



## **BY-LAWS**

**at DeSales University  
2755 Station Avenue  
Center Valley, Pa 18034-9568**

### **ARTICLE I: NATURE OF THE FORUM**

#### **SECTION 1.1 - NON-PROFIT ORGANIZATION**

The Forum for Ethics in the Workplace (the "Forum") is governed by a Forum Board of Directors and administered by a Forum Management Staff, through collaboration with the Salesian Center for Faith & Culture (the "Salesian Center") at DeSales University (the "University"). It is a nonprofit corporation organized under IRS code section 501 (c) (3).

#### **SECTION 1.2 – PURPOSES**

The purposes of the Forum focus on ethics in the workplace by:

- providing opportunities for people to come together for study, reflection, and conversation on ethical issues in the workplace
- promoting an appreciation of the necessity for ethical conduct in the workplace
- studying the results of unethical practices in the workplace and confronting such practices
- serving as a resource for persons or organizations in terms of business/professional ethics
- producing programs and other initiatives that will enable persons and organizations to recognize unethical practices in the workplace and correct such practices
- providing consulting services to business and professional organizations
- furthering a spirit of good will with respect to ethical practices in the workplace that affect employers, customers, shareholders, partners, clients, and colleagues.

#### **SECTION 1.3 – AFFILIATIONS**

Organizations that share purposes similar to that of the Forum may become affiliated programs of the Forum.

**1.3.1** – Affiliation is subject to the approval of the Forum Board of Directors and to the provisions of these By-Laws (e.g., Section 2.2 below).

**1.3.2** – Affiliation is for the sole purpose of mutual promotion. The Forum shall have no administrative or financial obligations regarding any affiliated programs.

**1.3.3** – Any affiliations current at the time of the adoption of these revised By-Laws (e.g., the Lehigh Valley Coalition on Sport Ethics) shall continue unless otherwise rescinded.

## **ARTICLE II: RELATIONSHIP BETWEEN THE FORUM AND THE UNIVERSITY**

### **SECTION 2.1 – INCORPORATION**

The Forum is an independent not-for-profit corporation with its own 501 (c) (3) designation, incorporated under the Pennsylvania Nonprofit Corporation Law of 1988. A duly elected Board of Directors directs the operation of the Forum.

### **SECTION 2.2 – SUBSIDIARITY**

The Forum is the wholly owned subsidiary of the University. The University sponsors the Forum as a partner institute of the Salesian Center. The activities of the Forum are compatible with the mission of the University; as such, no program or activity of the Forum will support or promote positions that expressly contradict the magisterial teaching of the Roman Catholic Church.

### **SECTION 2.3 – ADMINISTRATION**

The University appoints a Managing Director to guide the work of the Forum. The Managing Director's duties include, but are not limited to, the following:

- supervising all administrative matters of the Forum
- managing all programs and activities of the Forum
- serving as an *ex officio* member of the Forum Board of Directors
- acting as the liaison between the Forum and the Salesian Center

## **ARTICLE III: FORUM BOARD OF DIRECTORS**

### **SECTION 3.1 - RESPONSIBILITIES:**

The Forum Board of Directors is responsible for providing advice and assistance in the establishment and implementation of the policies and objectives of the Forum. The Board's work includes:

- Fund-raising to assist the Forum's ongoing operations.
- Promotion of the Forum's programs and activities to the general public
- Regulation of the affairs and maintenance of the Forum Board of Directors
- Collaboration with the Salesian Center regarding programs & activities of the Forum
- Consultation with the University regarding the budget & business affairs of the Forum

### **SECTION 3.2 - NUMBER**

The Forum Board of Directors shall consist of not less than fifteen (15) and not more than thirty-three (33) members, all of whom shall be volunteers. The number of Board members may from time to time be increased or decreased by a vote of 2/3 of the current Board.

**3.2.1** – The total number of Board members shall include three (3) *ex officio* members, all of whom are employees of the University: the Managing Director of the Forum, ~~the Edward McCabe Chair in Business & Society~~ (or, in case of its vacancy, ~~the Chairperson of the Business Department~~), the Dean of Lifelong Learning, and the Director of the MBA program.

