

Amended August 2004; Amended December 2, 2007; Amended February 8, 2008; Amended November 9, 2012; Amended November 14, 2015

ARTICLE I

NAME

SECTION 1. Name: The name of this nonprofit Association will be PASAE, Pennsylvanian Society of Association Excellence, incorporated as a non-profit corporation in the Commonwealth of Pennsylvania on 29 October 1981.

ARTICLE II

PRIMARY PURPOSES

SECTION 1. Primary Purposes: The primary purposes of PASAE:

- (a) To expose members to leading-edge association trends, practices, thoughts, products, and services
- (b) To expose members to best practices in all aspects of management (not just association management)
- (c) To serve as an advocate for the Association members
- (d) To establish mechanisms which assist business members to understand association members' needs and challenges and the desired services and products
- (e) To assist members in addressing issues they have identified as both challenging and critical
- (f) To provide or direct members to critical and desired association management resources
- (g) To serve as a catalyst and facilitator to help members form practical alliances and networks outside of the PASAE
- (h) To facilitate ways to share and tap members' – associations and businesses – experience, knowledge, ideas, learnings, and expertise
- (i) To ensure that all Association programs, initiatives, functions, products, services and decisions are consistent with these purposes

ARTICLE III

MEMBERSHIP

SECTION 1. Type of Membership: Regardless of the membership, classification, in every case the Association (e.g. association, society) or business entity is the member.

* Exception: Individuals, who are students, or potential association staff not currently connected with an association, are eligible for a non-voting individual membership as are retirees of member associations and businesses. Retirees, who have previously served PASAE as Chairman of the Board, are eligible for individual retiree memberships whose dues are established by the board; such memberships will be voting members of the Association.

SECTION 2. Membership Classification. There are three membership classifications: Association, Business, and Life Members.

SECTION 3. Association Membership: This membership is available to trade, professional, educational, philanthropic, technical associations, association management firms, or similar types of organizations.

(a) Each association, society, etc., regardless of staff or management team size, will have one vote. The vote will be cast by the association's chief staff executive or a designated association member.

SECTION 4. Business Membership: This membership is available to organizations/businesses that either currently are, or are interested in, selling products and/or services to associations.

(a) Except where specifically noted in this document, business members shall have no vote.

- (b) Business members shall not serve as Association officers.
- (c) Life Members shall not serve as association directors or board officers.
- (d) Policies governing the participation of Business members are determined by the Board of Directors.
- (e) Business members can fully participate in all association activities, except where specifically noted.

SECTION 5. Definitions: As used in this article and throughout the bylaws, the word “association member” refers to a single entity such as an association, society. The word “business member” refers to an organization, or business other than an association. The word “membership” refers to an entity’s paid status as a member of PASAE.

SECTION 6. The Board of Directors may grant the status of life member to any member who has retired from Association work and who has held the position of PASAE Chairman of the Board by reason of or in recognition of the service of the member to the Association. Life members shall have all privileges of full membership in the Association except for holding elective office. Life Members would be granted free admission to PASAE events, but are still subject to annual dues payment.

**ARTICLE IV
DUES**

SECTION 1. Annual Dues: The Board shall establish the required dues for the Association on an annual basis.

**ARTICLE V
ANNUAL MEETING**

SECTION 1. Annual Meeting: It is at the Annual Meeting where the Officers and Board of Directors will be elected for the upcoming year. There will be 30 days written notice announcing the time, date and location of the annual meeting and the business to be conducted.

**ARTICLE VI
VOTING**

SECTION 1. Voting: Unless otherwise noted, any election or other matter voted upon by the Association members will be determined by a simple majority of the members present and voting. There will be no voting by proxy or by mail ballot.

**ARTICLE VII
OFFICERS**

SECTION 1. Make-up: The Association’s Officers are Chair, Vice Chair, Secretary/Treasurer and Immediate Past Chair, all of whom must be Association Members. They also must have served on the Board of Directors at least one full year within the past five years.

SECTION 2. Succession and Vacancies: In the event of a vacancy occurring in the office of the Chair, the Vice Chair will fill the vacancy. The remaining vacated office will be filled by a simple majority vote of those members of the Board of Directors present and voting at a Regular or Special Meeting of the Board. All such vacancies will be filled for the unexpired term. If qualified, these individuals filling an unexpired term for less than six months would automatically be re-nominated for election to the same positions the following year.

**ARTICLE VIII
BOARD OF DIRECTORS**

SECTION 1. Make-Up: The Board of Directors will consist of the Chair, Vice Chair, Secretary/Treasurer and Immediate Past Chair, and ten (10) Directors elected for two (2) year terms. Seven (7) Directors will be Association Member Directors and three (3) will be Business Member Directors. The Executive Director is a member of the Board of Directors, with voice, but no vote.

SECTION 2. Quorum: At any meeting of the Board of Directors, seven (7) Directors constitute a quorum for the transaction of business; all transacted business will be approved by a simple majority of all directors present and voting with the exception of the executive director.

