

PENNSYLVANIA ASSOCIATION OF NONPROFIT ORGANIZATIONS

PANO

A Pennsylvania Nonprofit Corporation

BY LAWS

Adopted - October 22, 1996
PANO Annual Meeting – Grantville
Amended – April 26, 2001
PANO Board Meeting - Harrisburg

ARTICLE I - PURPOSES

1.1 The purposes of the organization are set forth in the Articles of Incorporation.

ARTICLE II - OFFICE

2.1 The registered office of the Corporation shall be at such location in Pennsylvania as the Board may from time to time determine.

2.2 The Corporation may also have offices at such other places as the Board may select and the business of the Corporation may require.

ARTICLE III - MEMBERS

3.1 Qualifications. Members shall have the following qualifications:

(a) Be a corporation, unincorporated association, trust, or other entity described in Sections 501(c) (3) or 501(c) (4) of the Internal Revenue Code of 1986 as amended (the “Code”) (or any successor sections), or a trade association described in Section 501(c) (6) of the Code whose members are primarily organizations described in Sections 501(c) (3) or 501(c) (4) of the Code.

(b) Have a principal office or carry on substantial activities in the Commonwealth of Pennsylvania.

(c) Meet such other qualifications as may be set forth time-to-time by the Board of Directors. PANO shall seek membership from the widest possible range of charitable organizations.

3.2 Membership Fees. The Directors may establish dues and initiation fees from time to time.

3.3 Election to Membership. The Board shall establish procedures from time to time to admit applicants to the membership.

3.4 Annual Meetings. The annual meeting of the members shall be held as determined by the Board. At the annual meeting, the members shall elect directors and transact such other business as may be properly brought before the meeting.

3.5 Special Meetings. Special meetings of the membership shall be called by the Board or at the written request of ten percent (10%) of the membership. At least ten (10) days notice stating the time, place and purpose of any special meeting shall be given to the members entitled to participate.

3.6 Quorum. Those members present at a meeting shall constitute a quorum for the transaction of business at the meeting.

3.7 Voting by Proxy. Any absent member eligible to vote at any meeting of the members may be represented and may vote at such a meeting by proxy authorized in writing. Such written authorization must specify the matter or matters with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Secretary of the Corporation.

3.8 Expulsion from Membership. Any member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of two-thirds (2/3) of all members of the Board of Directors at a meeting of the Board, provided that written notice of the intention to expel and reasons therefore have been provided to the member. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Notwithstanding the foregoing, the Board may establish a procedure for terminating the membership, without the opportunity to be heard, if any member fails to pay current dues.

3.9 Other Memberships. The Board may create additional classes of members, such as Associate Members or Honorary Members, as it sees fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988 (the "Act").

ARTICLE IV - SEAL

4.1 The Corporate Seal shall be in a circular form and shall bear the name of the Corporation and the words "Corporate Seal, Pennsylvania 1984".

ARTICLE V - BOARD OF DIRECTORS

5.1 Management. The Board of Directors shall manage the business and affairs of the Corporation. The powers of the Corporation shall be exercised by the Board except as otherwise authorized by statute, these Bylaws or a resolution duly adopted by the Board.

5.2 Qualifications of the Board of Directors. Each Director shall be an individual of full age who need not be a resident of Pennsylvania. A majority of the Board shall be representatives of members.

5.3 Number of Directors. The Board shall consist of not less than ten (10) nor more than thirty (30) persons, the exact number of which shall be fixed from time to time by the Board of Directors.

5.4 Election and Terms of Office. Directors shall be elected by the members at the annual meeting of members and shall serve three-year staggered terms, an approximately equal number of which shall expire each year. Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

5.5 Removal of Directors. Any Director may be removed from office for cause by a vote of a majority of all other Directors at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need to be followed.

5.6 Quorum. The presence in person of a majority of the Directors of the Corporation

shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at the meeting at which a quorum is present shall, unless otherwise specifically provided by law or by the Articles of Incorporation, be the acts of the Board of Directors.

5.7 Unanimous Consent of Directors in Lieu of Meeting. Any action, which may be taken at a meeting of the Board, 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 shall be filed with the Secretary of the Corporation.

5.8 Voting Rights. Every Director shall be entitled to one vote in person.

5.9 Annual Meeting. The annual meeting of the Board shall be held not more than thirty (30) days after the annual meeting of the members.

