



**AMENDED AND RESTATED BYLAWS
OF
VILLAGE IMPROVEMENT ASSOCIATION OF DOYLESTOWN**

ARTICLE I

Purposes

The Purposes of the Village Improvement Association of Doylestown, Pennsylvania are set out in its Amended and Restated Articles of Incorporation, which are reproduced here for convenience, (and which Purposes cannot be amended by amending the Bylaws):

1. Supporting and overseeing the provision of health care and related services including but not limited to, governing a community hospital and other health care facilities and services for the benefit of all persons, without distinction or discrimination because of religion, race, color, national origin, age, sex, sexual orientation or mental or physical capacity;
2. Enhancing the health and welfare of Central Bucks County and surrounding communities;
3. Raising funds, receiving and holding all property, real and personal, which may be given, devised or bequeathed to the Corporation to accomplish any of the foregoing purposes, regardless of whether said property shall be given upon any trust, provided only that the purpose of such gift or trust shall be consistent with the purposes of the Corporation;
4. Making donations and other transfers to charitable organizations described in Section 501(c)(3) of the Internal Revenue Code including, but not limited to, Doylestown Health Foundation and Doylestown Hospital in Doylestown, Pennsylvania consistent with and in furtherance of these purposes as may be more specifically set forth in the Corporation's Bylaws;
5. Supporting the provision of food, clothing, shelter, health care and related services to needy persons in the community.

ARTICLE II

Membership

- 2.1. Qualification** – The Members of the Association during each of its respective fiscal years shall consist of:
- 2.1.1. Active Members** – Active Members shall be those women who reside within Central Bucks County or surrounding communities and have paid their annual dues, as established by the Board of Directors (“Board”).
- 2.1.2. Associate Members** - Associate Members shall be those women who are not Active Members or Honorary Members and have paid their annual dues, as established by the Board.
- 2.1.3. Honorary Members** – Honorary Members shall be those women who the Board determines to have been Active Members or Associate Members for a period of at least forty (40) years.
- 2.2. Meetings** – The annual meeting of the Members of the Association for the installation of elected officers by the Board shall be held on the first Tuesday in June of each year or other date as the Board may determine. Regular meetings of the Members shall be held on the first Tuesday of each month commencing with October and continuing through May or other date as determined by the Board. At the October meeting, or other date, the VIA Annual Report for the organization shall be presented to the Membership. At the regular meeting of the Members in May of even-numbered years, the nominated officers shall be elected by the Members in accordance with these Bylaws. Special meetings may be held at any place within or without the Commonwealth of Pennsylvania as determined by the Board.
- 2.3. Notice** – Written notice of the time and place of the annual meeting and all special meetings of the Members shall be sent at least ten (10) days in advance of the meeting to all Members and notice of all special meetings of the Members shall state the general nature of the business to be transacted. Any written notice shall be delivered by mail or electronic communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage paid, and addressed to the designated Member at such Member’s most recent address listed in the records of the Association. If sent by electronic communication, such notice shall be deemed delivered when sent to the designated Member at such Member’s most recent electronic address listed in the records of the Association.
- 2.4. Voting** – Each Member and each Honorary Member shall be entitled to one (1) vote. However, any Member, other than Honorary, who has not paid the annual membership dues by June 30 of any fiscal year, shall not be entitled to vote during the following fiscal year. The acts approved by the affirmative vote of a majority of the Members entitled to vote and present at a meeting at which a quorum is present shall be the acts of the Members.
- 2.5. Quorum** – Ten percent (10%) or fifty (50) Members entitled to vote, whichever is less, shall constitute a quorum for the transaction of business of the Members.