SECTION 3. Removal: The Board of Directors may, by affirmative vote of two-thirds (2/3) of its members, remove any Director for cause.

SECTION 4. Vacancies: A Board member vacancy will be filled by a simple majority vote of those voting members of the Board of Directors present and voting at a Regular or Special meeting of the Board. The person or persons will serve the remainder of the unexpired term of the vacated office. In similar fashion, any business member vacancy will be filled by the business members of the board.

SECTION 5. The Board of Directors will meet not less than three times a year.

SECTION 6. The Board of Directors, at its discretion, may also meet via electronic/tele-conferencing mode and such meeting will constitute a full and valid meeting to conduct the Association's business.

ARTICLE IX

DUTIES AND RESPONSIBILITIES OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1. Chair: The Chair is the Chief elected official of the Association and will preside at all of its meetings, as well as at all meetings of the Board of and meetings of the Executive committee. The chair will have a voting seat on the PASAE Foundation Board of Directors.

SECTION 2. Vice Chair: The Vice Chair functions as the liaison to the general membership of the Association and will provide leadership to membership development activities. The Vice Chair will be familiar with the duties and responsibilities of the Chair and will preside in the absence of the Chair. The Vice chair will have a voting seat on the PASAE Foundation Board of Directors.

SECTION 3. Secretary/Treasurer: The Secretary/Treasurer will Chair the Finance Committee. The Secretary/Treasurer will assure the meeting and financial records are kept, financial statements are prepared, an annual budget is prepared and an annual audit is conducted.

SECTION 4. Immediate Past Chairman: The Immediate Past Chairman will have a voting seat on the PASAE Foundation Board of Directors and also serves as Chairman of the Nominating Committee.

SECTION 5. Executive Committee: The Executive Committee consists of the Chair, Vice Chair, Secretary/Treasurer, Immediate Past Chair and the Executive Director, who has no voting privileges on the Committee. The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters, except those specifically reserved for the Board by these bylaws.

SECTION 6. Board of Directors: The Board of Directors shall: 1) determine policy; 2) establish strategic direction; 3) evaluate success at achieving strategic direction; 4) assume leadership responsibilities for the Association's financial viability including the approval of the Association budget and dues structure; 5) review the annual finance review or audit; 6) appoint the Executive Director and determine the compensation, tenure and responsibilities of that person; and 7) may, in the execution of its powers, delegate certain of its authority and responsibility to any elected Officer or employee of the Association.

SECTION 7. Advocacy: Subject to the approval of the Board of Directors only, the Association may take a position and express an opinion on issues that directly or generally affect association management.

ARTICLE IX

FINANCES

SECTION 1. Fiscal Year. The Association fiscal year shall be January 1 to December 31.

SECTION 2. Dues and Assessments. (a) The annual dues payable by member to the Association shall be determined on a periodic basis, by recommendation of the Board of Directors and with ratification by the members 3

voting in a duly convened voting session, shall reflect to the greatest extent possible the content and intent of the strategic plan.

SECTION 3. Budget. The Association budget shall be adopted by the Board of Directors on or before September 15 of the preceding year. A proposed budget shall be prepared by Finance Committee.

SECTION 4. Disbursements. All disbursements of Association funds shall be made by the Treasurer in accordance with the budget adopted by the Board. Such disbursements shall be made by check in accordance with the Association's policy. Checks shall be prepared based on an itemized list of disbursements which has secured the approval of the Treasurer. A copy of the list of disbursements shall be sent to the officers. Facsimile signatures may be used for check signers, if the Treasurer has furnished authorization for the disbursements.

SECTION 5. Accounting Standards. (a) The Executive Director shall, in the name of the Association, have custody of Association funds and securities and shall keep full and accurate account of all receipts, disbursements, and other financial matters, in a manner consistent with generally accepted accounting principles, in books belonging to the Association. The Executive Director shall present a report to the Board at each meeting setting forth fully and accurately the financial conditions of the Association. Such reports shall include a statement of assets, liabilities, equity, revenues, expenses, and balances.

(a) The Treasurer shall recommend for approval by the Board depositories for Association funds and securities.

(b) The Executive Director shall deposit all funds and securities in depositories approved by the Board, and shall, with the approval of the Treasurer, provide for prudent investment of the Association's idle funds, subject to Board ratification and approval.

SECTION 6. Audits and Financial Review. (a) The Treasurer shall be responsible for an annual audit or review, by a certified public accountant, of all of the accounts of the Association, on an annual basis. A copy of said annual audit or review shall be made available to each member.

ARTICLE X ELECTIONS

SECTION 1. Officers: The Officers will be elected by a simple majority vote of the ASSOCIATION Members present and voting at the Annual Meeting and will take office the following January 1st.

SECTION 2. Officers' Terms: The Officers will hold office for one (1) year or until successors are chosen and installed.

