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5 **PAC-TE**

6 The Pennsylvania Association of Colleges and Teacher
7 Educators

8
9
10 A State Unit of the Association of Teacher Educators (ATE)
11 and
12 the American Association of Colleges for Teacher Education (AACTE)

13
14 **C O R P O R A T E**
15 **B Y L A W S**

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P R E A M B L E - NAME and PURPOSE

A. NAME - The name of this corporation is the Pennsylvania Association of Colleges and Teacher Educators, hereinafter called "PAC-TE."

B. PURPOSE - PAC-TE is a nonprofit corporation for all those in Pennsylvania who are engaged in the preparation and development of professional educators. The purpose of PAC-TE as the voice for professional educator preparation in Pennsylvania shall be to promote quality professional educator preparation programs and to provide opportunity for individual professional growth for all persons in Pennsylvania engaged in professional educator preparation.

To accomplish PAC-TE's purpose and to be in compliance with guidelines of the national professional associations with which it is affiliated, PAC-TE is organized according to the following bylaws:

ARTICLE I – MEMBERSHIP

Section 1. Institutional Membership

There shall be two (2) categories of institutional membership: state institutional membership and comprehensive institutional membership.

A. Eligibility for Institutional Membership

1. State Institutional Membership

All regionally accredited colleges, universities, and community colleges in Pennsylvania engaged in the preparation of professional educators, including paraprofessionals who have contact with children in the teaching-learning process, and which have state approval, shall be eligible for state institutional membership.

1 2. Comprehensive Institutional Membership
2

3 Institutions which are American Association of Colleges for Teacher Education
4 (AACTE) members and which are eligible for PAC-TE state institutional
5 membership status shall be eligible for PAC-TE comprehensive institutional
6 membership.
7 "

8 B. Number of Institutional Representatives
9

10 Member institutions shall be responsible for the annual selection of institutional
11 representatives, the number to be determined as follows:
12

13 1. State Institutional Member Representatives - The number of representatives for each
14 state member institution shall be calculated in accordance with the following formula:
15

16 a. Three (3) representatives for institutions which recommend for certification
17 from one to not more than 75 professional teaching personnel per year
18

19 b. Four (4) representatives for institutions which recommend for certification not
20 less than 76 and not more than 150 professional teaching personnel per year
21

22 c. Five (5) representatives for institutions which recommend for certification not
23 less than 151 and not more than 225 professional teaching personnel per year
24

25 d. Six (6) representatives for institutions which recommend for teacher
26 certification not less than 226 and not more than 300 professional teaching
27 personnel per year
28

29 e. Seven (7) representatives for institutions which recommend for certification
30 more than 300 professional teaching personnel per year
31
32

1 2. Comprehensive Institutional Member Representatives

2
3 The number of institutional representatives for each comprehensive (AACTE)
4 member institution shall be calculated as described in Article I. Section 1. B. 1.
5 a. - e. plus one (1) additional representative.
6

7 C. Rights of Institutional Representatives

8
9 All institutional member representatives shall be entitled to all rights of membership in
10 PAC-TE, including the rights to vote and to hold office.
11

12 Section 2 - Individual Membership

13
14 A. Eligibility for Individual Membership

15
16 All persons currently involved with preparing for professional educator certification, involved
17 with or retired from preparing others for professional educator certification, and/or serving as
18 or retired from serving as a certificated professional educator are eligible for individual
19 membership, regardless of age, ancestry, disability or handicap, national origin, race,
20 religious creed, sex, sexual orientation, or veteran status.
21

22 B. Rights of Individual Members

23
24 All individual members shall be entitled to all rights of membership in PAC-TE, including the
25 rights to vote and to hold office.
26

27 Section 3 - Associate Membership

28
29 A. Eligibility for Associate Membership

30
31 Any individual who is interested in professional educator preparation and is not eligible
32 for institutional or individual membership, and any salesperson, manufacturer's
33 representative, or allied industry representative supplying, cooperating with or supporting
34 educator preparation shall be eligible for associate membership.
35

1 B. Rights of Associate Members

2

3 Associate members shall be entitled to all rights of membership in PAC-TE except the
4 rights to vote and to hold office.

