

**Amended and Restated Bylaws  
of the  
Pennsylvania Association for Sustainable Agriculture  
A Pennsylvania Nonprofit Corporation**

As approved by the Board on March 23, 2012 and  
As approved by PASA membership on March 24, 2012  
Effective as of May 3, 2012

**ARTICLE I**

**Name, Offices, Fiscal Year, Books and Records, Purpose, and Governing Law**

Section 1. Name. The registered name of this incorporated nonprofit Pennsylvania corporation is Pennsylvania Association for Sustainable Agriculture (called the “Association” in these Bylaws).

Section 2. Offices. The principal business offices of the Association shall be located in Centre County, Pennsylvania or at such other location in Pennsylvania as the Board of Directors (called the “Board” in these Bylaws) shall determine from time to time. The Association may also establish and maintain other offices at such locations as the Board may select.

Section 3. Fiscal Year. The Association’s fiscal year shall begin July 1 and end June 30.

Section 4. Books and Records. The Association shall keep at its principal place of business or registered office: (a) correct and complete books and records of account; (b) minutes of the proceedings of its members and Board; and (c) a membership register giving the names and addresses of all members and the class and other details of the membership of each. Every member or Member Representative (as defined in Article II, Section 1 below) shall, upon written verified demand stating the purpose of such demand, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of proceedings of the members and Board, and to make copies or abstracts therefrom. For purposes of this Section 4, “proper purpose” shall not include commercial promotion. The fiscal records of the Association will be audited on an annual basis.

Section 5. Purpose. As provided in its Articles of Incorporation, the Association is organized exclusively for charitable, educational and scientific purposes as such are defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code) (the “Code”) and, in furtherance thereof, and not in limitation thereof: (a) to develop, support, and promote sustainable food and farming systems that are economically viable, environmentally sound, scientifically based, and community oriented; and (b) to do all lawful acts incidental to the accomplishment of said charitable, educational and scientific purposes. To achieve such purposes, the Association shall:

- (i) Provide general education and outreach to those interested in sustainable and organic agriculture;
- (ii) Establish a network of individuals and organizations involved with and interested in sustainable and organic agriculture;
- (iii) Initiate on-farm demonstration programs to highlight profitable, sustainable and organic agricultural practices and farming systems that are reliable, practical, and farmer driven;
- (iv) Provide technical information to farmers, processors, and marketers;
- (v) Encourage marketing strategies for organic and sustainable crops, livestock, and food products;
- (vi) Promote sound farm policy and research affecting farmers that the Association serves; and
- (vii) such other related activities that meet the Association's purpose.

Section 6. Governing Law. This Association is governed by the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time ("NPCL").

## **ARTICLE II**

### **Members**

Section 1. Classes of Membership. The Association shall have such classes of membership, with such rights, powers, and obligations associated therewith, as the Board shall from time to time determine by resolution, subject to approval by the members. In the case of classes of membership available to families and organizations (including, without limitation, nonprofit organizations and businesses), the Board, subject to approval by the members, may permit each member in each such class to name more than one representative (each, a "Member Representative"), each of whom shall have the right to vote on matters before the members and exercise certain other powers and rights of the member to the extent provided in these Bylaws. The duration of membership and dues of each class shall be fixed in such amount as from time to time shall be determined by the Board, without the need for member approval. Notwithstanding the foregoing, the Board shall have the authority, from time to time and without the need for member approval, to create one or more categories of programmatic members who are permitted to participate in certain activities of the Association; provided, however, that such programmatic members shall not be corporate members with voting and/or other rights granted by and described in the NPCL and/or these Bylaws.

Section 2. Eligibility for Membership. Membership in this Association shall be available to any individual, family, or organization that (a) believes in and is committed to participating actively in achieving the goals and purposes of this Association as set forth in the mission statement of the Association adopted by the Board from time to time and (b) applies for membership pursuant to policies and procedures adopted by the Board from time to time. Each member shall be expected to timely pay dues and to abide by these Bylaws and the Articles of

Incorporation, policies, and procedures of the Association, as they may be amended from time to time.

Section 3. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this Association, nor shall any of such property or assets be distributed to any member upon the dissolution of the Association except in accordance with the Articles of Incorporation of the Association and applicable law.

Section 4. Liability of Members. No member of this Association shall be liable, solely by reason of being a member, for any debt, liability, or obligation of the Association or for the acts of any member or representative of the Association, nor shall any member be subject to any assessment. A member shall be liable to the Association only to the extent of any unpaid dues that the Association may have lawfully imposed on the member, or for any other indebtedness owed by the member to the Association.