ARTICLE III

Board of Directors

- 3.1 General Powers** – The business and affairs of the Association shall be managed by the Board. In addition to the powers and authority expressly granted by these Bylaws, the Board may exercise all powers of the Association and do all acts that are not prohibited by applicable law, by the Articles of Incorporation or by these Bylaws.
- 3.2 Number** – The Board shall consist of twenty-two (22) Directors, who shall serve in accordance with the provisions set forth below and have qualified. They shall be selected as follows:
- 3.2.1** Seven (7) Directors shall serve *Ex Officio*, being those persons elected by the Members to serve as President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer. These Directors comprise the Executive Committee (“Executive Committee”).
 - 3.2.2** One (1) Director who shall serve *Ex Officio* shall be the immediate Past President of the Association.
 - 3.2.3** One (1) Director shall be the person recommended by the President of the VIA and approved by the Executive Committee to serve as the Vice President Health Services of the Association.
 - 3.2.4** Eight (8) Directors shall be those Active Members recommended by the President and approved by the Executive Committee to serve as the chair of each Standing Committee (as defined in Section 5.2 of these Bylaws).
 - 3.2.5** Five (5) Directors shall be those persons from among the Active Members recommended by the President and approved by the Executive Committee to serve as Members at Large.
- 3.3 Term and Election**
- 3.3.1** Each *Ex Officio* Director shall serve, commencing with her installation, by reason of the office she holds and shall cease to be a Director when she ceases to hold such office.
 - 3.3.2** Immediately after the annual meeting of the Members in June of even-numbered years, the President shall recommend and the Executive Committee shall approve the Directors as set forth in Sections 3.2.3, 3.2.4, and 3.2.5. All Directors so approved by the Executive Committee shall serve for a term of two (2) years or the unexpired portion of a vacant term or until their successors are elected and have qualified. Any Director may be removed from office at any time, without assigning any cause, by the President in consultation with the Executive Committee. Vacancies in the Board may be filled by the President with the approval of the remaining Directors at the regular meeting of the Board or any special meeting called for such purpose.

- 3.3.3** For the benefit of the organization, the President has the authority to extend a Director's term.
- 3.4** **Meetings** – The annual organizational meeting of the Board shall be held at such time and place on the last Tuesday in June of each year or such other date as the Board may determine. Regular meetings of the Board shall be held at such time and place on the last Tuesday of each month or such other date as the Board may determine. Special meetings of the Board may be called at any time by either the President or by at least twenty-five percent (25%) of all Directors and shall discuss only those matters of which notice is given in the written notice. Meetings of the Board may be held at any location within or without the Commonwealth of Pennsylvania.
- 3.5** **Notice** – Written notice of the time and place of all meetings of the Board shall be sent to each Director at least five (5) days prior to the date of such meeting and, in the case of special meetings, shall state the business to be transacted. Written notice shall be deemed to be delivered when deposited in the United States mail, postage paid, or by electronic communication when sent, addressed to the designated Director at such Director's most recent address listed in the records of the Association.
- 3.6** **Quorum** – A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- 3.7** **Voting** – Each Director shall be entitled to one (1) vote on any matter submitted to a vote of the Board. The acts approved by the affirmative vote of a majority of the Directors present at a meeting, at which a quorum is present, shall be the acts of the Board and shall be effective.
- 3.8** **Parliamentarian** – The Parliamentarian (non-voting member) shall be the person appointed by the President to serve in an advisory capacity as a consultant to the Board concerning its application of Robert's Rules of Order.
- 3.9** **Legal Counsel** - Legal Counsel (non-voting) may be invited by the President to serve the entire Association in an advisory capacity.
- 3.10** **Limitation of Liability** – A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, on or after January 1987, unless (a) the Director has breached or failed to perform the duties of the office under Section 8363 of the Pennsylvania Directors Liability Act (relating to standard of care and justifiable reliance) and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 3.9 shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section 3.9 shall be prospective only, and shall not affect, to the detriment of any Director, any limitation on the personal liability of a Director of the Association existing at the time of such repeal or modification.

ARTICLE IV

Officers

4.1 Officers Generally

- 4.1.1 The *Ex Officio* Officers of the Association are those persons occupying the positions set forth in Paragraph 3.2.1.
- 4.1.2 All Officers shall serve for terms of two (2) years each, commencing with their installation in the case of *Ex Officio* Officers and with their appointment in the case of Appointed Directors (or when filling a vacancy, the unexpired portion of the term) or until their successors are elected and have qualified. An Officer may be removed from office at any time, without assigning any cause, by the vote of not less than two-thirds of the Members in the case of *Ex Officio* Officers or, in the case of Appointed Directors, by not less than two-thirds of the Executive Committee members, present and entitled to vote at any meeting of the Executive Committee.
- 4.1.3 Vacancies of *Ex Officio* Officers shall be filled from Nominating Committee recommendations made to and approved by the Members at the first regular meeting of the Members after the Nominating Committee makes its recommendation.
- 4.1.4 Any two (2) or more offices may be held by the same person. In addition to the powers and duties set forth in these Bylaws, each officer shall have such powers and duties as are usually related to her office and as the Board shall determine by resolution. The President may not be elected to succeed herself, and no person shall serve as the Recording Secretary, Corresponding Secretary, Treasurer or Assistant Treasurer for more than three (3) consecutive terms.

