

# **Pennsylvania Association For Gifted Education, Inc.**

*(formerly the Pennsylvania Association for the  
Study and Education of the Mentally Gifted)*

A Pennsylvania Nonprofit Corporation

## **BYLAWS**

*(as amended and restated November 18, 2016)*

### ARTICLE I. INTRODUCTORY INFORMATION.

Section 1.01 **Name.** This organization shall be known as the Pennsylvania Association for Gifted Education, Inc., hereinafter referred to as “PAGE.”

Section 1.02 **Statement of Purpose.** The purposes of PAGE are as set forth in its Articles of Incorporation, and shall include:

- (a) Serving as an advocate for mentally gifted children and to protect their right to an appropriate program of education;
- (b) Maintaining and improving existing legislation and regulations for the gifted;
- (c) Acting as a resource for information and consultation in encouraging study, experimentation, and improvement of education of the mentally gifted; and
- (d) Educating the public about the needs of the gifted and the activities of PAGE.

Section 1.03 **Registered Address.** The registered address of PAGE shall be PO Box 452 Natrona Heights, PA 15065, or such other location in Pennsylvania as the Board of Directors (the “Board”) may designate from time to time.

Section 1.04 **Corporate Seal.** PAGE shall maintain a corporate seal in the form of a circle containing the name of PAGE, the year of incorporation and such other information as may be required by law or approved by the Board.

Section 1.05 **Fiscal Year.** The fiscal year of PAGE shall end on June 30 of each year, or on such other date as may be fixed from time to time by resolution of the Board.

Section 1.06 **Parliamentary Procedure.** All meetings of PAGE and its Board shall be run using the Modern Rules of Order, 3<sup>rd</sup> Edition, by Donald A. Tortorice.

Section 1.07 **Governing Law.** PAGE is governed by the Pennsylvania Nonprofit Corporation Law of 1988, 15 P.S. § 5101 *et seq.* (the “NPCL”). PAGE is organized on a non-stock basis and has members.

## ARTICLE II. MEMBERSHIP.

Section 2.01 **Classes of Membership.** PAGE shall have two classes of membership: voting and non-voting. The Board may establish additional membership criteria for each class of membership, subject to the provisions of these Bylaws. Members may also be known as “subscribers” or “supporters” of PAGE.

Section 2.02 **Voting Members.** Voting members of PAGE shall consist of individual members, in good standing, that have complied with all membership requirements established by the Board, including the payment of annual dues. Qualifications for designation as a voting member must be satisfied by the record date established by the Board, which date shall not be more than ninety (90) days prior to the date of the annual meeting of members.

Section 2.03 **Non-Voting Members.** Non-voting members shall consist of any other person or entity interested in the purposes of PAGE, who desires to participate in PAGE but who has not otherwise satisfied all applicable membership requirements by the record date established by the Board, including, but not limited to, the nonpayment of annual dues.

Section 2.04 **Dues.** The Board may establish dues for each class of membership from time to time in such amounts and payable at such times as the Board may determine.

Section 2.05 **Meetings of the Members.** Meetings of the members may be held at such place within or without the Commonwealth of Pennsylvania as the person calling the meeting shall so indicate in the meeting notice. The members shall have an annual meeting at such time and location as is determined by the Board. Special meetings of the members shall be called by the Secretary upon the instruction of the President or the written request of ten percent (10%) of the current voting members entitled to vote, as defined in Section 2.02.

Section 2.06 **Notice.** Written notice of the date, time, general purpose and place of the annual meeting of the members shall be given to all voting members of record entitled to vote at the meeting at least 30 days prior to the date of the annual meeting. Written notice of the date, time, general purpose and place of each other meeting of the members shall be given to all members of record entitled to vote at least ten (10) days prior to the day of a meeting. Such notice shall be provided either in person or via U.S. Postal Service, Fedex, UPS or similar delivery service to the member’s address, or electronically via e-mail or facsimile. Any notice required hereunder shall be provided by the Secretary of the Board or their designee.

