

BYLAWS
OF
THE PENNSYLVANIA
ASSOCIATION FOR ADULT
CONTINUING EDUCATION

Contents

ARTICLE I—NAME	3
ARTICLE II—PURPOSE	3
ARTICLE III—ORGANIZATION	3
ARTICLE IV—MEMBERSHIP	3
ARTICLE V—DUES	5
ARTICLE VI—MEETINGS OF THE ASSOCIATION	5
ARTICLE VII—OFFICERS	6
ARTICLE VIII—NOMINATIONS AND ELECTIONS	8
ARTICLE IX—BOARD OF DIRECTORS	9
ARTICLE X—FINANCE	10
ARTICLE XI—AMENDMENTS	11
ARTICLE XII—SEAL	11
ARTICLE XIII—INDEMNIFICATION	11
ARTICLE XIV - CONFLICT OF INTEREST	12

ARTICE I—NAME

Section 1. The name of this Association shall be The Pennsylvania Association for Adult Continuing Education (PAACE).

Section 2. The principal office and address of the Association shall be P.O. Box 3796 Harrisburg, Pennsylvania 17105-3796. The Board of Directors of the Association may change its principal office and address and/or have such other offices as necessary.

Section 3. The Association has been incorporated as a nonprofit education corporation in the Commonwealth of Pennsylvania, and is a 501(c) 3 organization under the provisions of the Internal Revenue Service of the United States of America.

Section 4. The Board of Directors of the Association may authorize affiliations with related professional associations from time to time in order to promote the purpose of the organization.

ARTICLE II—PURPOSE

Section 1. The purpose of the Association shall be to establish, within the Commonwealth of Pennsylvania, an adult education organization that will affiliate persons and agencies in one cooperative enterprise; enlist the service and support of others (i.e., individuals, groups, and organizations) interested in adult education; promote the development of desirable additional adult education services; coordinate the services of such persons and agencies for mutual assistance; evaluate legislation; disseminate information; and provide for continuity of purpose and effort in the development of public and other adult education within the Commonwealth.

Section 2. The Association is organized exclusively for educational purposes, including, for such purposes, disseminating information to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III—ORGANIZATION

The organization of the Association shall consist of the following: (1) The Membership; (2) The Officers; (3) The Board of Directors; (4) The Program Divisions; (5) The Geographic Regions.

ARTICLE IV—MEMBERSHIP

Section 1. Membership in the Association shall be of two kinds, that of Individuals and that of Organizations. With the exception of Life Members, membership is for one year with annual renewal.

Section 2. Individual Membership. Individual membership shall be of two categories: Regular or Life. Reduced-dues memberships may be offered to college students studying an aspect of adult continuing education, and to adult learners and volunteers participating in adult basic education programs at the discretion of the Board of Directors. The Board of Directors may establish additional categories of membership.

Section 3. Organizational Membership. Organizational membership is open to any organization or institution that has indicated an interest in adult education. Organizational membership shall qualify one person to represent the organization or institution and participate in the work of the Association with the same rights and privileges as Individual Members. All other persons from the organization who wish to be members would become members through procedures established by the Association for Individual Membership.

Section 4. Each member shall be entitled to the rights and privileges of the Association and shall be entitled to one vote on each matter submitted to a vote of the membership. An individual who has been an Association member in good standing for at least one year shall qualify to hold any office in the Association. The Board of Directors may appoint any voting or non-voting member in good standing to Board committees; provided that appointments are consistent with the Articles of Incorporation and the Bylaws of the Association and do not in other ways interfere with the affairs of the Association.

Section 5. Resignation, Suspension, and Expulsion. Membership in this Association may terminate by voluntary withdrawal, resignation, suspension, and expulsion as herein provided, or otherwise in pursuance of these Bylaws. All rights and privileges of a member in or to the Association shall cease on the termination of membership. The Board of Directors may suspend or drop from membership any officer, individual or organization for just cause according to acceptable due process procedures. Just or sufficient cause includes but is not limited to misconduct, neglect, and/or dereliction of duty in office. Sufficient cause for such suspension or termination of membership shall be violation of the Bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by three-fourths vote of the voting members of the Board of Directors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken.