**3.2.2** - The total number of Board members shall include three (3) members appointed by the President of the University, from among the faculty and staff (administrative or professional) at the University.

### **SECTION 3.3 - ELECTION**

The elected members of the Board shall be elected at the Annual Meeting of the Board (section 4.1) then in office or in such other manner as shall be fixed from time to time by the Board. All new members shall be elected by a majority of the members present at a duly authorized meeting of the Board.

### **SECTION 3.4 - RIGHTS & RESPONSIBILITIES**

**3.4.1** – All members of the Forum Board (whether *ex officio*, appointed by the University, or elected by the Board) shall have the right of voice at all meetings of the Board (article IV below).

**3.4.2** – All members of the Forum Board (whether elected by the Board, appointed by the University, or *ex officio*) shall have the responsibility of voting on all matters of the Board.

**3.4.3** – Any member of the Forum Board, with the exception of the three *ex officio* members, may be elected as an Officer of the Board (article V below).

**3.4.4** – Any member of the Forum Board, with the exception of the President of the Board and the Managing Director of the Forum, may be appointed to any committee of the Board (article VI below).

### **SECTION 3.5 - TERM**

**3.5.1** - The term of the elected members of the Board shall be three (3) years.

**3.5.2** – The appointed members serve at the pleasure of the President of the University, but not longer than the three-year maximum term of office for elected members.

**3.5.3** - The *ex officio* members shall serve so long as they remain in their office at the University.

**3.5.4** - A full term of office shall begin at the ~~Annual Meeting of the Board in the calendar year in which they were elected~~ first meeting of the academic year following the elections and shall end at the conclusion of the third Annual Meeting after their election.

**3.5.5** – Members of the Board may succeed themselves, if elected or appointed, for additional terms of three (3) years, but shall not serve more than three (3) consecutive terms from the adoption of these revised By-Laws, except as stated herein.

~~3.5.5.1~~ To effectuate the foregoing, nine (9) members of the Board in office at the time of the adoption of these revised By Laws shall be designated to begin their first term of office upon the effective date of these revised By Laws.

~~3.5.5.2~~ The three members of the Board appointed by the University, as well as the three *ex officio* members, shall begin their first term of office upon the effective date of these revised By Laws.

3.5.6- At subsequent each Annual Meetings in 2006 and 2007, up to nine (9) additional members may be elected each year to begin new three-year terms, up to a maximum of thirty-three (33) members of the Board.

### **SECTION 3.6 - CONTRIBUTION**

Any member of the Board nominated and elected by the Board shall agree to make an annual contribution to the Forum, either personally or through solicitation of others, or donate funds or in-kind services. The President of the Board shall establish the amount annually. Once elected, all members of the Board shall continue to meet this requirement until their term is completed.

### **SECTION 3.7 - RESIGNATIONS**

Any member of the Board may resign at any time by giving written notice to the President or the Secretary of the Board. Any such resignation shall take effect at the time such notice is received or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.7.1 (added as amendment, May 2010) – Ex officio members who resign will be replaced by the person at the University who assumes that position.

3.7.2 – Appointed members who resign may be replaced, for the remainder of their term, by the President of the University.

3.7.3 – Elected members who resign may be replaced, for the remainder of their term, by a new director duly elected by the Board.

3.7.4 – For purposes of appointment, election, or succession, terms of office that are completed in this way do not constitute a full term of office as defined above (sections 3.5.4 and 3.5.5).

### **SECTION 3.8 - NO INTEREST IN ASSETS**

No member of the Board shall possess any property right in or to the property of the Forum. In the event the Forum owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the Board shall dispose of any remaining property in accordance with section 7.2.4 (below). Members of the Board shall not receive any stated salary or compensation for their services on the Board.

## **ARTICLE IV: MEETINGS OF THE FORUM BOARD**

### **SECTION 4.1 – ANNUAL MEETING**

The annual meeting of the Forum Board of Directors shall be held in the month of June at such place and on such day and hour as the Board shall determine.

