

Bylaws

Adopted May 20, 2025

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ARTICLE I – NAME, LOCATION, and REGION

Section 1. Name.

The name of this organization is the PASAE FOUNDATION (hereinafter called "Foundation").

Section 2. Location.

The registered offices of the Foundation shall be located at 300 N. 2nd St., Suite 1001, Harrisburg, PA 17101 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 II – LEGAL STATUS

Section 1. Incorporation.

The Foundation is a not-for-profit corporation, incorporated October 26, 2005, under and in accordance with the terms and provisions of the Legislature and Commonwealth of Pennsylvania as a Pennsylvanian foundation.

Section 2. IRS Designation.

The Foundation has been organized and shall be operated as a not-for-profit as set forth in Section 501(c)3 of the Internal Revenue Code (IRS) of 1986, as may be amended from time to time.

Section 3. Governing Law.

The Foundation shall be governed by the Pennsylvania Nonprofit Corporation Law of 1988 (“PA NPCL”), as may be amended from time to time.

Section 4. Legal Limitations.

The Foundation shall observe all local, state, and federal laws which apply to not-for-profit charitable organizations.

ARTICLE III – MISSION and PURPOSE

Section 1. Mission.

The PASAE Foundation is dedicated to providing support to the PASAE and the Association community through education and philanthropy.

Section 2. 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 not-for-profit organizations, to develop the next generation of not-for-profit donors, Directors, 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 IV – ORGANIZATIONAL RELATIONSHIPS

Section 1. PASAE Foundation and PASAE.

The Foundation is affiliated with, and will work together with, the PASAE.

Section 2. Separate Organizations.

The Foundation and above-named affiliated organization are separately incorporated organizations with separate and distinct legal entity status as recognized by both the Commonwealth of Pennsylvania and the Internal Revenue Service. Each organization shall operate in a manner consistent with its own individual organizational Bylaws and the applicable provisions of those Bylaws. Neither is responsible for nor an agent of the other.

Section 3. Affiliate Limitations.

Affiliate organizations shall have no power to commit the Foundation to any policy or expenditure without specific authorization by the Board of Directors.

ARTICLE V - MEMBERSHIP

Section 1. No Members or Dues.

The Foundation has no members, dues, and has no capital stock.

ARTICLE VI - DIRECTORS

Section 1. Authority.

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. The formulation of Foundation policies, the direction of programs, and the control of property & finances shall be vested in the Board of Directors. All statements of policy shall be approved by the Board of Directors. The Board shall establish procedures for the orientation of Directors to the Board of Directors, Officers, and Leaders of all Committees and Task Forces. To be eligible to serve as a Director of the Foundation, the candidate must be employed by, or serve as a Director, Officer of, or be a current member of PASAE.

Section 2. Composition.

The Board of Directors shall be strictly composed. The total Board size shall consist of up to eleven (11) Directors, including Officers and Ex-Officios.

- a) ELECTED OFFICERS. The Board shall have three (3) elected Officers, in accordance with Article VII Officers.
- b) ELECTED DIRECTORS-AT-LARGE. No more than 11 Directors-at-Large, who are current PASAE members, shall serve on the Board each year. When possible, one of these directors should be a PASAE business partner member. The Board's make up is to be diverse, representing all aspects of the association industry. Design is subject to member availability and engagement.
- c) EX OFFICIO DIRECTORS. Two (2) Directors may be ex-officio Directors.

Section 3. Ex-Officio Directors.

The Executive Director and a representative from the PASAE Board of Directors shall be non-voting ex-officio Directors of the Foundation on the Board of Directors with full speaking privileges.

- a) The Executive Director shall be an Officer in accordance with Article VII Officers.
- b) As a full Director, the PASAE Representative is able to participate in Executive Sessions.

Section 4. Director Terms.

Elected Directors-at-Large shall serve until such time as he/she resigns by providing written notice or is either replaced or removed (in accordance with Section 10) by a majority vote of the remaining Directors.

Section 5 Election to the Board.

Directors shall be elected from the PASAE's membership. An individual must be an active PASAE member in good standing. Directors must remain active members in good standing for the full tenure of their term.

A Nominating Committee shall recommend a candidate or candidates for open directorship(s) and will submit the slate of candidates to the Board of Directors.