5.10 Regular Meetings. Regular meetings of the Board shall be held at least quarterly and as otherwise determined by the Board.

5.11 Special Meetings. Special meetings of the Board may be called by the President or by one-third (1/3) of the Board at any time. At least ten (10) days notice stating the time, place and purpose of any special meeting shall be given to members of the Board.

5.12 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

5.13 Telephonic Conferencing. One or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section 5.13 shall constitute presence in person at the meeting.

ARTICLE VI - COMMITTEES

6.1 Executive Committee. The Executive Committee shall have the power to act on behalf of the Board of Directors between meetings of the Board in case of emergency, and shall have such other powers and functions as may be delegated to it from time to time by the Board of Directors. The Executive Committee shall consist of the President, any Vice President, Secretary, Treasurer, and one or more other Directors, appointed by the President, the exact number of which is to be determined by the Board of Directors, to serve one (1) year conterminously with the Officers.

6.2 Other Committees. The Board may, by adoption of a resolution, establish one (1) or more other committees to consist of one (1) or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution by the Board.
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another Committee of the Board.

ARTICLE VII - OFFICERS

7.1 Number and Qualifications of Officers. The Officers of the Corporation shall include a President, one or more Vice Presidents, a Secretary and a Treasurer and such other officers whose positions shall be created from time to time by the Board. A person may hold more than one

office except that the same person may not be President and Secretary.

7.2 Election and Term of Office. Officers shall be elected by the Board from among the members of the Board at the annual meeting of the Board and shall serve for a term of one (1) year and until their successors are elected and qualified. Officers may be elected for consecutive terms.

7.3 Duties. The duties of the Officers shall include the following:

(a) The President shall preside at all meetings of the members, Directors and Executive Committee; shall generally supervise of the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee. The President shall appoint members of all committees that are created by the Board.

(b) A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate.

(c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the members; shall assure that appropriate notice is given for all meetings of the Board and members; and shall perform such other duties as may be prescribed by the Board or by the President.

(d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the members; and shall perform such other duties as may be prescribed by the Board or by the President.

7.4 Removal of Officers. The Board may remove any Officer or agent whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

ARTICLE VIII - VACANCIES

8.1 Resignations. Any member, Director or officer may resign such position at any time by written notice to the Board. Such resignation shall take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation. Acceptance by the Board shall not be required to make a resignation effective.

8.2 Filling Vacancies. If the position of any Director or officer becomes vacant, by an increase in the number of Directors or officers, or by reason of death, resignation, disqualification or otherwise, the remaining Directors may choose a successor or successors who shall hold office for the unexpired term.

ARTICLE IX - MEETINGS AND NOTICE

9.1 Place and Meetings. Meetings may be held at such place within or without Pennsylvania as the Board may from time to time determine.

9.2 Notice. Notice may be given to any person either (a) personally, (b) by sending a copy thereof by first class mail, or by electronic transmission to the address appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice by such a person, or (c) by telephone. If the notice is sent by mail or electronic transmission, it shall be deemed to have been given when deposited in the mail or transmitted. Such notice will specify the place, day and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted.

9.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X - INDEMNIFICATION

10.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take action, unless:

(a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successors acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, the foregoing provision shall not apply to:

(i) the responsibility or liability of a 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.

10.2 Indemnifications. The Corporation shall indemnify any officer or Director who was or is a party or is threatened to be made a party to 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 Corporation) by reason of the fact that such person is or was a representative of the Corporation, against expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect to any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

10.3 Procedures. Unless ordered by a court, any indemnification under Section 10.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the action or proceeding;

(2) if such quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or

(3) by the members.

10.4 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall be ultimately be determined that such person is not entitled to be indemnified by the Corporation.

10.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to the Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

10.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE XI - AMENDMENTS

11.1 The Articles of Incorporation or Bylaws of the Corporation may be amended by a majority vote of those members present at any duly convened meeting of members after notice of such purpose has been given.

11.2 The Bylaws may be amended, to the extent not prohibited by law, by a majority vote of all Directors in office at any duly convened annual, regular or special meeting of Directors after notice of such purpose.

ARTICLE XII - MISCELLANEOUS

12.1 Fiscal Year. The Board shall determine the fiscal year of the Corporation.

12.2 The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefore.

Adopted: October 22, 1996

Amended: April 26, 2001