### **SECTION 4.2 – REGULAR MEETINGS**

In addition to the Annual Meeting, the Forum Board shall meet at least ~~four (4)~~ five (5) times each year, usually in September, October, ~~November~~, December, February, and April. Members shall be notified by e-mail, telephone, or other reasonable method at least forty-eight (48) hours in advance stating the time, date, and place the meeting shall be held.

### **SECTION 4.3 - QUORUM**

The presence in person of not less than one-third of the sitting members is requisite and shall constitute a quorum at all meetings of the Board for the election of members or for the transaction of other business except as otherwise provided by law or by these By-Laws.

## **ARTICLE V: OFFICERS OF THE FORUM BOARD**

### **SECTION 5.1 – OFFICERS**

The officers of the Forum Board shall be a President, a Vice-President, and a Secretary, all of whom shall be members of the Forum Board. Officers shall be nominated and elected by the sitting members of the Board at the ~~annual meeting (section 4.1)~~ first meeting of the academic year, except in those cases where it becomes necessary to fill a vacant office (section 5.7). All officers shall assume their offices upon election and hold offices for two (2) years and until their successors are elected.

### **SECTION 5.2 – PRESIDENT**

The President of the Board shall call and preside at all regular and special meetings of the Forum Board; shall act as spokesperson for the Forum Board; shall appoint all committees of the Forum Board; shall serve as *ex officio* member of all committees; shall see that all orders and resolutions of the Forum Board are carried out; and shall perform such other duties as the Forum Board may prescribe.

### **SECTION 5.3 – VICE-PRESIDENT**

In the absence of the President of the Board, the Vice-President shall chair meetings of the Forum Board and assume his or her other duties whenever it is appropriate. Any additional duties shall be determined by the Forum Board.

### **SECTION 5.4 – SECRETARY**

The Secretary shall attend all annual meetings of the Forum Board and shall serve as the clerk of each meeting, recording all votes and the minutes of all proceedings. The Secretary shall cause to be given all notices of all meetings of the Board as set forth in these By-Laws.

### **SECTION 5.5 – OTHER OFFICERS**

The Board may determine if other officers are needed and what their duties shall be.

## **SECTION 5.6 – REMOVAL OF OFFICERS**

Any officer elected or appointed by the Forum Board may be removed by the Board whenever in its judgment the best interests of the Forum would be served thereby.

## **SECTION 5.7 - VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Forum Board.

## **ARTICLE VI: COMMITTEES OF THE FORUM BOARD**

### **SECTION 6.1 – APPOINTMENT and POWERS**

In addition to the standing committees described below, the President of the Board may appoint such standing or temporary committees as he/she may deem appropriate. The chair of each committee shall be a Board Member. The President of the Board and the Managing Director of the Forum serve as *ex officio* members on all committees of the Board. Non-Board members may be invited to serve on committees by either the President of the Board or the Chair of the committee. The Forum Board may invest such committees with such powers and authority, subject to such conditions, as it may see fit. No committee shall have any power or authority to make, amend, alter or repeal any section of the By-Laws.

### **SECTION 6.2 – EXECUTIVE COMMITTEE**

The President of the Board shall appoint from among members of the Board an Executive Committee which, so far as may be permitted by law and except as specifically limited by the Forum Board pursuant to Section 6.1 hereof, shall have all the powers and may exercise all the authority of the Forum Board during the intervals between the meetings thereof. All acts done and powers conferred by the Executive Committee shall be deemed to be, and may be certified as being, done or conferred under authority of the Forum Board.

### **SECTION 6.3 – FINANCIAL DEVELOPMENT COMMITTEE**

The President of the Board shall appoint from among members of the Board a Financial Development Committee which shall

- advise the Board and the Managing Director on the Forum's annual budget, and
- collaborate with the Forum's Managing Director and the University's Development Office in fund-raising efforts.

### **SECTION 6.4 – PROGRAM PLANNING COMMITTEE**

The President of the Board will appoint a Program Planning Committee, which shall

- assist the Managing Director of the Forum with the organization and implementation of all programs and activities of the Forum, and
- review the long range goals of the Forum developed by the Board and evaluate the appropriateness and achievement of these goals.

