



PENNSYLVANIA ASSOCIATION OF SCHOOL ADMINISTRATORS BYLAWS

as approved by the PASA Board of Governors on September 10, 2020 and approved by voting members by online ballot on November 11, 2020

ARTICLE I -- General Provisions

Section 101. Name

The name of this association is the "Pennsylvania Association of School Administrators," a Pennsylvania nonprofit corporation, which is also referred to as "PASA."

Section 102. Purpose

PASA is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purposes: to promote the general educational welfare of the people of the Commonwealth, to evaluate and propose desirable educational legislation, to protect and advance the interests of its members, to foster professional growth, to advance public education and educational standards in our schools, and to establish and maintain cooperative relationships among all organizations and agencies affecting education.

Section 103. Office

- A. The registered office of PASA shall be at such location in Pennsylvania as the Board of Governors may from time to time determine.
- B. PASA may also have offices at such other places as the Board of Governors may select and the business of PASA may require.

Section 104. Organizational Structure

- A. The Pennsylvania Association of School Administrators is a professional organization that recognizes its leadership commitment to public education and realizes that in many cases its interests will be the same as other educational

organizations. It desires to maintain a close liaison with other allied groups interested in public education. It is, however, a separate organization and when its role requires, it will act independently.

- B. PASA shall be organized and governed as set forth in the following Bylaws.
- C. For the organization of PASA, the Commonwealth of Pennsylvania is divided into PASA regions that conform to the boundaries of Pennsylvania's intermediate units. Each PASA region shall elect a member to the Board of Governors in conformity with these PASA Bylaws. The Board of Governors' member from each region shall assume leadership for PASA activities in that region.
- D. Each PASA region is encouraged to hold its own regular meetings throughout the year, which may be during the periodic Superintendent Advisory Council meetings at the intermediate unit and/or at other times and venues upon notification to PASA voting members of that region.

Section 105. Fiscal Year

The PASA Board of Governors shall determine the fiscal year of PASA.

Section 106. Corporate Seal

PASA shall have a corporate seal in the form of a circle containing its name, the year 1971, and such other details as may be approved by the Board of Governors.

ARTICLE II -- Membership

Section 201. Voting Member Classifications

- A. **Commissioned Officers:** commissioned officers in the Commonwealth of Pennsylvania, including school district superintendents, school district assistant superintendents, intermediate unit executive directors, and intermediate unit assistant executive directors.
- B. **Small School District Leaders:** commissioned officers in Pennsylvania school districts with fewer than three hundred fifty (350) students.

Section 202. Non-Voting Member Classifications

- A. **Central Office Administrators:** Pennsylvania school district, intermediate unit, and charter school central office administrators, including cabinet members who are not commissioned officers; acting superintendents; and substitute superintendents.

- B. **Associate Members:** Pennsylvania school district, intermediate unit, and charter school building-level administrators.
- C. **Professors:** Pennsylvania full-time professors of educational administration or supervision who are not currently employed as an administrator in a Pennsylvania public school entity.
- D. **Aspiring Members:** Pennsylvania teachers, graduate students, counselors and others who are employed in non-administrative positions in Pennsylvania public school entities and who are pursuing a career as a Pennsylvania public school administrator.
- E. **Retired Administrators:** former administrators who have retired or otherwise moved on from Pennsylvania public school service and are no longer employed by a Pennsylvania public school entity.

Section 203. Membership Admission Procedure

- A. Those persons eligible for PASA membership as defined in Sections 201 and 202 become members upon payment of their annual dues. They shall continue as PASA members as long as they meet the eligibility requirements in Sections 201 and 202 and have paid their annual dues in accordance with provisions stated in these Bylaws.
- B. The PASA Board of Governors shall have the power to review and determine the eligibility of all applicants for PASA membership, except that no individual may be denied membership on the basis of race, color, religion, creed, national origin, ethnicity, sex, sexual orientation, gender, gender identity and expression, age, disability, marital status, protected veteran status, or other protected classes under the law.

Section 204. Rights and Privileges of Membership

The rights and privileges of PASA members are determined by these Bylaws and by the PASA Board of Governors, as follows:

- A. Commissioned Officers and Small School District Leaders are entitled to all rights and privileges of PASA, including:
 - (1) voting;
 - (2) eligibility to hold office on the Board of Governors and/or as an officer of PASA as President, President-Elect/Secretary, Immediate Past President, and/or Treasurer in accordance with these Bylaws; and

(3) eligibility to serve on PASA committees and PASA caucuses in accordance with these Bylaws.