Section 5. Expulsion. The Board may, by a vote of not less than two-thirds (2/3) of the Regular Directors (as defined in Article IV, Section 2 below) present at a Board meeting called for such purpose, expel any member of the Association who, in the judgment of the Regular Directors, shall have violated or refused to comply with any of the provisions of these Bylaws or the Articles of Incorporation, policies, and procedures of the Association, as they may be amended from time to time, or who, in the opinion of the Regular Directors, fails to support the purposes and objectives of this Association or has acted in any manner contrary to the best interests of the Association. In order to expel a member, the Board must give the member written notice of the charges warranting expulsion and the opportunity to attend the Board meeting at which expulsion will be decided in order to answer the charges. Expulsion for nonpayment of dues, however, shall require only written notice of nonpayment and a reasonable opportunity to make payment.

Section 6. Refunds. In case of the voluntary withdrawal, termination of membership, or expulsion of a member, no part of the contribution for membership or dues shall be refunded.

Section 7. Transfer of Membership. Membership in the Association is nontransferable and nonassignable.

### **ARTICLE III**

#### **Membership Meetings, Director Nominations, and Voting Procedures**

Section 1. Annual Meeting. The Annual Meeting of the Association shall be held once per calendar year at such time and at such location in Pennsylvania as the Board shall determine. Written notice of the time and place of the annual meeting shall be given to each member or Member Representative of record entitled to vote at the meeting at least thirty (30) days in advance of the date thereof.

Section 2. Special Meetings. Special meetings of the members of the Association may be called at any time (a) by order of the Board or Executive Committee; or (b) by or at the direction of the Chair upon written request of at least ten percent (10%) of the members or Member Representatives or 150 such members or Member Representatives, whichever is less, in

which case the meeting shall be held not more than sixty (60) days after receipt of the request. Written notice of each special meeting shall be given to each member or Member Representative of record entitled to vote at the meeting at least thirty (30) days in advance of the date thereof. Such notice shall state the time, place, and objective of the meeting.

Section 3. Record Date. The Board of Directors may fix a time not more than 70 days prior to the date of any meeting of the members as a record date for the purpose of determining the members or Member Representatives entitled to notice of or to vote at such meeting. In such case, only fully paid members or Member Representatives of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any increase or other change in fully paid membership on the books of the Association after the record date. If the Board does not fix a record date, then the record date for determining members or Member Representatives entitled to notice of or to vote at the meeting shall be the close of business on the date before notice is given.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given to each member or Member Representative of record entitled to vote at the meeting either personally or by sending a copy thereof by U.S. mail (any class, postage pre-paid), by facsimile transmission, or by any other means permitted by the NPCL to the member's address, facsimile number, or other applicable location appearing on the books of the Association. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the U.S. mail for delivery to that person. If the notice is sent by facsimile, it shall be deemed to have been given to the person entitled thereto when sent. In the case of members with more than one Member Representative entitled to vote, a single notice shall be sent to the address of record for the member, and such notice shall be deemed to have been given to each Member Representative listed on such membership at such address.

Section 5. Rights and Powers of Members at Meetings. The members of the Association shall have the following rights and powers at membership meetings:

(a) at the Annual Meeting, they shall receive reports reflecting the financial, membership, and program status of the Association and shall have the right to vote on the election of Regular Directors (as described in Section 10 of this Article III) and such other matters as may properly be submitted to the membership for a vote;

(b) at all other meetings, they shall have the right to vote on such matters as may properly be submitted to the membership for a vote.

Section 6. Quorum; Acts of the Members. The presence in person or by proxy of at least ten percent (10%) of the members or Member Representatives entitled to vote or 150 such members or Member Representatives, whichever is less, plus a majority of the Board, shall be considered a quorum for the transaction of business at any meeting of the members. The members or Member Representatives present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members or Member Representatives to leave less than a quorum. If less than a quorum is present, a majority of those present may adjourn the meeting to another time. Unless otherwise provided by these Bylaws, all matters submitted to a membership vote shall be decided by a majority of the votes duly cast.

Section 7. Voting; Proxies.

(a) Each member or Member Representative is entitled to one vote on each matter before the members. Voting may be in person (by voice, ballot, or other reasonable means) or by paper or electronic proxy ballot submitted in advance of the meeting as described herein. The Association shall be permitted to use an online voting system designated by the Board for the purpose of soliciting and processing electronic proxy ballots. Members and Member Representatives may not cumulate their votes for the election of Directors.

(b) At least thirty (30) days before a meeting of the members at which a vote is scheduled to occur, the Association shall send to each member or Member Representative entitled to vote, at the member or Member Representative's U.S. mail or electronic mail address provided to the Association for the purpose of receiving ballots and other official communications from the Association, a notice describing the matter(s) to be voted upon. Such notice shall include a form of proxy ballot and/or instructions for completing and returning an electronic proxy ballot.