### **SECTION 6.5 - PUBLIC RELATIONS COMMITTEE**

The President of the Board shall appoint a Public Relations Committee, which shall

- monitor and assist with the Forum's marketing and promotion to the general public, and
- identify, review, and present to the President of the Board names of persons to fill vacancies or expand membership on the Board of Directors of the Forum.

## **SECTION 6.6 - TERMS, VACANCIES, and ALTERNATES**

The President of the Board shall determine the procedure for nominating committee members, and shall establish their length of office and manner of replacement.

## **SECTION 6.7 - ORGANIZATION**

All committees shall determine their own organization and procedures, unless otherwise directed by the Forum Board and except as otherwise provided in these By-Laws.

## **ARTICLE VII: FISCAL OPERATION**

### **SECTION 7.1 – FISCAL YEAR**

The fiscal year shall begin July 1 each year and end on June 30 of the following year.

### **SECTION 7.2 – OPERATING FUND**

**7.2.1** – A separate department (agency fund) for the Forum will be established as part of the University's chart of accounts and budget for the operation of the Salesian Center. Any and all programs and activities of the Forum will be funded through this fund.

**7.2.2** – As part of the regular operation of the Salesian Center, the University will provide office space, secretarial assistance, executive management, and routine overhead at no additional expense to the Forum.

**7.2.3** – Any assets held by, or accruing to, the Forum as of the effective date of these revised By-Laws are to be deposited in the departmental agency fund.

**7.2.4** – Should the subsidiary relationship between the Forum and the University cease to exist, assets held by the Forum prior to the effective date of these revised By-Laws shall be returned to the Forum. Any and all other assets held in or accruing to the agency fund for the Forum remain the property of the University.

### **SECTION 7.3 – ANNUAL BUDGET**

**7.3.1** – A budget will be developed on an annual basis by the Forum's Board, approved by the Director of the Salesian Center, submitted by the Director of the Salesian Center to the Treasurer of the University, and finally approved by the President and Trustees of the University as part of the University's normal budgeting process.

**7.3.2** – Any unbudgeted expenses or initiatives must be approved by the Treasurer of the University.

### **SECTION 7.4 – FUND-RAISING**

**7.4.1** – The Board of the Forum, in collaboration with the Salesian Center and the Development Office of the University, will be responsible for raising funds for an operating endowment specific to the Forum.

**7.4.2** – All fundraising for the Forum is subject to the policies and procedures of the University, through its Development Office. Applications for corporate or foundation grants must be made through the established channels of the University.

**7.4.3** – Upon the effective date of these By-Laws, monies subsequently raised for, or donated to, the Forum are considered assets of the University and will remain in the agency fund for the Forum.

#### **SECTION 7.5 - BORROWING, etc.**

No officer, agent or employee of the Forum shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolution of the Forum Board and with the explicit approval of DeSales University.

### **ARTICLE VIII: GENERAL PROVISIONS**

#### **SECTION 8.1 - AUDIT**

When necessary, as determined by the University's Treasurer, the Forum Board shall cause a certified public accountant to conduct an examination of the Forum's financial statement, and the accountant's report on such examination, upon completion, shall be submitted to each member of the Forum Board.

#### **SECTION 8.2 - BOOKS and RECORDS**

**8.2.1** - The Forum shall keep minutes of the meetings of its Board and of committees having any of the authority of the Board. The minutes of each meeting shall be signed by the Secretary or other person acting as Secretary of the meeting.

**8.2.2** – The University shall keep correct and complete books and records of the accounts for the Forum, as part of its regular fiscal operation.

**8.2.3** - All such documentation, including a record giving the names and addresses of the members of the Board entitled to vote, shall be kept in the Salesian Center at the University. All books and records of the Forum may be inspected by any member of the Board, or his or her agent or attorney, for any proper purpose at any reasonable time.

