

BYLAWS  
OF  
THE FUNDERS NETWORK ON POPULATION, REPRODUCTIVE HEALTH AND RIGHTS, INC

ARTICLE I

NAME AND PURPOSES

Section 1.01. Name. The name of the Corporation is THE FUNDERS NETWORK ON POPULATION, REPRODUCTIVE HEALTH AND RIGHTS, INC.

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Section 1.02. Purpose. The Funders Network is a community of funders who address issues of sexual and reproductive health, rights, and justice in the United States and around the world. We aim to ensure that all people realize the right and have the resources to make decisions about their sexual and reproductive health, including access to information and services. We seek to improve communications, foster collaboration, increase resources, and enhance the effectiveness of funders in this field.

ARTICLE II

AUTHORITY AND DUTIES OF DIRECTORS

Section 2.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 2.02. Number, Selection, Tenure, and Qualifications. The Board shall consist of nine to twelve directors. A director may serve for a maximum of two consecutive three-year terms or six consecutive years. A minimum of one year must pass before a person becomes re-eligible for election for an additional term or terms as a director. Interim appointments of two years or less shall not be considered a term. The terms of directors shall be staggered. Directors shall ordinarily be employees of foundations which are members of the Corporation. A director who leaves her/his position with a member foundation may serve out the remainder of the term to which s/he was elected at the discretion of the Board. Directors shall be elected by the members from a slate prepared by the Nominating Committee and approved by the Board.

Section 2.03. Compensation. Board members shall not be compensated for serving on the Board, but may be reimbursed for actual expenses incurred on behalf of the Corporation.

Section 2.04. Resignation and Removal. Resignations are effective upon receipt by the Secretary of written notification, or receipt by the Chair or another officer if the Secretary is resigning. One or more directors may be removed by the affirmative vote of a majority of the entire Board.

Section 2.05. Vacancies. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a term shall be filled by a majority vote of the remaining directors.

Section 2.06. Meetings. The Board of Directors shall hold at least one regular in-person meeting annually. Regular meetings shall be at such times and places as the Board shall determine. Special meetings may be called by any two directors with telephone or written notice.

If an officer or director fails to attend, in person or by telephone, three (3) consecutive meetings of the Board of Directors, the Board shall evaluate the officer's or director's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors, and if it appears to be in the best interest of the Corporation, may declare the position vacant.

Section 2.07. Quorum and Voting. A quorum shall consist of a majority of the total number of Board members in office. Unless otherwise specified, all decisions will be majority vote of those present at a meeting at which a quorum is present.

Section 2.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws or the Articles of Incorporation) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 2.09. Participation in Meeting by Conference Telephone. Any or all members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. Participation by telephone in a meeting being held in person is permitted but discouraged.

Section 2.10. Leave of Absence. Board members may take a leave of absence of up to six months and are encouraged to do so when on sabbatical, family leave, or for other reason will be away from work for an extended period. Board members on leave from their organizations will be assumed to be on leave from the Board unless otherwise stated. Board members will notify the Executive Director of their leave period before taking their leave.

Section 2.11. Vacated Chair. When the Chair is unable to serve for a period of six months or less (due to family leave, illness, extended travel or other exigency), the Treasurer will assume the responsibilities of the Chair for the temporary period. If the Chair is unable to serve out the remainder of his or her term, the Treasurer will assume the responsibilities of the Chair until a new Chair is elected. Such election will take place as soon as possible after the resignation of the Chair or when the Board declares the position vacant.

### ARTICLE III

#### MEMBERS

Section 3.01. Who Shall Be Members. Members of the Corporation shall be funders which apply for membership, pay dues on a schedule set or approved by the Board, and meet any other criteria set by the Board.

Section 3.02. Term of Membership. Membership ordinarily shall be for one year, with dues payable annually. Notwithstanding the foregoing, any member may resign at any time by mailing or delivering written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), and any member may be removed at any time, with or without cause, by majority vote of the Board.

Section 3.03. Annual Meeting. A meeting of the members shall be held annually for the transaction of business as may properly come before the members.

Section 3.04. Special Meetings. Special meetings of the members may be called at any time by the Chair or by the Board. Special meetings shall also be called by the Secretary on the written request of members entitled to cast at least twenty-five percent (25%) of all the votes entitled to be cast at such meeting. Such written request to the Secretary shall state the purpose of the meeting and the matters proposed to be acted on at such meeting; provided, however, that a special meeting need not be called to consider any matter which is substantially the same as a matter voted on at any special meeting of the members held during the preceding twelve (12) months, unless requested by members entitled to cast a majority of all votes entitled to be cast at the meeting. Upon receiving the written request, the Secretary shall inform the members who make the request of the reasonably estimated cost of preparing and mailing a notice of the meeting, and upon payment of these costs to the Corporation, the Secretary shall notify each member entitled to notice of the meeting.

