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5 **PAC-TE**

6 The Pennsylvania Association of
7 Colleges and Teacher 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 and directors shall assume their responsibilities on the first day of June
34 following their 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

- d. make Board of Directors-approved investments of the PAC-TE money in excess of what is needed each year
- e. maintain the financial records of PAC-TE
- f. maintain PAC-TE's checking and investment accounts in a manner deemed fiscally prudent, transferring funds between these accounts to gain the advantages of interest, dividends, and growth
- g. assure that all funds belonging to PAC-TE are kept separate and distinct from all personal funds/accounts, as well as those of other entities
- h. working with the President and Executive Director, prepare the annual budget presentation to the Board of Directors for consideration and approval at the final Board of Directors meeting of the fiscal year
- i. prepare financial reports for presentation at each regular Board of Directors meeting and at the Annual General Business Meeting
- j. surrender records for examination by the Audit Committee at the end of each fiscal year or upon the demand of the Executive Committee
- k. prepare a final fiscal year report for presentation at the 1st regular Board of Directors meeting of the next fiscal year
- l. provide the Executive Director and PAC-TE President with PAC-TE financial information upon request
- m. perform all other fiscal duties as outlined in policy, directed by the Board of Directors, and as needed to assure corporate compliance to state and federal laws as it relates to financial reporting

E. The Executive Director shall:

- 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
16 position shall be filled by an election, special if necessary, held within three months of the
17 resignation or termination from a field of one or more candidates, nominated by the Nominations
18 and Elections Committee, and approved by a simple majority of voting members. If necessary,
19 the Treasurer’s position shall be assumed by the Executive Director until the successful
20 candidate is elected. The successful candidate will complete the Treasurer’s term of office and
21 be eligible to run in the next regularly scheduled election for Treasurer.

22
23 D. Executive Director -- The President-Elect shall assume the duties of the Executive Director
24 until a new Executive Director is appointed.

25
26
27 **ARTICLE III – BOARD OF DIRECTORS**

28
29 Section 1 - Composition of the Board of Directors

30
31 A. The Board of Directors shall consist of sixteen (16) voting members (hereinafter referred to
32 as “directors”) (17 members when a community college representative is added):

- 33
- 34 • the President
 - 35 • the President-Elect
 - the Past President

- 1 • the Treasurer
- 2 • three individual members whose primary affiliation is not with a higher education
- 3 institution
- 4 • three members from private institutions
- 5 • three members from institutions of the State System of Higher Education
- 6 • three members from state-related institutions.

7

8 B. One person representing a community college will be eligible for Board of Directors

9 membership when a minimum of eight (8) community colleges become institutional members.

10

11 Section 2 – Qualifications for the Board of Directors

12

13 A. Directors shall be members of PAC-TE.

14

15 B. Directors shall be members of ATE.

16

17 Section 3 –Director Tenure

18

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

20

21 B. Four (4) members, one (1) from each of the following categories: individual members,

22 private institutions, institutions of the State System of Higher Education, and state-related

23 institutions shall be replaced each year.

24

25 C. Non-officer directors may succeed themselves in office for one additional three (3)-year term

26 and may run again for the position after at least one year of not serving as a non-officer director.

27

28 Section 4 – Director Vacancies

29

30 If a vacancy occurs among non-officer directors the unexpired term shall be filled through an

31 appointment by the Executive Committee. Such appointments shall be made to ensure

32 appropriate composition as specified in Article III, Section 1.

1 Section 5 – Powers and Duties of the Board of Directors

2
3 A. The Board of Directors shall

- 4
- 5 1. formulate PAC-TE policy
 - 6
 - 7 2. approve an annual budget, financial reports, and the parameters of all contracts
 - 8 obligating over \$500 as may be necessary to carry out the business of PAC-TE
 - 9
 - 10 3. appoint, set the terms of contract with, set the remuneration of, and conduct an annual
 - 11 review of the performance of the Executive Director
 - 12
 - 13 4. Set the time, place and agenda of the Annual General Business Meeting
 - 14
 - 15 5. set the terms of contract with and the remuneration of the Treasurer
 - 16
 - 17 6. approve formation and dissolution of ad hoc committees and working groups
 - 18
 - 19 7. ensure that representation to the AACTE unit councils/assemblies representative
 - 20 body(ies) is in accordance with the national bylaws of AACTE
 - 21
 - 22 8. at the last meeting of the Board of Directors in each fiscal year ensure that
 - 23 representation to the ATE Delegate Assembly in the next three fiscal years is in
 - 24 accordance with the national bylaws of ATE by providing the opportunity to serve as a
 - 25 volunteer to fill any of the open three-year term(s) as PAC-TE's representative(s) on the
 - 26 ATE Delegate Assembly – with first opportunity to volunteer being given to the incoming
 - 27 President-Elect, second to the incoming Treasurer, and third to any director beginning a
 - 28 three-year term as PAC-TE director. If the open ATE Delegate Assembly three-year
 - 29 term(s) are not filled by this process, all other PAC-TE directors will be given the
 - 30 opportunity to volunteer to serve a three-year term on the ATE Delegate Assembly. If
 - 31 more directors are interested in serving on the Delegate Assembly than terms are
 - 32 available, the Executive Director will conduct an election via e-vote of directors in order
 - 33 to fill the open term. If the term(s) open cannot be filled among current directors, past
 - 34 PAC-TE officers and directors who are current members of ATE will be polled for interest
 - 35 in volunteering to serve. If more past officers and directors are interested in serving a

