLE VII**

### **GENERAL PROVISIONS**

**Section 7.01. Offices.** The principal business office of the Corporation shall be at 109 W. Broad St., Quakertown PA, 18951. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

**Section 7.02. Corporate Seal.** The Board may prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation. Such seal may be used by causing it or a facsimile or reproduction thereof to be affixed to or placed upon the document to be sealed.

**Section 7.03. Fiscal Year.** Unless otherwise determined by the Board, the fiscal year of the Corporation shall be the calendar year.

**Section 7.04. Annual Report.** The President and Treasurer shall present an annual report to the Board in accordance with Section 5553 of the Act.

**ARTICLE VIII**

**AMENDMENTS**

**Section 8.01. Amendments.** These Bylaws may be amended, altered or repealed, and new bylaws may be adopted, by the Board at any regular or special meeting.

*Amended Bylaws Approved by Board of Directors on June 4, 2004*

*Amended Bylaws Approved by Board of Directors on June 5, 2009*

*Amended Bylaws Approved by Board of Directors on April 5, 2010*

*Amended Bylaws Approved by Board of Directors on April 30, 2014*

*Amended Bylaws Approved by Board of Directors on March 19, 2016*

*Amended Bylaws Approved by Board of Directors on November 16, 2017*

*Amended Bylaws Approved by Board of Directors on February 22, 2018*