

PASAE FOUNDATION BYLAWS

(Last revised October 25, 2012)

ARTICLE I. NAME

1.1 Name. The name of this organization is the PASAE FOUNDATION (the "Foundation.") The Foundation is a Pennsylvania not-for-profit charitable public foundation, has no members and has no capital stock.

1.2 Fiscal Year. The fiscal year of the Foundation shall be January 1 through December 31.

ARTICLE II. ORGANIZATIONAL PURPOSE

2.1 Organizational Purpose. The Foundation's purpose is to serve the Pennsylvania 501(c)(6) community, to ensure public confidence in trade organizations, professional associations and other non-profit organizations, to develop the next generation of non-profit donors, board members, employees, volunteers and educated users of their services and generally to further the cause of Pennsylvania trade organizations and professional associations through education, outreach and philanthropy. The Foundation will support the welfare of Pennsylvania trade organizations and professional associations and will serve other proper functions of a charitable, public foundation as needed.

ARTICLE III. OFFICES

3.1 Registered Office. The registered offices of the Foundation are located at 500 N. 12th Street, suite 110, Lemoyne PA 17043 or such other locations in Pennsylvania as the Directors may from time to time determine. All corporate books and records, including financial records, will be located at the Foundation offices.

ARTICLE IV. DIRECTORS

4.1 Board of Directors. All powers vested by law in the Foundation are exercised by or under the authority of, and the business and affairs of the Foundation are managed under the direction of a Board of Directors. To be eligible to serve as a Director of the Foundation, the candidate must be employed by or serve as a director or officer of a member of the PASAE.

4.2 Compensation. Except as otherwise provided below, the Directors of the Foundation serve without compensation.

4.3 Number of Directors. The Foundation has a Board of Directors consisting of not less than five and up to eleven, the exact number to be set from time to time by resolution of the board of directors. Three of the Directors shall be the PASAE immediate past chair, the PASAE current chair, and the PASAE Chair-Elect. These terms are for one year each, based on their PASAE office. At least one of the remaining Directors must be a business member.

4.4 Director Terms. Directors serve a three (3) year term. There is a term limit of (2) consecutive three year terms. Each Director shall hold office until the expiration of the term for which he or she was elected and until a successor has been selected and qualified or until the earlier death, resignation

or removal of such Director. The Directors shall serve staggered terms with a one-third rate of turnover among Directors each election cycle.

4.5 Elections. A Nominating Committee will meet to recommend a candidate or candidates for open directorship(s) and will submit the candidate(s) to the Board of Directors in advance of the annual meeting of the Foundation. The sitting Directors shall elect Directors for open directorships at the annual meeting of the Foundation. Newly elected Directors take office upon conclusion of the annual meeting.

4.6 Removal. A Director may be removed from office without the assignment of cause by a vote of two-thirds (2/3s) of the Directors at a special or annual meeting, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. A Director cannot be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed. A Director removed from office is eligible for reelection to the Board after a period of not less than one (1) year after removal.

4.7 Director Vacancies. The Board of Directors may fill a vacant seat at any meeting of the Board provided such action is announced at least fourteen (14) daysqwritten notice of intention. Replacement directors shall serve the remainder of the term.

4.8 Board Meetings. The Board of Directors shall hold a regular annual meeting at which meeting there shall be held an election of Directors and Officers of the Foundation. Additional meetings may be scheduled upon petition by the Chair of the Board of Directors or any two (2) Directors with at least five (5) daysqwritten notice stating the time, place and purpose of any special meeting. The meetings of the Board of Directors may be held at such place either within or without the Commonwealth of Pennsylvania as a majority of Directors may from time to time designate or as may be designated in the notice calling the meeting.

4.9 Board Action by Unanimous Written Consent. Any action that may be taken at a meeting of the Board may be taken without a meeting if consents in writing or electronic mail transmission setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary/Treasurer.

4.10 Participation at Meetings. Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar method of communications by which all persons participating in the meeting can hear each other.

4.11 Notice. Whenever notice is required to be given to any Director, it may be given personally, by electronic mail transmission, by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission, to that Director's address or facsimile number appearing in the Foundation's database. If the notice is sent by mail or courier service, it will be deemed to have been given when deposited in the mail or with the courier service for delivery, or in the case of e-mail or facsimile, when dispatched. Such notice must specify the place, date and time of the meeting and any other information, which may be required by law or these Bylaws.