(c) Every proxy shall (i) be executed in writing by the member, Member Representative, or his/her duly authorized attorney-in-fact on a form provided by the Association; (ii) name an Officer of the Association as the proxy holder and direct such proxy holder how to vote; and (iii) be filed with the Secretary of the Association before or at the commencement of the member meeting. A proxy shall be revocable at will, notwithstanding any other agreement or provision in the proxy to the contrary, but the revocation shall not be effective until notice thereof has been given to the Secretary of the Association. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Association. If a member or Member Representative has submitted a completed proxy prior to or at the commencement of the meeting of the members, but subsequently attends and votes at the meeting, such member's or Member Representative's proxy shall be deemed automatically revoked and the vote(s) cast by the member or Member Representative in person at the meeting shall be the vote(s) counted.

Section 8. Presiding Officer. There shall be a presiding officer at every meeting of the members. If present, the Chair shall be the presiding officer. If the Chair is not present, the Vice Chair or other Officer designated by the Board shall be the presiding officer. If no such Officers are present, the members present shall elect a presiding officer for the meeting currently being held. The presiding officer shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting, provided such rules are fair to the members. All meetings shall be conducted as nearly as possible in accordance with "Roberts Rules of Order." The presiding officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots, proxies or votes, nor any revocations or changes thereto, may be accepted.

Section 9. Judges of Election. In advance of any meeting of members at which a vote is scheduled to occur, the Board shall appoint three (3) members of the Association to be judges of election to act at such meeting or any adjournment thereof. One and only one judge shall be a member of the Board. The Chair may not be a judge and none of the judges may be a

candidate for election as a Director. If judges of election are not so appointed, the presiding officer of any such meeting shall make such appointments at the meeting. If any person appointed as judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by Board of Directors in advance of the meeting, or at the meeting by the presiding officer. The judges of election shall determine the number of members or Member Representatives of record and voting power of each, the members present at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies, if any, and shall receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as may be proper to conduct the election or vote with fairness to all members. The judges of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. The decision, act, or certificate of at least two of the three judges of election shall be effective in all respects as the decision, act or certificate of all. On request of the presiding officer of the meeting, or of any member or Member Representative, the judges shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

Section 10. Election of Regular Directors.

(a) General. The Regular Directors shall be (i) nominated by the Nominations Committee at least forty-five (45) days prior to the Annual Meeting of the members or any meeting called for the purpose of holding elections; and (ii) elected by the members at such meeting. Five (5) Regular Directors shall be elected annually as set forth below.

(b) Nominations. The Nominations Committee shall solicit nominee recommendations from the Association members prior to each Annual Meeting, which recommendations must be submitted at least sixty (60) days in advance of the meeting. The Nominations Committee shall nominate candidates who: (i) satisfy the eligibility requirements of Article IV, Section 2 of these Bylaws; (ii) are, in the opinion of the Committee, reasonably qualified to serve as a Director; and (iii) agree to accept the duties of a Director, as defined by the Board, if elected. The Nominations Committee shall nominate at least five (5), but no more than eight (8), qualified candidates each year. The Nominations Committee shall seek to nominate candidates to reflect proportionately the various geographic areas and diversity of agricultural interests represented by the members. The slate of candidates, along with candidate descriptions, shall be distributed to the membership at least thirty (30) days in advance of the meeting at which the election is scheduled to occur. Nominations shall not be allowed from the floor.

(c) Voting. Elections shall be held by ballot prepared by the Nominations Committee, in consultation with the Board or Executive Committee, with reasonable care for preserving voter anonymity to the extent possible and preventing fraud. The ballot may be a paper ballot distributed at the meeting or a proxy ballot submitted in advance of the meeting as described in Section 7 of this Article III. Using the ballot, members shall cast votes by placing a mark next to the person or persons whom they wish to elect to the Board. Members may vote for a maximum number of five (5) candidates. Write-in votes are prohibited. Members need not cast all of their votes and so may refrain from casting a vote for any person or persons. If a person casts more votes than allowed (including attempted write-in votes), his/her

entire ballot shall be disqualified. If a person does not cast more votes than allowed (including attempted write-in votes) but attempts to cast one or more write-in votes, the write-in votes alone shall be ignored and the remainder of the ballot shall be counted in determining the results of the election.

