

BYLAWS of the Pennsylvania Pregnancy Wellness Collaborative

ARTICLE I – THE PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of Pennsylvania Pregnancy Wellness Collaborative (PPWC) a nonprofit corporation incorporated under the laws of the State of Pennsylvania, shall be *located, and established* in the State of Pennsylvania.

PPWC shall have and continuously maintain a registered office within the State of Pennsylvania and the Board of Directors shall appoint and continuously maintain in service, the Treasurer of the organization as the registered agent having a business office identical with the registered office.

ARTICLE II – PURPOSE

PPWC is a state-wide organization representing local pregnancy resource centers and local pregnancy help medical clinics as designated by their Bylaws and governing boards of directors and are dedicated to promoting and assuring *the sanctity of human life by offering direct support services to families, women, and babies and by adherence to our Statement of Faith, and Statement Purpose. PPWC members must be members in good standing with at least one of the following national organizations; CareNet, Heartbeat, and/or NIFLA and adhere to their joint Commitment of Care and Competence Statement.* The Corporation shall be empowered to engage in such other related activities as may be desirable or required to fulfill the purposes and objectives of the Corporation.

The Corporation is organized and operated exclusively for charitable, educational, and religious purposes within the meaning of sections 170(c)(2)(B), 501(c)(6), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954.

ARTICLE III – MEMBERSHIP AND DUES

Membership Categories

1. Regular Non-Voting Member

All local pregnancy resource centers and/or pregnancy help medical clinics located in Pennsylvania, designated by their respective Boards and Bylaws, upon the consent and through the signed application by its CEO/Executive Director who also agrees to the PPWC Statement of Faith, Statement of Principal, Statement of Purpose, and the Commitment of Care and Competence shall be considered Members of the Organization. Regular members shall be represented by their Executive Director, or his/her designee (proxy), who shall be an employee or a member of the management team of the member organization, unless an exception is made to approve another individual by the PPWC Board of Directors. Regular members shall have the right to attend and participate in meetings of the Organization, receive organizational information, and to be represented by the Organization in matters related to all local pregnancy resource centers and/or pregnancy help medical clinics in Pennsylvania. Regular members are those who have not paid dues, but who have agreed to the Organization's Statements of Purpose, Faith, Philosophy and Commitment of Care and Excellence. Consent to be considered a Regular Member of PPWC may be withdrawn by the

respective CEO/Executive Director at any time.

2. **Active Voting Member**

Pregnancy resource centers and/or pregnancy help medical clinics located in Pennsylvania, designated by their respective Boards and Bylaws, upon the consent and through the signed application by its CEO/Executive Director who also agrees to the PPWC Statement of Faith, Statement of Principal, Statement of Purpose, and the Commitment of Care and Competence shall be considered Members of the Organization. Active voting members shall be represented by their Executive Director, or his/her designee (proxy), who shall be an employee or a member of the management team of the member organization, unless an exception is made to approve another individual by the PPWC Board of Directors. Active voting members shall have the right to attend and participate in meetings of the Organization, vote on matters relating to the collaborative, receive organizational information, hold office in the collaborative, represent the collaborative (as determined by the Board of the PPWC) and to be represented by the Organization in matters specific to their pregnancy help center. Active members are those who have paid dues.

3. **Emeritus Member**

- a. **Definition:** An Emeritus Member of the Organization, is an individual who has previously held an active leadership role in their represented organization within the collaborative, has retired in good standing from their organization, and continues to support the collaborative's mission and activities.
- b. **Retired in Good Standing:** To be considered retired in good standing, a member must have voluntarily left their leadership position within their represented organization, without any adverse actions or ethical violations on their record.
- c. **Dues Obligation:** Emeritus Members may voluntarily choose to pay annual dues to maintain their Emeritus Member status. The annual dues for Emeritus Members shall be \$35.
- d. **Dues Duration:** Emeritus Members are exempt from paying dues for the first year following their transition to Emeritus status. However, should they wish to remain in this status for longer than one year, they must pay the annual dues of \$35 per year.
- e. **Voting Rights:** Emeritus Members are not eligible to vote.
- f. **Board Positions:** Emeritus Members shall not be eligible to hold a board position within the Organization. They may, however, serve on committees, task forces, or advisory groups as appointed by the Board of Directors or in accordance with the Organization's bylaws.
- g. **Participation:** Emeritus Members are encouraged to actively participate in the activities and initiatives of the Organization, including attending meetings, contributing their expertise, and providing guidance as appropriate.
- h. **Resuming Active Membership:** Should an Emeritus Member decide to return to an active leadership role within their former or another represented organization within the collaborative, they may transition back to holding the organizational representative role in

a regular or active membership status, subject to the membership criteria and dues requirements outlined in the Organization's bylaws.