- a) A minimum of one person, meeting the membership qualifications for each available seat shall be placed in nomination by the Nominating Committee. Consent to serve, if elected, must be secured, in writing, by the Nominating Committee prior to placing any name in nomination. The Nominating Committee shall submit the final nomination slate to the Board of Directors. The Board shall not add to or subtract from the nomination slate though they need not vote for the names on the slate and may leave directorships open during the election process due to lack of confidence in the candidates.
- b) The sitting Directors shall elect Directors from amongst the nomination slate for open directorships at the final regular Board meeting of the year. The vote may be cast on the entire slate or on individual candidates as decided by the sitting Directors voting.

Section 7. Director Duties.

Directors of the Foundation:

- a) Fulfill fiduciary and legal responsibilities through the assumption of a fiduciary position of trust, confidence, and responsible obligation to others.
- b) Will exhibit genuine interest and support of the Foundation and its programs.
- c) Will, individually and as a synergistic unit, represent the Foundation and its best interests in the community, within the PASAE, and at PASAE programs & events.

Section 8. Director Limitations.

No Director of the Foundation, other than the Executive Director and/or Board Chair, shall represent the Foundation in favor of, or in opposition to, any project or policy without specific authorization of the Board of Directors.

Section 9. Non-Transferable Positions.

Positions on the Board of Directors, in affiliate organizations representing the Foundation, on Committees or Task Forces are held by the individual not by the company or organization the individual represent; thus, they shall not be transferrable. If vacated, they shall be filled or left vacant in accordance with these Bylaws.

Section 10. 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 Regular Board 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.

Section 11. Vacancies.

The Board of Directors may fill a vacant seat at any meeting of the Board provided such action is announced with proper written notice of intention. Replacement Directors shall serve the remainder of the term.

Section 12. Regular Board Meetings.

The Board of Directors shall hold regular meetings as follows:

- a) A minimum of quarterly each year according to a schedule which shall be voted upon the previous year by the Board of Directors.
- b) Official Notice of the date, hour, and place of all Regular Meetings shall be given to the Directors at least five (5) calendar days in advance in accordance with Article XII Official Notices.

- c) The Board Chair, as advised by the Executive Committee, will set what will be included on the Board meeting agenda.

Section 13. Special Board Meetings.

A Special Meeting of the Board of Directors will be called as follows:

- a) Called by the Board Chair of the Board, or shall be called by the Board Chair upon petition by the Board Chair of the Board of Directors or any two (2) Directors.
- b) Official Notice of the date, hour, and place of all a Special Meeting shall be given to the Directors with at least five (5) calendar days written notice stating the purpose of any special meeting.

Section 14. Board Action by Super Majority 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 given by 75 percent or more of the Directors in office and shall be filed with the Secretary.

Section 15. Quorums.

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.

Section 16. Voting.

Unless otherwise specified, within these Bylaws, a simple majority vote shall decide an issue provided a quorum is present.

Section 17. Executive Session.

Calling of Executive Session by the Board Chair or majority of Directors will cause guests, non-Directors, the Executive Director, and/or other Foundation staff to depart the meeting and cease recording of all minutes, audio, and/or written notes.

Section 18. Electronic Meetings Permitted.

Directors may participate in a Regular or Special Meeting of the Board or any Committee or Task Force thereof, by means of a telephone, virtual, video conference, or similar method of communications by which all persons participating in the meeting can hear each other. At least one (1) meeting annually could be in-person.

Section 19. Performance of Directors.

Directors shall:

- a) Participate in at least 50 percent of the regularly scheduled Board of Directors meetings and will not miss more than three consecutive meetings.

- b) Be dismissed from the Board of Directors for the remainder of their term of office for lack of performance without exception or Board vote. A Director removed from office is eligible for reelection to the Board after a period of not less than one (1) year after removal.

ARTICLE VII - OFFICERS

Section 1. Officer Positions.

The Executive Committee shall consist of four (4) Officers of the Foundation, consisting of the Board Chair, Vice Chair/Secretary, Treasurer, and Executive Director.

- a. **CHAIR** shall
 - i. Serves as Chair and President of the Board of Directors.
 - ii. Presides at all the meetings of the Executive Committee and the Board of Directors.
 - iii. Appoints all Chairs to Committees and Task Forces, with the concurrence of the Board, giving special consideration to Directors.
 - iv. Appoints Special Committees and Task Forces.
 - v. Be a Member of all Committees and Task Forces.
 - vi. As deemed proper and necessary, commend to the Board, such matters and/or make suggestions, which may promote the prosperity and increase the usefulness of the Foundation.
 - vii. Represent the Foundation on the PASAE Board of Directors.
 - viii. Perform all other duties usual to such office.