(d) Results. A candidate must receive a majority of the eligible votes cast to be elected as a Regular Director. In the event that more than five (5) candidates receive majority votes, the five (5) candidates who receive the most votes shall be declared the winners. If more than five (5) candidates receive majority votes but tie votes prevent a determination of the top five (5) candidates, the Judges of Election shall declare as winners those candidates who are clearly in the top five (5) and the Board shall hold, within thirty (30) days, a special meeting at which the Regular Directors shall elect the remaining winners from the candidates whose tie votes prevented a determination of the top five (5) candidates. In the event that less than five (5) candidates receive a majority of the eligible votes cast, the Judges of Election shall declare as winners those candidates who received a majority of the eligible votes cast and the Board shall, within thirty (30) days, hold a special meeting at which the Regular Directors shall elect the remaining winners from among the remaining candidates and/or from among other individuals deemed by the Board to be eligible for service as a Director, though not previously nominated by the Nominations Committee. The Board shall use its best efforts to communicate notice of any such special meeting to the Directors but is not otherwise bound by the notice requirements in Article IV, Section 6. The entire slate of newly elected Regular Directors shall take office seven (7) days after the election results are certified by the Judges of Election or, in the case of a run-off election, by the Judges of Election and the Board. The full election results shall be announced to the membership in the next scheduled Association newsletter.

#### **ARTICLE IV Board of Directors**

Section 1. Authority of the Board. Subject to the rights of the members and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Association, the affairs of the Association shall be under the general direction of the Board, which shall administer, manage, preserve, and protect the property of the Association. The primary responsibilities of the Board shall include, without limitation:

- (a) Determining the mission and purpose of the Association and approving its strategic plan;
- (b) Approving the annual operating and capital budgets of the Association;
- (c) Hiring and evaluating the performance of the Executive Director;
- (d) Monitoring and assessing the effectiveness of the Association's programs and services;
- (e) Ensuring that proper financial controls are in place and overseeing the financial and investment performance of the Association;

(f) Ensuring adherence to legal and ethical standards, including through the adoption of appropriate policies and procedures; and

(g) Selecting an independent auditor to conduct an annual audit of the Association's books and records.

Section 2. Composition, Definitions, and Eligibility. The Association shall have a Board of no less than fifteen (15) and no more than eighteen (18) voting Directors; provided, however, that in the event of one or more vacancies, the Board may be comprised of less than fifteen voting Directors for such reasonable time as may be required to fill vacancies.

(a) Definitions. Fifteen (15) Directors shall be "Regular Directors" elected by the members of the Association in accordance with Article III, Section 10 of these Bylaws. A maximum of three (3) Directors shall be "At-Large Directors" elected by the Regular Directors in accordance with Section 4 of this Article IV. The actual number of At-Large Directors shall be set by the Board from time to time.

(b) Eligibility. Each Director shall be a member of the Association. PASA employees and members of their immediate families are ineligible to be Directors. For purposes of this Section 2, members of an individual's immediate family shall include spouse, ancestors, siblings, children, grandchildren, and spouses of siblings, children, and grandchildren. It is desired, but not required, that at least fifty percent (50%) of the Directors be farmers. For purposes of this paragraph (b), the term "farmer" shall mean persons engaged in the production of livestock, agricultural, and horticultural crops, including lessees and the tenants of land used for the production of such products.

Section 3. Election and Tenure of Regular Directors.

(a) The Regular Directors shall be elected for staggered terms such that five (5) seats shall be up for election for a full term each calendar year. Each Regular Director shall serve for a term of three (3) years and until such Director's successor has been duly elected and qualified or until the Director's earlier death, resignation, or removal. No Director may be elected for more than three (3) consecutive full terms, unless at the end of three terms a Director is serving as an Officer as defined in Article V of these Bylaws and the term limit for that person as an Officer is not due to expire in that year, in which case that person, if reelected as a Director, may serve as a Director to the end of a fourth term, or until that person's service as an Officer concludes, whichever comes first. Service as both a Regular Director and an At-Large Director shall count toward the consecutive term limit.

(b) Regular Directors shall be elected as described in Article III, Section 10 hereof and shall take office seven (7) days after their election has been certified.

Section 4. Election, Tenure, and Power of At-Large Directors.

(a) The terms of the At-Large Directors shall be staggered such that no more than one (1) At-Large Director may be elected for a full term per calendar year. Each At-Large Director shall serve for a term of three (3) years or until the Director's earlier death, resignation, or removal. No Director may be elected for more than three (3) consecutive full



terms. Service as both a Regular Director and an At-Large Director shall count toward the consecutive term limit.

(b) The At-Large Directors shall be elected by the Regular Directors at the first meeting of the full Board after the Annual Meeting of the Association or at any other meeting called for such purpose. The Regular Directors may, but are not required to, seek nominations for At-Large Directors from the Executive Committee. The At-Large Directors should represent specific regions, constituencies, institutions, or other qualifications that bring balance or additional effectiveness to the Association. At-Large Directors shall take office seven (7) days after their election.