4. Sustaining Member

Organizations or individuals not eligible for regular membership, but interested in supporting the mission of PPWC and subscribe to the purpose of the Corporation and our Statements of Purpose, Faith and Philosophy shall be eligible to become sustaining members. Organizations requesting sustaining membership shall be approved by a three-fourths vote of the Board of Directors. Annual dues shall be determined by the Board of Directors. Sustaining members shall have the same rights and privileges as Regular Members.

Terms

Membership shall be for renewable terms of one year which will coincide with the fiscal year of PPWC. Dues will be payable for the entire year for a renewing member or an affiliate who resigns irrespective of when, during that year, the member renews or resigns from membership. Dues for first-time members may be prorated based on the date their membership commences through the end of the fiscal year.

Dues

Dues for members shall be established annually by the Board of Directors effective January 1st. Members who fail to pay their dues within thirty (30) days from the effective date shall be notified by the Treasurer or his/her designate, and if full payment is not made within the next succeeding fifteen (15) days shall, without further notice or hearing, be transitioned from Active Member to Regular Member status. All dues are non-refundable.

Application

Annually, coinciding with the start of the fiscal year of PPWC, prospective members and current members will complete the Membership Application Form. This document will affirm or reaffirm the applicant organization's attestation to PPWC's (1) Statement of Purpose, (2) Statement of Faith, (3) Statement of Principle, (4) Commitment of Care & Competence (5) Conflict of Interest Policy and verification of revenue for the purpose of assessing membership dues. Membership will be approved or denied by the Board upon recommendation of the Membership Committee and the Executive Committee of the Board of Directors.

ARTICLE IV – MEETINGS

The annual meeting of the Corporation shall be held annually and at such time and place as determined by the Board. Special meetings of the members may be called by the Chair or by the written request of a majority of the Board of Directors. Written notice, stating the purpose, time, date, and place of the meeting, shall be delivered to each member not less than thirty (30) days prior to the day of the meeting. A quorum shall consist of a majority of the PPWC Board members or a majority of total Active Members.

ARTICLE V – BOARD OF DIRECTORS

Authority

All powers to manage the business, property, and affairs of the Corporation shall be vested in a Board of Directors of not more than nine (9) members.

Composition

The Board of Directors shall consist of the following: the Chair, Vice-Chair, Secretary, Treasurer, and up to five *At-Large*. *The Board should be careful to include members and officers from a variety of regions in the state of Pennsylvania.*

Term

The term for each member of the Board of Directors shall be three years. No director may serve more than two consecutive terms in their respective office and may return to the Board following a one year leave of absence upon confirmation of the board at that time. A board member may extend their term with an exception and majority vote of the Board of Directors.

Attendance Requirement

Members of the Board of Directors are expected to attend all meetings of the Board. Absence from any two meetings of the Board during any fiscal year without being excused shall be considered to be a resignation from the Board. To be excused from this attendance requirement, the member must notify the Chair of inability to attend prior to the convening of the meeting. Removal from the Board for such unexcused absences shall require the concurrence of a majority of the Directors present at a duly called meeting at which a quorum is present. Any director who fails to attend at least 50 percent of the regularly scheduled meetings of the Board during the term of office shall be deemed to be inactive and shall be ineligible for re-election.

Meetings

1. **Regular Meetings:** Regular meetings of the Board shall be held not less than four (4) times during each fiscal year at a time and place, or virtually as allowed in paragraph 3, below, determined by the Chair. Written notice, stating the time, date and place of each meeting, shall be delivered to each member of the Board at least thirty (30) days prior to the day of the meeting.
2. **Special Meetings:** Special meetings of the Board may be called by the Chair or upon the written petition of one-third of the members of the Board. Written notice, stating the purpose, time, date and place of such meeting, shall be delivered to each member of the board at least fifteen (15) days prior to the day of the meeting. Attendance at a special meeting shall constitute waiver of notice of the meeting, except when such attendance is solely for the purpose of objecting to the transaction of business on the grounds that the meeting has not been properly called or convened.
3. **Virtual Meetings:** The Board may meet by conference telephone call, Zoom/webinar or by any other means of communication available as long as all persons participating in the meeting are able to engage in two-way communication and all participants have access to copies of any materials which may be the subject of discussion. Such participation shall constitute presence at the meeting.