- b. **VICE CHAIR/SECRETARY** shall
 - i. Discharge all the duties of the Board Chair during the Board Chair's absence and preside at meetings of the Executive Committee and the Board of Directors.
 - ii. Chair the Finance Committee, Nominating Committee, and Strategic Planning Task Force.
 - iii. Possess a willingness to share the responsibilities with the Board Chair in order to balance the burden.
 - iv. Be responsible for minutes at all Regular and Special Board meetings and Executive Committee meetings.
 - v. In the Chair's absence, represent the Foundation on the PASAE's Board of Directors.
 - vi. During years where there would be a strategic planning meeting, the Vice Chair/Secretary will lead all strategic planning activities, including ensuring that the Foundation is following its strategic plan; serving as the Chair of the Strategic Planning Task Force; and hosting a strategic planning session for the Board. These sessions will take place every three to five years (3-5) as needed.
 - vii. Upon direction of the Board Chair, perform such duties as are assigned.

- c. **TREASURER** shall
 - i. Be responsible for oversight of the books and records of the Foundation and the reporting thereon to the Board of Directors.

- ii. Serve as a member of the Finance Committee but not serving as its Chair.
 - iii. Be responsible for oversight of the Executive Director and/or Chief Financial Officer (CFO) regarding receipts and disbursements of the Foundation.
 - iv. Prepare and present quarterly and annual financial reports to the Executive Committee and Board of Directors, with assistance from the Executive Director and/or Chief Financial Officer (CFO).
 - v. Counsel the Executive Director and/or Chief Financial Officer (CFO) in the preparation of an annual budget for the upcoming calendar (fiscal) year, to be adopted no later than the final Regular Board meeting of the year.
 - vi. Upon direction of the Board Chair, perform such duties as are assigned.
- d. **EXECUTIVE DIRECTOR** shall serve as an Officer with additional duties as outlined in the Foundation's policies and procedures guide.

Section 2. Officer Elections.

At the final Regular Board meeting of each year, the Directors shall elect a any unfilled Officer position for the upcoming year.

Section 3. Executive Committee Duties & Responsibilities.

- a. The Executive Committee shall consist of, and be limited to, as a closed Committee, the Officers of the Foundation.
 - i. The Committee shall conduct the affairs of the Foundation in accordance with the Bylaws, policies, and instructions from the Board of Directors.
 - ii. The Committee shall oversee the management by the Foundation's staff and volunteers and the business and affairs of the Foundation.
 - iii. The Committee shall undertake such other matters as otherwise determined by or pursuant to resolutions or orders of the Board of Directors.
 - iv. All activities of the Executive Committee shall be reported to, and ratified by, the Board of Directors at their next regularly scheduled meeting.
 - v. The Committee shall meet upon the call of the Board Chair or any two (2) voting Members of the Committee. Official Notice of said meetings shall be given to all Members at least five (5) calendar days before the meeting.

The Board Chair, with the assistance of the Executive Committee, will set what will be included on the Executive Committee meeting agenda. Executive Committee meetings will be held at a time designated by the Board Chair or the Executive Committee and may be moved or cancelled by the Board Chair or upon the approval of the Executive Committee.

Section 7. 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 Regular 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.

Section 8. Officer Limitations.

No Officer of the Foundation, other than the Executive Director and/or Board Chair, shall represent the Foundation in favor of, or in opposition to, any project or policy without specific authorization of the Board of Directors.

Section 9. Emergency Powers.

During the continuation of an emergency, the Executive Committee will be authorized with all powers of the Board of Directors. In the event that there is no quorum for the Executive Committee, those from the Board who remain will serve, along with the remaining Executive Committee Members as an Emergency Management Committee. Daily operations of the Foundation will continue to be managed by the association management company, the Executive Director and/or the Emergency Management Committee in accordance with the Foundation's Bylaws and policies and procedures guide.

Section 10. Executive Committee Quorum.

An Executive Committee quorum is three (3) Officers.

ARTICLE VIII - COMMITTEES AND TASK FORCES

Section 1. Establishment, Composition, and Authority.

