

Bylaws of the Pennsylvania Association for Sustainable Agriculture
A Pennsylvania Non-Profit Corporation

As approved by the Board on November 13, 2019 and
As approved by PASA membership on X,X,X

Effective as of X, X 2020

Article I General

1. **Name.** The name of the Corporation is Pennsylvania Association for Sustainable Agriculture (“PASA”), a nonprofit corporation incorporated in the Commonwealth of Pennsylvania, also doing business as *PASA Sustainable Agriculture* and *PASA*.
2. **Location.** The principal office of PASA shall be located in the Commonwealth of Pennsylvania and elsewhere as determined by the Board of Directors.
3. **Purposes.** PASA is organized exclusively for charitable, educational and scientific purposes as defined 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, PASA shall:
 - (i) Establish a network of individuals and organizations involved with and interested in sustainable agriculture;
 - (ii) Provide general education and outreach to those interested in sustainable agriculture;
 - (iii) Facilitate research programs that affect or are conducted by farmers;
 - (iv) Initiate on-farm demonstration programs to highlight profitable, sustainable agricultural practices and farming systems that are reliable, practical, and farmer driven;
 - (v) Provide technical information to farmers, processors, and marketers;
 - (vi) Encourage marketing strategies for sustainably produced crops, livestock, and food products;
 - (vii) Promote sound policy that affect farmers; and

(viii) such other related activities that meet PASA's purpose.

4. **Governing Law.** PASA is governed by the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time ("NPCL").

5. **Fiscal Year and Audit.** PASA's fiscal year shall begin July 1 and end June 30. The fiscal records of PASA will be audited on an annual basis.

6. **Books and Records.** PASA shall keep at its principal place of business, or other location as determined by the Board, or stored digitally with secure backup: (a) accurate and complete books and records of account; (b) minutes of the proceedings of its Board; (c) a membership register giving the names and addresses of all members and such details of membership as determined by its Board. Access to this information shall be pursuant to policies and procedures as established and amended by the Board from time to time.

Article II Members

1. **Membership Qualifications.** Membership in PASA is available to any individual, family, or organization that (a) believes in and is committed to participating in achieving the goals and purposes of PASA as set forth in the mission statement of PASA as established or amended by the Board from time to time; and (b) applies for membership pursuant to policies and procedures as established and amended by the Board from time to time.

2. **Membership Rights, Duties and Obligations.** The following rights, duties and obligations shall govern membership in PASA:

(i) **Voting Rights:** Members shall have the right to elect Member-Elected Directors of the Board. Members may vote on other matters as designated by the Board. Member voting shall be limited to those members current on dues or any other financial obligations to PASA as of the date when notice is given of the meeting at which voting is to occur, or such other date as may be established by the Board.

(ii) **Dues:** Members shall timely pay dues and abide by PASA's bylaws, Articles of Incorporation, and such policies and procedures of PASA as may be established or amended by the Board from time to time. In the event of involuntary or voluntary termination of membership, no membership dues or portion thereof shall be refundable. Members delinquent in dues for a period of ninety (90) days are suspended from membership and privileges of membership are forfeited.

(iii) **No Property Rights:** PASA membership is not transferable or assignable. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income, of PASA, nor shall any of such property or assets be

distributed to any member upon the dissolution of PASA, except as may be expressly authorized in PASA's Articles of Incorporation and applicable law. The foregoing shall not apply to data compilations prepared for member use, except that access to this information shall be pursuant to policies and procedures as established and amended by the Board from time to time.

- (iv) **Liabilities:** No PASA member shall be individually liable for any debt, liability or obligation of PASA, or for the acts of any other member or representative of PASA, solely by reason of membership, nor shall any member be subject to a financial assessment to satisfy liabilities resulting from the same. A member shall be liable to PASA only to the extent of any dues or other indebtedness owed by the member.
- (v) **Expulsion:** The Board may, by a vote of not less than two-thirds (2/3) of the Board present at a duly-scheduled Board meeting, expel any member of PASA who, in the judgment of the Board: (a) has violated or refused to comply with PASA's bylaws, Articles of Incorporation, or policies and procedures, as established or amended by the Board from time to time; or (b) fails to support the purposes and objectives of PASA or has acted in any manner contrary to the best interests of PASA. In order to expel a member, the Board must give the member written notice of the grounds supporting expulsion, the date and time of the meeting when expulsion will be considered by the Board and the opportunity to attend and address the Board before it makes a decision.