Section 6. Membership in Program Divisions and Geographic Regions. Members of the Association shall be divided by individual choice into Program Divisions and Geographic Regions. Each member, in accordance with procedures for new and renewed membership, may designate one or more Program Divisions and one Geographic Region of primary interest.

Section 7. Program Divisions and Committees. Program Divisions are chaired by a Division Director who is nominated and elected by the members in good standing of that particular division. The nomination is subject to approval by the Board. Once elected, the Division Director serves for a three-year term, with the option of a second three-year

term. If the Division desires co-Directors, these individuals may cast only one vote on behalf of the Division. The President of the Board shall fill any Division Director vacancy until such time that the appropriate Division has conducted an election to replace the Director.

Committees are represented on the Board by Committee Chairs who are selected by the President in conjunction with the Board and serve as a voting member of the Board of Directors until such time as the chairperson resigns the chair or another appointment is made by the Board President.

A person selected as Program Director or Committee Chair shall develop an annual budget for submission to the Board of Directors. Each may develop such sub-committees as is necessary to carry out its activities provided that the activities are consistent with the Articles of Incorporation and the Bylaws of the Association and do not in other ways interfere with the affairs of the Association. The Board of Directors may review and request that Directors and Chairs of the Program Divisions provide a rationale for development of such committees and the appointment of committee members.

Section 8. Geographic Regions. The President in conjunction with the Board shall select a Representative or Co-Representative of the geographic regions, one of which shall serve as a voting member of the Board of Directors to represent that geographic region of the state. Such regions may be apportioned as the Board deems in order to provide the appropriate representation of the membership. . A person elected as Representative or Co-Representative may serve a maximum of two three-year terms. The Representatives of the Geographic Regions may select and appoint committees and committee members. The Board of Directors may review and request that Representatives of the Geographic Regions provide a rationale for development of such committees and the appointment of committee members.

ARTICLE V—DUES

Section 1. The Board of Directors shall determine annual dues and membership year for each member of the Association.

Section 2. The Membership Chair shall notify members of their renewal within thirty (30) days from the time the same become due. If payment is not made within the succeeding thirty (30) days, the member shall be notified that their membership will lapse unless payment is made within thirty (30) days. The Board authorizes the Membership Chair to drop members who fail to pay after notifications as described. On recommendation of the Membership Chair, however, the Board of Directors may permit continued membership privileges for good cause.

ARTICLE VI—MEETINGS OF THE ASSOCIATION

Section 1. Annual. There shall be an Annual Meeting of the Association during the month of February, unless otherwise ordered by the Board of Directors, to conduct the business of the Association.

Section 2. Special. The Board of Directors may call special meetings of the Association on the written request of ten (10%) percent of the membership. Notice of any special meeting shall be announced to each member of the Association with a statement of time, place and information as to the subject or subjects to be considered.

Section 3. Quorum. Quorum is established with a minimum of seven (7) members of the association in good standing present with at least two (2) being officers at any meeting of the Association.

Section 4. Order of Business. The order of business at meetings shall be as follows:

Call to order

Previous Meeting minutes correction/adoption

Introduction of officers

Reports of officers

Reports of Divisions

Reports of committees, as needed

Report of election results

Installation of new officers and new Board

Adjournment

The Order of Business may be altered or suspended at any meeting by a majority vote of the Board members present. The Minutes and reports of officers, divisions and committees will be made available and become a part of the archives of the Association. The usual parliamentary rules, as described in *Roberts Rules of Order*, shall govern all deliberations.