- B. Central Office Administrators, Associate Members and Professors are eligible to serve on PASA committees and PASA caucuses in accordance with these Bylaws but do not have the right to vote and are not eligible to hold office on the Board of Governors or as an officer of PASA.
- C. Aspiring Members and Retired Administrators are eligible to serve on PASA caucuses in accordance with these Bylaws but are not eligible to serve on PASA committees; do not have the right to vote; and are not eligible to hold office on the Board of Governors or as an officer of PASA.
- D. The PASA Board of Governors by resolution may provide additional rights and privileges of PASA membership, which may be limited by membership classification, in accordance with law, the PASA Articles of Incorporation, and these Bylaws.

Section 205. Resignation and Termination of Membership

- A. A member may resign and terminate PASA membership at any time by submitting his or her written resignation and termination of membership, which shall be effective upon receipt at PASA headquarters unless some later time is fixed in the resignation. Acceptance by the Board of Governors shall not be required to make a resignation effective.
- B. PASA may terminate any member's PASA membership, without the assignment of any cause, upon an affirmative vote of two-thirds (2/3) of all members of the Board of Governors at a meeting of the Board, provided that written notice of the intention to terminate membership and reasons therefore have been provided to the member. No member shall have his or her membership terminated without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- C. Notwithstanding the foregoing, PASA staff may automatically terminate the PASA membership of a member in default in the payment of any dues, fees, or other monetary obligation to PASA at any time after 60 days' written notice that such action will be taken if the nonpayment continues, and the member fails to pay the current dues, fees or other monetary obligation to PASA.

ARTICLE III -- Membership Year and Dues

Section 301. Membership Year

The PASA membership year and corresponding dues year shall coincide with the PASA fiscal year.

Section 302. PASA Membership Dues

The PASA Board of Governors shall determine the annual membership dues for all membership classifications, including voting and non-voting membership classifications.

Section 303. PASA Caucus Dues

The PASA Board of Governors shall determine the membership dues, if any, for PASA caucus membership after consultation with the PASA caucus officers.

Section 304. Payment of Dues

All dues shall be payable annually in advance of the 1st day of the PASA fiscal year, in such amounts and according to such classifications of membership, or otherwise, as the Board of Governors shall determine.

Section 305. Caucus and Committee Disbursements

Appropriations may be made by the PASA Board of Governors for the separate use of any caucus or committee. Funds so appropriated shall be kept with the other funds of PASA, to be disbursed upon requisition by the chairperson or such other officer or officers of the caucus or committee as may be authorized to do so by the bylaws of the caucus or by the chairperson of a committee which has no applicable bylaws. The financial responsibility of PASA to any caucus or committee shall be limited to such appropriations as are made to it and shall cease upon full payment thereof. Unexpended balances of such appropriations shall revert to the treasury of PASA at the end of the fiscal year.

Article IV – Board of Governors

Section 401. Authority of Board of Governors

The Board of Governors shall manage the business and affairs of PASA. The powers of PASA shall be exercised by the Board of Governors except as otherwise authorized or limited by law, these Bylaws, or a resolution duly adopted by the Board of Governors.

Section 402. Composition of Board of Governors

- A. The Board of Governors shall be composed of the following voting members of PASA:
- President;
 - President-Elect/Secretary;
 - Immediate Past President;
 - Treasurer;
 - regional representative from each PASA region;
 - chairperson of each PASA committee;
 - President or designee of each PASA caucus;
 - PASA representatives to the AASA Executive Board and AASA Governing Board; and
 - one PASA representative from each organization affiliated with PASA, such as the Pennsylvania Interscholastic Athletic Association (PIAA), EasyProcure and Pennsylvania Local Government Investment Trust (PLGIT) selected in accordance with these Bylaws.
- B. The PASA Executive Director will serve as an ex officio, non-voting member of the Board of Governors.

Section 403. Qualification of Governors

Each governor shall be a voting member of PASA. In the event a governor loses eligibility status for PASA voting membership (e.g., retirement, loss of eligible position), at such time the individual shall no longer be eligible to serve on the Board of Governors and such vacancy shall be filled in accordance with these Bylaws.