4.12 Waiver of Notice. Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice; and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends only to object to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE V. OFFICERS

5.1 Officers. At each Annual Meeting, the Directors shall elect three officers: a Chair, a Secretary and a Treasurer. Other offices may be instituted at the discretion of the Board. Each Officer is elected for a term of one year and will take office at the conclusion of the Annual Meeting. The Officers of the Foundation serve without compensation.

5.2 Duties of the Officers. The Officers of the Foundation will exercise all powers vested by law in the Foundation between meetings of the Board of Directors, oversee the management by the Foundation's staff and volunteers and the business and affairs of the Foundation and undertake such other matters as otherwise determined by or pursuant to resolutions or orders of the Board of Directors.

5.3 Chair. The Chair serves as Chair of the Board of Directors, presides at the meetings of the Board and has such authority and performs such other duties as set forth in these Bylaws and as the Board of Directors may from time to time designate.

5.4 Secretary. The Secretary is responsible for minutes at all regular and special Board meetings and meetings of the Officers. He or she will also give or cause to be given notice of all meetings to the Directors. The Secretary, in the absence of the Chair, presides at meetings of the Officers and the Board of Directors. In addition, the Secretary will assist the Chair as requested.

5.5 Treasurer. The Treasurer is responsible for oversight of the books and records of the Foundation and the reporting thereon to the Board of Directors. The Treasurer is a member of the Audit Committee (but cannot serve as its chair as more fully set forth below.)

5.6 Removal of Officers. An Officer may be removed from office without the assignment of cause by a vote of two-thirds (2/3s) of the Directors at a special or annual meeting, provided that written notice of the intention to consider removal of such Officer has been included in the notice of the meeting. An Officer cannot be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed.

5.7 Officer Vacancies. If a Chair is unable to fulfill his or her term, the Directors will vote to appoint a Director to hold such office until the next Annual Meeting. Should a vacancy occur in other offices, the Chair has the authority to fill that vacancy, pending ratification by the Board of Directors at its next meeting.

ARTICLE VI. QUORUM

6.1 Quorum. At any duly authorized regular or special meeting of the Board, a simple majority of the Directors, which includes the Officers, must be present to constitute a quorum for the transaction of business. The Directors present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of Directors, those who attend the second of such meetings, although less than a quorum nevertheless constitutes a quorum for the purpose of election of Directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum nevertheless constitutes a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting stating that those Directors who attend constitutes a quorum for the purpose of acting upon such

resolution or other matter is given to each Director at least ten (10) days prior to the day named for the second adjourned meeting.

ARTICLE VII COMMITTEES, TASK FORCES

7.1 Establishment. In addition to the Audit Committee and the Nominating Committee, the Board of Directors from time to time may establish one (1) or more committees (duration undefined) or task forces (duration defined). Any such committee or task force shall fulfill any initiatives assigned by the Board of Directors and subject to board approval. Committees shall not have any power or authority to:

- a. Fill vacancies on the Board of Directors;
- b. Adopt, amend or repeal these Bylaws;
- c. Amend or repeal any resolution of the Board;
- d. Act on matters committed by the Bylaws or by resolution of the Board to another committee of the Board; or
- e. Remove Officers.

7.2 Appointment of Committee and Task Force Members. Unless otherwise determined by the Board, the Chair appoints members of all committees and task forces and all such members serve at the Chair's discretion. In addition to those members appointed by the Chair or other appointing authority, with the exception of the Audit Committee, the Officers of the Foundation shall serve as voting members ex-officio of all committees and task forces.

7.3 Audit Committee. The Audit Committee is responsible for the periodic review of the financial records of the Foundation in consultation with the Treasurer, to assure that the Foundation maintains books and records which are reasonable under the circumstances and that all necessary tax and legal filing requirements are satisfied. The Audit Committee will recommend the appropriate level of financial review of the Foundation's affairs, up to and including the selection and engagement of a firm of certified public accountants to audit the Foundation's finances and records in such form as the Committee desires. Audits, reviews or compilations will be ordered at the discretion of the Foundation Board until minimum thresholds are attained at which time the law triggers such an independent study.

In addition, the Committee is responsible for the following: (i) overseeing the work of an outside accounting firm or auditing firm, if engaged; (ii) meeting with the accountants or auditors to review the preliminary and final report or audit; (iii) receiving, reviewing and preparing responses to management letter for adoption by the Board of Directors; and (iv) providing a recommendation for handling the oversight of the following types of matters when appropriate: (a) assuring procedures for receipt, retention and treatment of complaints regarding at least questionable accounting or auditing matters; (b) assuring that the Foundation is able to receive and respond to anonymous complaints from within or without the organization; (c) assuring that a conflicts of interest policy is in place and performing reviews of conflicts; (d) receiving all reported improprieties; (e) protecting whistleblowers and (f) approving in advance any non-audit work performed by the auditing firm.