5

6 Section 4 - Membership Year

7

8 The membership year shall be concurrent with the fiscal year, extending from July 1 to June 30
9 of the next year.

10

11 Section 5 - Inactive Membership

12

13 Any institutional representative member or individual member whose membership is not
14 renewed by November 1 of the next membership year shall be considered inactive, resulting in
15 cancellation of member service and voting privileges.

16

17 Section 6 - Membership Dues

18

19 The dues for the various categories of membership in PAC-TE shall be recommended to the
20 membership by the Board of Directors and determined by majority vote of the membership
21 present and voting at the Annual General Business Meeting.

22

23

24 **ARTICLE II – OFFICERS**

25

26 Section 1 – Elected Officers

27

28 A. The elected officers of PAC-TE shall be the President, President-Elect, Past President, and
29 Treasurer.

30

31 B. The voting members of PAC-TE shall elect a candidate as: (1st two-year period) President-
32 Elect; (2nd two-year period) President; (3rd two-year period) Past President.

33

34 C. The voting members of PAC-TE shall elect a Treasurer to serve a term of three (3) years.

35

1 D. Qualifications for Elected Officers

2
3 1. President-Elect - Any member who has held institutional and/or individual membership
4 for three consecutive years within the past ten (10) years and who is or has been a
5 member of the Board of Directors or a PAC-TE committee or working group may be
6 nominated for the office of President-Elect.

7
8 2. Treasurer - Any member who holds institutional and/or individual membership may be
9 nominated for the office of Treasurer.

10
11 Section 2 – Appointed Officer -- Executive Director/Secretary

12
13 A. An Executive Director shall be appointed by the Board of Directors on a renewable contract
14 basis for a two (2)-year term of office.

15
16 B. The Executive Director shall serve as the Corporation Secretary.

17
18 C. In the absence of the Executive Director at a regular or special Board of Directors meeting or
19 the Annual General Business Meeting the President shall appoint a recording secretary from
20 among the members of the Board of Directors.

21
22 Section 3 – Officer Tenure

23
24 A. The individual serving as President/President-Elect/Past President may not succeed him or
25 herself. He/she may run again after at least two years of not holding position as
26 President/President-Elect/Past President.

27
28 B. There shall be no term limit on the Treasurer.

29
30 C. The Executive Director may be reappointed to subsequent terms at the discretion of the
31 Board of Directors.

32
33 D. Elected officers shall assume their responsibilities on the first day of July following their
34 election.

1 Section 4 – Duties of Officers

2
3 A. The President shall:

- 4
- 5 1. preside at Board of Directors regular and special meetings, Executive Committee
 - 6 Meetings, the Annual General Business Meeting, and special meetings
 - 7
 - 8 2. serve as a voting member of the Board of Directors
 - 9
 - 10 3. serve as a voting member of the Executive Committee
 - 11
 - 12 4. be a member ex-officio, without vote, of all ad hoc committees and working groups
 - 13
 - 14 5. submit a written report to the Board of Directors at each regular meeting of the Board
 - 15 of Directors
 - 16
 - 17 6. if representing an AACTE member institution, serve as a representative to the
 - 18 AACTE Advisory Council of State Representatives. In such cases that the President is a
 - 19 representative of an institution which does not hold comprehensive membership, the
 - 20 Board of Directors shall elect one of its members from an institution with comprehensive
 - 21 membership as the representative to the AACTE Advisory Council of State
 - 22 Representatives.
 - 23
 - 24 7. serve as a member of the ATE Council of State Presidents
 - 25
 - 26 8. perform other duties as outlined in policy and as directed by the Board of Directors
 - 27

28 B. The President-Elect shall:

- 29
- 30 1. serve as a voting member of the Board of Directors
 - 31
 - 32 2. serve as a voting member of the Executive Committee
 - 33
 - 34 3. in the absence of the President, preside at Board of Directors regular and special
 - 35 meetings, Executive Committee Meetings, and the Annual General Business Meeting