- a) The Board Chair may establish one (1) or more Committees or Task Forces and appoint their Chairs. The Board Chair may appoint such Committees, Task Forces, and their Chairs, as they deem necessary to carry out the programs of the Foundation. Appointments shall be at the will and pleasure of the Board Chair, and in no event shall exceed the term of the appointing Board Chair. Committees and Task Forces may be established or continued by the Board Chair, which will survive until the end of the Board Chair's term unless continued and/or re-established by the subsequent Board Chair. Unless listed specifically herein as a Standing Committee, all Committees and Task Forces are subject to this provision.
- b) Unless otherwise stipulated herein or by Board Policy, all Standing Committees & Task Forces, and Special Committees & Task Forces are open and therefore may be populated by any Member in good standing of the PASAE. Each body may limit the number of positions to its body, in which case the Board of Directors shall appoint candidates to serve in those positions.
- c) The Executive Director and Board Chair shall be ex-officio Members with full speaking privileges of all Boards, Committees, Task Forces, Divisions, and Subsidiaries of the Foundation. The Board Chair shall also have full voting privileges. The Executive Director shall not have voting privileges.

- d) Calling of Executive Session by a majority of Committee or Task Force Members present will cause the Executive Director and/or designated staff representative and guests to depart the meeting and cease recording of all minutes, audio, and/or written notes.
- e) With the exceptions of the Executive Committee, which is given limited governing powers herein, no other Committee or Task Force shall maintain its own depository accounts or make governing decisions for the Foundation.
- f) Recommendations to the Board of Directors from a Committee or Task Force, as long as it was properly voted upon and passed within that body, shall be accepted by the Board of Directors as a motion which shall not require a second to be discussed, deliberated, and eventually voted upon by the Board of Directors.
- g) The Board Chair may remove the Chair of any Committee or Task Force previously appointed by the Board Chair.

Section 2. Committee Purpose.

When the Board Chair or Board of Directors has an ongoing interest they want monitored, they may form a Committee for that purpose as per Section 1 Establishment, Composition, and Authority.

It shall be the function of the Committee to make investigations, conduct studies, to research, brainstorm, monitor, debate, present ideas & solutions, and to make recommendations to the Board of Directors. Any such Committee shall fulfill any initiatives assigned by the Board of Directors subject to Board approval.

Each Committee and shall be assigned a staff liaison by the Executive Director, which may be the Executive Director themselves, to assist in conducting the business of the Committee.

Section 3. Task Force Purpose.

When the Board Chair or Board of Directors has a specific task or tasks they want completed, they may form a Task Force for that purpose.

It shall be the function of the Task Force to make investigations, conduct studies, to research, brainstorm, monitor, debate, present ideas & solutions, and to make recommendations to the Board of Directors on the task-at-hand. Any such Task Force shall fulfill any initiatives assigned by the Board of Directors subject to Board approval.

Each Task Force shall be assigned a staff liaison by the Executive Director, which may be the Executive Director themselves, to assist in conducting the business of the Task Force.

Section 4. Committee and Task Force Limitations.

With the limited exceptions of the Executive Committee as defined herein, Committees or Task Forces shall not have any power or authority to:

- a) Fill vacancies on the Board of Directors;
- b) Adopt, amend or repeal these Bylaws or any policies;
- c) Amend or repeal any resolution of the Board;

- d) Act on matters committed by the Bylaws or by resolution of the Board of Directors to another Committee or Task Force;
- e) Financially bind or contract the Foundation; or
- f) Remove Officers.

Section 5. Committee and Task Force Meetings Quorum.

- a) CLOSED. Unless defined differently for a specific Committee or Task Force elsewhere in these Bylaws, a majority of the Members of a closed Committee or Task Force shall constitute a quorum for any meeting of said Committee or Task Force with a set number of Members, except when the Committee or Task Force shall have more than nine (9) Members, in which case five (5) Members shall constitute a quorum no matter its size.
- b) OPEN. When a Committee or Task Force is an open Committee or Task Force, with unspecified Members and an undetermined number of Members, three (3) Members shall constitute a quorum.

Section 6. Standing Committees and Task Forces.

- a) Permanent Committees shall be considered Standing in the Foundation. Neither the Board Chair nor the Board of Directors shall establish, alter, or disband Standing Committees unless done by undergoing the Bylaws amendment process.
- b) The following are Standing Committees of the Foundation:
 - Executive Committee
 - Finance Committee
 - Nominating Committee

Section 7. Executive Committee.

The Executive Committee shall be a closed Committee with additional duties as described in the Officers section of the Bylaws.

Section 8. Finance Committee.

The Finance Committee shall be a closed Committee consisting of the Board Chair, Vice Chair/Secretary, and Treasurer,. The Vice Chair/Secretary serves as the Chair of the Finance Committee and may appoint two (2) members of the Committee.