Section 2.07 **Waiver of Notice.** Whenever any written notice is required to be given, a waiver thereof in writing signed by the members entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Attendance of a member at a meeting shall constitute a waiver of notice of the meeting unless the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.08 **Quorum.** Those members in attendance at a meeting shall constitute a quorum for the transaction of business at the meeting.

Section 2.09 **Members in Good Standing.** An individual member in good standing is one who has applied for and been granted membership, who continues to satisfy the membership criteria established by the Board, if any, and whose annual dues, if applicable, are not delinquent. A member not in good standing does not have any rights, benefits and/or privileges under these Bylaws, including voting rights.

Section 2.10 **Expulsion.** Any member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum is present, provided that written notice of the intention to expel and reasons therefore have been provided to the member. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Notwithstanding, the foregoing procedures for a hearing before the Board shall not apply to termination of membership for failure to pay any required dues, so long as the member received prior written notice that membership may be terminated as the result of nonpayment.

Section 2.11 **Transfer of Membership.** Membership in PAGE is nontransferable and non-assignable.

Section 2.12 **Liability of Members.** The members shall not be liable for the debts, liabilities or obligations of PAGE. A member shall be liable to PAGE only to the extent of any unpaid membership dues or assessments which PAGE may have lawfully imposed on the member, or for any other indebtedness owed by the member to PAGE.

### ARTICLE III. BOARD OF DIRECTORS.

Section 3.01 **Authority.** The business and affairs of PAGE shall be managed by the Board, except as otherwise required by law, these Bylaws or a resolution duly adopted by the Board.

Section 3.02 **Composition of Board of Directors.** The Board shall comprise not more than seventeen (17) voting Directors.

Section 3.03 **Eligibility.** Each Director shall be a natural person of full age, who need not be a resident of Pennsylvania. Directors shall be elected from among the members at the annual meeting. The Board may appoint persons to the Board, including persons who are not members of PAGE, so long as a Board position is available and the appointee becomes a member of PAGE. Directors must remain members of PAGE in good standing throughout the duration of their term on the Board.

Section 3.04 **Term of Office.** Each Director shall hold office for a term of three (3) years and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal. Terms of Directors shall be staggered so that as nearly as possible an equal number of terms shall expire each year. The term of office of non-elected, appointed Directors shall be one year, or until their successor is appointed or they become elected. Appointed Directors shall serve no more than one term, unless permitted to do so by the Board in extenuating circumstances.

Section 3.05 **Term Limits.** No Director shall serve more than two full (2) consecutive terms or six (6) consecutive years on the Board. Terms shall begin upon the affirmative vote of the membership to elect.

Section 3.06 **Nomination and Election.** Nominations of Directors shall be made to the full Board by the Governance / Policy Committee, pursuant to Section 5.04 hereof. Upon a majority vote of the Board, nominees will be brought forward to be elected by a majority vote of the membership at the annual meeting, except as provided in Section 3.07 (regarding vacancies). New Directors shall take office at the time they are elected thereto.

Section 3.07 **Vacancies.** Vacancies occurring on the Board shall be filled by the Board, upon appointment and approval of a majority of the remaining Directors. Each Director so appointed shall serve for the unexpired portion of the term of the Director being replaced (or for a maximum of one year as an appointed Director, pursuant to Section 3.04), and until the Director's successor is elected and qualified or until such Director's earlier death, resignation or removal.

Section 3.08 **Removal of Directors.**

- (a) **By the Members.** Any Director may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of the total Members of record of PAGE in good standing (as defined in Section 2.09) as of the date and time of the vote, as permitted by Section 10.01. New Directors may be elected at the same meeting, and shall be elected at the same meeting if less than seven (7) Directors remain following the removal of the Director. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- (b) **By the Board.** Any Director may be removed from office, without the assignment of any cause, by a vote of two-thirds (2/3) supermajority of all other Directors at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting, consistent with the notice requirements of Section 3.14. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 3.09 **Quorum.** At all meetings of the Board, the presence of a majority of the Directors in office and entitled to vote shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

Section 3.10 **Voting Rights.** Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board.