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4. perform other duties as outlined in policy and as requested by the President

C. The Past President shall:

- 1. serve as a voting member of the Board of Directors
- 2. serve as a voting member of the Executive Committee
- 3. chair the Nominations and Elections Committee
- 4. perform other duties as outlined in policy and as requested by the President

D. The Treasurer:

- 1. As an elected PAC-TE officer, shall serve as:
 - a. a voting member of the Board of Directors, except on matters pertaining to the Treasurer's remuneration
 - b. a voting member of the Executive Committee, except on matters pertaining to the Treasurer's remuneration
- 2. As a PAC-TE contractor shall:
 - a. carry out PAC-TE's financial activities in adherence to Pennsylvania and federal law
 - b. supervise the recording and deposit of all revenues from dues, grants, registrations, and any other sources
 - c. receive all bills and invoices, make payment in a timely manner, and keep a record of all bills, invoices, payments, and receipts

1 d. make Board of Directors-approved investments of the PAC-TE money in
2 excess of what is needed each year

3
4 e. maintain the financial records of PAC-TE

5
6 f. maintain PAC-TE's checking and investment accounts in a manner deemed
7 fiscally prudent, transferring funds between these accounts to gain the
8 advantages of interest, dividends, and growth

9
10 g. assure that all funds belonging to PAC-TE are kept separate and distinct from
11 all personal funds/accounts, as well as those of other entities

12
13 h. working with the President and Executive Director, prepare the annual budget
14 presentation to the Board of Directors for consideration and approval at the final
15 Board of Directors meeting of the fiscal year

16
17 i. prepare financial reports for presentation at each regular Board of Directors
18 meeting and at the Annual General Business Meeting

19
20 j. surrender records for examination by the Audit Committee at the end of each
21 fiscal year or upon the demand of the Executive Committee

22
23 k. prepare a final fiscal year report for presentation at the 1st regular Board of
24 Directors meeting of the next fiscal year

25
26 l. provide the Executive Director and PAC-TE President with PAC-TE financial
27 information upon request

28
29 m. perform all other fiscal duties as outlined in policy, directed by the Board of
30 Directors, and as needed to assure corporate compliance to state and federal
31 laws as it relates to financial reporting

32
33 E. The Executive Director shall:

34
35 1. serve as recording secretary and secretary of the corporation [legal advice]

- 1
- 2 2. serve as a non-voting member of the Board of Directors
- 3
- 4 3. serve as a non-voting member of the Executive Committee
- 5
- 6 4. be responsible for execution of PAC-TE policy
- 7
- 8 5. record and maintain complete records of PAC-TE's Articles of Incorporation, bylaws,
- 9 bylaws revisions, minutes and policies
- 10
- 11 6. coordinate arrangements for meetings of the Board of Directors, for meetings of the
- 12 Executive Committee, and for the Annual General Business Meeting
- 13
- 14 7. submit a written report to the Board of Directors at each regular Board of Directors
- 15 meeting
- 16
- 17 8. maintain PAC-TE's office and organizational files
- 18
- 19 9. serve as an ex-officio member of and may attend and participate in all meetings of
- 20 PAC-TE ad hoc committees and working groups
- 21
- 22 10. maintain communications with and complete ATE and AACTE reports
- 23
- 24 11. perform all other duties as outlined in policy and directed by the Board of Directors
- 25

26 Section 5 – President, Treasurer and Executive Director Performance Review

- 27
- 28 A. Any director may make a motion to request a performance review of the President, Treasurer,
- 29 or Executive Director. A majority vote of the Board of Directors shall initiate the process. This
- 30 review shall be chaired by the Past President and shall be conducted as outlined in policy.
- 31
- 32 B. Following an unsatisfactory performance review, the President's term, the Treasurer's term and
- 33 contract, or the Executive Director's contract shall be terminated with a $\frac{3}{4}$ majority vote of all
- 34 directors exclusive of the officer who has received an unsatisfactory performance review.
- 35

1 Section 6 – Officer Vacancies

2
3 A. President -- The President-Elect shall succeed to the Presidency if the President resigns or if
4 the President’s term is terminated, serving the remainder of the President’s term and his/her
5 own terms as President and Past-President. The Board of Directors shall appoint one of its
6 members to fulfill the duties of President-Elect during the interim until the next scheduled
7 election for President-Elect.