(c) Except as otherwise provided in these Bylaws, At-Large Directors shall have the same powers and duties as Regular Directors, including one vote each.

Section 5. Meetings. There shall be at least four (4) regular meetings annually of the Board at such time, place, and hour as shall be determined by the Board from time to time. Special meetings of the Board may be called by or at the written request of the Chair or a majority of the Directors in office. Meetings of the Board may be held at such place(s) as the Board may from time to time direct or as may be designated in the notice of the meeting. All meetings shall be conducted as nearly as possible in accordance with "Roberts Rules of Order."

Section 6. Notice. Except as otherwise provided herein, written notice of the date, time and place of each meeting of the Board shall be given to all Directors at least ten (10) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. Notice may be given to the Director personally or by sending a copy thereof by any of the following methods:

(a) By first class or express mail (postage prepaid) or by courier service (charges prepaid) to the Director's address supplied by the Director for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Director entitled thereto when deposited in the U.S. mail or with a courier service for delivery to that Director.

(b) By facsimile transmission, e-mail, or other electronic communication to the Director's facsimile number or e-mail address supplied by the Director to the Association for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Director entitled thereto when sent.

Section 7. Quorum. At all meetings of the Board, the presence of a majority of the Regular Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 8. Voting. Each Director shall be entitled to one vote on each matter submitted to a vote of the Board; provided, however, that At-Large Directors shall not be entitled to vote on matters committed exclusively by these Bylaws to the Regular Directors. Except as otherwise provided in these Bylaws, the act of a majority (or other designated percentage) of the votes cast by Directors present and entitled to vote at a meeting at which a quorum has been attained shall be the act of the Board.

Section 9. Consents. Any action that may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and entitled to vote on such matter and shall be filed with the Secretary of the Corporation.

Section 10. Resignation. Any Director may resign at any time by giving written notice to the Chair or the Secretary of the Board. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Removal of Directors.

(a) By the Members. A Director may be removed from office with or without assigning any cause by a two-thirds (2/3) vote of the members or Member Representatives entitled to vote and present at a meeting duly called and convened for such purpose.

(b) By the Board. The Board of Directors, by a two-thirds (2/3) vote of the Directors present at a Board meeting called for such purpose, may declare vacant the office of a Director who is declared of unsound mind by an order of court or is convicted of a felony or for other cause. "Other cause" shall mean (i) any action which, in the sole discretion of the Board, is contrary to the purposes of the Association; (ii) any action or inaction which, in the sole discretion of the Board, materially and adversely affects or may affect the Association; and/or (iii) failure to attend two consecutive meetings of the Board without notifying the Chair or Secretary beforehand of good cause for his or her absence.

(c) Notice. In the case of removal for cause of a Director by the members or by the Board, the Director shall be given written notice of the charges warranting removal and the opportunity to attend the meeting at which his/her removal will be decided in order to answer the charges.

Section 12. Vacancies. Vacancies on the Board, whether among the Regular Directors or At-Large Directors, occurring by death, resignation, refusal to serve, increase in the number of Directors or otherwise shall be filled by the Regular Directors. The Regular Directors may, but are not required to, seek nominations for At-Large Directors from the Executive Committee prior to making appointments to fill vacancies. Regular Directors so appointed shall serve for the unexpired portion of the term of the Director being replaced, and until such Director's successor is elected and qualified or until such Director's earlier death, resignation, or removal. At-Large Directors so appointed shall serve for the unexpired portion of the term of the Director being replaced or until such Director's earlier death, resignation, or removal. Service as a Director for a

partial term to fill a vacancy shall not count toward the term limits described in Sections 3 and 4 of this Article IV.

Section 13. Compensation. No Director shall receive compensation for services as a Director, but with prior approval of the Board or Executive Committee may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Association.

## **ARTICLE V**

### **Officers**

Section 1. Officers. The officers of the Association shall be a Chair, a Vice-Chair, a Treasurer, a Secretary, an Executive Director, and such other officers as may be elected or appointed by the Board (collectively, the “Officers”). Except as otherwise provided herein, an individual must be a Director to be eligible for election as an Officer. No individual shall hold more than one office simultaneously. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by resolution of the Board.

