



Maternity Care Coalition

Strengthening families, inspiring change

Maternity Care Coalition Bylaws

Board of Directors

**BYLAWS OF
MATERNITY CARE COALITION**

(A Pennsylvania Non-Profit Corporation)

ARTICLE I

Name and Offices

- Section 1. **Name.** The name of this Corporation is Maternity Care Coalition (the “Coalition”).
- Section 2. **Principal Office.** The principal office of the Coalition shall be located in Philadelphia, Pennsylvania. The Coalition may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may determine or as the affairs of the Coalition may require from time to time.
- Section 3. **Registered Office.** The Coalition shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office, and a registered agent whose office is identical with such registered office, as required by the Pennsylvania Nonprofit Corporation Act of 1988. The address of the registered office may be changed from time to time by authorization of the Board of Directors.

ARTICLE II

Purpose

- Section 1. **Purpose.** The Coalition is organized exclusively as a tax-exempt organization, as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986, and shall be operated exclusively for the charitable and educational purposes of improving maternal and child health and wellbeing through the collaborative efforts of individuals, families, providers and communities.

ARTICLE III

Board of Directors

- Section 1. **Powers.** The activities, affairs, business, funds, and property of the Coalition shall be managed, directed and controlled, and its power exercised by, and vested in, the duly elected Board of Directors.

- Section 2. **Number and Election.** The Board of Directors shall consist of elected persons, not less than ~~twenty-one (21)~~ **fifteen (15)** nor more than thirty-one (31), such number as shall be determined from time to time by authorization of the Board of Directors, upon recommendation from the Nominating Subcommittee. The elected Directors shall consist of persons interested in promoting and encouraging the mission and purpose of the Coalition, and shall be chosen for the purpose of assuring wide access to individuals and groups that are likewise interested in the promotion of the Coalition's mission and purpose.
- Section 3. Directors shall serve a term of three (3) consecutive years, unless elected to fill a vacancy. Each Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- If possible, terms shall be staggered so that approximately one-third of the Board of Directors is elected each year to assure some continuity. Directors shall be limited to three (3) consecutive three (3) year terms or a maximum of nine (9) years except in the case of the President or Vice President of the Board of Directors. The President may serve a maximum of ten (10) years if reelected to a second term as President.
- If the term of office of the President and/or Vice President's is extended, under exceptional circumstances as provided in ARTICLE VI Section 2, beyond the maximum number of years he or she may serve as a Director, then he or she may continue to serve as a Director for one (1) more year after completing the term of President or Vice President.
- Section 4. **Resignation.** Any Director may resign at any time by delivering a written resignation to the President or Vice-president of the Board of Directors. The acceptance of any such resignation shall not be necessary to make it effective.
- Section 5. **Vacancies.** Whenever the number of Directors shall for any reason be less than the authorized number, the vacancy may be filled at a regular meeting of the Board of Directors, after notice of the vacancy to all remaining Directors, and by a majority vote of the remaining Directors.
- Section 6. **Removal.** A Director may be removed by a "super majority" vote, as defined in Article IV, of the Board of Directors whenever, in Board of Directors' judgment, the best interest of the Coalition would be served thereby.

ARTICLE IV

Meetings of the Board of Directors

- Section 1. **Annual Meeting.** The Board of Directors may fix the date and time of the Annual Meeting of the Board and at said meeting the Board of Directors shall transact such business as may properly be brought before the meeting. At said meeting, the annual elections of the Board of Directors shall take place. The election of the Board of Directors shall be by majority vote of the Board of Directors present at a duly constituted meeting. The Directors' shall assure that the composition of the Board of Directors includes individuals and representatives of organizations reflecting diverse interests, geographic locations, backgrounds, experience, and skills, to advance the Coalition's mission and purpose.
- Section 2. **Regular Meetings.** The Board of Directors shall determine the time and place for the holding of additional regular meetings of the Board, and shall forward a list of such meeting times and places to the members of the Board. Any business properly before the Board may be transacted at any regularly called meeting of the Board of Directors.
- Section 3. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, Executive Committee, or any three Directors.
- Section 4. **Notice of Meetings.** Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be delivered to each Director at least five days before the meeting; or notice may be given by telephone or facsimile or e-mail to such residence or usual place of business or delivered to such Director personally, at least two days before the meeting. Such notice may be waived by a Director. Each such notice shall state the general business to be transacted, and the day, time and place of such meeting. In the case of a special meeting, the purpose or purposes of the special meeting, and the name or names of the persons by whom or at whose request it was called.
- Section 5. **Quorum.** Forty percent (40%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may be considered present by way of speaker telephone. If less than forty percent (40%) of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

