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5 **PAC-TE**

6 The Pennsylvania Association of
7 Colleges and Teacher Educators

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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

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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.

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2. Comprehensive Institutional Membership

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

B. Number of Institutional Representatives

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

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

- a. Three (3) representatives for institutions which recommend for certification from one to not more than 75 professional teaching personnel per year
- b. Four (4) representatives for institutions which recommend for certification not less than 76 and not more than 150 professional teaching personnel per year
- c. Five (5) representatives for institutions which recommend for certification not less than 151 and not more than 225 professional teaching personnel per year
- d. Six (6) representatives for institutions which recommend for teacher certification not less than 226 and not more than 300 professional teaching personnel per year
- e. Seven (7) representatives for institutions which recommend for certification more than 300 professional teaching personnel per year

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

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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.

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

- 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]

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

Section 5 – President, Treasurer and Executive Director Performance Review

- A. Any director may make a motion to request a performance review of the President, Treasurer, or Executive Director. A majority vote of the Board of Directors shall initiate the process. This review shall be chaired by the Past President and shall be conducted as outlined in policy.
- B. Following an unsatisfactory performance review, the President’s term, the Treasurer’s term and contract, or the Executive Director’s contract shall be terminated with a ¾ majority vote of all directors exclusive of the officer who has received an unsatisfactory performance review.

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

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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 fourteen (14) voting members (hereinafter referred to
32 as “directors”) (15 members when a community college representative is added):

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

- 1 • The Treasurer
- 2 • Four individual members regardless of institutional affiliation
- 3 • Three members from private institutions
- 4 • Three Public Institutions members from either state-owned (PASSHE) or
- 5 state-related institutions, with at least one member from each.

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

9 Section 2 – Qualifications for the Board of Directors

- 10 A. Directors shall be members of PAC-TE
- 11 B. Directors shall be members of ATE

12 Section 3 – Director Tenure

- 13 A. The non-officer directors shall serve three (3)-year terms
- 14 B. Non-officer directors may succeed themselves for a board position for which they are
- 15 eligible for one additional three (3)-year term and may run again for board positions
- 16 for which they are eligible after at least one year of not serving as a non-officer
- 17 director

18 Section 4 – Director Vacancies

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

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

- 23 A. The Board of Directors shall
 - 24 1. Formulate PAC-TE policy
 - 25 2. Approve an annual budget, financial reports, and the parameters of all contracts
 - 26 obligating over \$500 as may be necessary to carry out the business of PAC-TE
 - 27 3. Appoint, set the terms of contract with, set the remuneration of, and conduct an
 - 28 annual review of the performance of the Executive Director
 - 29 4. Set the time, place and agenda of the Annual General Business Meeting
 - 30 5. Set the terms of contract with and the remuneration of the Treasurer
 - 31 6. Approve formation and dissolution of ad hoc committees and working groups

- 1 7. Ensure that representation to the AACTE unit councils/assemblies’
2 representative body(ies) is in accordance with the national bylaws of AACTE
3 8. At the last meeting of the Board of Directors in each fiscal year ensure that
4 representation to the ATE Delegate Assembly in the next three fiscal years is in
5 accordance with the national bylaws of ATE by providing the opportunity to serve
6 as a volunteer to fill any of the open three-year term(s) as PAC-TE’s
7 representative(s) on the ATE Delegate Assembly – with first opportunity to
8 volunteer being given to the incoming President-Elect, second to the incoming
9 Treasurer, and third to any director beginning a three-year term as a PAC-TE
10 director. If the open ATE Delegate Assembly three-year term(s) are not filled by
11 this process, all other PAC-TE directors will be given the opportunity to volunteer
12 to serve a three-year term on the ATE Delegate Assembly. If more directors are
13 interested in serving on the Delegate Assembly than terms are available, the
14 Executive Director will conduct an election via e-vote of directors in order to fill
15 the open term. If the term(s) open cannot be filled among current directors, past
16 PAC-TE officers and directors who are current members of ATE will be polled for
17 interest in volunteering to serve. If more past officers and directors are interested
18 in serving a term than terms are available, the Executive Director will conduct an
19 election via e-vote of the Board of Directors. Alternates to the Delegate
20 Assembly will be appointed by the President, who will first poll directors, and, if
21 volunteers are not forthcoming, will poll PAC-TE ATE members, with the
22 Executive Director conducting an election via e-vote of directors if more of those
23 polled are interested that terms are available.