Section 2. Elections and Terms of Office. The Officers (other than the Executive Director, whose selection and term of office is described in Section 10 below) shall be elected by the Board at the first regular meeting of the Board following the Annual Meeting of the Association or at any meeting called for the purpose of electing Officers. The Chair and Vice-Chair shall be elected in odd-numbered years and the Secretary and Treasurer shall be elected in even-numbered years. Each Officer shall serve for a term of two (2) years and until such Officer’s successor has been duly elected and qualified or until the Director’s earlier death, resignation, removal, or, in the case of an Officer simultaneously serving as a Director, failure to be reelected as a Director. No Officer who is simultaneously serving as a Director may be elected to the same office for more than three (3) consecutive full terms. Any individual serving simultaneously as a Director and as an Officer who for any reason is not reelected as a Director and whose term as an Officer extends beyond the expiration of his/her term as a Director shall, unless removed by the Board as an Officer, continue to serve as an Officer until the conclusion of the next meeting of the Board of Directors. At that meeting his or her replacement, whose term shall start at the conclusion of such meeting, shall be appointed. (This provision shall not affect the time of expiration of the term of the Director who fails to be reelected, so that while continuing to serve as an Officer, he/she shall not serve as a Director beyond the expiration of his/her term as a Director.)

Section 3. Resignations. Any Officer may resign by giving written notice to the Chair or the Secretary of the Board. Such resignation shall specify whether the Officer is resigning only as an Officer or is resigning both as an Officer and a Director. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any Officer elected or appointed to office may be removed from such office by a vote of a majority of the Directors present at a meeting called for such purpose when those Directors voting for removal deem such removal to be in the best interests of

the Association. Removal of an individual as an Officer shall not impact his/her service as a Director (if applicable).

Section 5. Vacancies. If an Officer vacancy occurs for any reason, the Board shall use the procedures described in Section 2 of this Article V to elect another individual to fill the office for the remainder of the term. Except as otherwise provided herein, the Chair and/or the Executive Committee may appoint a temporary replacement Officer pending such election by the Board. The replacement Officer elected by the Board shall serve for the unexpired portion of the term of the Officer being replaced and until his/her earlier death, resignation, or removal. Service as an Officer for a partial term to fill a vacancy shall not count toward the term limits described in Section 2 of this Article V.

Section 6. Chair. The Chair (historically known as the President) must be a Regular Director of the Association. The Chair shall preside over all meetings of the Board, Executive Committee, and members. The Chair shall exercise general oversight over the affairs of the Association, ensuring that the affairs of the Association are conducted pursuant to the direction of the Board. The Chair shall perform such other duties as provided elsewhere in these Bylaws and as may from time to time be requested by the Board.

Section 7. Vice-Chair. The Vice-Chair (historically known as the Vice-President) must be a Regular Director of the Association. The Vice-Chair shall preside at meetings of the Board, Executive Committee, and members in the Chair's absence. In the event the Chair is temporarily unable to discharge his or her duties, the Vice-Chair shall act as Chair until the Chair is again able to discharge his or her duties. In the event the office of Chair is vacated, the Vice-Chair shall assume that role until the Board elects a Director to fill the vacancy. The Vice-Chair shall perform such other duties as provided elsewhere in these Bylaws and as may from time to time be requested by the Board.

Section 8. Secretary. The individual elected or appointed to serve as Secretary may, but is not required to, be a Director of the Association. The Secretary shall assure the keeping of the minutes of all proceedings of the Association and make them available for inspection by any member at any reasonable time. The Secretary shall assure the recording of all votes of the Directors in the books of the Association. The Secretary shall see that notices are given and records and reports properly kept and filed by the Association as required by law. The Secretary shall perform such other duties as provided elsewhere in these Bylaws and as may from time to time be requested by the Board. An individual serving as Secretary who is not a Director of the Association when elected or appointed as Secretary (a) shall not become or obtain any rights, powers, obligations, and duties of a Director solely by virtue of being Secretary; and (b) on a day-to-day basis, shall report directly to and be supervised by the Executive Director of the Association in accordance with Association policies and procedures.

Section 9. Treasurer. The individual elected or appointed to serve as Treasurer may, but is not required to, be a Director of the Association. The Treasurer shall assure the keeping of all financial records as current and in proper order and shall make said records available for inspection at any reasonable time. The Treasurer shall be the custodian of all funds of the Association subject to the direction of its members in a body and shall provide a financial report to the Board at each of its meetings, a report to the membership at the Annual Meeting, and a written report at the end of the Association's fiscal year. The Treasurer shall perform such other

duties as provided elsewhere in these Bylaws and as may from time to time be requested by the Board. An individual serving as Treasurer who is not a Director of the Association when elected or appointed as Treasurer (a) shall not become or obtain any rights, powers, obligations, and duties of a Director solely by virtue of being Treasurer; and (b) on a day-to-day basis, shall report directly to and be supervised by the Executive Director of the Association in accordance with Association policies and procedures.