ARTICLE VII—OFFICERS

Section 1. The officers of the Association shall be a President, First Vice President, Second Vice President, Treasurer, and Secretary. The positions of President and First Vice President are filled by succession from the position of Second Vice President. Persons elected to the position of Second Vice President annually move to the positions of (1) First Vice President (2) President, (3) Immediate Past President, and (4) Remote Past President. The Immediate Past President and Remote Past President are not officers of the Association; however, they serve as chair for one year of the Audit, Budget, Finance and Fiscal Affairs and of the Nominating Committees, respectively.

Section 2. Term of office for each officer shall be one year or until the Board duly appoints a successor.

Persons elected to the positions of Treasurer and Secretary may serve a maximum of three one-year terms.

Section 3. Each officer shall be installed at the Annual Meeting of the Association and shall take office at that time.

Section 4. The Board of Directors may fill vacancies in any office for the balance of the term thereof at any regular or special meeting. If the vacancy occurs in an office affected by the succession order of the Second Vice President, First Vice President, and President, the appointee is automatically appointed to the succession.

Section 5. President. The President shall serve for one year as the chief officer of the Association. As such, the President shall preside at meetings of the Association, the

Board of Directors, and the Executive Committee; and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. The President shall serve as General Chair for the Annual Conference on Adult Education and perform other duties as are incident to the office of President or as may be prescribed by the Board of Directors. Also, the President may communicate matters and make suggestions to the Association or the Board of Directors that promote the welfare and increase the usefulness of the Association.

Section 6. First Vice President. The First Vice President serves for one year, shall preside in the absence of the President, and shall have primary responsibility for the Program of the Annual Conference on Adult Education. The First Vice President shall perform such other duties as prescribed by the Board of Directors, and shall succeed the President for a one-year term.

Section 7. Second Vice President. The Second Vice President serves a one-year term and, in the absence of the First Vice President, assumes all duties and functions of the First Vice President. The Second Vice President shall also coordinate the work of the Directors of the Program Divisions and the Representatives of the Geographic Regions, monitor and update the strategic plan, as needed, and perform such other duties as assigned by the Board. The Second Vice President succeeds the First Vice President for a one-year term.

Section 8. Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Board and approved by the Organizational Director and such other officers as the Board may prescribe. All sums received shall be deposited in the bank or banks or trust companies approved by the Board of Directors, and shall be reported at the Annual Meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer or in the absence of the Treasurer the President. The Treasurer may appoint one or more Assistant Treasurers to perform such duties as the Treasurer may delegate. The funds, books, and vouchers of the Association shall at all times be subject to verification and inspection by the Board of Directors.

Section 9. Secretary. The Secretary shall conduct appropriate correspondence, take and keep minutes, prepare and make available the minutes of the Annual Meeting of the Association and all meetings of the Board of Directors and Executive Committee.

Section 10. Organization Manager. The Organization Manager is appointed by the Board of Directors and is directly responsible to the Board of Directors. The Organization Manager shall be the chief executive and operating officer of the Association with responsibility for the management and direction of operations, programs, activities, and affairs of the Association. The Organization Manager carries out the responsibilities within the framework of policy as determined by the Board of Directors and has no voting power.

Section 11. Committees. The President, subject to the approval of the Board of Directors, shall annually appoint or re-appoint Chairs of such standing, special, or subcommittees as may be deemed necessary by the Board of Directors for appropriate representation of the membership. The Board shall review the necessity of such committees from time to time. Standing committees of the Association are:

Awards
Audit, Budget, Finance and Fiscal Affairs
Communications
Constitution, Bylaws and Resolutions
Journal of Lifelong Learning
Legislative
Membership
Midwinter Conference
Nominations and Elections
Research
Strategic Planning
Technology

Each committee shall include at least one (1) member of the Board of Directors and may include as many other members of the Association who are not on the Board as is appropriate to assure the membership's involvement and participation.