The Audit Committee members include the PASAE Foundation Chair, the PASAE Foundation Treasurer and the PASAE Foundation Secretary. The PASAE Foundation Chair serve as the chair of the Audit Committee and will appoint other members of that Committee as he or she deems necessary, including, if possible and when necessary, one financial expert as such term is commonly understood in the context of compliance with the Sarbanes-Oxley provision of the United States Code (Financial Expert Committee Member). The Chair may authorize reasonable compensation for such

Financial Expert Committee Member, when necessary. Except as otherwise set forth herein, the members of the Audit Committee are not required to be Directors of the Foundation or employees, officers or directors of PASAE members. All members of the Audit Committee must disclose to the Board any business and personal relationships that they or the company that they are employed by may have with the Foundation or any of its affiliated entities.

7.4 Nominating Committee. The Nominating Committee consists of two Foundation Directors appointed by the PASAE Foundation Chair and two PASAE members appointed by the PASAE Chair. Their term is (1) year. The Nominating Committee is responsible for nominating candidates for all Director vacancies and presenting recommendations to the board.

ARTICLE VIII. INDEMNIFICATION

8.1 Personal Liability of Directors. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereinafter amended, to permit elimination or limitation of the liability of Directors, no Director, shall be personally liable for monetary damages for any action taken or any failure to take any action unless as set forth in 15 Pa. C.S.A. Section 5713(a), such Director has breached or failed to perform the duties of his or her office and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of such Director pursuant to any criminal statute, or (ii) the liability of a Director for the payment of taxes pursuant to local, state or Federal law. Any repeal, modification or adoption of any provision inconsistent with this section shall be prospective only, and neither the repeal or modification of this provision nor the adoption of any provision inconsistent with this provision shall adversely affect any limitation on the personal liability of a Director of the Foundation existing at the time such repeal or modification or the adoption of such inconsistent provision.

8.2 Mandatory Indemnification of Directors and Certain Other Persons. The Foundation shall indemnify and hold harmless to the full extent not prohibited by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Foundation to provide broader indemnification rights than are permitted the Foundation to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Foundation or otherwise (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a Director, Officer of the Foundation or was serving at the request of the Foundation as a Director, Officer or trustee of another corporation or partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a Director or Officer of the Foundation, or in any other capacity on behalf of the Foundation while such person is or was serving as a Director or Officer of the Foundation, against all expenses, liability and loss, including indemnification, the right to indemnification conferred by this Section 10.2 shall be a contract right and shall include the right to be paid by the Foundation the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Section 10.2 in advance of the final disposition thereof promptly after receipt by the Foundation but not limited to attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith. The foregoing right of indemnification shall not be exclusive of other rights to which one may be entitled as a matter of law and does not limit or waive any limitation of liability existing under any applicable law.

8.2.1 Notwithstanding the foregoing, except as provided in 8.2.2, the Foundation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors.

8.2.2 Subject to the limitation set forth above concerning proceedings initiated by the person seeking a request therefore stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a Director or Officer of the Foundation in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Foundation under this Section 8.2 or otherwise.

8.2.3. The right to indemnification and advancement of expenses provided herein shall continue to a person who has ceased to be a Director or Officer of the Foundation or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.**ARTICLE IX. AMENDMENTS**

9.1 Amendment of Bylaws. These Bylaws may be amended only upon a vote of two-thirds (2/3s) of the Directors entitled to vote at a duly called Annual or special meeting. The proposed changes must be circulated in writing at least fourteen (14) days prior to final action.

ARTICLE X DISSOLUTION

10.1 In accordance with the intent expressed in these Bylaws and in the Foundation's Articles of Incorporation and in the manner in which the Foundation has conducted its business since its inception, in the event of the dissolution of the Foundation, after paying or making provisions for the payment of all its liabilities, the Foundation shall dispose of all the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or its successor similar provision, as the Board of Directors shall determine. No surplus funds upon dissolution shall inure to the benefit of or be distributable to any director, officer, or other private person. Any such assets not so disposed of by the Board of Directors of the Foundation shall be disposed of by the Board of Directors of the PASAE or the Court of Common Pleas of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Board of Directors or the court shall determine, which are organized or operated exclusively for such purposes.

ARTICLE XI ROBERT'S RULES OF ORDER

11.1 Robert's Rules of Order. Robert's Rules of Order shall generally be the parliamentary authority in all meetings of the Foundation.

*Amended July 30, 2010
Amended August 2, 2011
Amended October 2012*