3. Membership Meetings.

- (i) **Annual Meeting:** An annual meeting of PASA membership shall be held yearly at such date, time and place in Pennsylvania as the Board shall determine. Written notice of the time and place of the annual meeting shall be given to each member eligible to vote at least thirty (30) days in advance of the date thereof. Attendance may be in person, electronically via means approved by the Board, or by proxy as set forth herein.
- (ii) **Special Meeting:** A special meeting of PASA membership shall be convened by: (a) decision of the Board; or (b) by written request of at least ten percent (10%) of membership or 150 members, whichever is less, eligible to vote, in which case the meeting shall be held within sixty (60) after receipt of the request. Thirty-days (30) days advance written notice of a special meeting's date, place, time and purpose shall be given to each member eligible to vote.
- (iii) **Notice:** Notice of member meetings shall be given to members according to the contact information provided to PASA by the member and it shall be the member's duty to ensure PASA has accurate contact information. Email notification shall be considered effective for any members for which PASA possesses an email address on file. Notice is effective on the date of mailing or electronic transmission.

- (iv) Quorum: The presence in person, electronically via means approved by the Board, or by proxy, of at least ten percent (10%) of membership or 100 members, whichever is less, eligible to vote plus a majority of the Board shall be considered a quorum for the transaction of business at a membership meeting. A quorum shall be measured at the time the meeting is convened and the conduct of business and voting may continue until the meeting is formally adjourned regardless of whether attendance falls below a quorum during the meeting. Unless otherwise provided herein, all matters submitted to a membership vote shall be decided by a majority of those voting.
- (v) Voting / Proxy Ballots: Each member is entitled to one vote on each matter put to a member vote. Voting may be in person, by paper ballot or electronic proxy ballot submitted in advance of the meeting pursuant to an online voting system designated and adopted by the Board. At least thirty (30) days before a membership meeting at which a member vote is scheduled to occur, PASA shall provide notice compliant with the notification requirements herein describing the matter(s) to be voted upon and a form of proxy ballot and/or instructions for completing and returning an electronic proxy ballot. Every proxy ballot shall name an Officer of PASA as the proxy holder, direct such proxy holder how to vote on the member's behalf and be filed with the PASA Secretary before or at the commencement of the member meeting. A proxy shall be revocable by the maker but only effective upon actual communication to the PASA Secretary or his/her designee or by the attendance and vote of the maker at the meeting.
- (vi) Presiding Officer & Judges of Election: The Board Chairperson or his/her designee shall be the presiding officer for conducting a member vote and shall ensure orderly voting occurs, as nearly as possible in accordance with Roberts Rules of Order. The Board shall appoint four (4) PASA members to be judges of the election. Judges' duties are to ensure fairness to all members in the voting process, hear and decide any disputes, count the votes, and determine and announce the outcome of any member voting.
- (vii) Voting on Member-Elected Directors: Member voting on Member-Elected Directors shall be conducted as follows:
- a. Three (3) Member-Elected Directors shall be elected annually, except that every third year two (2) Directors shall be elected.
 - b. All Member-Elected Directors shall be current or retired farmers.
 - c. Nominations shall not be allowed from the floor.
 - d. Candidates for Member-Elected Directors shall be nominated by the Nominations Committee of the Board at least forty-five (45) days prior to the vote.
 - e. The Nominations Committee shall solicit nominees from the Board and PASA membership to be received at least sixty (60) days prior to the vote.
 - f. The Nominations Committee shall nominate at least three (3) and no more than five (5) candidates who are eligible, deemed qualified, have agreed to Board Responsibilities as outlined and amended from time-to-time by the Board.
 - g. Elections shall be held by ballot prepared by the Board or its designee.