24 B. Reserved Powers to the Board of Directors

25 Any matter, power, or function not specifically mentioned or authorized by these
26 bylaws shall be deemed reserve powers to the Board of Directors. The Board of
27 Directors may promulgate policies, processes, and directions in order to carry out
28 these reserve powers.

29 Section 6 – Meetings of the Board of Directors

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

- 1 B. Participation in and voting via telephone conference at Board of Directors meetings
- 2 is permitted as long as each director is able to audibly communicate concurrently
- 3 with each other director.
- 4 C. A group of at least five (5) directors may call a special meeting of the Board of
- 5 Directors by submitting a written, signed notification to the President. A special
- 6 meeting of the Board of Directors must be held within sixty (60) days following the
- 7 President's receipt of the written notification.
- 8 D. The Board of Directors is empowered to set rules of meeting procedures.

9 Section 7 – Quorum of the Board of Directors

- 10 A. The number of directors required to conduct and maintain Board of Directors
- 11 business shall be eight (8) of the fourteen (14) (or fifteen (15)) when a community
- 12 college representative is elected) voting directors.
- 13 B. If there is no quorum for an officially called meeting, those directors present may act
- 14 as an official body in considering problems and/or issues and make
- 15 recommendations or motions which shall be presented to the entire Board of
- 16 Directors by mail or e-mail ballot which shall be tabulated and reported by the
- 17 Executive Director.

18 Section 8 – Voting of the Board of Directors

- 19 A. The President, President-Elect, Past President, Treasurer, and the additional twelve
- 20 elected members of the Board of Directors (thirteen when a community college
- 21 representative is elected) shall be voting members of the Board of Directors. The
- 22 Executive Director shall be ex-officio, without vote.
- 23 B. Proxy voting is not permitted
- 24 C. Directors may vote without a meeting on any matter where a quorum participates
- 25 and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or
- 26 other electronic means. An action taken by such a vote shall be memorialized by a
- 27 written consent, which is signed by all directors who voted in support of the action,
- 28 and describes the action taken and authorized. This memo shall be filed no later
- 29 than the subsequent regularly scheduled face-to-face Board of Directors meeting
- 30 and entered into the minutes of that subsequent meeting.
- 31 D. A motion that has been seconded shall be approved by a majority vote of the
- 32 directors present and voting.

33

1 Section 9 – Board of Directors Meeting Attendance Requirement

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

10 Section 10 – Conflict of Interest

- 11 A. Directors shall file annually with the Executive Director a statement listing any
12 potential or apparent conflict of interest or stating that no conflict of interest exists as
13 per whether:
- 14 1. They or an individual related to them has a potential conflict of interest with
15 respect to any transaction, business decision or other matter in which PAC-TE is
16 involved.
 - 17 2. They or an individual related to them has a financial, business, or personal
18 interest in an entity with which PAC-TE is or will be doing business, or
 - 19 3. They serve as a director, member, or employee of either a competitor or of a
20 corporation with which PAC-TE is or will be doing business

21 Section 11 – Executive Committee of the Board of Directors

- 22 A. The President, President-Elect, Past President, Treasurer, ad Executive Director,
23 shall constitute the Executive Committee of the Board of Directors and shall carry on
24 PAC-TE’s business between meetings of the full Board of Directors and report to the
25 Board of Directors on their activities.
- 26 B. The Executive Director shall be a non-voting member of the Executive Committee
- 27 C. On matters brought before the Executive Committee on which a vote is called for, a
28 simple majority of the voting members of the Executive Committee shall carry the
29 issue.