Section 12. Executive Committee. Officers of the Association shall constitute an Executive Committee that may exercise the powers of the Board of Directors, subject to annual action by the Board of Directors. In the absence of such powers, the Executive Committee may serve as an informal advisory group for the Organization Manager. Actions taken by the Executive Committee shall be reported to the Board at the next regularly scheduled meeting of the Board for endorsement. At no time shall more than one representative from a given agency or program serve on the Executive Committee.

ARTICLE VIII—NOMINATIONS AND ELECTIONS

Section 1. The First Vice President shall move up to the office of President at the expiration the President's term of office. The Second Vice President shall move up to the office of First Vice President at the expiration of the First Vice President's term of office.

Section 2. Selection of officers and Geographic Region Representatives begins with the appointment of the Nominations and Elections Committee and is completed at the Annual Meeting of the Association.

The Nominations and Elections Committee shall assist the Program Divisions as they see fit in the nomination and election process for their Directors.

Section 3. The Nominations and Elections Committee shall annually solicit nominations from the membership for consideration by the Board of Directors no later than 20 weeks prior to the Annual Meeting. Solicitation of nominations shall include distribution of information to the membership each year about the election process and responsibilities of elected positions.

Section 4. Not later than twelve (12)) weeks before the Annual Meeting, the Nomination and Elections Committee shall recommend to the Board of Directors one (1) person for election to each of the following positions:

Second Vice President, Treasurer, Secretary, and Geographic Region Representative (as needed). In the case of multiple candidates for one position, the Nominations and Elections Committee will recommend the candidate best qualified for that position. With the Board of Directors' approval, the nominations shall be communicated to the membership, including biographical information about each nominee.

Section 5. Procedures shall allow for ratification in each elective office. The balloting process shall be open to the membership not less than four (4) weeks before the Annual Meeting and close not less than one (1) week before the Annual Meeting. Ballots will be counted by a special committee appointed by the Chairperson of the Nominations and Elections Committee who also shall report the results at the Annual Meeting.

Section 6. Nominations and election of the Geographic Region Representatives shall be staggered over a three-year period so that an equal number of Regional Representatives shall be nominated and elected each year.

Section 7. Only persons who will have been members in good standing for at least one year preceding the date of their election shall be eligible to hold office.

ARTICLE IX—BOARD OF DIRECTORS

Section 1. Voting members of the Board of Directors of the Association shall consist of the officers of the Association (President, First Vice President, Second Vice President, Treasurer, Secretary), Representatives of the Geographic Regions, Directors of the Program Divisions, Committee Chairs and Past Presidents. Advisory (non-voting) members of the Board are representatives from the Pennsylvania Department of Education (one each from Basic Education, Higher Education, Corrections, and Library Services) who are designated by the Secretary of Education. The Board of Directors may designate such other persons, as it so desires, to serve as Advisory members. Advisory members attend and participate without vote.

Section 2. The officers of the Association shall serve as the officers of the Board of Directors and as its Executive Committee.

Section 3. The Board of Directors shall have jurisdiction in all matters related to the welfare of the Association; have supervision, control and direction of the affairs of the Association; determine its policies or changes therein within the limits of the Bylaws; actively carry out its purposes; and have discretion in the disbursement of its funds. It may adopt such rules, policies and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents, including general counsel, as it may consider necessary.

Section 4. The Board of Directors shall meet each year at the annual conference, and at such other times and places as determined by the President in conjunction with the Board. The Agenda for each meeting shall be determined by the President and Organizational Director and communicated to the Secretary for distribution to the Board at least one week prior to each meeting, along with Minutes of the preceding meeting.

Section 5. Special meetings of the Board of Directors may be called at the discretion of the President or at the request of at least five (5) members of the Board of Directors.

Section 6. At least seven (7) days notice shall be given for all meetings of the Board of Directors with notice usually taking the form of distribution of the Agenda and Minutes of the preceding meeting.