Section 404. Term and Selection of Governors and Officers

- A. PASA officers (President, President-Elect/Secretary, Immediate Past President, and Treasurer) shall be elected and serve on the Board of Governors in accordance with Articles V and VI of these Bylaws.
- B. PASA regional representatives shall serve for a term of three years with, as nearly as possible, one-third of PASA regional representatives being elected each year. Each PASA region shall elect its regional representative from the PASA voting members from that region. In the event a region does not elect a regional representative to the PASA Board of Governors, after thirty (30) days' notice to the PASA voting members of that region, the Board of Governors may appoint a regional representative from the PASA voting members from that region, by an affirmative vote of a majority of governors in attendance at any duly convened regular or special meeting of the Board of Governors.

- C. PASA representatives to affiliated organizations such as the Pennsylvania Interscholastic Athletic Association (PIAA), EasyProcure, Pennsylvania Local Government Investment Trust (PLGIT) and all other PASA positions on boards of organizations affiliated with PASA, shall serve for a term of three years and shall be selected by the majority vote of the Board of Governors from among those voting members who indicate, through a written request, that they wish to be considered for the position. The Board of Governors shall also designate, by affirmative majority vote, one representative from each such organization to serve on the Board of Governors. The President shall notify all voting members when vacancies occur.
- D. All other Board of Governors members shall be identified annually and serve terms as identified by their respective appointments as representatives to committees and caucuses or as otherwise appointed by the Board of Governors in accordance with these Bylaws.

Section 405. Governor Voting Rights

Each member of the Board of Governors shall have just one vote, regardless of the number of positions represented by the member on the Board of Governors.

Section 406. Board of Governors Meetings

The Board of Governors shall hold at least four meetings annually, one of which may be at the annual meeting of PASA in accordance with these Bylaws. The President may call special meetings at any time. However, he or she shall call a special meeting whenever so requested by one-third of the Board of Governors Members.

Section 407. Resignation and Removal of Governors

- A. Any governor may resign from office at any time by submitting his or her written resignation, which shall be effective upon receipt at PASA headquarters, unless some later time is fixed in the resignation. Acceptance by the Board of Governors shall not be required to make a resignation effective.
- B. The Board of Governors may remove any governor elected or appointed to the office whenever in its judgment the best interests of PASA will be served thereby, upon an affirmative vote of two-thirds (2/3) of all other governors at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of a governor has been included in the notice of the meeting and that written notice of the intention to remove the governor and reasons therefore have been provided to the governor. No governor shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 408. Quorum

The presence in person of a majority of the PASA governors shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the governors present at such meeting at which a quorum is present shall be the acts of the PASA Board of Governors, unless otherwise specifically provided or restricted by law, PASA's Articles of Incorporation, or these Bylaws.

Section 409. Unanimous Consent of Governors in Lieu of Meeting

Any action which may be taken at a meeting of the Board of Governors 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 governors in office and such written unanimous consent shall be submitted to the President-Elect/Secretary of PASA.

Section 410. Board of Governors Meetings by Video or Telephonic Conferencing

Upon designation by the President, a meeting of the Board of Governors may be held by video or telephone conference or similar communication by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE V – Officers and Executive Director

Section 501. Number and Qualifications of Officers

The officers of PASA shall be President, President-Elect/Secretary, Immediate Past President, and Treasurer. Officers shall be PASA voting members and qualified to hold office in accordance with these Bylaws.

Section 502. Election and Term of Office

The retiring President shall become the Immediate Past President. The President-Elect/Secretary shall become the President at the conclusion of the President's term. Other officers shall be elected by the PASA voting members in accordance with these Bylaws. Terms of office shall operate concurrently with the PASA fiscal year and shall be for one year. No officer shall hold the same office for more than two consecutive years with the exception of the Treasurer, who may continue in office for successive terms upon election in accordance with these Bylaws and until his/her successor is elected and qualified.

Section 503. Vacancies

Should the office of President become vacant, the President-Elect/Secretary shall succeed to the office of President. Should the office of Immediate Past President become vacant, the President shall appoint a former PASA officer, if possible, to fill the vacancy through the end of the PASA fiscal year. Any other vacancies, which may occur during the fiscal year in the office of the President-Elect/Secretary, Treasurer, or among the membership of the Board of Governors, shall be filled by affirmative majority vote of the Board of Governors. The person or persons so appointed shall serve until the end of the PASA fiscal year, at which time any vacancies shall be filled according to the election procedure outlined in these Bylaws.