8
9 B. President-Elect -- If the President-Elect resigns, the President-Elect position shall be filled by
10 an election, special if necessary, held within six months of the resignation date from a field of
11 two candidates, or one candidate and a write-in option, nominated by the Nominations and
12 Elections Committee, and approved by a simple majority of voting members returning a mailed
13 ballot or voting at the Annual General Business Meeting.

14
15 C. Treasurer -- If the Treasurer resigns or if his/her term is terminated, the Treasurer’s position
16 shall be assumed by the Executive Director during the interim until the next scheduled election
17 for Treasurer.

18
19 D. Executive Director -- The President-Elect shall assume the duties of the Executive Director
20 until a new Executive Director is appointed.

21
22
23 **ARTICLE III – BOARD OF DIRECTORS**

24
25 Section 1 - Composition of the Board of Directors

26
27 A. The Board of Directors shall consist of sixteen (16) voting members (hereinafter referred to
28 as “directors”) (17 members when a community college representative is added):

- 29
- 30 • the President
 - 31 • the President-Elect
 - 32 • the Past President
 - 33 • the Treasurer
 - 34 • three individual members whose primary affiliation is not with a higher education
35 institution
 - three members from private institutions

- three members from institutions of the State System of Higher Education
- three members from state-related institutions.

B. One person representing a community college will be eligible for Board of Directors membership when a minimum of eight (8) community colleges become institutional members.

Section 2 – Qualifications for the Board of Directors

A. Directors shall be members of PAC-TE.

B. Directors shall be members of ATE.

Section 3 –Director Tenure

A. The non-officer directors shall serve three (3)-year terms.

B. Four (4) members, one (1) from each of the following categories: individual members, private institutions, institutions of the State System of Higher Education, and state-related institutions shall be replaced each year.

C. Non-officer directors may succeed themselves in office for one additional three (3)-year term and may run again for the position after at least one year of not serving as a non-officer director.

Section 4 – Director Vacancies

If a vacancy occurs among non-officer directors the unexpired term shall be filled through an appointment by the Executive Committee. Such appointments shall be made to ensure appropriate composition as specified in Article III, Section 1.

Section 5 – Powers and Duties of the Board of Directors

A. The Board of Directors shall

1. formulate PAC-TE policy

1 2. approve an annual budget, financial reports, and the parameters of all contracts
2 obligating over \$500 as may be necessary to carry out the business of PAC-TE

3
4 3. appoint, set the terms of contract with, set the remuneration of, and conduct an annual
5 review of the performance of the Executive Director

6
7 4. Set the time, place and agenda of the Annual General Business Meeting

8
9 5. set the terms of contract with and the remuneration of the Treasurer

10
11 6. approve formation and dissolution of ad hoc committees and working groups

12
13 7. ensure that representation to the AACTE and ATE unit councils/assemblies is in
14 accordance with the national bylaws of the AACTE and ATE

15
16 B. Reserved Powers to the Board of Directors

17
18 Any matter, power, or function not specifically mentioned or authorized by these bylaws
19 shall be deemed reserve powers to the Board of Directors. The Board of Directors may
20 promulgate policies, processes, and directions in order to carry out these reserve
21 powers.

22
23 Section 6 – Meetings of the Board of Directors

24
25 A. The Board of Directors shall hold at least five (5) regular meetings each fiscal year, and special
26 meetings as necessary, on dates to be established by the Board of Directors.

27
28 B. Participation in and voting via telephone conference at Board of Directors meetings is permitted
29 as long as each director is able to audibly communicate concurrently with each other director.

30
31 C. A group of at least five (5) directors may call a special meeting of the Board of Directors by
32 submitting a written, signed notification to the President. A special meeting of the Board of
33 Directors must be held within the sixty (60) days following the President's receipt of the written
34 notification.