1 term than terms are available, the Executive Director will conduct an election via e-vote
2 of the Board of Directors. Alternates to the Delegate Assembly will be appointed by the
3 President, who will first poll directors, and, if volunteers are not forthcoming, will poll
4 PAC-TE ATE members, with the Executive Director conducting an election via e-vote of
5 directors if more of those polled are interested than terms are available.
6

7 B. Reserved Powers to the Board of Directors
8

9 Any matter, power, or function not specifically mentioned or authorized by these bylaws
10 shall be deemed reserve powers to the Board of Directors. The Board of Directors may
11 promulgate policies, processes, and directions in order to carry out these reserve
12 powers.
13

14 Section 6 – Meetings of the Board of Directors
15

16 A. The Board of Directors shall hold at least five (5) regular meetings each fiscal year, and special
17 meetings as necessary, on dates to be established by the Board of Directors.
18

19 B. Participation in and voting via telephone conference at Board of Directors meetings is permitted
20 as long as each director is able to audibly communicate concurrently with each other director.
21

22 C. A group of at least five (5) directors may call a special meeting of the Board of Directors by
23 submitting a written, signed notification to the President. A special meeting of the Board of
24 Directors must be held within the sixty (60) days following the President's receipt of the written
25 notification.
26

27 D. The Board of Directors is empowered to set rules of meeting procedures.
28

29 Section 7 – Quorum of the Board of Directors
30

31 A. The number of directors required to conduct and maintain Board of Directors business shall
32 be nine (9) of the sixteen (16) (or seventeen (17) when a community college representative is
33 elected) voting directors.
34

1 B. If there is no quorum for an officially called meeting, those directors present may act as an
2 official body in considering problems and/or issues and make recommendations or motions
3 which shall be presented to the entire Board of Directors by mail or e-mail ballot which shall be
4 tabulated and reported by the Executive Director.
5

6 Section 8 -- Voting of the Board of Directors
7

8 A. The President, President-Elect, Past President, Treasurer, and the additional twelve elected
9 members of the Board of Directors (thirteen when a community college representative is
10 elected) shall be voting members of the Board of Directors. The Executive Director shall be ex-
11 officio, without vote.
12

13 B. Proxy voting is not permitted.
14

15 C. Directors may vote without a meeting on any matter where a quorum participates and the
16 votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other
17 electronic means. An action taken by such a vote shall be memorialized by a written
18 consent, which is signed by all directors who voted in support of the action, and describes
19 the action taken and authorized. This memo shall be filed no later than the subsequent
20 regularly scheduled face-to-face Board of Directors meeting and entered into the minutes of
21 that subsequent meeting.
22

23 D. A motion that has been seconded shall be approved by a majority vote of the directors
24 present and voting.
25

26 Section 9 – Board of Directors Meeting Attendance Requirement
27

28 Directors are expected to participate in all, but no less than three (3), of the five (5) Board of
29 Directors meetings during a given year. If this requirement is not met, a director may be
30 removed from the Board of Directors at the discretion of a majority vote of the Executive
31 Committee. The Executive Committee will appoint, by majority vote, a member representing
32 the same category of director (individual members representative, private institutions
33 representative, State System of Higher Education institutions representative, or state-related
34 institutions representative) to serve the remainder of the removed director's term.
35

1 Section 10 – Conflict of Interest

2
3 A. Directors shall file annually with the Executive Director a statement listing any potential or
4 apparent conflict of interest or stating that no conflict of interest exists as per whether:

5
6 1. they or an individual related to them has a potential conflict of interest with respect to
7 any transaction, business decision or other matter in which PAC-TE is involved

8
9 2. they or an individual related to them has a financial, business or personal interest in
10 an entity with which PAC-TE is or will be doing business, or

11
12 3. they serve as a director, member or employee of either a competitor or of a
13 corporation with which PAC-TE is or will be doing business

14
15 B. Directors with a potential or apparent conflict of interest shall abstain from participating in the
16 negotiations and decisions surrounding any such transaction or business and shall not be
17 present in the room during any discussions that relate to the transaction or business.