4. **Written Notice:** Written notice, as used throughout these by-laws, shall include electronic communication such as email or texting or other widely accepted technological means of communication, in which the recipient of the message is able to retrieve all materials sent by the sender.

Quorum

A quorum shall consist of a majority of the Board. When a quorum is not present, those members present may adjourn to a time when a quorum might be present, or they may function as a committee. When meeting as a committee, any decisions reached must be ratified at the next meeting of the Board at which a quorum is present or by a majority vote of the members of the Board conducted by a mail or electronic ballot. Each member of the Board shall be entitled to one vote. Proxy voting shall not be permitted.

Written Consent

Any action required or permitted to be taken at a meeting of the Board, or any committee thereof, may be taken without a meeting, if prior to such action consent thereto is obtained from all members of the Board or committee, and such consent is filed with the minutes of the proceedings of the Board of committee.

Waiver of Notice

Whenever any notice is required to be given to any member of the Board under the provisions of these bylaws or under the provisions of the Articles of Incorporations, a waiver thereof in writing, signed by the member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Vacancies

In the event that a member of the Board, who is not an elected officer (because of resignation, retirement, termination, replacement by his /her employer or any other job change\assignment), is no longer the representative of an active member local pregnancy center/pregnancy help medical clinic, his/her membership on the Board shall be declared vacant. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining members of the Board. A member appointed to fill a vacancy shall be appointed for the remainder of the unexpired term. Please also refer to Emeritus status for an individual who has previously held an active leadership role in their represented organization within the collaborative, has retired in good standing from their organization, and continues to support the collaborative's mission and activities.

Compensation

Members of the Board shall not receive compensation for their service as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of PPWC. Nothing herein shall preclude a director from serving PPWC in any other capacity and receiving compensation for such services.

ARTICLE VI – OFFICERS

Officers and Duties

1. **Chair:** The Chair shall be the chief executive officer of PPWC and shall preside at all meetings of PPWC members and the Board of Directors. The Chair shall be a member, ex-officio with the right to vote, of all Committees. The Chair shall, at the Annual Meeting and at such other times as necessary and appropriate, communicate and make such suggestions as may promote the welfare and increase the usefulness of the Collaborative and shall perform such other duties as are necessarily incidental to the office of Chair of PPWC.
2. **Vice-Chair:** The Vice-Chair shall serve in the absence of the Chair and shall assist the Chair in any manner requested by the Chair or directed by the Board of Directors. The Vice-Chair shall, in cooperation with the Treasurer, ensure that all obligations associated with the Corporate and Tax-Free Status set forth in Section II above are fully discharged in a timely manner.
3. **Secretary:** The Secretary shall serve as the secretary for the Board of Directors and shall ensure that the minutes are recorded, accepted, filed, and maintained with all financial reports created as a by-product of the organizational activities.
4. **Treasurer:** The Treasurer will serve as the chief financial officer for the organization, will maintain financial records and generate financial reports, will cooperate with the Vice-Chair to meet all obligations set forth in Article II, and shall chair the Finance Committee.

Terms

All officers shall serve one year upon election. The officers shall be installed at the Annual Meeting and shall hold office until their successors are elected and installed.

Vacancy

1. **Chair:** A vacancy in the office of Chair prior to the expiration of the term shall be filled by the Board of Directors designating the Vice-Chair as Chair for the remainder of the unexpired term. If the Vice-Chair is designated, he/she shall serve as Chair for the unexpired term as well as his/her regular term.
2. **Vice-Chair:** A vacancy in the office of Vice-Chair shall be filled at the next regular election of officers.

ARTICLE VII – ELECTION OF BOARD OF DIRECTORS

Elections

Elections are held annually, when there is a quorum present. All elections shall be by majority vote of members present.

Votes

Each Active member organization present shall have one vote.

Terms

All terms of office shall be for one (1) year. The term shall commence in January of the following year

at the beginning of the fiscal year.

In the formation year of the organization, the board shall set forth initial terms of three (3) years for five (5) board members and two (2) years for four (4) board members; at which time, the terms will then revert to terms outlined above.