1 D. The Board of Directors is empowered to set rules of meeting procedures.
2

3 Section 7 – Quorum of the Board of Directors
4

5 A. The number of directors required to conduct and maintain Board of Directors business shall
6 be nine (9) of the sixteen (16) (or seventeen (17) when a community college representative is
7 elected) voting directors.
8

9 B. If there is no quorum for an officially called meeting, those directors present may act as an
10 official body in considering problems and/or issues and make recommendations or motions
11 which shall be presented to the entire Board of Directors by mail or e-mail ballot which shall be
12 tabulated and reported by the Executive Director.
13

14 Section 8 -- Voting of the Board of Directors
15

16 A. The President, President-Elect, Past President, Treasurer, and the additional twelve elected
17 members of the Board of Directors (thirteen when a community college representative is
18 elected) shall be voting members of the Board of Directors. The Executive Director shall be ex-
19 officio, without vote.
20

21 B. Proxy voting is not permitted.
22

23 C. Directors may vote without a meeting on any matter where a quorum participates and the
24 votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other
25 electronic means. An action taken by such a vote shall be memorialized by a written
26 consent, which is signed by all directors who voted in support of the action, and describes
27 the action taken and authorized. This memo shall be filed no later than the subsequent
28 regularly scheduled face-to-face Board of Directors meeting and entered into the minutes of
29 that subsequent meeting.
30

31
32 D. A motion that has been seconded shall be approved by a majority vote of the directors
33 present and voting.
34
35

1 Section 9 – Board of Directors Meeting Attendance Requirement

2
3 Directors are expected to participate in all, but no less than three (3), of the five (5) Board of
4 Directors meetings during a given year. If this requirement is not met, a director may be
5 removed from the Board of Directors at the discretion of a majority vote of the Executive
6 Committee. The Executive Committee will appoint, by majority vote, a member representing
7 the same category of director (individual members representative, private institutions
8 representative, State System of Higher Education institutions representative, or state-related
9 institutions representative) to serve the remainder of the removed director's term.

10
11 Section 10 – Conflict of Interest

12
13 A. Directors shall file annually with the Executive Director a statement listing any potential or
14 apparent conflict of interest or stating that no conflict of interest exists as per whether:

- 15
16 1. they or an individual related to them has a potential conflict of interest with respect to
17 any transaction, business decision or other matter in which PAC-TE is involved
18
19 2. they or an individual related to them has a financial, business or personal interest in
20 an entity with which PAC-TE is or will be doing business, or
21
22 3. they serve as a director, member or employee of either a competitor or of a
23 corporation with which PAC-TE is or will be doing business
24

25 B. Directors with a potential or apparent conflict of interest shall abstain from participating in the
26 negotiations and decisions surrounding any such transaction or business and shall not be
27 present in the room during any discussions that relate to the transaction or business.
28

29 Section 11 – Executive Committee of the Board of Directors

30
31 A. The President, President-Elect, Past President, Treasurer, and Executive Director, shall
32 constitute the Executive Committee of the Board of Directors and shall carry on PAC-TE's
33 business between meetings of the full Board of Directors and report to the Board of
34 Directors on their activities.
35

1 B. The Executive Director shall be a non-voting member of the Executive Committee.

2
3 C. On matters brought before the Executive Committee on which a vote is called for, a
4 simple majority of the voting members of the Executive Committee shall carry the issue.
5

6
7 **ARTICLE IV – NOMINATIONS and ELECTIONS**
8

9 A. The Nominations and Elections Committee shall be chaired by the Past President.

10
11 B. The President shall nominate and the Board of Directors shall appoint two additional director
12 members of a Nominations and Elections Committee at its third regular meeting of the fiscal year.
13

14 C. The Executive Director shall solicit nominations among all PAC-TE members for each open officer
15 and director position for submission to the Past President.
16