18
19 Section 11 – Executive Committee of the Board of Directors

20
21 A. The President, President-Elect, Past President, Treasurer, and Executive Director, shall
22 constitute the Executive Committee of the Board of Directors and shall carry on PAC-TE's
23 business between meetings of the full Board of Directors and report to the Board of
24 Directors on their activities.

25
26 B. The Executive Director shall be a non-voting member of the Executive Committee.

27
28 C. On matters brought before the Executive Committee on which a vote is called for, a simple
29 majority of the voting members of the Executive Committee shall carry the issue.

ARTICLE IV – NOMINATIONS and ELECTIONS

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

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

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

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

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

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

G. The Executive Director shall provide notice of the nominees and the election to all members eligible to vote and provide ballots early enough to ensure casting of ballots sixty (60) before the fourth regular meeting of the Board of Directors of the fiscal year.

H. Officers and directors shall be elected by a plurality of ballots cast. At the close of the polls the Nominations and Elections Committee will meet to count and certify votes, with the results to be reported to the membership by the Executive Director. In the event of a tie vote, a runoff election shall be conducted.

ARTICLE V – ANNUAL GENERAL BUSINESS MEETING

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

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

3
4 C. Notice of the Annual General Business Meeting shall be provided to voting members at least thirty
5 (30) days before the meeting by postal or other delivery, facsimile, e-mail, or other electronic means.

6
7 D. Voting members attending the Annual General Business Meeting shall act on items of new business
8 which will provide guidance and direction to the Board of Directors, shall receive reports from PAC-TE
9 officers and committee and working groups, and shall have the opportunity to express concern as an
10 individual or on behalf of groups of members.

11
12 E. Unless otherwise stated in these bylaws, a majority vote of those voting members in attendance at
13 the Annual General Business Meeting shall be sufficient to pass items of business brought to the
14 membership at the Annual General Business meeting.

15
16 F. Proxy voting is not permitted.

17
18 G. In the event of postponement of an Annual General Business Meeting, a new Annual General
19 Business Meeting date shall be set within the same fiscal year.

20
21
22 **ARTICLE VI – COMMITTEES and WORKING GROUPS**

23
24 Section 1 -- Standing Committees

25
26 The following standing committees shall assist the Board of Directors in carrying on the affairs
27 of PAC-TE:

28
29 A. Audit Committee

30
31 1. The Audit Committee shall conduct an annual audit of the previous year's fiscal
32 accounting and report results and recommendations to the Board of Directors at its first
33 meeting of the fiscal year.

1 Section 2 – Budget

2

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

6

7 Section 3 – Disbursement of Funds

8

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

12

13 Section 4 – Contracts

14

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

19

20 Section 5 – Financial Report

21

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

27

28

1 Section 6 – Indemnification of Officers and Directors

2
3 All PAC-TE officers and directors, whether or not then in office, shall be indemnified by PAC-TE
4 against all costs, liabilities, judgments, and expenses actually and reasonably incurred by or
5 imposed upon them in connection with or arising out of any action, suit, or proceeding in which
6 they may be involved, directly or indirectly, or to which they may be made party by reason of
7 being or having been a PAC-TE officer or director, and followed by duly authorized action by
8 PAC-TE, except in relation to matters as to which they shall individually be finally adjudged in
9 action, suit, or proceeding to have been guilty of bad faith or fraud in the performance of their
10 duty as such director or officer.
11

12
13 **ARTICLE VIII -- AMENDMENTS**

14
15 A. Bylaws amendments may be proposed by any member or group of members to the President in
16 writing at least 60 days before the Annual General Business Meeting and may be proposed by the
17 Board of Directors.
18

19 B. Bylaws amendments shall be submitted in writing to all voting members at least two weeks before
20 the Annual General Business meeting at which they are to be voted upon.
21

22 C. Bylaws shall be adopted or amended subject to the approval of 2/3 (two thirds) of the voting
23 members present and voting at the Annual General Business Meeting.
24

25 D. Only institutional representatives of AACTE member institutions may vote on bylaws changes which
26 affect the relationship between the state unit and AACTE. Only institutional representatives of
27 AACTE member institutions may vote on resolutions to be placed before the membership at
28 AACTE's annual meeting.
29

30
31 **ARTICLE IX -- STATE AFFILIATE REPORTS**

32
33 PAC-TE shall submit to ATE and AACTE state reports as required by those associations.
34
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ARTICLE X -- COMPLIANCE and DISSOLUTION

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

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

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

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

E. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Orphans Court of the County Erie Pennsylvania.