Roberts Rules of Order shall govern parliamentary procedures at all meetings of the Board of Directors and its Executive Committee.

Section 7. All acts of the Board of Directors shall be adopted by a quorum of the Board of Directors, and shall be subject to review by the Association at its next Annual Meeting.

Section 8. A quorum is defined as a minimum of seven (7) members of the Board, including two who are officers present.

Section 9. The Board of Directors may appoint additional standing or ad hoc committees to meet the needs of the membership.

Section 10. Absence. Any member of the Board of Directors unable to attend a meeting shall notify the President or Organizational Director. Members of the Board of Directors shall participate in Board discussions and report on their specific Board responsibilities at scheduled meetings. If a member of the Board of Directors is absent from three (3) consecutive meetings without notifying the President or Organizational Director and without otherwise communicating with the President or Organizational Director regarding their Board activities and responsibilities, or for reasons which the Board declares to be insufficient, the Director's resignation shall be considered offered and accepted.

Section 11. Compensation. Directors shall not receive any compensation for their services as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association.

Section 12. Resignation. A Director may resign at any time by giving written notice to the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

ARTICLE X—FINANCE

Section 1. Officer and Organizational Director Expenses. The President, First Vice President, Second Vice President and Organizational Director shall submit an annual budget to facilitate the functioning of the responsibilities of the office. Within budgetary limits, the Board of Directors shall review and authorize the budget for each.

Section 2. There shall be an external review of the financial records of the Association in accordance with the fiscal year of the Association, and within the responsibilities of the Immediate Past President.

Section 3. The fiscal year of the Association is January 1 through December 31.

Section 4. No part of the net income of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association 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. No officer or employee of the Association, or member of the

Association, or member of the Board of Directors shall incur indebtedness or financial obligation of the Association without prior approval of the Board of Directors.

Section 5. No substantial part of the financial activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or by an organization to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

Section 6. Upon the dissolution of the Association, the officers shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the officers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI—AMENDMENTS

Amendments to the Bylaws may be proposed at any session of the Board of Directors, provided the proposed amendment or amendments are submitted to all Board members in writing, signed by ten (10) or more members of the Association in good standing. Upon approval by the Board of Directors, the Amendments shall be submitted to the Association membership for review and adoption. Amendments will be adopted - after a two-thirds vote of the members present at the next succeeding Annual Meeting of the Association, or by those responding by mail or other communications means, provided that notice is given to the membership by mail or other currently accepted communications means at least fourteen (14) days before the tally of the vote. The Board of Directors shall decide the method by which a vote is taken and tallied.

ARTICLE XII—SEAL

The Association shall have a seal of such design as the Board of Directors may adopt.

ARTICLE XIII—INDEMNIFICATION

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association except in

relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability or negligence or misconduct.

A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless

- (i) the Director has breached or failed to perform the duties of his office under Section 363 of the Pennsylvania Directors Liability Act (relating to standard of care and justifiable reliance) and
- (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Article shall not apply to

- (i) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section __ refers to responsibilities of Directors shall be prospective only, and shall not affect, to the detriment of any Director, any limitation on the personal liability of a Director existing at the time of such repeal or modification.

ARTICLE XIV – CONFLICT OF INTEREST

No officer, member of the Board of Directors, or employee shall participate in any action, in their capacity with the organization either directly or indirectly, that will benefit that person or any member of her/his immediate family to any extent greater than it would benefit the public at large. Immediate family shall consist of spouse, children, parents, brothers and sisters and the person having the same relation to the person's spouse. Such conflict of interest may lead to removal from office by a vote of 2/3 of the members of the Board of Directors. Such action must be taken at a regular Board meeting.

Adopted February 10, 1994
Amended February 9, 1995
Amended February 10, 2005
Constitution, Bylaws and Resolutions Committee
Robert McNeill, Chair
Adopted February 10, 1994
Amended February 9, 1995
Amended February 10, 2005
Amended January, 2010