17 D. Candidates may self-nominate or agree to run after being nominated by any PAC-TE member.
18

19 E. The Nominations and Elections Committee shall present the names of nominees for each open
20 position to the Board of Directors at its fourth regular meeting of the fiscal year, after the certification of
21 eligibility of nominees by the Executive Director.
22

23 F. Whenever multiple nominees cannot be achieved for an officer or director candidate slot, only one
24 (1) name may appear on the ballot along with a write-in option.
25

26 G. The Executive Director shall provide written notice of the nominees and the election to all members
27 eligible to vote and provide absentee ballots early enough to ensure return to the Chair of the
28 Nominations and Elections Committee five (5) days before the Annual General Business Meeting.
29
30

1 H. Officers and directors shall be elected on the day of the Annual General Business Meeting by a
2 simple majority of a written ballot. Eligible voters shall be those members eligible to vote who are
3 present and voting or who have requested an absentee ballot and submitted it to the Nominations and
4 Elections Committee no later than five (5) business days before the Annual General Business Meeting.
5 At the close of the polls the Nominations and Elections Committee will meet to count votes, with the
6 count to be certified by the Executive Director. In the event of a tie vote, a runoff election by mail shall
7 be conducted.

8
9
10 **ARTICLE V – ANNUAL GENERAL BUSINESS MEETING**

11
12 A. During each fiscal year there shall be an annual meeting of the corporation, hereinafter entitled the
13 “Annual General Business Meeting.” Time, place, and agenda of the Annual General Business Meeting
14 shall be approved by the Board of Directors.

15
16 B. Eligible to attend and vote at the Annual General Business Meeting shall be all members eligible for
17 voting, as defined in Article I of this document.

18
19 C. Notice of the Annual General Business Meeting shall be provided to voting members at least thirty
20 (30) days before the meeting by postal or other delivery, facsimile, e-mail, or other electronic means.

21
22 D. Voting members attending the Annual General Business Meeting shall act on items of new business
23 which will provide guidance and direction to the Board of Directors, shall receive reports from PAC-TE
24 officers and committee and working groups, shall elect officers and directors, and shall have the
25 opportunity to express concern as an individual or on behalf of groups of members.

26
27 E. Unless otherwise stated in these bylaws, a majority vote of those voting members in attendance at
28 the Annual General Business Meeting shall be sufficient to pass items of business brought to the
29 membership at the Annual General Business meeting.

30
31 F. Proxy voting is not permitted.

32
33 G. In the event of postponement of an Annual General Business Meeting, a new Annual General
34 Business Meeting date shall be set within the same fiscal year.

ARTICLE VI – COMMITTEES and WORKING GROUPS

Section 1 -- Standing Committees

The following standing committees shall assist the Board of Directors in carrying on the affairs of PAC-TE:

A. Audit Committee

1. The Audit Committee shall conduct an annual audit of the previous year's fiscal accounting and report results and recommendations to the Board of Directors at its first meeting of the fiscal year.

2. Audit Committee members shall be non-remunerated PAC-TE members, at least one of which shall be a Director, nominated by the President and appointed by the Board of Directors at the final scheduled meeting of the Board of Directors of the fiscal year being audited.

B. Nominations and Elections Committee

The Nominations and Election Committee shall be appointed and function as outlined in Article IV.

Section 2. Ad Hoc Committees and Working Groups

A. Directors and officers may recommend and the Board approve the formation of various ad hoc committees and working groups to assist the Board of Directors in carrying on the affairs of the Association.

B. The President shall appoint chairs and members of ad hoc committees and working groups.

C. Each ad hoc committee and working group shall be specifically charged by the President, with reference in Board of Directors minutes, with responsibilities and timelines for its work.