Section 10. Executive Director. The Association may appoint and employ an Executive Director to serve as the Chief Executive Officer of the Association. The Executive Director shall be selected by and serve at the pleasure of the Board of Directors. The Executive Director is not eligible to serve as a Director. The Executive Director shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. In conducting these activities the Executive Director shall use good business practices, sound accounting methods, and ethical conduct. The Executive Director shall report to the Board on financial and operational affairs of the Association at regular Board meetings and at other such times as the Board may direct, advise the Board on matters before them, and seek by his or her own efforts and by management of Association resources to carry out the annual work plan developed by the Board. Upon the authorization by the Board to maintain a staff, the Executive Director shall hire competent employees to fill positions appropriate to the Association's programs; monitor, guide and be responsible for the performance of employees; set their salaries within limits prescribed by the Board; and discharge them should there in his or her judgment be reasonable cause. The Executive Director shall also be responsible for the supervision of independent contractors engaged by the Association to provide services.

Section 11. Contracts, Checks, Drafts, Etc. The Board may authorize any Officer or Officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer, Officers, agent, or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chair or Vice-Chair of the Association.

## **ARTICLE VI**

### **Committees**

Section 1. Committees. The Association shall have the following standing committees: Executive Committee and Nominations Committee. The Board is also authorized (a) to form such other standing or special committees as the Board shall from time to time deem advisable for the conduct of the business of the Association and (b) to designate the number of Directors or other persons who shall serve on each such committee. Each committee shall have such authority and duties as provided for in these Bylaws or in the resolution creating such committee, except as such authority is limited by law, by resolution creating or controlling the committee, or by any limitation imposed by the Board on such authority and power. Each committee of the Board shall meet as necessary to accomplish its goals. Except as otherwise provided in these Bylaws or in the resolution creating the applicable committee, committee members and chairs shall be appointed annually by the Chair (who may appoint himself or

herself) and may be reappointed to a committee for an unlimited number of terms. The chair of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these bylaws.

Section 2. Executive Committee. The Executive Committee is a standing committee of the Association composed of the Chair, Vice-Chair, Secretary, Treasurer, and such Directors as the Board may from time to time determine; provided, however, that in the event that the Secretary and/or Treasurer are not Directors of the Association, the Board shall appoint a Director to serve on the Executive Committee in her/his/their place. The Executive Committee shall be responsible for managing the affairs of the Association between meetings of the Board. The Executive Committee shall act in accordance with the direction of the Board under the established policies and budget. The Executive Committee shall make recommendations to the Board concerning general operations, policies, and budgets. The Executive Committee shall serve as the liaison between the Association and its employees. The Executive Committee shall perform such other duties as may be determined by the Board from time to time and as provided elsewhere in these Bylaws. The Executive Committee shall meet at the call of the Chair.

Section 3. Nominations Committee. A Nominations Committee of five (5) Association members or Member Representatives, at least two of whom are not Directors, and at least two of whom are Directors, shall be appointed annually by the Chair of the Association. The Nominations Committee shall nominate candidates for the Board in accordance with Article III, Section 10 of these Bylaws and shall perform such other duties as may be prescribed by these Bylaws or by the Board from time to time.

Section 4. Advisory Council. An advisory council may be created by the Board of Directors and shall consist of such persons as the Board designates. An advisory council may or may not have Directors as members, as the Board determines, and may include Board alumni who wish to remain involved in the affairs of the Association beyond the end of elected service. The advisory council may not act on behalf of the Association or bind it to any actions but may make recommendations on Association programs and policies to the Board.

Section 5. Committee Chairs. Up to two (2) members of each committee or advisory council shall be appointed chair or co-chairs of such committee or advisory council by the Chair.

## **ARTICLE VII**

### **Special Interests, Discrimination, and Conflicts of Interest**

Section 1. Special Interests. The Association shall not specifically endorse the special interests or particular products of any commercial organization, but may accept and publicize sponsorships or sell advertising in support of the Association's activities. The Association may promote policies and legislative initiatives that are related to the educational and research activities of the Association, or that in the judgment of the Board are in keeping with the mission and goals of the Association. Activities allowed by this section must be in compliance with all applicable laws and Articles of Incorporation.

Section 2. Discrimination. In all Association policies and procedures and their application, this Association is prohibited from discrimination with regard to race, religion, age, disability, gender, sexual orientation, color, familial status, ancestry, national origin, or use of

guide or support animals because of the handicap of the user or because the user is a handler or teacher of these animals.

Section 3. Conflict of Interest Policy. The Board of Directors shall adopt, maintain, and enforce a written conflict of interest policy for the Association, its Directors and officers, and other persons in a position to exercise substantial influence over the affairs of the Association. Such policy shall, at a minimum, describe the persons covered by the policy, provide a systematic mechanism for disclosing and evaluating potential and actual conflicts of interest and/or potential excess benefit transactions (as defined in the Code), and describe procedures that must be followed when evaluating conflicts of interest and acting on matters involving a conflict of interest. The Association's conflict of interest policy may be amended by the Board from time to time.