SECTION 3. ASSOCIATION Members: ASSOCIATION Member Directors will be elected by a simple majority vote of the ASSOCIATION AND LIFE members present and voting at the Annual Meeting and will take office the following January 1st. Terms will be staggered with three (3) ASSOCIATION Member Directors elected to begin terms in the even-numbered years, and four (4) ASSOCIATION Member Directors elected to begin terms in the odd-numbered years. Members will serve a three year term.

SECTION 4. BUSINESS Members: BUSINESS Member Directors will be elected by a simple majority vote of the BUSINESS Members present and voting at the Annual Meeting of the Association and will take office the following January 1st. Terms will be staggered, with two (2) BUSINESS Member Directors elected to begin terms in the even years, and one (1) BUSINESS Member Director elected to begin a term in the odd years. Members will serve a three year term.

SECTION 5. Term Length: No Director will serve more than two (2) consecutive terms. A member elected to serve an unexpired term, however, will not be regarded as having served a term unless more than one (1) year of the unexpired term has been served.

SECTION 6. Contested Election: In the case of a contested election for the position of Officer or Director, election will be by written ballot.

SECTION 7. Nomination of Officers and Directors: It is the responsibility of the Nominating Committee to nominate Officers and Directors and to present its recommended candidates in writing to the Board of Directors at least forty-five days (45) days prior to the upcoming Annual Meeting.

(a) Within 10 days following the date of notice of the Annual Meeting ten (10) or more ASSOCIATION members may by petition, nominate ASSOCIATION members as nominees for the Board of Directors. Nominations for Business Member Directors also may be made by petition signed by at least ten (10) Business Members. All nominating petitions will be filed with the Chair of the Nominating Committee.

(b) There will be no nominations from the floor at the Annual Meeting.

ARTICLE XI

STANDING AND SPECIAL COMMITTEES

SECTION 1. Standing Committees: Standing Committee(s) include the Executive Committee, the Finance Committee, Membership Committee, Awards Committee and the Nominating Committee. All chairman, vice chairs and members of all Association Committees are appointed by the Chairman of the Board, unless noted elsewhere in these bylaws.

SECTION 2. Task Forces: Task Forces will be established by the Board of Directors to accomplish specific initiatives, projects, assignments, etc.

SECTION 3. Ad Hoc Committees. The Chair may, from time to time, as he or she deems necessary, or shall, as directed by action of the membership, appoint Ad Hoc Committees. The creation of ad hoc committees, except by direction of the membership, shall be ratified by the Board of Directors. Ad hoc committees may be continued by succeeding Presidents, but upon every third anniversary of such committee, the Board shall review its mission and recommend that the Committee be dissolved, continued as an ad hoc committee, or made a permanent standing committee by amendment to these bylaws.

SECTION 4. Appointments: Appointments to Standing Committees, Ad Hoc Committees and Task Forces will be made by the Chair or those members the Chair designates or as stipulated in these bylaws.

SECTION 5: The Chair will appoint a three-person nominating committee of which one member must be a business member. The immediate past chair will serve as the chairman of the nominating committee.

(a) The Nominating Committee is responsible for nominating members to the Board based on specific Board qualification criteria and input from the Board of Directors outlining what skill sets and experience is required to strengthen the Board.

(b) The Nominating Committee is also responsible for developing the Board's leadership, ensuring that the Board assess its performance and promotes on-going volunteer recruitment efforts.

SECTION 6. Finance Committee: The Finance Committee will be appointed by the Chair of the Board of Directors from among the association members. It shall include at least four members, and at least two of these will be sitting Board members. The Secretary/Treasurer shall serve as a voting member of the Committee, and shall Chair the Finance Committee. The Finance Committee will be responsible to help the Secretary/Treasurer in the preparation of the preliminary budget for the Association; review financial statements of the Association regularly and as necessary; advise the Secretary/Treasurer on financial matters affecting the association.

ARTICLE XII

RULES OF ORDER

SECTION 1. Robert's Rules of Order. Except as otherwise decided by a two-thirds vote of the membership present and voting, the parliamentary practice which shall govern the deliberations of the Association at all meetings shall be the most recent edition of Robert's Rules of Order.

**ARTICLE XIII
DISSOLUTION**

SECTION 1. Dissolution. The Association shall use its funds only for the accomplishment of the objectives and purposes specified in these bylaws or necessarily implied therefrom. No part of said funds shall inure or be distributed to any individual member of the Association and, in the event of dissolution, the balance of remaining after payment of debts and expenses shall be distributed to an entity as directed by the Association's board of directors.

**ARTICLE IX
AMENDMENTS**

SECTION 1. Proposing Amendments: Amendments may be proposed by the Board of Directors or upon receipt by the Board of Directors of petitions from ten percent (10%) of the ASSOCIATION members of the Association. All proposed amendments, which may or may not include a Board recommendation, will be sent to the voting membership.

SECTION 2. Approving Amendments: These bylaws may be amended by a simple majority vote of ASSOCIATION Members of the Association present and voting at any meeting, provided that copies of the proposed changes were sent to all members at least thirty (30) days in advance of the meeting.

(November 2014)