- Section 6. **Voting.** At all meetings of the Board of Directors, except as otherwise provided by law or by these Bylaws, all matters shall be decided by the vote of a majority of the Directors present at the meeting. Voting by proxy shall not be allowed.
- Section 7. **Super Majority Voting.** Certain items of business brought before the Board of Directors shall require a super majority vote. A super majority vote shall mean a vote of a majority of at least sixty percent (60%) of the Board of Directors. Voting by proxy shall not be allowed. The items of business requiring a “super majority” vote shall be: (i) amending the articles of incorporation; (ii) amending, altering or repealing these Bylaws or adopting new Bylaws; (iii) removing members of the Board of Directors or officers of the Coalition; (iv) adopting a plan of merger or adopting a plan of consolidation with another corporation or entity; (v) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Coalition; (vi) authorizing the voluntary dissolution of the Coalition; and (vii) adopting a plan for the distribution of the assets of the Coalition.
- Section 8. **Procedures at Meetings.** The President of the Board of Directors shall preside at all meetings of the Board of Directors and shall have such other powers and duties not inconsistent with these Bylaws and as may be assigned from time to time by the Board of Directors. The President of the Board of Directors shall be elected each year by the Board of Directors at its Annual Meeting. The Board of Directors shall elect a Vice President who shall possess the powers and discharge the duties of the president in the President’s absence or disability, and have such other powers and duties not inconsistent with the Bylaws as may be assigned from time to time by the Board of Directors. Unless otherwise decided by the Board of Directors, Donald A. Tortorice, the Modern Rules of Order (Pennsylvania Bar Institute, 1992) shall be the Coalition’s Rules of Order.
- Section 9. **Informal Action by Directors.** Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent or consents in writing, setting forth the action to be taken, shall be signed by a majority of a quorum of Directors; provided, however, that if less than all of the Board of Directors consent, the action to be taken shall not be effective until at least ten (10) days’ written notice of the action has been given to all the Directors.
- Section 10. **Absences from Meetings.** A Director who is unable to attend the annual meeting or a regular or special meeting of the Board of Directors shall, in advance of the meeting, notify the Executive Director of the Coalition or

his or her designee of the anticipated absence. Such an absence shall be deemed to be an excused absence. An absence without notification is one in which the Director does not so notify the Executive Director or his or her designee. Two (2) absences without notification in one (1) year may be cause for removal from the Board.

ARTICLE V

Membership

Section 1. **Members.** The members of the Coalition shall consist of those persons who are serving at any given time on the Coalition's Board of Directors.

ARTICLE VI

Officers

Section 1. **Titles and Qualifications.** The officers of the Coalition shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Any two or more offices may be held by the same person, except the offices of President and Treasurer. All officers shall serve on the Executive Committee of the Coalition.

Section 2. **Election and Term of Office.** The officers of the Coalition shall be elected by the Board of Directors from among the members of the Board of Directors at its regular Annual Meeting. Officers' terms shall be for two (2) years. The President, Vice President(s), Secretary, and Treasurer shall serve in their respective capacities for no more than three (3) consecutive two (2) year terms unless there are exceptional circumstances. New offices may be created at any meeting by a vote of the Board of Directors. These new offices shall be filled from among the members of the Board of Directors by a vote of the Board of Directors.

Section 3. **Resignation.** Any officer may resign at any time by delivering a written resignation to the President or Vice President of the Board of Directors. The acceptance of any such resignation shall not be necessary to make it effective.

Section 4. **Removal.** Any officer elected by the Board of Directors may be removed by a super majority vote of the Directors whenever, in the Board of Directors' judgment, the best interests of the Coalition would be served

thereby.