Section 3.05. Place and Time of Meetings. Meetings of members may be held at any place and at an hour set by the Board in the notice of the meeting.

Section 3.06. Notice of Annual and Special Meetings. Notice of each meeting of the members shall be given in writing by or at the direction of the Chair, the Secretary, or the persons calling the meeting, shall state the place, date and hour of the meeting and, unless it is an annual meeting, shall indicate the purpose or purposes for which the meeting is being called.

A copy of the notice of any meeting shall be given, personally or by mail, to each member entitled to vote at such meeting. The notice shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, directed to the member at his address as it appears on the records of the Corporation.

When a meeting is adjourned to another time or place, notice need not be given of the subsequent meeting if the time and place thereof are announced at the meeting in which the adjournment is taken. At the subsequent meeting the Corporation may transact any business that might have been transacted at the original meeting.

Section 3.07. Waivers of Notice. Notice of any meeting need not be given to any member who, 1) before or after the meeting, signs a waiver of notice, which is filed with the records of meetings of members, or 2) is present at the meeting in person or by proxy.

Section 3.08 . Quorum. Members entitled to cast one-third of the total number of votes entitled to be cast, represented in person or by proxy shall constitute a quorum at a meeting of members for the transaction of any business.

Section 3.09. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or such member's duly authorized attorney-in-fact. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 3.10. Vote. Each member in good standing shall be entitled to one vote at any meeting of the members. In voting for directors, members may cast affirmative votes for as many candidates as there are open director positions. Members may vote "Yes" or "No" for candidates on the slate proposed by the nominating committee, and may vote for another candidate by writing in her or his name. Any candidate who receives more "No" than "Yes" votes shall not be elected; otherwise, those candidates receiving the highest number of affirmative votes ("Yes" or write-in) shall be elected.

Whenever any other corporate action is to be taken by vote of the members, it shall, except as otherwise required by law, by the Articles of Incorporation, or by express provision of these Bylaws, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.

Section 3.11. Presiding Officer and Secretary. At any meeting of the members, if neither the Chair nor a person designated by the Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 3.12. Action Without a Meeting: Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, voting on all matters, including the election of directors or officers, may be conducted by mail.

## ARTICLE IV

### AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a Chair, a Secretary, a Treasurer, a Director-at-Large and such other officers as the Board of Directors may designate. Any two or more offices may be held by the same person, except the offices of secretary and chair.

Section 4.02. Election of Officers; Terms of Office. Officers shall serve one year terms. The Chair(s) the Secretary, and the Treasurer shall be elected by the Board annually. The terms of office shall expire at the end of the calendar year and shall be filled by the Board, at a meeting or by action in writing pursuant to Section 2.08 for a term expiring at the end of the following calendar year. Officers shall be eligible for reelection.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of a written notification, or receipt by the Chair if the Secretary is resigning.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 2.08 whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## ARTICLE V

### BOARD COMMITTEES

Section 5.01. Purpose. The Board may establish such standing or temporary committees as it deems necessary to accomplish the work of the Corporation.

Section 5.02. Executive Committee. An executive committee shall be comprised of the Chair, the Treasurer, the Secretary and the Director-at-Large. The Executive Committee's function shall be to execute all the powers of the Board during intervals between meetings of the Board, except for approving the annual budget, approving new Board members, hiring or terminating the Executive Director, or taking any decision related to a previous Board resolution which the Board has explicitly reserved to itself for future action.

Section 5.03. Nominating Committee. As and when appropriate, the Chair shall convene a nominating committee of one or more Board members and/or the Executive Director to address nominations for Board membership and/or for officers of the Corporation.

## ARTICLE VI

### INDEMNIFICATION

Section 6.01. Definitions.

"Matter" shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding or appeals therefrom, or any criminal, administrative, or Congressional (or other body's) investigation, hearing, or other proceeding.

"Eligible Person" shall mean any person who at any time was or is a director, a member or any committee or subcommittee, an officer, employee, or volunteer of the Corporation.

Section 6.02. Right to Indemnification. Any Eligible Person made a party to or involved in a Matter by reason of his or her position with or service to the Corporation shall, to the fullest extent permitted by law, be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) such Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Corporation, or (ii) in the case of a criminal Matter, such person had reasonable cause to believe that his or her conduct was unlawful, or (iii) such person shall be adjudged to be liable for willful misconduct in the performance of a duty, or in the case of a Matter settled by agreement, such settlement shall be predicated on such a liability.

Section 6.03. Limitation on Right of Indemnification. Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Board of Directors (acting by a quorum consisting of Directors who were not involved in such Matter) determines that such Eligible Person met the applicable indemnification standard set forth in Section 6.02 above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that such person or persons met the applicable indemnification standard set forth in paragraph Section 6.02 above.

Section 6.04. Other Rights. The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification, inure to the benefit of his or her heirs, executors or other lawful representative.