- h. Members may vote for up to three (3) candidates except when two Director seats are up for election, in which case members may vote for up to two (2) candidates.
- i. Members cannot vote more than once for a single candidate. Cumulative voting is prohibited.
- j. Write-in votes are void and will not be counted. Ballots with more votes than the amount of Director seats are up for election, including attempted write-in votes, will be disqualified in their entirety. Ballots with less votes than the amount of Director seats up for election, including attempted write-in votes, will result in the write-in votes being disqualified and the remaining votes included in the tabulation.
- k. A candidate must receive a majority of the eligible votes cast to be elected as a Member-Elected Director.
- l. If more candidates than the amount of Director seats up for election receive majority votes, the highest vote counts shall determine the winners. In the event a tie vote total prevents the determination of all winners using this method, the Judges of Election shall declare as winners those candidates not involved in a tie for the final Board seat(s) and the Board shall thereafter hold, within thirty (30) days, a board meeting at which it shall elect the remaining winner(s) from any candidates so tied.
- m. If fewer candidates than the amount of Director seats up for election receive majority votes, the Judges of Election shall declare as winners those candidates, if any, who received a majority of the eligible votes cast. The Board shall thereafter hold, within thirty (30) days, a board meeting at which it 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 although not previously nominated by the Nominations Committee.
- n. Newly elected Member-Elected Directors shall take office seven (7) days after the election results are certified by the Judges of Election and Board, as applicable.

Article III - Board of Directors

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 PASA, the affairs of PASA shall be under the general direction of the Board which shall administer, manage, preserve, and protect the property of PASA. The primary responsibilities of the Board shall include, without limitation: Determining the mission and purpose of PASA and approving its strategic plan; Approving the annual operating and capital budgets of PASA; Hiring and evaluating the performance of the Executive Director; Monitoring and assessing the effectiveness of PASA's programs and services; Ensuring that proper financial controls are in place and overseeing the financial and investment performance of PASA; Ensuring adherence to legal and ethical standards, including through the adoption of appropriate policies and procedures; and selecting an independent auditor to conduct an annual audit of PASA's books and records.
2. **Composition of the Board.** The Board of Directors shall consist of fifteen (15) persons, 8 Member-Elected Directors and 7 Board-Elected Directors. In the event of one or more

vacancies, the Board may be comprised of less than fifteen persons for such reasonable time as may be required to fill vacancies.

(i) Directors:

- a. Member-Elected Directors. At least eight (8) Directors must be farmer members of PASA and shall be elected by the membership in accordance with the procedures set forth herein for the election of Member-Elected Directors. The term “farmer” as used herein shall mean persons actively engaged in the production of agricultural commodities. As determined by the board, farmers in retirement may be eligible as farmer members. Farmer members should be elected to the board to represent the full diversity of agriculture.
- b. Board-Elected Directors. The remaining seven (7) Directors, which may or may not be farmers, shall be elected by the Board, in accordance with the needs of the organization and priorities of the Board, and should represent specific skills or other qualifications that bring balance or additional effectiveness to PASA
- c. At-Large Directors. In addition, the Board may, from time-to-time, elect non-voting At-Large members to the Board for one (1) year terms to work on projects for which they have specialized skills. Such At-Large members shall serve until the project for which they were elected is completed or one year, whichever is longer.

- (ii) Ineligibility. PASA employees and members of their immediate families are ineligible to be Directors, except such persons may serve as non-voting At-Large Directors. For purposes of this section, members of an individual’s immediate family shall include grandparents, parents, spouses, spouse’s parents, siblings, children, grandchildren, and spouses of grandparents, parents, siblings, children, and grandchildren.

3. **Election and Term of Directors.** Member-Elected and Board-Elected Directors (except At-Large Directors) shall serve for a term of three (3) years and until a successor has been seated. If a Director is removed, it shall be immediately effective.

- (i) Member-Elected and Board-Elected Directors (except At-Large Directors) shall serve staggered terms such that six (6) seats shall be up for election each calendar year, three (3) by member election and three (3) by Board election, however every third year there shall be three (3) seats up for election, two (2) by member election and one (1) by Board election.
- (ii) No Member-Elected or Board-Elected Director may be elected for more than three (3) consecutive full terms. However, if a person holds an Officer position, the term of which does not expire at the end of his/her third Director term, that person may serve an additional term as a Director or until his/her term as an Officer concludes, whichever comes first.

(iii) Service as an At-Large Director shall not count toward the three consecutive term limit.

4. **Meetings.** There shall be at least five (5) meetings annually of the Board at such date, time and place as set by the Board. Special meetings of the Board may be called by or at the written request of the Chair or a majority of the Directors. All meetings shall be conducted as nearly as possible in accordance with Roberts Rules of Order. Except as may otherwise be provided for 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 by mail or electronically via the method of communication and contact information provided to PASA by the Director. Attendance, either in person or electronically, of a majority of the currently-seated Directors shall constitute a quorum. A majority of the Directors present, 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 any Directors who are not present as soon after the adjournment as feasibly possible.