ARTICLE VIII – COMMITTEES

Appointment

All standing, project, and special committees of PPWC shall be appointed by the Chair with the approval of the Board of Directors. Only Active Members of the Corporation shall be eligible to serve on committees. Committees shall consist of at least 3 members and each committee shall elect a Chair, except for the Nominations Committee. Members serving on committees shall serve without compensation but are entitled to reimbursement of necessary expenses in accordance with policy and procedure established by the Board of Directors and the financial resources of PPWC.

Terms

The terms of all committee members shall be for one year; however, a committee member shall continue to serve until a successor appointment has been completed. Members may serve on the same committee for a maximum of four consecutive years. A member may be reappointed to the same committee after being off the committee for at least one year.

Standing Committees

The Collaborative may have the following standing committees as determined by the membership:

1. **Nominations:** The Nominations Committee shall consist of the Immediate Past Chair as chair that meets other qualifications as outlined in these Bylaws, a current board member, and two active members appointed by the Board of Directors (it is recommended that current Board Members who will serve with the new Members serve). Not less than thirty (30) days prior to the mailing of ballots for the election, the committee shall present a slate of candidates for the officers of PPWC.
2. **Membership:** The Membership committee shall conduct an annual membership recruitment campaign and perform other activities to increase the number of active members.
3. **Governance:** The Governance Committee shall annually review the bylaws and governing documents and may propose such amendments as they deem necessary, shall draft amendments as may be proposed by the Board of Directors and shall review all proposed amendments submitted by any member for proper language and consistency with the remainder of these bylaws. The committee shall report a recommendation on all proposed amendments to the Board of Directors prior to a vote on the proposed amendment.
4. **Summit/Annual Collaborative Meeting Planning:** The committee shall plan an Annual PPWC Summit in cooperation with the Annual PPWC Summit Planning Committee. It shall also participate in educational planning (proposal of speakers) for other conferences which PPWC may co-sponsor or participate in.

5. **Finance Committee:** The Finance Committee shall be composed of the Treasurer, Vice Chair and one other director appointed by the Chair. The Finance Committee shall assist in the maintenance and development of financial records and generate financial reports.
6. **Project Committees:** A Project Committee may be appointed to oversee and/or be advisory to any project being conducted by the Network. To the extent feasible, the membership of such committees shall include participants while providing the expertise necessary and meeting any requirements of the funding source.
7. **Special Committees:** The Chair, with the consent of the Board of Directors, may appoint such other special or ad-hoc committees as may be deemed necessary or appropriate to carry out the purposes and programs of the PPWC. Such committees shall confine their work to the purposes for which they were appointed and shall report to the Board of Directors. They shall not have the power of action unless such is specifically granted by the action which created the committee.

ARTICLE IX – FINANCE AND BUDGET

Budget

The Treasurer of PPWC shall prepare an annual budget. The Board of Directors shall fix and approve the budget each year and shall have complete control and supervision of all matters pertaining to disbursements of the Network.

Fiscal Year

The fiscal year of the Network shall begin on the first day of January and end the last day of December in each year.

ARTICLE X – PARLIAMENTARY AUTHORITY

All meetings of PPWC and the Board of Directors shall be governed by the most recent edition of Robert's Rules of Order except where they are inconsistent with the standing rules and orders of the Collaborative or are contrary to these bylaws or any existing bylaws of the United States or Ordinances of the State of Pennsylvania. The Chair may designate a person to serve the Collaborative as parliamentarian.

ARTICLE XI – BYLAW AMENDMENTS

Vote in Person

The Bylaws of the Network may be amended by a majority vote of the members present at the annual meeting provided that notice of the proposed amendments has been provided for review by the membership prior to the beginning of the meeting.

Vote by Mail or Email

Bylaws may also be amended by an email or postal mail vote where 2/3 of responses received approve

the proposed changes, providing the proposed amendments have been emailed or mailed by postal service to all PPWC members.

ARTICLE XII – EXECUTIVE DIRECTOR

The Collaborative may employ an Executive Director to assist in the operations and organization of the Collaborative. The Executive Director shall have those duties as outlined in the employment agreement or contract. The Executive Director will generally assist in the internal operations, communications and organizational aspects of the Collaborative and will only represent the Collaborative to outside agencies as specifically directed by the Board. The Executive Director shall be a member, ex-officio with the right to vote, of all Committees.

Adopted September 23, 2023