

**BY-LAWS**  
OF  
THE ERIE WOMEN'S FUND  
A Donor-Advised Fund of the Erie Community Foundation

ARTICLE I

NAME

SECTION 1.1. Name. The name of the organization is the Erie Women's Fund (the "EWF"), an unincorporated donor-advised fund of the Erie Community Foundation.

ARTICLE II

OFFICES

SECTION 2.1. Offices. The principal office of the EWF and its registered office in Pennsylvania shall be located at 459 West 6<sup>th</sup> Street, Erie, Pennsylvania or at such other place as the Steering Committee may designate from time to time.

ARTICLE III

MEMBERS

SECTION 3.1. Members. The EWF shall have Five levels of membership: Platinum (\$2500+), Gold (\$1000), Silver (\$500), Bronze (\$250) and a Group Membership. Individual memberships are eligible to vote on Grant Awards and other matters of the EWF. A Group membership is made up of 5 to 10 women who contribute to a \$1000 membership. The Group is entitled to only one vote per Group. Group memberships are good for one year and rejoining as an individual will be encouraged.

SECTION 3.2 Legacy Members. Women who make provisions in their estate plans, wills or trusts to leave a bequest to the EWF shall be designated a Legacy Members to honor their gifts.

ARTICLE IV

MEETINGS OF THE MEMBERS

SECTION 4.1. Annual Meeting and Special Meetings of the Members. The Annual Meeting of the members of the Erie Women's Fund will be held at a time and place to be specified during the month of October. Other meetings will include the

Grants award ceremony in July and a Holiday Celebration in December. Special meetings of the members may be called by the Chair of the Steering Committee, the Co-Chair of the Steering Committee or by a majority of the Steering Committee by giving three (3) days' notice stating the date and time of the meeting, the place of the meeting, and the purpose of the meeting to each member.

#### SECTION 4.5. Removal of Members.

Membership in the EWF may terminate due to any of the following events and for no other reason:

- (a) Failure of a member to pay her annual dues within one year of its due date, and after personal contact is made with the member by the Chair of the Steering Committee or the Chair of the Membership Committee.
- (b) Death of a member.
- (c) Removal for cause whereby a super-majority of 75% of members vote to remove a member whose actions are deemed not in the best interest of the EWF.

### ARTICLE V

#### STEERING COMMITTEE

SECTION 5.1. Definition and Enumeration. The Steering Committee of the Erie Women's Fund is that group of persons vested with the management of the business affairs of the organization. The number of members of the Steering Committee will not be less than seven (7) at any one time.

SECTION 5.2. Election and Roles. The members of the Steering Committee shall be approved by the voting membership in attendance at the annual meeting of the EWF. The Steering Committee will be comprised of Immediate Past Chair; Steering Chair; Steering Vice-Chair; ECF Liaison; Treasurer; at least one At-Large member; and chairs and vice-chairs of the following standing committees: Grants Committee, Education Committee, Events Committee, Membership Committee, and Outreach & Social Media Committee. One additional at-large members may be nominated by the Nominating Committee.

SECTION 5.3. Terms of Office. The Steering Committee Chairs serve three (3) year terms in total: first year term as Vice-Chair, second year term as Chair and third year term as Immediate Past Chair. Chairs may succeed other chair positions subsequent to their term.

The Treasurer serves for two years, renewable for up to two additional terms *if approved by the Nominating and Steering.*

At-large Steering Committee members serve for one year, renewable for up to two additional terms *if approved by the Nominating and Steering Committees.*

The ECF Liaison serves renewable one-year terms; Liaison may change at the discretion of the ECF or EWF if a vacancy or resignation occur. Members may succeed themselves for any number of additional terms if approved by the Nominating and Steering Committees.

The Nominating Committee shall fill a vacancy occurring in any office by death, removal, resignation, or otherwise by recommending a slate to the Steering Committee for approval and then electing at any regular or special meeting a new member to serve the unexpired term.

SECTION 5.4 Chair. The Chair shall preside at all meetings of the Steering Committee and shall work cooperatively with the members and the Erie Community Foundation to advance the mission and purposes of the EWF. The Chair shall be authorized to execute documents and instruments on behalf of the EWF and to serve as the primary spokesperson for the organization and the liaison for official contact with other organizations and the Erie Community Foundation.

SECTION 5.5. Vice-Chair. The Vice-Chair shall assist the Chair in carrying out the duties of that office and shall preside or serve as the spokesperson in the absence of the Chair. The Vice -Chair shall succeed the Chair upon completion of her term.

SECTION 5.6. Immediate Past Chair. The Immediate Past Chair shall assist the Chair and Vice Chair in the administration and operation of EWF, and shall be available for general guidance and procedural counsel as needed.

SECTION 5.7. Treasurer. The Treasurer will work with the Erie Community Foundation staff to provide current financial reports at each monthly Steering Committee Meeting. The reports will review the Endowment Fund Balance, the Grants account and the Membership Benefits and Events account balances. She will also create a budget for Membership Benefits and Events expenses prior to the October Annual Meeting.

SECTION 5.8. Secretary. The Secretary shall be a designated Administrative Assistant of the ECF and shall keep or cause to be kept minutes of all meetings of the Steering Committee and the full membership. The minutes shall be a historical record of the issues, discussions, and actions of the Steering Committee. The Secretary shall be responsible for the timely mailing or delivery of all notices of full membership and steering meetings and events of the EWF and shall maintain membership lists in a timely and accurate fashion.