4.2 **President** – The President shall preside at all meetings of the Members and the Board, shall control and manage the property, business and affairs of the Association, subject to the policies and directions of the Board. She shall recommend the chairs and vice chairs, as appropriate, of all Standing Committees, except the Nominating and Administrative committees, such recommendations to be made to the Executive Committee for approval. She shall have custody of the seal of the Association. The President shall be an ex officio member of all Standing, Advisory and Administrative Committees (as defined in Section 5.1), except the Nominating Committee, with full right to participate and vote in the proceedings of each such Committee. The President shall recommend Members to serve as Directors on all Health System Boards. All recommendations must be approved by the Board.

4.3 **First Vice President** – The First Vice President shall perform such duties as may be assigned to her by the President, subject to the policies and directions of the Board. In addition to those duties, the First Vice President shall be the President-Elect of the Association at the Annual meeting in June of the odd-numbered years and shall prepare to assume the office of President, including preparing a budget and planning projects for her administration.

- 4.4 **Other Vice Presidents** – The Second Vice President, and such other Vice Presidents as the Board deems desirable, shall perform such duties as may be assigned to them by the President, subject to policies and directions of the Board.
- 4.5 **Vice President Health Services** – The Vice President Health Services shall supervise the management of the health care activities of the Association and corporations affiliated with it. She shall serve as Chair of the Doylestown Health Foundation Board, Chair of the Doylestown Hospital Board and Chair of the Doylestown Health Physicians Board.
- 4.6 **Recording Secretary** – The Recording Secretary shall keep an accurate record of all meetings of the Board and the Members and shall have charge of the records of the Board and the Association.
- 4.7 **Corresponding Secretary** – The Corresponding Secretary shall conduct the necessary correspondence of the Association, subject to the policies and direction of the Board and the President.
- 4.8 **Treasurer** – The Treasurer shall receive all dues, shall have charge and custody of all funds of the Association, shall maintain an accurate accounting system, shall present financial reports to the Board in such manner and form as the Board may from time to time request.
- 4.9 **Assistant Treasurer** – The Assistant Treasurer shall assist the Treasurer in the performance of her duties, and in the Treasurer’s absence shall assume her responsibilities as necessary.

ARTICLE V

Committees

5.1. Executive Committee

- 5.1.1 The Executive Committee shall consist of the President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer. The President shall serve as chair.
- 5.1.2 Between meetings of the Board, the Executive Committee shall have and exercise the authority of the Board to the extent permitted by applicable statute.
- 5.1.3 Meetings of the Executive Committee may be called at any time by the chair of the committee or by any three (3) members of the Committee, after consultation with the chair. Written notice of special meetings of the Executive Committee shall be given at least five (5) days before such meeting unless waived by all members of the Committee.

- 5.2. **Standing Committees.** The Board may, by resolution adopted by a majority of the Directors in office, establish such Standing Committees of the Board (“Standing Committees”) as it deems necessary or desirable, including Bylaws, Designer House,

Finance, Fundraising, James-Lorah Memorial Home, Marketing, Membership, and Welfare Committees described below. The President shall recommend and Executive Committee shall approve the chairs of all Standing Committees. Each chair shall recommend, subject to the approval of the Board, the members of her committee except as otherwise expressly set forth in these Bylaws. The Board may delegate such authority to a Standing Committee as it deems appropriate and as not prohibited by applicable law. All Standing Committees and their members shall serve at the discretion of the Board.

5.3. Advisory Committees. The President of the Association may establish one or more Advisory Committees (“Advisory Committee”) and in each case appoint the members and the chair to advise the Board in the performance of its duties or other matters. Persons may be appointed to an Advisory Committee who are neither Members of the Association nor Directors. No Advisory Committee may have or exercise any authority of the Board to manage the business and affairs of the Association. All Advisory Committees and their members shall serve at the discretion of the Board.