Section 3.11 **Regular Meetings.** Regular meetings of the Board shall be held monthly, or as otherwise determined by the Board.

Section 3.12 **Special Meetings.** Special meetings of the Board may be called by the President or by one-third of the Board at any time. Consistent with Section 3.14, at least fourteen (14)

days' written notice stating the time, place and purpose of any special meeting shall be given to the members of the Board. It shall be the duty of the Secretary to fix the time and place of any special meeting, which shall be held within thirty (30) days after the receipt of the request, and which may occur at the same date and time as the next regular meeting of the Board if such meeting is within thirty (30) days of the receipt of the request. The Secretary shall make every effort to ensure the President's availability within the 30-day limit. If the Secretary shall fail to fix the time and place of a requested special meeting, the person or persons requesting the meeting may do so.

Section 3.13 **Attendance at Meetings.** Directors have the duty and obligation to attend all Board meetings either in person or via teleconference or videoconference (or via other similar electronic means, as permitted by the Board). The names of Directors present, excused or absent shall be recorded for each meeting.

Section 3.14 **Notices.** Written notice of the date, time and place of each regular meeting of the Board shall be given to all Directors at least fourteen (14) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. Pursuant to Section 3.11, five days' advance notice shall be provided for special meetings. Such notice may be provided either in person or via U.S. Postal Service, Fedex, UPS or similar delivery service to the Director's address, or electronically via e-mail or facsimile.

Section 3.15 **Waiver of Notices.** Whenever any written notice whatsoever is required to be given under by applicable law, the Articles of Incorporation of PAGE, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, unless the Director attends such meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.16 **Standard of Care and Fiduciary Duty.** Each Director shall stand in a fiduciary relation to PAGE and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of PAGE, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, each Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by employees of PAGE, legal counsel for PAGE, public accountants or a committee of the Board.

Section 3.17 **Rules and Regulations.** The Board may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of PAGE and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by a majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 3.18 **Consents.** Any action that may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed and unanimously approved by all of the Directors in office and entitled to vote and shall be filed with the Secretary of PAGE.

Section 3.19 **Conflict of Interest.** As each Director participates in the business of PAGE, they have a fiduciary duty to act prudently and in the best interest of PAGE, as opposed to his or her personal interest or the interest of some other person or entity. Directors shall not engage in any conduct that constitutes a conflict of interest. The Board may adopt rules and regulations defining conduct that constitutes a conflict of interest, as well as procedures for Board members to disclose potential conflicts of interest.

Section 3.20 **Advisory Board.** The Board may, but is not required, create and appoint members of PAGE to an Advisory Board, which shall have such rights and privileges as determined by the Board. Qualifications for membership on an Advisory Board shall be determined by the Board.

#### ARTICLE IV. OFFICERS.

Section 4.01 **Enumeration.** The officers of PAGE shall consist of a President, Vice President, Secretary, Treasurer and State Affiliate Director. The officers of PAGE may also consist of such other officers as the Board may, from time to time, designate. No employee of PAGE is eligible to serve as an officer. Officers shall be natural persons who are Directors of PAGE, except that the Treasurer may be a corporation. Officers must be members of PAGE. A person may hold more than one office in interim circumstances, except that the same person may not be President and Secretary at the same time.

Section 4.02 **Election.** Names of all directors interested in serving as officers shall be brought before the Board, in accordance with these Bylaws, and elected by a majority vote of the Board. Election of officers shall occur at the first regular meeting of the Board following the annual meeting of members.

Section 4.03 **Term of Office.** Each officer shall serve for a term of two (2) years, and, subject to resignation or removal prior to completion of the two-year term, shall continue thereafter until the officer's successor is duly elected and takes office. Terms of officers shall be staggered so that as nearly as possible an equal number of terms shall expire each year. The Board shall, by adoption of resolution or policy, establish a schedule of staggered terms of officers, which schedule may be amended from time to time as determined by the Board to be in the best interests of PAGE.