#### **SECTION 8.3 - EXECUTION OF DOCUMENTS**

The President of the Board, the Managing Director of the Forum, and such other persons as the Forum Board or Managing Director may authorize in writing shall have full power and authority, in the name on behalf of the Forum, to execute, acknowledge and deliver any and all agreements, instruments or other documents, that may be related to the operation of the Forum and subject to such limitations as the Forum Board or the University may impose in writing.

#### **SECTION 8.4 - AMENDMENTS**

These By-Laws may be amended, altered and repealed, and new By-Laws may be adopted by two-thirds (2/3) vote by the sitting membership of the Forum Board. Any change in the mission or philosophy of the Forum or in the character of the Forum's relationship with the University is subject to the approval of the University.

## **SECTION 8.5 – PERIODIC REVIEW**

Three years following the adoption of these By-Laws, and every three years thereafter, both the Forum and the University will review and, as necessary, revise the subsidiary relationship stipulated herein; at that time, should either the Forum or the University so decide, the subsidiary relationship can be dissolved with three months' notice.

## **ARTICLE IX: WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Forum's Not -For-Profit Code of the Commonwealth of Pennsylvania or under the provisions of the Articles of Incorporation or the By-Laws of the Forum, 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. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

## **ARTICLE X: LIABILITY & INDEMNIFICATION OF DIRECTORS & OFFICERS**

### **SECTION 10.1 - PERSONAL LIABILITY OF DIRECTORS**

A member of the Forum Board shall not be personally liable for monetary damages for any action taken or any failure to take action, as a director except to the extent that under the terms of the Director's Liability Act, 42 Pa. Cons. Stat. Section 8361 et. seq. as modified by any Pennsylvania statute thereafter enacted, a Director's liability for monetary damages may not be limited.

### **SECTION 10.2 - INDEMNIFICATION**

The Forum shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including actions by or in the right of the Forum, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Forum, or is or was serving while a director or officer of the Forum at the request of the Forum as a director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in the settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

### **SECTION 10.3 - ADVANCEMENT OF EXPENSES**

Expenses incurred by an officer or director of the Forum in defending a civil or criminal action, suit or proceeding described in Section 10.2 above shall be paid by the Forum in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Forum.

### **SECTION 10.4 - OTHER RIGHTS**

The indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive or any other rights to which those seeking indemnification or advancement of expenses

may be entitled under the Forum's Articles of Incorporation, any insurance or other agreement, vote of directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

#### **SECTION 10.5 - INSURANCE**

The Forum shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Forum as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of these By-Laws.

#### **SECTION 10.6 - SECURITY FUND and INDEMNITY AGREEMENTS**

By action of its Board of Directors (notwithstanding their interest in the transaction), and with approval of the University, the Forum may create and fund a trust fund or fund of any nature, and may into agreements with its directors, officers, employees and agents for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in this Article.

#### **SECTION 10.7 - MODIFICATION**

The duties of the Corporation to indemnify and to advance expenses to the director or officer provided in this Article shall be in the nature of a contract between the Forum and each such director or officer, and no amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created pursuant to Section 7, shall alter, to the detriment of such director or officer, the right of such person to the advance of expenses or indemnification related to the claim based on an act or failure to act which took place prior to the amendment, repeal or termination.

*ADOPTED AT A MEETING OF THE BOARD of the Forum for Ethics in the Workplace, this twenty-ninth day of September, 2005, to be effective beginning on the first day of January, 2006.*

*ADOPTED AT A MEETING OF THE BOARD of Trustees of DeSales University, this tenth day of November, 2005, to be effective beginning on the first day of January, 2006.*

*AMENDED (sections 3.7.1 – 3.7.4 added) by action of the Board of Directors of the Forum on the nineteenth day of September 2006.*

*AMENDED (section 3.2.1 changed) by action of the Board of Directors of the Forum by electronic ballot on the second day of June 2010.*

*AMENDED (sections 3.5.4, 3.5.5.1 deleted, 3.5.5.2 deleted, 3.5.6, 4.2, 5.1) by action of the Board of Directors of the Forum on the fifteenth day of September 2015.*