5.4. Administrative Committees – The President of the Association may establish one or more Administrative Committees (each an “Administrative Committee”) and, in each case, appoint the members and the chair to perform the delegated duties and activities as directed and according to the purpose of the Administrative Committee. Persons may be appointed to an Administrative Committee who are neither members of the Association nor Directors. The chair of any Administrative Committee shall be a Member or a Director of the Association. No Administrative Committee may have or exercise any authority of the Board to manage the business and affairs of the Association. All Administrative Committees and their members shall serve at the discretion of the Board.

5.5. Nominating Committee

5.5.1. The Nominating Committee shall consist of at least five (5) and not more than seven (7) members, including the First Vice President (non-voting) and four (4) additional Directors appointed from the Board, and two (2) Members of the Association elected at the regular meeting of the Members at least four (4) months before the annual meeting of the Members. The members of the committee shall elect its chair by majority vote.

5.5.2 At least two (2) months prior to the annual meeting of the Members in June of even-numbered years, the Nominating Committee shall submit to the Members its nominations of candidates for elected officers to be voted upon at the regular meeting in May of such year. All such nominations shall be from among the Members suggested by Members of the Association to the Committee at least three (3) months prior to the annual meeting of the members.

5.5.3. No hospital associate or member of an associates’ immediate family is eligible to be nominated, elected, or serve as President, First Vice President, Second Vice President or Vice President Health Services.

- 5.6. CEO Selection Committee.** When needed, the Doylestown Health CEO Selection Committee shall consist of at least eight (8), but not more than eleven (11), VIA members including the President, First Vice President and Vice President of Health Services. The Committee shall include as voting members the President of the Doylestown Hospital Medical Staff, the President-Elect of the Doylestown Hospital Medical Staff and possibly one (1) Independent Community Physician (possibly a Primary Care Physician) who is a member of the Active Staff of Doylestown Hospital. The Doylestown Health Vice President of Human Resources shall serve as a non-voting member of the Committee.
- 5.7. Term** – Each member of a committee shall continue as such until the next annual organizational meeting of the Board or until her successor is elected and has qualified, unless sooner removed or unless such committee is sooner disbanded by the Board. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as the initial appointments to such committee in accordance with these Bylaws.
- 5.8. Removal** – Any member of a committee may be removed as a member of such committee at any time by the Board with or without cause.
- 5.9. Quorum/Voting** – Fifty percent (50%) of the members of a committee shall constitute a quorum for the transaction of any business. The acts of a majority of the members present to vote at any meeting at which a quorum is present shall be the acts of such committee (unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws).
- 5.10. Minutes, Procedures and Report of Committees** – The chair of each committee shall designate a secretary, who needs not be a member of such committee. Each committee shall establish procedural rules consistent with applicable law. These committee secretaries shall keep minutes of each of the meetings and shall issue such reports as the Board, the Executive Committee or the President may request.
- 5.11. Standing Committees**
- 5.11.1 Bylaws Committee**
- 5.11.1.1** The Bylaws Committee shall consist of at least seven (7) but not more than twelve (12) members, including the President, First Vice President, the Second Vice President, Vice President Health Services, Parliamentary Advisor (non-voting) and at least three (3) other Members proposed by the Committee Chair and approved by the Board.
- 5.11.1.2** The Bylaws Committee shall be responsible for reviewing the Bylaws of the Association and the policies of the Association and its committees at least once each term and making recommendations to the Board for changes to such Bylaws and Policies.

5.11.2 Designer House

5.11.2.1 The Designer House Committee shall consist of members appointed by the Committee Chair and shall establish subcommittees whose sole responsibility is to coordinate, plan and present the Bucks County Designer & Gardens, a fundraiser to support the mission of the VIA.

5.11.3 Finance Committee

5.11.3.1 The Finance Committee shall consist of at least five (5) but not more than twelve (12) members, including the President or her designee, the First Vice President, the Second Vice President, the Treasurer, the Assistant Treasurer and an additional one (1) to seven (7) persons appointed by the Committee Chair.

5.11.3.2 The Finance Committee shall be responsible for supervising the fiscal affairs of the Association including without limitation making financial reports to the Board, monitoring the financial structure of the Association, reviewing and establishing controls for revenues and expenditures, and monitoring the financial condition of current or new service programs. The Finance Committee shall also recommend and review the policies of the Association and corporations affiliated with it for the management of funds, the investment of funds and the disbursement of funds held by the Association and such affiliated corporations.