SECTION 5.9. ECF Liaison. Since EWF is a donor advised fund within the Erie Community Foundation, it is appropriate that ECF be represented on Steering by a female staff member of the ECF. It is also appropriate that the Liaison be a member of EWF.

## ARTICLE VI

### GENERAL COMMITTEE RESPONSIBILITIES

SECTION 6.1. Standing Committees. The EWF will have the following as standing committees of the organization: Grants Committee, Education Committee, Events Committee, Outreach and Social Media Committee, Governance and Membership Committee.

SECTION 6.2. Grants Committee. The Grants Committee is charged with the development of a plan for the grantmaking activity of the EWF, including any mini grants made from an amount determined by Steering. The amount of the Major Impact Grant to be awarded in June and the December mini-grant(s) will be predicated on the balance of the Grants Account as of December 31 of the previous year. The Committee will review proposals for grants to be issued and prepare documents for the distribution of the grant awards. The Grants Committee will keep the full membership and the Erie Community Foundation apprised of the progress of the grant making process. The Grants Committee will meet at a time and place determined by the committee chair.

Grants Committee is also charged with monitoring and evaluating the progress of any funded projects and working with the grantee around progress toward goals, objectives, and benchmarks. The Grants Committee will keep the full membership and the Erie Community Foundation apprised of progress and problems with grantees.

SECTION 6.4 Education Committee. The Education Committee is charged with developing an annual calendar of educational Forums. The committee is also responsible for planning and arranging the logistics of related events, including venue, audio-visual, catering, and program content. The Education Committee meets at a time and place determined by the committee chair.

SECTION 6.5 Membership Committee. The Membership Committee is charged with developing and implementing a plan to solicit and gain the commitment of new members. The Membership Committee also manages the "Red Purse Mentor Program" which matches a new member with a more tenured member to foster engagement in EWF activities and new friendships. The Membership Committee meets at a time and place determined by the committee chair.

SECTION 6.6 Outreach & Social Media Committee. The Outreach Committee is charged with creating and distributing (with help from the Secretary) a monthly newsletter within one week of the monthly Steering Committee meeting. The Committee, with the assistance of the Secretary, will also promote regular meetings and Educational Forums and other gatherings as shall be created as well as, post announcements and reports on all Social Media.

SECTION 6.7 Events Logistics Committee. The Events Committee is charged with organizing the events and gatherings of EWF. With guidance from Steering, the committee will reserve the venue, be responsible for coordinating the menu, décor, media equipment, and any other event necessities. The Chair will serve as the contact between the EWF and the venue.

SECTION 6.8 Governance Committee. The Governance Committee is a stand-alone committee charged with advising Steering as needed. Membership of the Governance Committee shall consist of the Chair and Co-Chair of Steering and at least 3 other EWF members in good standing. They do not attend Steering meetings.

SECTION 6.9 Policies and Procedures. In addition to the duties designated above, each committee shall establish their own Policies and Procedures to outline the meeting frequencies, additional tasks, processes and sub-committee structures. A copy of each committee's Policies and Procedures shall be kept on file with the Secretary at the Erie Community Foundation.

## ARTICLE VII

### AD HOC COMMITTEES

SECTION 7.1 Women Driving Philanthropy Golf Tournament. This committee is responsible for organizing, coordinating and executing all aspects of the WDP golf tourney to be held in late August. The proceeds of the outing will be awarded to a local non-profit that advances the mission of the EWF. The RFPs and subsequent applications will be handled by the Grants Committee and follow the normal protocol for selection. This committee does not have a seat on Steering but shall present progress reports throughout the season.

SECTION 7.2 Nominating Committee. The Nominating Committee shall be tasked with soliciting women to fill open positions on Steering and Standing Committees. The Nominating Committee will consist of the Outgoing Chair of Steering, the Membership Chair, the ECF Liaison and two volunteers. It should be established at the Summer Meeting and have a slate ready to present to members at the Annual Meeting in October for ratification.

## ARTICLE VIII

### FISCAL YEAR AND BUSINESS PRACTICES

SECTION 8. I. Fiscal Year. As a fund within the Erie Community Foundation, the fiscal year of the EWF shall end on December 31 of each year, and any business

practices not otherwise described in these by-laws shall be governed by the applicable practices of the Erie Community Foundation.

SECTION 8.2 Dues. Membership Dues shall be paid in August during the Annual ECF "Erie Gives" days and applied to the forthcoming year. Members shall be considered in arrears if their dues for a current year aren't paid by December 31 of the prior year. There will be a grace period of one month to allow the Membership Committee to conduct a follow-up on delinquent accounts. Members will be removed from membership if their dues are not paid by February 1.

## ARTICLE IX

### INDEMNIFICATION

SECTION 9.1 Indemnification. To the full extent authorized under the laws of the State of Pennsylvania, the organization shall indemnify any steering committee member, former member, or employee of the organization, or any person who may have served at the organization's request as a director or officer of another organization (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Steering Committee, or otherwise.

## ARTICLE X

SECTION 10.1 Amendments. These By-Laws may be amended with the affirmative vote of a majority of the members present and entitled to vote at any regular or special meeting of the EWF at which a quorum is present.

REVISED: 10/2019; 12/2020