- Section 5. **Vacancies.** Any officer vacancy may be filled upon election by the Board of Directors for the unexpired term of the office.
- Section 6. **President.** The President shall be the Presiding Officer of the Board of Directors, having the authority to call meetings, to appoint committees, to appoint committee Presidents, and generally to direct the activities of the Board. The President shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall take such actions as are necessary to implement the decisions, orders, and resolutions of the Board. The President shall conduct the annual performance review of the executive director of the Coalition. The President shall perform additional duties as may be requested or directed by the Board of Directors.
- Section 7. **Vice President.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may proscribe or the President may delegate.
- Section 8. **Treasurer.** The Treasurer shall monitor the safe-keeping of all of the assets of the Coalition, the development of the annual budgets, oversee all audits, the establishment and implementation of fiscal controls, and shall serve as Chairperson of the Finance Committee. Coalition staff may be designated to assist the Treasurer in performance of these duties. The Treasurer shall perform such other duties in connection with the Coalition's finances as may be requested by the Board of Directors.
- Section 9. **Secretary.** The Secretary shall attend all meetings of the Board of Directors and shall be responsible for recording all the votes, resolutions, and decisions of the Coalition and for the safekeeping of all minutes, the Coalition's seal, and other records, documents, and papers of the Coalition. The Secretary is also responsible for making sure that all notices of meetings, including special meetings, are given timely and in accordance with these Bylaws, that voting is done by a quorum, and that minutes of all meetings are recorded and kept in the Coalition's board portal. The Secretary shall be responsible for, or responsible for the supervision of, the distribution of the minutes to the Board of Directors, as well as the timely distribution of agendas, correspondence, recognition's, and such other information to the Board of Directors or as the Board of Directors directs. Coalition staff may be designated to assist the Secretary in performance of these duties. The Secretary shall perform such other duties in accordance with the record-keeping responsibilities of the Coalition as may be prescribed by the Board of Directors.

ARTICLE VII

Committees

Section 1.

Executive Committee.

- (a) The Board of Directors may elect, by majority vote, from among its Directors an Executive Committee which shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board. The Executive Committee shall consist of not less than five (5) Directors, which shall include the officers of the Coalition. The President of the Board of Directors shall serve as the Chairperson of the Executive Committee.
- (b) The Executive Committee shall have authority to act only during intervals between meetings of Board of Directors. The Executive Committee shall have and may exercise the authority of the Board of Directors in the management of the ordinary business and affairs of the Coalition, but nothing stated in these Bylaws shall be construed to allow the Executive Committee to act to the exclusion of, or contrary to the expressed direction of the Board of Directors. The Executive Committee shall not have the authority of the Board of Directors in reference to (I) amending the articles of incorporation; (ii) amending, altering or repealing these Bylaws or adopting new Bylaws; (iii) filling vacancies in or removing members of the Board of Directors or of any committee appointed by the Board of Directors; (iv) adopting a plan of merger or adopting a plan of consolidation with another corporation or entity; (v) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Coalition; (vi) authorizing the voluntary dissolution of the Coalition or revoking proceedings therefor; (vii) adopting a plan for the distribution of the assets of the Coalition; or (viii) amending, altering, or repealing any resolution for the Board of Directors which by its terms provides that it may not be amended, altered or repealed by the Executive Committee.
- (c) The election of the Executive Committee and the delegation of authority thereto shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him or her by law.
- (d) The Executive Committee shall report its activities at each Board of Directors meeting.

Section 2.

Governance Committee

The Governance Committee shall:

- a) ensure effective board processes, structures, and roles, including retreat planning, committee development, and board evaluation;
- b) oversee the board development process that will include orientation and training of new and continuing board members; and
- c) delegate to its subcommittee, the Nominating Subcommittee, the nominations and election process as outlined below:
 - i) Not less than six (6) months prior to the Annual Meeting of the Board of Directors, the President shall appoint, with the expressed approval of the Board of Directors, a Nominating Subcommittee which shall consist of not less than six (6) people, including not less than three (3) Directors. Persons other than the Directors serving on the Nominating Subcommittee need not be affiliated with the Coalition either by having been a past Director or by having participated on a Coalition committee in order to serve on the Nominating Subcommittee. The Nominating Subcommittee shall nominate at least one candidate for each position to be filled on the Board of Directors.
 - ii) Prior to nominating any candidate to fill the position of Director, the Nominating Subcommittee shall develop a plan, consistent with the mission and purpose of the Coalition, for the composition of the Board of Directors. The Nominating Subcommittee shall receive input from the Board of Directors during the process of developing this plan. The plan shall include those individuals and representative of organizations with diverse interests, geographic locations, experience, backgrounds, and skills that would advance the mission and purpose of the Coalition. Once the plan is developed, nominations shall be solicited from a wide cross-section of the public in terms of race, religion, sex, ethnicity, occupation, and institutional affiliation, level of educational achievement, geography and constituents of services that the organization provides. The Nominating Subcommittee shall also verify that any such nominated candidate is willing to serve as Director if elected.

Section 3.

Finance Committee.

- (a) The Finance Committee shall be responsible for assuring that (1) all financial resources are managed effectively and that (2) the Coalition shall be accountable to funders, donors, and service recipients. The Finance

Committee shall ensure that the annual audit and other legally required filings are completed and that any recommendations pertaining to the audit and other filings are implemented. In addition, the Finance Committee is responsible for developing an annual budget, and once the budget is approved by the Board of Directors, for monitoring the budget.

- (b) The Treasurer of the Coalition shall act as Chairperson of the Finance Committee. The Finance Committee shall be comprised of Directors and other persons with knowledge and expertise in the area of finance. The President of the Board of Directors, after consultation with the Treasurer, shall appoint those Directors to serve on the Finance Committee.

Section 4. **Other Committees.** The Board of Directors from time to time may establish other committees which shall have such duties and which shall consist of such a number of Directors as the Board of Directors may determine. Members of such committees shall be appointed by the President of the Board of Directors, or by the chairperson of the committee. Committee members shall not be required to be Directors of the Coalition. Committee chairpersons need not be Directors as long as at least one Director is serving on the committee.

Section 5. **Term of Office.** Each member of any committee and each chairperson of any committee shall serve a one year term.

Section 6. **Vacancies.** All committee vacancies may be filled by the President of the Board or by the chairperson of the committee.

Section 7. **Quorum.** Actions taken by the Executive Committee, the Nominating Committee, and the Finance Committee require that a quorum (50%) of the whole committee be present in order to conduct business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of these Committees.

Section 8. **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

Compensation of and Contracts with Directors and Officers

Section 1. **Compensation of Directors and Officers.** The Board of Directors of the Coalition shall serve as such without receiving compensation for their services, but the Board of Directors may authorize payment by the Coalition of reasonable expenses incurred by the Directors in the performance of their duties and of reasonable compensation for special services rendered by any Director. Likewise, the officers of the Coalition shall serve as such without receiving compensation for the duties of their office; however, the officers may be reimbursed for expenses reasonably incurred while in performance of their duties.

Section 2. **Contracts with Directors or Officers.** Where applicable, no Director or officer of the Coalition shall be interested, directly or indirectly, in any contract related to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless (i) such contract shall be authorized by a majority of Directors present and voting at a meeting at which the presence of such Director is not necessary for such authorization; and (ii) the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board of Directors present at the meeting at which such contract is so authorized.

Section 3. **Conflict of Interest Policy.** The Board of Directors shall have a written Conflict of Interest Policy which shall be signed annually by each Director.

ARTICLE IX

Liability, Indemnification and Insurance

Section 1. **Liability.** A Director of the Coalition shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, as of or after January 27, 1987, unless (i) the Director has breached or failed to perform the duties of a Director's office under 15 Pa. Cons. Stat. Ann. Paragraph 5712 (1990) (relating to standard of care and justifiable reliance) and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 2. **Right to Indemnification.** The Coalition shall indemnify any officer or Director or person (designated by a majority vote of the Board of Directors to the extent provided in such vote) who was or is a party or threatened to be

made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "Proceeding"), by reason of the fact that such officer, Director, or person is or was a Director, officer, agent or committee member of the Coalition, or is or was serving at the request of the Coalition as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise or entity, or is or was a Director or officer of the Coalition serving at its request as an administrator, trustee or other fiduciary of one or more of the employee benefit plans, if any, of the Coalition or another entity which may be in effect from time to time (such person hereinafter an "Authorized Representative") against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlements actually and reasonably incurred or suffered by such Authorized Representative in connection with such Proceeding, whether or not the indemnified liability arises or arose from any Proceeding by or in the right of the Coalition, to the extent that such Authorized Representative is not otherwise indemnified and to the extent that such indemnification is not prohibited by law as it presently exists or may hereafter be amended.