5.11.4 Fundraising Committee

5.11.4.1 The Fundraising Committee shall consist of nine (9) or more members, and may include the President or her designee, the Second Vice President, the Assistant Treasurer, the Designer House Vice Chair and other Members of the Association selected by the Committee Chair.

5.11.4.2 The Fundraising Committee shall set policies for all fundraising activities of the Association and shall conduct such activities.

5.11.5 James-Lorah Memorial Home Committee

5.11.5.1 The James-Lorah Memorial Home Committee shall consist of ten (10) or more members selected by the Committee Chair from among the Members of the Association.

5.11.5.2 The James-Lorah Memorial Home Committee shall supervise and coordinate the operation and maintenance of the James-Lorah Memorial Home.

5.11.6 Marketing Committee

5.11.6.1 The Marketing Committee includes the First Vice President, the Designer House Marketing Chair and three (3) or more members selected from among the Members of the Association by the Committee Chair.

5.11.6.2 The Marketing Committee is responsible for building awareness of the mission and work of the Association through various media channels.

5.11.7 Membership Committee

5.11.7.1 The Membership Committee shall consist of ten (10) or more members selected from among the Members of the Association by the Committee Chair.

5.11.7.2 The Membership Committee shall compile and maintain a roster of the Association's Members, shall promote the Members' participation in the activities of the Association, and shall recruit individuals who are eligible for membership in the Association and exhibit a commitment to the purposes of the Association to become Members.

5.11.8 Welfare Committee

5.11.8.1 The Welfare Committee shall consist of the President, Chair of the Welfare Committee, and at least one (1) other Director and at least nine (9) but not more than fourteen (14) Members selected by the Committee Chair.

5.11.8.2 The Welfare Committee shall supervise and coordinate the expenditure of the welfare funds held by the Association and the activities conducted by the Association for the benefit of the indigent.

ARTICLE VI

Indemnification

- 6.1 Right to Indemnification** – The Association shall indemnify any person who is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or Officer of the Association, or, while a Director or Officer of the Association, is or was serving at the request of the Association as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Association, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law.
- 6.2 Advance of Expenses** – Expenses incurred by a Director or Officer in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.
- 6.3 Procedure for Determining Permissibility** – To determine whether any indemnification or advance of expenses under this Article VI is permissible, the Board of Directors by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses 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 expense of any Director or Officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged by the Corporation to determine permissibility of indemnification or advance of expenses, shall be borne by the Association.
- 6.4 Contractual Obligation** – The obligations of the Association to indemnify a Director or Officer under this Article VI, including the duty to advance expenses, shall be considered a contract between the Association and such Director or Officer, and no modification or repeal of any provision of this Article VI shall affect, to the detriment of the Director or Officer, such obligations of the Association in connection with a claim based on any act or failure to act occurring before such modification or repeal.
- 6.5 Indemnification Not Exclusive; Inuring of Benefit** – The indemnification and advancement of expenses provided by this Article VI not be deemed exclusive of any other right to which any person so indemnified may be entitled under any agreement, vote of Members or otherwise, both as to action in such person’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 person.
- 6.6 Insurance, Security and Other Indemnification** – The Board of Directors shall have the power to (1) authorize the Association to purchase and maintain, at the Association’s expense, insurance on behalf of the Association and others to the extent that power to do

so has not been prohibited by applicable law, (2) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations, and (3) give other indemnification to the extent not prohibited by statute.

- 6.7** **Retroactive Application** – The provisions of this Article VI shall apply to conduct on or after January 27, 1987.

ARTICLE VII

Miscellaneous Provisions

- 7.1** **Fiscal Year** – The fiscal year of the Association shall end on the thirtieth day of June of each year.
- 7.2** **Audit** – The Board shall select an independent public accountant to audit the books and accounts of the Association for each fiscal year.

ARTICLE VIII

Amendment of Bylaws

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the Board at any meeting of the Board at which a quorum is present by the vote of not less than two-thirds of the Directors present at any such meeting and by the Members of the Association at any meeting of Members at which a quorum is present by the vote of not less than two-thirds of Members present at any such meeting and entitled to vote thereat; provided that notice and a copy of any proposed amendment shall have been given to each Director or Member not less than ten (10) days prior to the date of the meeting; and provided further that no provision of these Bylaws relating to qualification for membership in the Association may be altered, amended or repealed without the approval of the Members in accordance with this Article VIII.