## **ARTICLE VIII**

### **Personal Liability of Directors**

Section 1. Directors' Personal Liability. A Director of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided, however, that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by Chapter 57, Subchapter B, of the NPCL, as in effect at the time of the alleged action or failure to take action by such Director.

Section 2. Preservation of Rights. Any repeal or modification of this Article by the Association shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Association and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **ARTICLE IX**

### **Indemnification**

Section 1. Mandatory Indemnification of Directors and Officers. The Association shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D, of the NPCL) each Director or Officer (including each former Director or Officer) of the Association who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Director or Officer is or was an authorized representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign corporation for profit or nonprofit, partnership, joint venture, trust or other enterprise, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by such Director or Officer in connection with such action, suit or proceeding if such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association and, with

respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Mandatory Advancement of Expenses to Directors and Officers. The Association shall pay expenses (including attorney's fees and disbursements) incurred by a Director or Officer of the Association referred to in Section 1 of this Article IX in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in such Section 1 in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or Officer shall be paid by the Association in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or Officer to repay all amounts advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified by the Association as provided in Section 4 of this Article IX.

Section 3. Permissive Indemnification and Advancement of Expenses. The Association may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, 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 an authorized representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign corporation for profit or nonprofit, partnership, joint venture, trust or other enterprise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Association may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such a person is not entitled to be indemnified by the Association as provided in Section 4 of this Article IX.

Section 4. Scope of Indemnification. Indemnification under this article shall not be made by the Association (a) to the extent that legal counsel for the Association advises the Association that indemnification would jeopardize the Association's tax exempt status under Section 501(c)(3) of the Code or result in the imposition of excise taxes under Section 4958 of the Code; or (b) in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D, of the NPCL, including without limitation, Section 5746 or any successor statute as in effect at the time of such alleged action or failure to take action.



Section 5. Right of Directors and Officers to Initiate Action; Defenses. If a written claim under Sections 1 or 2 of this Article IX is not paid in full by the Association within thirty days after such claim has been received by the Association, the Director or Officer may initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the Director or Officer shall also be entitled to be paid the expense of prosecuting such action.

Section 6. Miscellaneous. The provisions of this Article shall be deemed to create contractual rights in favor of each Director and Officer who serves the Association at any time while this Article is in effect, and each such Director and Officer shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Association and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Association. Any repeal or modification of this Article by the Board of Directors of the Association shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 7. Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a Director, Officer (including a former Director or Officer), employee or agent of the Association or of any corporation controlled by the Association, or a trustee, custodian, administrator, committeeperson or fiduciary of any employee benefit plan established and maintained by the Association or by any corporation controlled by the Association, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Association. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Association.

Section 8. Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under this Article IX or the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding;
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
- (c) by the members.

Section 9. Insurance; Other Security of Indemnification Obligation. The Association may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was an authorized representative of the Association, against any liability asserted against or incurred by such person in any such capacity, or arising out of the status of such person as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article. To further effect, satisfy, or secure the indemnification obligation provided in this Article or otherwise, the Association may obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral, or other fund or account, enter into indemnification agreements, or use any other mechanism or arrangement whatsoever, all in such amounts, at such costs, and upon such other terms and conditions as the Board shall deem appropriate.

## **ARTICLE X**

### **Amendment of the Bylaws**

Section 1. Authority. Except as to matters expressly committed to the members by Section 5504(b) of the NPCL (or any successor statute), and except as provided elsewhere in these Bylaws, these Bylaws may be amended by a two-thirds (2/3) vote of the Board, subject to the power of the members to change such action. In the case of matters expressly committed to the members by Section 5504(b) of the NPCL, any amendment of these Bylaws shall be (a) approved by a two-thirds (2/3) vote of the Board and (b) subsequently approved by the affirmative vote of a majority of the members present and voting at a duly called meeting.

Section 2. Notice.

(a) The Directors of the Association shall be given at least ten (10) days prior written notice (as described in Article IV, Section 6 above) of any Board meeting at which proposed changes to the Bylaws of the Association are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment.

(b) The members of the Association shall be given at least thirty (30) days' prior written notice (as described in Article III, Section 4 above) of any meeting of the members at which proposed changes to the Bylaws of the Association are to be considered or acted upon by the members. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 3. Effectiveness of Amendments. Amendments to these Bylaws shall become effective immediately upon passage unless otherwise provided in the amendment.