Section 6.05. Interim Indemnification. The Corporation shall, with respect to a Matter described in Section 6.02, advance attorneys fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Board of Directors (acting by a quorum consisting of Directors who are non involved in such litigation) determines that such Eligible Person is likely to meet the applicable indemnification standard set forth in Section 6.02 above, or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that such Eligible Person is likely to meet the applicable indemnification standard set forth in Section 6.02 above; and (ii) such Eligible Person (a) requests such interim indemnification, (b) agrees to repay such interim indemnification promptly upon a determination unfavorable to him or her under Section 6.03, and (c) deposits a bond or equivalent security.

Section 6.06. Insurance. The Board of Directors may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him which arises out of such person's status in such capacity, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## ARTICLE VII

### STAFF

Section 7.01. Executive Director. At its discretion, the Board may hire an Executive Director who shall be responsible for administering the operations and programs of the Corporation. The Executive Director is accountable to the Board and shall work closely with the Board to fulfill the Corporation's purpose and objectives. The Executive Director shall sign or delegate authority to sign checks and drafts, enter into contracts as stated in Section 8.03, and otherwise execute customary duties and responsibilities necessary to carry out the activities of the Corporation. The Executive Director may hire other staff members as the Board authorizes. The Executive Director shall be an ex officio member of the Board. The Executive Director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the Executive Director are discussed.

Section 7.02. Other Staff. All other staff shall be supervised by and accountable to the Executive Director.

## ARTICLE VIII

### FINANCIAL ADMINISTRATION

Section 8.01. Fiscal Year and Budget. The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors. The Board shall review and approve a budget annually in consultation with the Executive Director.

Section 8.02. Checks, Drafts, Etc. All checks, orders for the payment of money, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as

shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been expressly delegated by the Board.

Section 8.03. Contracts. Unless the Board of Directors determines otherwise by resolution, the Chair, the Treasurer, and the Executive Director shall be authorized to execute contracts on behalf of the Corporation, consistent with the approved budget. .

Section 8.04. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 8.05. Annual Financial Statements. Complete financial statements prepared in conformity with generally accepted accounting principles (GAAP), shall be presented to and reviewed by the Board after the close of each fiscal year. Financial statements shall include: (a) significant categories of contributions and other income; (b) expenses reported in categories corresponding to the description of major programs and activities contained in the Corporation's annual report, solicitations and other informational materials; (c) a detailed schedule of expenses by natural classification (e.g., salaries, employee benefits, occupancy, postage, etc.), representing the natural expenses incurred for each major program and supporting activity; (d) accurate presentation of all fund-raising and administrative costs; (e) total costs and the basis for allocating any fund-raising or other expenses associated with multi-purpose activities (e.g., fund raising combined with social advocacy or public education campaigns). No less than every second year, such financial statements shall be accompanied by an audit report of an independent certified public accountant, and in the alternate years shall be reviewed by an accountant.

## ARTICLE IX

### CONFLICT OF INTEREST POLICY

The Board of Directors shall by resolution adopt a conflict of interest policy applicable to officers, directors, members of committees of the Board, and employees, that shall define conflicts of interest (including competing financial interests or fiduciary duties), require that conflicts be disclosed and the conflicted person be recused from any decision-making with regard to the matter.

## ARTICLE X

### COMPENSATION

The Board shall adopt a policy establishing procedures for reviewing and setting financial compensation to any individual exercising substantial influence over the Corporation to ensure that such compensation is no more than reasonable and does not otherwise result in an excess benefit to the person, and requiring that adequate documentation be maintained to support the basis for setting such compensation.

## ARTICLE XI

### RECORD KEEPING

The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee meetings, and all meetings of committees with Board-designated powers reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken. When potential conflicts of interests are discussed, the minutes shall include: the names of the persons who disclosed financial interests; the nature of the financial interests; whether or not the Board determined that a conflict existed; the names of the

persons present for the discussions and votes related to the relevant transaction or arrangement; the content of those discussions, including any alternative transactions or arrangements; and a record of the vote. At the request of any participating Board member, the records of such discussions and individual votes may be kept sealed, with only the outcome reported publicly.

## ARTICLE XII

### ANNUAL REPORTS

An annually updated written account of the Corporation's purposes, structure, programs and financial condition shall be published and made available to all members. The annual report shall contain: a description of the Corporation's purpose(s); descriptions of its overall programs, activities and accomplishments; a statement of its eligibility to receive deductible contributions; information about the governing body and structure, including identification of officers, directors, and chief administrative personnel; and the audited financial statements or, at a minimum, a comprehensive financial summary that reflects all revenue, reports expenses by program, management and fund-raising categories, and reports year-end balances.

## ARTICLE XIII

### AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the entire Board of Directors, provided seven (7) days prior notice is given of the proposed amendment or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 2.08 of these Bylaws.

Adopted this 4th day of November, 2015 by vote of the Board of the Funders Network on Population, Reproductive Health and Rights.

Certified:

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