The 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 Finance 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 (CPA) to compile, review, or audit the Foundation's finances and records in such form as the Committee desires.

In addition, the Committee is responsible for the following:

- a) Overseeing the work of an outside accounting firm or auditing firm, if engaged;
- b) Meeting with the accountants or auditors to review the preliminary and final report or audit;
- c) Receiving, reviewing and preparing responses to management letter for adoption by the Board of Directors; and
- d) Providing a recommendation for handling the oversight of the following types of matters when appropriate:
 - i. Assuring procedures for receipt, retention, and treatment of complaints regarding at least questionable accounting or auditing matters;
 - ii. Assuring that the Foundation is able to receive and respond to anonymous complaints from within or without the organization;
 - iii. Assuring that a conflict of interest policy is in place and performing reviews of conflicts;
 - iv. Receiving all reported improprieties;
 - v. Protecting whistleblowers; and
 - vi. Approving in advance any non-audit work performed by the auditing firm.

All members of the Finance 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. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

Section 9. Nominating Committee.

The preferred makeup of the Nominating Committee, which is a closed committee, would include two (2) Foundation Directors appointed by the Board Chair and two (2) PASAE Members, non-Foundation Directors, also appointed by the Board Chair. In instances where this may not be possible, the Board of Directors and staff will issue a call for nominations and review submissions for the Board to then take a vote on those submissions. The Nominating Committee shall be chaired by the Vice Chair/Secretary, who will oversee all aspects of the nominations process. The Nominating Committee is responsible for nominating candidates for all vacancies. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

ARTICLE IX - FINANCES

Section 1. Fiscal Year.

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

Section 2. Signatory Authorization.

The Executive Director shall have full signatory authority on all depository accounts and debt instruments, which may be delegated to a Chief Financial Officer (CFO). In the absence or unavailability of the Executive Director or CFO, the following officers of the Foundation shall have the authority to sign checks, drafts, and/or other orders for the payment of money, and on behalf of, the Foundation in the following order: Board Chair, Vice Chair/Secretary, and Treasurer.

Section 3. Annual Budget.

The Foundation Executive Director or CFO shall present to the current Treasurer, a budget, based on the needs and allocations of the strategic plan, the past year, and the future needs of the Foundation. The Treasurer shall present a draft budget, with the assistance of the Executive Director or CFO, to the Executive Committee for review, no later than October 1.

- a) It shall include all divisions, income, expenses, projected programs/events and operational costs.
- b) It shall be approved as soon as possible by the Board, but no later than the first regular Board meeting of the year for which the budget was established.

When approved, with or without necessary modifications, the budget shall become the appropriation measure of the Foundation.

Section 4. Dissolution.

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 to PASAE, 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.

Refer to the Foundation's Financial Management Policy for further details regarding overall management of the Foundation's finances.

ARTICLE X - INDEMNIFICATION

Section 1. Indemnification: 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:

- a) The responsibility or liability of such Director pursuant to any criminal statute, or
- b) 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.

Section 2. Indemnification: General

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 they, or a person of whom they are 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 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 their rights 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.

- a) Notwithstanding the foregoing, 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, Executive Committee, or the Executive Director.
- b) 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 they are not entitled to be indemnified by the Foundation under this Section or otherwise.

Section 3. Right to Indemnification.

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 XI – RULES OF PROCEDURE

All Board of Directors, Committee, and Task Force meetings will be conducted in an orderly and business-like manner. *Robert's Rule of Order*, the most current published, published by Perseus Book Group, including small group rules, shall govern the meetings of the Foundation in all cases in which it is not inconsistent with statute, regulations, or Foundation Bylaws or Policies.

ARTICLE XII – AMENDMENTS

Section 1. Process of Amending.

These Bylaws may be amended only upon a vote of two-thirds (2/3s) of the Directors entitled to vote at a duly called Regular or Special Meeting. The proposed changes must be circulated in writing at least fourteen (14) calendar days prior to final action in accordance with Article XII Official Notices.

Section 2. Effect of Amending.

The amendments shall take effect immediately following the meeting acted upon unless explicitly stated otherwise and specifically stating the future date or conditions upon which the amendments will take effect.

Section 3. Amendment Restrictions.

Notwithstanding the foregoing authority in Section 1 Processing of Amending, the Foundation shall not, in any event or for any purpose, adopt any amendment to these Bylaws inconsistent with any then applicable state or federal laws.