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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 the last 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 by the fifteenth of September.
- 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 by the last day of September, 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 an electronic ballot early enough for voting to begin during the fall Teacher Educator Assembly (TEA). Voting will continue until the last day of November.
- H. Officers and directors shall be elected by a plurality of ballots cast. At the close of voting, the Executive Director will inform the Nominations and Elections Committee of the results. The Executive Director will report election results to the membership on the last day of December. 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.
- B. Eligible to attend and vote at the Annual General Business Meeting shall be all members eligible for voting, as defined in Article I of this document.

- 1 C. Notice of the Annual General Business Meeting shall be provided to voting members at
- 2 least thirty (30) days before the meeting by postal or other delivery, facsimile, e-mail, or
- 3 other electronic means.
- 4 D. Voting members attending the Annual General Business Meeting shall act on items of
- 5 new business which will provide guidance and direction to the Board of Directors, shall
- 6 receive reports from PAC-TE officers and committee and working groups, and shall have
- 7 the opportunity to express concern as an individual or on behalf of groups of members.
- 8 E. Unless otherwise stated in these bylaws, a majority vote of those voting members in
- 9 attendance at the Annual General Business Meeting shall be sufficient to pass items of
- 10 business brought to the membership at the Annual General Business Meeting.
- 11 F. Proxy voting is not permitted.
- 12 G. In the event of postponement of an Annual General Business Meeting, a new Annual
- 13 General Business Meeting date shall be set within the same fiscal year.

14

15 **ARTICLE VI – COMMITTEES and WORKING GROUPS**

16

17 Section 1 – Standing Committees

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

20 A. Audit Committee

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

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

28 B. Nominations and Elections Committee

29 The Nominations and Elections Committee shall be appointed and function as
30 outlined in Article IV.

31 Section 2 – Ad Hoc Committees and Working Groups

- 1 A. Directors and officers may recommend and the Board approve the formation of
- 2 various ad hoc committees and working groups to assist the Board of Directors in
- 3 carrying on the affairs of the Association.
- 4 B. The President shall appoint chairs and members of ad hoc committees and working
- 5 groups.
- 6 C. Each ad hoc committee and working group shall be specifically charged by the
- 7 President with reference in Board of Directors minutes, with responsibilities and
- 8 timelines for its work.
- 9 D. All ad hoc committee and working group communications with the full PAC-TE
- 10 membership and with outside individuals and agencies shall be pre-approved by the
- 11 Board of Directors.

12

13 **ARTICLE VII – FINANCES and LIABILITY**

14

15 Section 1 – Fiscal Year

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

17 Section 2 – Budget

18 An annual budget shall be presented by the Treasurer, after consultation with the

19 Executive Committee, and shall be approved by the Board of Directors no later than at

20 the last regular Board of Directors meeting of the previous fiscal year.

21 Section 3 – Disbursement of Funds

22 All monies paid to PAC-TE shall be supervised by the Treasurer/. Monies shall be

23 disbursed according to the approved budget. Over-expenditures of more than \$500 in

24 any budget line item must be approved by the Executive Committee and reported to the

25 Board of Directors.

26 Section 4 – Contracts

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

30 PAC-TE under any contract or agreement.

31

1 Section 5 – Financial Report

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

7 Section 6 – Indemnification of Officers and Directors

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

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17 **ARTICLE VIII – AMENDMENTS**

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- 19 A. Bylaws amendments may be proposed by any member or group of members to the
20 President in writing at least 60 days before the Annual General Business Meeting and
21 may be proposed by the Board of Directors.
- 22 B. Bylaws amendments shall be submitted in writing to all voting members at least two
23 weeks before the Annual General Business meeting at which they are to be voted upon.
- 24 C. Bylaws shall be adopted or amended subject to the approval of 2/3 (two-thirds) of the
25 voting members present and voting at the Annual General Business Meeting.
- 26 D. Only institutional representatives of AACTE member institutions may vote on bylaws
27 changes which affect the relationship between the state unit and AACCTE. Only
28 institutional representatives of AACTE member institutions may vote on resolutions to be
29 placed before the membership at AACTE’s annual meeting.

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ARTICLE IX – STATE AFFILIATE REPORTS

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

ARTICLE X – COMPLIANCE and DISSOLUTION

- 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 of 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.