Section 3. **Advance of Expenses.** Expenses incurred by an Authorized Representative in defending a Proceeding may be paid by the Coalition in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Authorized Representative to repay such amount if it shall ultimately be determined that such Authorized Representative is not entitled to be indemnified by the Coalition.

Section 4. **Procedure for Determining Permissibility.** To determine whether any indemnification under this Article IX is permissible, the Board of Directors by a majority vote of a quorum consisting of Directors not parties to the applicable Proceeding may, and on request of any Authorized Representative seeking indemnification shall be required to, determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs. The reasonable expenses of any Authorized Representative in prosecuting a successful claim for indemnification, and the fees and expenses of any independent legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Coalition. For purposes of this paragraph, "independent legal counsel" means legal counsel other than that regularly or customarily engaged by or on behalf of the Coalition.

Section 5. **Indemnification Not Exclusive: Inuring of Benefit.** The indemnification and advancement of expenses provided by this Article IX shall not be

deemed exclusive of any other right to which an Authorized Representative seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise, both as to action in such Authorized Representative's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such Authorized Representative.

Section 6. **Insurance, Security and other Indemnification.** The Board of Directors shall have the power to authorize the Coalition to; (i) purchase and maintain, at the Coalition's expense, insurance on behalf of the Coalition and any person who is or was an Authorized Representative of the Coalition or is or was serving at the request of the Coalition as an Authorized Representative against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, to the full extent permitted under 15 Pa. Cons. Stat. Ann. Paragraphs 5741-5750 (1990), whether or not the Coalition would have the power to indemnify such person against such liability under the provisions of this Article IX; (ii) create any fund of any nature, whether or not under the control of a trustee, to secure the indemnification obligations of the Coalition, or otherwise to secure or insure any of its indemnification obligations; and (iii) give other indemnification to the extent not prohibited by statute.

Section 7. **Modification or Repeal.** Any modification or repeal of the provisions of this Article IX (i) shall not be effective with respect to any Authorized Representative except upon reasonable prior notice to such Authorized Representative and (ii) shall not adversely affect any right or protection of an Authorized Representative existing hereunder with respect to any acts or failure to act occurring prior to the approval of such modification or repeal unless such Authorized Representative consents in writing to be bound by the modification or repeal.

Section 8. **Proceedings Initiated by Authorized Representative.** Notwithstanding any other provision of this Article IX, the Coalition shall be required to indemnify or advance expenses of an Authorized Representative in connection with a Proceeding initiated by such Authorized Representative only if authorized by the Board of Directors of the Coalition as permissible.

ARTICLE X

Deposits, Checks, Contracts

Section 1. **Deposit of Funds.** All funds of the Coalition not otherwise employed shall

be deposited in such banks, trust companies or other depositories as the Board of Directors from time to time may select.

Section 2. **Checks, etc.** All checks, drafts, endorsements, notes and evidence of indebtedness of the Coalition shall be signed by such officers or agents of the Coalition and in such manner as the Board of Directors from time to time may determine. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Coalition.

Section 3. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Coalition, in addition to the officers so authorized by these Bylaws to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Coalition, and such authority may be general or confined to specific instances.

ARTICLE XI

Fiscal Year

The fiscal year of the Coalition shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XII

Seal

The Coalition shall have a corporate seal in the form of a circle containing the name of the Coalition, the year of incorporation and such other details as may be approved by the Board of Directors.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Act or under the provisions of the articles of incorporation or by the Bylaws of the Coalition, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Amendment of Bylaws

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a super-majority of the Board of Directors present at any regular or special meeting of the Board of Directors. Such proposed amendment, repeal or new Bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

Revised and approved by the Board of Directors: June 28, 2017