Section 504. Duties

The duties of the officers shall include the following:

- (1) **President.** The PASA President shall perform all duties incident to the office of President and such other duties as may be required by law, PASA's Articles of Incorporation, these Bylaws and such other duties as may be prescribed from time to time by the Board of Governors. The President shall preside at all meetings of the PASA members, Board of Governors and Executive Committee. The President shall be an ex-officio non-voting member of every PASA caucus and committee. The President shall appoint members and chairpersons of all committees that are created by the Board of Governors in accordance with these Bylaws.
- (2) **President-Elect/Secretary.** The President-Elect/Secretary shall perform all duties of the President in the absence or unavailability of the President. The President-Elect/Secretary shall assure that minutes are prepared and maintained for all meetings of the Board of Governors and PASA members; shall assure that appropriate notice is given for all meetings of the Board of Governors and PASA members as required by law and these Bylaws; shall be the custodian of the PASA corporate records; and generally, shall perform all other duties as may be required by law, PASA's Articles of Incorporation, these Bylaws, and as may be assigned from time to time by the Board of Governors or as the President may delegate in accordance with these Bylaws. The President-Elect/Secretary shall be the chairperson of the Advocacy Committee.
- (3) **Immediate Past President.** The Immediate Past President shall have such powers and perform such duties as the Board of Governors may prescribe or as the President may delegate in accordance with these Bylaws. The Immediate Past President shall be the chairperson of the Membership Committee.
- (4) **Treasurer.** The Treasurer shall oversee and supervise the financial business of PASA; shall assure that accurate accounts of the receipts and disbursements of

PASA are maintained; and shall cause financial reports to be provided to the Board of Governors as required by law, these Bylaws, and as required by the Board of Directors. The Treasurer shall be the chairperson of the Audit Committee and, generally, shall perform all other duties as may be required by law, the Articles of Incorporation, these Bylaws, and as may be assigned from time to time by the Board of Governors.

Section 505. Removal of Officers

The Board of Governors may remove any officer elected or appointed to the office whenever in its judgment the best interests of PASA will be served thereby, upon an affirmative vote of two-thirds (2/3) of all other governors at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of an officer has been included in the notice of the meeting and that written notice of the intention to remove the officer and reasons therefore have been provided to the officer. No officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 506. Executive Director

The Executive Director shall be elected by the Board of Governors and shall serve as the executive officer of PASA. The Executive Director shall administer PASA's affairs, including but not limited to its facilities and staff, in accordance with policies adopted by the Board of Governors and subject to the direction of the Board of Governors, the Executive Committee and the President. The duties of the Executive Director shall be defined in the job description for the position of Executive Director as approved by the Board of Governors. The Executive Director shall be an ex officio, non-voting member of the Board of Governors, the Executive Committee, and all PASA caucuses and committees. Any administrative function of an officer of PASA may be delegated to and performed by or under the direction of the Executive Director. The Board of Governors shall consider and approve or disapprove the Executive Director's retention, as well as the Executive Director's employment contract and any renewal or extension thereof.

ARTICLE VI – Elections

A. Election of Officers

Section 601. The Elections Committee shall provide oversight of the entire election process for all PASA officers. The Elections Committee will (1) verify the eligibility of all candidates and (2) oversee the balloting procedures for nomination and election of officers in accordance with these Bylaws.

Section 602. To be eligible to hold office, a candidate for PASA officer shall:

- (1) Have been a paid voting member of PASA at the Commissioned Officer or Small School District Leader for at least three (3) years prior to the start of the fiscal year in which the election takes place.
- (2) Obtain and submit to PASA headquarters a nominating petition containing the endorsement of a total of at least twenty (20) voting members from a combination of no less than two (2) PASA regions including the candidate's own region, not later than the date scheduled for such nominating petitions by the Elections Committee.

Section 603. The election ballot shall list names of the persons who are properly nominated and eligible to serve as President-Elect/Secretary and Treasurer as verified by the Elections Committee in accordance with these Bylaws. Voting members shall make one choice for each office.

The election ballot shall be provided to voting members in accordance with the schedule established for elections by the Elections Committee. Voting members must vote so that their ballot is received at PASA headquarters before the close of business on the date scheduled for such by the Elections Committee in accordance with these Bylaws.

Each eligible candidate who chooses to distribute literature in support of his or her candidacy shall submit electronic copies to the Elections Committee for review and approval, not later than the date scheduled for such by the Elections Committee. If such literature is approved by the Elections Committee, the Executive Director will arrange for one message with approved literature from all candidates to be disseminated to PASA voting members prior to the balloting for election.