5. **Voting.** Each Director shall be entitled to one vote on each matter submitted to a vote of the Board. At-Large Directors shall not be entitled to vote. Except as otherwise provided in these Bylaws, the votes of a majority (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.

6. **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 PASA Secretary.

7. **Resignation.** Any Director may resign at any time by giving written notice to the Chair or the Secretary. 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.

8. **Removal of Directors.**

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

(ii) **By the Board:** The Board of Directors, by a two-thirds (2/3) vote may remove a Director for cause. "Cause" shall mean (i) any action which, in the sole discretion of the Board, is contrary to the purposes of PASA; (ii) any action or inaction which, in the sole discretion of the Board, materially and adversely affects or may affect PASA; 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.

(iii) **Notice:** In the case of removal of a Director for cause by the members or by the Board, the Director shall be given written notice of the grounds alleged for removal and the

opportunity to attend the meeting at which his/her removal will be decided in order to address the membership or Board, as applicable.

9. **Vacancies.** Vacancies on the Board, whether among the Directors or At-Large Directors shall be filled by a vote of the Directors. Directors so appointed shall serve for the unexpired portion of the term of the Director being replaced and until such replacement Director's successor is seated, resignation or removal. Service as a Director for a partial term to fill a vacancy shall not count toward the term limits described herein. An At-Large Director, if eligible, may be elected as a Director as needed to fill an open seat.

10. **Compensation.** No Director shall receive compensation for services as a Director, but with prior approval of the Board or its designee may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of PASA.

ARTICLE V – Officers

1. **Officers.** The officers of PASA shall be Chair, Vice-Chair, Treasurer, Secretary and such other officers as may be elected or appointed by the Board (collectively, "Officers"). Except as otherwise provided herein, an individual must be a Farmer Director to be eligible for election as Chair or Vice-Chair. 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.

2. **Elections and Terms of Office.** The Officers shall be elected by the Board at the first regular meeting of the Board following the Annual Meeting or at any meeting called for the purpose of electing Officers.

(i) 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 a term of two (2) years and until such Officer's successor has been seated or until resignation, removal, or, in the case of an Officer simultaneously serving as a Director, failure to be reelected as a Director.

(ii) No Officer who is simultaneously serving as a Director may be elected to the same office for more than three (3) consecutive full terms.

a. 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 shall be appointed, whose term shall begin at the conclusion of such meeting.

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.

4. **Removal.** Any Officer elected or appointed to office may be removed from such office by a majority vote of the Directors present at a meeting called for such purpose if removal is determined to be in the best interests of PASA. Removal of an individual as an Officer shall not impact his/her service as a Director (if applicable).

5. **Vacancies.** If an Officer vacancy occurs for any reason, the Board shall use the procedures set forth herein to elect another Director (except an At-Large Director) to fill the office for the remainder of the term. Except as otherwise provided herein, the Chair or its designee 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 resignation or removal. Service as an Officer for a partial term to fill a vacancy shall not count toward the term limits described herein.

6. **Chair.** The Chair must be a membership-elected Director of PASA. The Chair shall preside over all meetings of the Board, Executive Committee, and members. The Chair shall exercise general oversight over the affairs of PASA, ensuring that the affairs of PASA 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.

7. **Vice-Chair.** The Vice-Chair must be a membership-elected Director of PASA. 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.

8. **Secretary.** The Secretary may be a membership- or board-elected Director of PASA. The Secretary shall assure the keeping of the minutes of all proceedings of PASA 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 PASA. The Secretary shall see that notices are given and records and reports properly kept and filed by PASA 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.

9. **Treasurer.** The Treasurer may be a membership- or board-elected Director of PASA. 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 PASA subject to the direction of the Board and, with support from the Executive Director, 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 PASA'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.

10. **Contracts, Checks, Drafts, Etc.** The Board may authorize any Officer(s) or agent(s) of PASA to enter into any contract or execute and deliver any instrument in the name of and on behalf of PASA. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of PASA shall be signed by such Officer, Officers, agent, or agents of PASA, 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.