1 D. All ad hoc committee and working group communications with the full PAC-TE membership
2 and with outside individuals and agencies shall be pre-approved by the Executive Committee.
3

4 E. All ad hoc committee and working group expenditures shall be pre-approved by the Board of
5 Directors.
6

7 **ARTICLE VII - FINANCES and LIABILITY**
8

9 Section 1 – Fiscal Year
10

11 The fiscal year of PAC-TE shall be from July 1 through June 30 of the following year.
12

13 Section 2 – Budget
14

15 An annual budget shall be presented by the Treasurer, after consultation with the Executive
16 Committee, and shall be approved by the Board of Directors no later than at the last regular
17 Board of Directors meeting of the previous fiscal year.
18

19 Section 3 – Disbursement of Funds
20

21 All monies paid to PAC-TE shall be supervised by the Treasurer. Monies shall be disbursed
22 according to the approved budget. Over-expenditures of more than \$500 in any budget line
23 item must be approved by the Executive Committee and reported to the Board of Directors.
24

25 Section 4 – Contracts
26

27 The Board of Directors may authorize the Executive Director or Treasurer to enter into or
28 execute any contract on behalf of PAC-TE, as per parameters set forth by the Board of
29 Directors. Without such authorization, no person has the power or authority to bind PAC-TE
30 under any contract or agreement.
31
32

1 Section 5 – Financial Report

2

3 An annual financial report, including income and expenditures detail for the fiscal year, shall be
4 prepared and assured by the Treasurer, followed by audit and written report of the Audit
5 Committee, followed by presentation and approval at the first regular Board of Directors meeting
6 of the next fiscal year, and followed by presentation to the membership at the next fiscal year's
7 Annual General Business Meeting.

8

9 Section 6 – Indemnification of Officers and Directors

10

11 All PAC-TE officers and directors, whether or not then in office, shall be indemnified by PAC-TE
12 against all costs, liabilities, judgments, and expenses actually and reasonably incurred by or
13 imposed upon them in connection with or arising out of any action, suit, or proceeding in which
14 they may be involved, directly or indirectly, or to which they may be made party by reason of
15 being or having been a PAC-TE officer or director, and followed by duly authorized action by
16 PAC-TE, except in relation to matters as to which they shall individually be finally adjudged in
17 action, suit, or proceeding to have been guilty of bad faith or fraud in the performance of their
18 duty as such director or officer.

19

20

21

ARTICLE VIII -- AMENDMENTS

22

23 A. Bylaws amendments may be proposed by any member or group of members to the President in
24 writing at least 60 days before the Annual General Business Meeting and may be proposed by the
25 Board of Directors.

26

27 B. Bylaws amendments shall be submitted in writing to all voting members at least two weeks before
28 the Annual General Business meeting at which they are to be voted upon.

29

30 C. Bylaws shall be adopted or amended subject to the approval of 2/3 (two thirds) of the voting
31 members present and voting at the Annual General Business Meeting.

32

33

1 D. Only institutional representatives of AACTE member institutions may vote on bylaws changes which
2 affect the relationship between the state unit and AACTE. Only institutional representatives of AACTE
3 member institutions may vote on resolutions to be placed before the membership at AACTE's annual
4 meeting.
5

6
7 **ARTICLE IX -- STATE AFFILIATE REPORTS**
8

9 PAC-TE shall submit to ATE and AACTE state reports as required by those associations.
10

11
12 **ARTICLE X -- COMPLIANCE and DISSOLUTION**
13

14 A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its
15 members, officers, directors, or other private persons, except that the corporation shall be authorized
16 and empowered to pay reasonable compensation for services rendered and to make payments and
17 distributions in furtherance of the purposes set forth in these bylaws.
18

19 B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or
20 otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in
21 (including the publishing or distribution of statements) any political campaign on behalf of or in
22 opposition to any candidate for public office.
23

24 C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other
25 activities not permitted to be carried on (a) by a corporation exempt from federal income tax under
26 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax
27 code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the
28 Internal Revenue Code, or the corresponding section of any future federal tax code; and,
29

30 D. Notwithstanding any other provision of these articles, this corporation shall not, except to an
31 insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the
32 purposes of this corporation.
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1 E. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes
2 within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of
3 any future federal tax code, or shall be distributed to the federal government, or to a state or local
4 government, for a public purpose. Any such assets not so disposed of shall be disposed of by the
5 Orphans Court of the County Erie Pennsylvania.

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