The person receiving the highest number of votes for the offices of President-Elect/Secretary and Treasurer shall be declared elected. In case of a tie, the Elections Committee shall determine, by lot, which candidate shall be declared elected.

The Elections Committee shall officially certify the results of the election to PASA at the next meeting of the Board of Governors.

B. Election of Representatives to the AASA Governing Board and AASA Executive Board

Section 604. PASA has been designated by the American Association of School Administrators as the Chartered State Affiliate for Pennsylvania.

Section 605. The Elections Committee shall provide oversight of the entire election process, including the procedures for balloting and selection of representatives to the AASA Executive Board and AASA Governing Board.

Section 606. The election of PASA representatives to the AASA Governing Board and the AASA Executive Board must be conducted in accordance with regulations and policy established by AASA and may include additional qualifying criteria as approved by the PASA Board of Governors.

ARTICLE VII – Association Meetings

Section 701. Annual Meeting

There shall be an annual meeting of PASA members. The date and place for this meeting shall be determined by the Board of Governors. Other meetings of PASA members may be held subject to the call of the President.

Section 702. Parliamentary Authority

The meetings of PASA, its Board of Governors, and of all its committees and caucuses shall be governed by the most recently published edition of Robert's Rules of Order on all questions of procedure not specifically stated in these Bylaws, as far as applicable.

ARTICLE VIII – Committees

Section 802. Executive Committee

The PASA Executive Committee shall be composed of the President, President-Elect/Secretary, Immediate Past-President, and Treasurer. The Executive Director shall serve as an ex officio, nonvoting member of the Executive Committee. The President shall act as chairperson of the Executive Committee. The Executive Committee shall handle all administrative matters of PASA, shall have the power to act on behalf of the Board of Directors between meetings of the Board in case of emergency, shall carry out the directives of the Board of Governors, and shall have such other powers and functions as may be delegated to it from time to time by resolution of the Board of Governors in accordance with law and these Bylaws.

Section 803. Audit Committee

The Audit Committee shall be composed of at least three voting members appointed by the PASA President annually. The Treasurer shall serve as the chairperson of the Audit Committee. The Audit Committee shall (a) conduct an on-going review of the financial activities of PASA; (b) review all financial statements, (c) review internal controls; (d)

regularly report to the Board of Governors on the financial status of PASA; (e) ensure that an audit shall be made annually of the accounting records of PASA by an independent accountant(s); (f) review the annual audit report and report its findings to the Board; and (g) provide a copy of the audit report to each member of the Board of Governors.

Section 804. Elections Committee

The Elections Committee shall be composed of at least nine voting members appointed by the PASA President for three-year terms in such a manner that as nearly as possible, three positions are appointed each fiscal year. The Elections Committee shall be responsible for providing oversight of the entire procedure for balloting and selection of PASA officers and delegates to the AASA Governing Board and AASA Executive Board as provided in Article VI of these Bylaws. The Elections Committee is also responsible for hearing and resolving any complaints or appeals regarding results of any PASA election. The PASA President shall name a voting member to serve as the chairperson of the Elections Committee.

Section 805. Standing Statewide Committees

Standing statewide committee members shall be elected by each region at the same time, in the same manner and for the same term as regional representatives to the Board of Governors are elected. The regional representative to the Board of Governors shall serve as the regional representative to the Membership Committee and may serve as the regional representative to other standing statewide committees. In the event a region does not elect a regional representative to a PASA statewide committee(s), after thirty (30) days' notice to the PASA members of that region, the President of PASA shall select a regional member for the standing statewide committee(s). The President of PASA shall name a voting member to serve as the chairperson of each standing statewide committees unless otherwise designated by these Bylaws. Standing statewide committees shall be:

A. Legislative Committee (chairperson selected by the President annually)

The Legislative Committee shall study and make recommendations to PASA regarding legislation and regulations important to public education and affecting PASA. The Legislative Committee, in cooperation with the Executive Director and PASA staff, shall monitor such legislation and regulations throughout the legislative and regulatory process. The Legislative Committee shall utilize the Statement of PASA Advocacy Priorities when formulating its position on legislative and regulatory issues.