Section 4.04 **President.** The President shall preside at all meetings of the Board. The President shall be the executive officer of the Board. The President shall sign, execute, and acknowledge, in the name of PAGE, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or these By-laws, to some other officer or agent of the Board; and, in general, shall perform all duties incident to the office of President, and such other duties

as from time to time may be assigned to him or her by the Board. Additionally, the President or their designee shall prepare an annual report to the Board and members of PAGE, which shall be presented at the annual meeting.

Section 4.05 **Vice President.** The Vice President shall perform the duties of the President in her/his absence and such other duties as may from time to time be assigned to her/him by the Board or the President. In the absence of the President, the Vice President shall preside at all meetings of the Board.

Section 4.06 **Secretary.** The Secretary shall make or cause to be made minutes of all meetings of the Board and the members. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the Board and the members (which may occur electronically, as permitted by these Bylaws), and generally shall perform all duties incident to the office of secretary of PAGE. The Secretary shall also perform any other duties required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board. The Secretary shall keep custody of the corporate seal, and when authorized shall affix the seal to any instrument requiring it. In the absence of the President and Vice President, the Secretary shall preside at all meetings of the Board.

Section 4.07 **Treasurer.** The Treasurer shall be the financial officer of the Board. The Treasurer shall have or provide for the custody of the funds or other property of the Board and shall keep a separate bank account of the same to her/his credit as Treasurer; shall collect and receive or provide for the collection and receipt of the monies earned by or in any manner due to or received by the Board; shall deposit all funds in her/his custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an accounting showing her/his transactions as Treasurer, and the financial condition of the Board; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board or the President. The Treasurer shall act as Chair of the Finance Committee. In the absence of the President, Vice President and Secretary, the Treasurer shall preside at all meetings of the Board.

Section 4.08 **State Affiliate Director.** The State Affiliate Director is the liaison between the local affiliate chapters of PAGE and the Board. The State Affiliate Director is responsible for assisting the affiliates, communicating with the affiliate leaders in a timely manner, organizing and hosting the annual affiliate conference, and such other duties as may be needed to foster positive relationships with and communication among PAGE affiliates.

Section 4.09 **Removal of Officers.** Any Officer may be removed from office by the Board, upon a two-thirds (2/3) supermajority vote, whenever in the judgment of the Board the best interests of PAGE will be served thereby.

Section 4.10 **Vacancies.** Any vacancy may be filled by the Board upon the majority vote of the Directors entitled to vote.

Section 4.11 **Employees.** PAGE may hire any employee(s) as the Board deems necessary and in the best interests of PAGE. All employees of PAGE must be approved by a two-thirds supermajority vote of the Board. The Board may establish, by resolution or policy, the job

functions, duties and responsibilities of any employee, and may, but is not required, permit an employee (such as an Executive Director) to participate in all meetings of the Board as an ex-officio, non-voting member of the Board.

## ARTICLE V. COMMITTEES.

Section 5.01 **General.** The Board may, by adoption of a resolution, establish one or more committees to consist of one or more Directors of PAGE. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: the submission to the voting members of PAGE of any action requiring approval of the members; the filling of vacancies in the Board; the adoption, amendment or repeal of the Bylaws; the amendment or repeal of any resolution of the Board; or action on matters committed by the Bylaws or resolution of the Board to another Committee of the Board.

Section 5.02 **Committees.** PAGE shall have the following standing committees: Executive Committee; Governance / Policy Committee; Finance Committee; Legislative Committee. Every standing committee shall have a chairperson who is on the Board. With the exception of the Executive Committee, any person, whether a Director of PAGE or not, is eligible to serve as a committee member. The chairperson of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these bylaws or the resolution of the Board establishing the committee.

Section 5.03 **Executive Committee.** The Executive Committee of the Board shall consist of the President of the Board and each other Officer of the Board. The President shall serve as the chairperson of the Executive Committee. The President shall present a full report of all Executive Committee decisions to the Board at the next regularly scheduled meeting of the Board.