Article VI – Management of the Organization

1. **Executive Director.** The Board may employ an Executive Director to serve as the Chief Executive Officer, who shall be selected by and serve at the pleasure of the Board, shall attend but not vote at Board Meetings, and may be nominated to committees of the Board. The Executive Director is not eligible to serve as a Director. The Executive Director shall have general and active management of the business of PASA 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 PASA 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 PASA 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 PASA's programs; monitor, guide and be responsible for the performance of employees; and set their salaries within limits prescribed by the Board. All employees authorized to be hired herein, shall be at-will employees unless a written agreement exists to the contrary. The Executive Director shall also be responsible for the supervision of independent contractors engaged by PASA to provide services.

Article VII - Committees

1. **Committees.** PASA 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 PASA 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.

2. **Executive Committee.** The Executive Committee is a standing committee of PASA 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 PASA, 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 PASA 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 PASA 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.

3. **Nominations Committee.** A Nominations Committee of five (5) Association members, at least two of whom are not Directors, and at least two of whom are Directors, shall be appointed annually by the Chair of PASA. The Nominations Committee shall nominate candidates for the Board as set forth herein and shall perform such other duties as may be prescribed by these Bylaws or by the Board from time to time.

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 PASA beyond the end of elected service. The advisory council may not act on behalf of PASA or bind it to any actions but may make recommendations on Association programs and policies to the Board.

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 – Miscellaneous

1. **Special Interests.** PASA 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 PASA’s activities. PASA may promote policies and legislative initiatives that are related to the educational and research activities of PASA, or that in the judgment of the Board are in keeping with the mission and goals of PASA. Activities allowed by this section must be in compliance with all applicable laws and Articles of Incorporation.
2. **Discrimination.** PASA is an organization where diversity is a core value. A broad understanding of diversity is employed that includes, but is not limited to race, creed, color, national origin, age, religion, ancestry, disability, veteran status, political beliefs, gender, sexual orientation, gender identity or expression, or marital or familial status. This statement also acknowledges that personal identity is complex. It is a goal of PASA to facilitate broad participation, particularly by historically underrepresented groups, throughout the association.
3. **Conflict of Interest Policy.** The Board of Directors shall adopt, maintain, and enforce a written conflict of interest policy for PASA, its Directors and Officers, and other persons in a position to exercise substantial influence over the affairs of PASA. 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 describe the procedures that must be followed when evaluating conflicts of interest and acting on matters involving a conflict of interest. PASA’s conflict of interest policy may be amended by the Board from time to time.
4. **Directors’ Personal Liability.** In accordance with 15 PA C.S. Sections 5713 and 5715(d), a Director of PASA shall not be personally liable for monetary damages. 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 law in effect at the time of the alleged acts or failures to act of such Director, or to the extent that such Director's acts or failures to act constitute self-dealing, willful misconduct, recklessness, a crime under state or federal law, or liability for failure to pay local, state or federal taxes of PASA. Any repeal or modification of this Article by PASA 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 PASA and shall inure to the benefit of the heirs, executors, and administrators of such person.
5. **Indemnification.** PASA shall indemnify, to the fullest extent now or hereafter permitted by law, each Director or Officer (including each former Director or Officer), and any Executive Director, of PASA 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 legal action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Director or Officer or Executive Director is or was an authorized representative of PASA,

or is or was serving at the request of PASA 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 costs), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by such Director or Officer or Executive Director in connection with such action, suit or proceeding if such Director or Officer or Executive Director acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of PASA 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 PASA and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

6. **Insurance; Other Security of Indemnification Obligation.** PASA may purchase and maintain insurance on behalf of any person who is or was a Director or Officer or Executive Director of PASA, or is or was an authorized representative of PASA, 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 PASA would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VIII - Amendment

1. **Authority.** Except as to matters expressly committed to the members by any law, 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 Pennsylvania Nonprofit Corporation Law, 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 convened membership meeting or through electronic ballot.

2. **Notice.** The Directors of PASA shall be given at least ten (10) days prior written notice of any Board meeting at which proposed changes to the Bylaws of PASA are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment. The members of PASA shall be given at least thirty (30) days' prior written notice of any meeting of the members at which proposed changes to the Bylaws of PASA 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 affected thereby, unless the bylaws have been rewritten in their entirety in which case a vote will be conducted approving the bylaws as a whole.

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