B. Membership Committee (Immediate Past President to serve as chairperson)

The Membership Committee shall consist of the regional representatives to the Board of Governors. The Membership Committee shall review and make recommendations to PASA, as appropriate, regarding all aspects of PASA membership, including classifications and categories of membership, rights and privileges of membership, and membership dues. The Membership Committee shall assist the Executive Director in conducting the annual membership renewal campaign and in seeking new members, and shall also encourage and promote membership in PASA.

C. Advocacy Committee (*Formerly the Resolutions Committee*) (President-Elect to serve as chairperson)

The Advocacy Committee shall be responsible for informing and encouraging the PASA membership to submit for consideration issues of high concern and/or recommendation for changes to the Statement of PASA Advocacy Priorities. The Advocacy Committee shall prepare an annual Statement of PASA Advocacy Priorities and distribute a copy of the proposed Statement of PASA Advocacy Priorities to PASA membership prior to PASA's annual meeting. Action to approve the proposed Statement of PASA Advocacy Priorities shall be taken by the voting members in attendance at the PASA annual meeting.

Section 806. Other Committees

The Board of Governors may, by adoption of a resolution, establish one or more other committees to consist of one or more eligible members of PASA. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers and authority designated to it by the Board of Governors, except that no committee shall have any power or authority as to the following:

- (1) the filling of vacancies on the Board;
- (2) the adoption, amendment or repeal of the Bylaws;
- (3) the amendment or repeal of any resolution by the Board; or
- (4) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

ARTICLE IX – PASA Caucuses

Section 901. Established PASA Caucuses

Established PASA caucuses include the PASA Women's Caucus and the Pennsylvania League of Urban Schools Caucus of PASA and other caucuses established and approved in accordance with these Bylaws.

Section 902. Establishment of Caucuses

The Board of Governors may establish PASA caucuses to serve the unique and focused interests of its members pursuant to the following criteria:

- (1) the PASA caucus's purpose must be consistent with the purpose of PASA in accordance with these Bylaws;
- (2) the members of the PASA caucus must be members of PASA; and
- (3) the PASA caucus must represent an identifiable public education administration community of interest within the PASA membership.

Section 903. Application for Caucus Status

An application for caucus status must be submitted to the Board of Governors for approval. Each application must be in writing, supported by at least ten (10) voting members of PASA, describing the unique and focused interest served by the caucus and how that purpose is consistent with the general purposes and policies of PASA. The application must also describe criteria for membership in the caucus, the organizational structure of the caucus (i.e. officers, special membership requirements, if any, and proposed dues, if any), the services the caucus would offer, and the services anticipated from the PASA staff.

Section 904. Approval Process

The PASA Board of Governors shall establish a PASA caucus upon an affirmative vote of two-thirds (2/3) of all other governors at a regular or special meeting of the Board of Governors, provided that written notice of the intention to consider the application for the establishment of a PASA caucus has been included in the notice of the meeting.

Section 905. PASA Caucus Privileges

Once approved by the PASA Board of Governors, each PASA caucus is entitled to representation by a PASA voting member on the PASA Board of Governors in accordance with these Bylaws, and is able to offer, under PASA auspices, special workshops and conferences upon approval of such by the Board of Governors.

Section 906. PASA Caucus Management

Each PASA caucus may elect its own officers and develop bylaws for the management and operation of the PASA caucus, provided that any caucus bylaws, and amendments to caucus bylaws, must be approved by a resolution of the PASA Board of Governors.

Section 907. PASA Caucus Dissolution

The PASA Board of Governors may dissolve a PASA caucus whenever in its judgment the best interests of PASA will be served thereby upon an affirmative vote of two-thirds (2/3) of all governors at a regular or special meeting of the Board of Governors, provided that written notice of the intention to consider the dissolution of a PASA caucus has been included in the notice of the meeting and at least sixty (60) days' prior notice of such proposed dissolution has been provided to the members of the affected PASA caucus. No PASA caucus shall be dissolved without its members having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

ARTICLE X – Publication and Other Representation of PASA

Section 1001. Publications

All publications of PASA and of its committees and caucuses shall be issued and distributed upon such terms and conditions as the Board of Governors shall prescribe.

Section 1002. Representations of PASA

- A. Neither a member of PASA, nor any committee, caucus, nor member thereof, shall purport to speak for or act on behalf of PASA unless authorized by the Board of Governors. Except as otherwise provided by the Board, the authority conferred upon them by this subsection shall be exercised by the President or by such other person or persons as shall be designated by the President.
- B. No report, recommendation or other action of any committee or caucus shall be considered as the action of PASA unless and until it shall have been approved or authorized by the PASA Executive Committee. No committee or caucus or any member of any committee or caucus shall release any report or recommendation of a committee or caucus to the public before it is distributed to the Board of Governors. This subsection is not to be construed as limiting the customary news distributions of PASA through its staff.

Section 1003. Representations of Committees and Caucuses

Unless specifically authorized by the Board of Governors, no committee or caucus, or member thereof, as such, shall assume to represent the committee or caucus before any legislative body, court or other tribunal, nor publicly advocate, in its own name, any of its recommendations, prior to notification and approval from the PASA Executive Committee.

ARTICLE XI – Amendments.

Section 1101. Member Amendments

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

Section 1102. Board of Governors Amendments

The PASA Bylaws may be amended, to the extent not prohibited by law, by an affirmative vote of two-thirds of all members of the Board of Governors in office at any duly convened regular or special meeting of the Board of Governors after notice of such purpose.

Section 1103. Effective Date of Amendments

Unless otherwise provided thereby, an amendment to the PASA Bylaws shall become effective at the adjournment at the meeting at which it was adopted.

ARTICLE XII – Indemnification

Section 1201. General Rule.

A member of the Board of Governors shall not be personally liable for money damages for any action taken or failure to take action unless:

- (1) the governor has breached or failed to perform the duties of his/her office under Pennsylvania's Non-Profit Corporation Law of 1988, as amended, 15 Pa.C.S.A §5712 (relating to standard of care and justifiable reliance); and
- (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 1202. Indemnifications

Any present or former governor, officer, employee or agent of PASA who was or is a party or is threatened to be made a party to any pending, threatened or completed action, suit or proceeding, whether civil, criminal or investigative (whether brought by or in the name of PASA or by a third party) by reason of the fact that such person is or was a representative of PASA, or is or was serving at the request of PASA as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by PASA against expenses (including attorneys' fees and expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, unless it is determined by a court that the act or failure to act giving rise to the claim for indemnification constitutes willful misconduct or recklessness.

Section 1203. Procedures

Unless ordered by a court, any indemnification under Section 1202 or otherwise permitted by law shall be made by PASA 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 Governors by a majority vote of a quorum consisting of governors who are not parties to the action or proceeding; or
- (2) if such quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested governors so directs, by independent legal counsel in a written opinion.

Section 1204. Advancement of Expenses

Expenses, including but not limited to attorneys' fees and 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 PASA 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 determined that such person is not entitled to be indemnified by PASA.

Section 1205. Continuing Right to Indemnification

The indemnification and advancement of expenses provided pursuant to this article shall continue as to any person entitled to such indemnification under this article who has ceased to be an officer, governor, employee or agent of PASA and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 1206. Other Rights

This article shall not be exclusive of any other right which PASA may have to indemnify any person as a matter of law.

ARTICLE XIII – Miscellaneous

Section 1301. Bonding

The Board of Governors may secure the fidelity of any officer, employee or agent of PASA by bond or otherwise.

Section 1302. Checks and Deposits

All funds of PASA shall be deposited from time to time to the credit of PASA in such banks, trust companies, or other depositories as the Board of Governors may approve or designate, and all such funds shall be withdrawn only upon checks signed by two or more PASA officers or employees as the Board of Governors shall from time to time determine.

Section 1303. Contracts

Except as otherwise provided in the Bylaws, the Board of Governors may authorize any officer or officers, employee or employees, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of PASA, and such authority may be general or confined to specific instances.

Section 1304. Conflicts of Interest

The Board of Governors shall adopt a Conflict of Interest Policy.

Section 1305. Headings

In interpreting these Bylaws, the headings shall not be controlling.

Section 1306. Subventions

PASA shall be authorized, by resolution of the Board of Governors, to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and to issue certificates therefore.

Article XIV – Dissolution or Liquidation

No part of any income, revenue, and grant of or to PASA shall inure to the material benefit of a PASA member, governor, officer, or any private individual (except that a reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no PASA member, governor, officer or any private individual shall be entitled to share in the distribution of any of the assets of PASA on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of PASA, after payment of debts and obligations, shall be transferred to the American Association of School Administrators for its charitable and educational purposes, provided that the said AASA is then exempt from federal income taxes as a charitable and/or educational organization. If the said AASA is not then so exempt, the net assets, as aforesaid, shall then be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of this association, which exempt organization shall be designated by the final Board of Governors of PASA.