Section 5.04 **Governance / Policy Committee.** The Governance / Policy Committee shall consist of at least three (3) Directors of PAGE. The Governance / Policy Committee may, but is not required to, endorse nominees for either Directors or Officers of PAGE. In nominating Directors, the Governance / Policy Committee should consider key factors, such as the individual's potential to lead PAGE to achieve its mission, strategic purposes and key areas of operations.

- (a) **Directors.** The Governance / Policy Committee shall seek nominees and determine the qualification of nominees to serve as Directors of PAGE, as provided for in Article III of these Bylaws. The Governance / Policy Committee shall submit to the Board all names of nominees who are qualified to serve as Director and for whom the Governance / Policy Committee has obtained consent to be nominated. The Board shall approve a slate of candidates for Director at a regular or special meeting, which shall then be submitted to and voted upon by the voting members of PAGE at the annual meeting. Nominations for Director may be submitted to the Board outside the Governance / Policy Committee process, so long as: (i) the nomination is received in writing by PAGE prior to January 1



of the election year; (ii) the nomination is supported by the signature of at least fifteen (15) voting members of PAGE; and (iii) the individual nominated is qualified to serve as Director and consents to the nomination.

- (b) **Officers.** The Governance / Policy Committee shall seek nominees and determine the qualification of nominees to serve as Officers of PAGE, as provided for in Article IV of these Bylaws. The Governance / Policy Committee shall submit to the Board all names of Directors who are qualified to serve as Officers of PAGE and for whom the Governance / Policy Committee has obtained consent to be nominated.

At the direction of the Board, the Governance / Policy Committee shall review and make recommendations for revisions to the policies of the Board. Each policy shall be reviewed at least once every three (3) years. The Governance / Policy Committee shall prepare and submit to the Board recommended policies to improve the operations or administration of PAGE.

Section 5.05 **Finance Committee.** The Finance Committee shall comprise, at a minimum, the Treasurer, the President, and at least one (1) other PAGE Board member as designated by the President. The Treasurer shall annually prepare and present a proposed financial budget to the Board, and prepare and implement a system of internal fiscal controls. The President may appoint a Conference Treasurer to serve on this committee. The Conference Treasurer shall be responsible for overseeing contracts and expenditures by the Board associated with the state conference.

Section 5.06 **Legislative Committee.** The Legislative Committee shall review any proposed state and federal legislation and regulations related to or impacting the education of gifted students. After review of any proposed legislation, the Legislative Committee shall prepare recommended comments or testimony to be submitted to legislators, legislative committees, the State Board of Education or officials of the Department of Education. This committee may consist of a Legislative Liaison, Board members and other individuals as designated by the President.

## ARTICLE VI. ANNUAL MEETING.

Section 6.01 **General.** There shall be an annual state conference and meeting of the members. The annual state conference and meeting of the members shall be called and overseen by the Executive Committee of the Board. The only regular business meeting of the entire PAGE membership shall occur at the annual state conference and meeting.

Section 6.02 **Presiding Officer / Agenda.** The President or their designee shall act as the presiding officer of the annual meeting. The Executive Committee shall establish the agenda for the annual meeting.

## ARTICLE VII. INDEMNIFICATION.

Section 7.01 **General Rule.** A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless: (a) the Directors has breached or failed to perform the duties of Director; or (b) the Director's breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Provided, however, the foregoing provision shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 7.02 **Mandatory Indemnification of Directors and Officers.** PAGE shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each Director and/or Officer (including each former Director or Officer) of PAGE who was or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of PAGE, by reason of the fact that the Director or Officer is or was an authorized representative of PAGE, or is or was serving at the request of PAGE as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Director or Officer in connection with such action, suit or proceeding if such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of PAGE and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 7.03 **Mandatory Advancement of Expenses to Directors and Officers.** PAGE shall pay expenses (including reasonable attorneys' fees) incurred by a Director or Officer of PAGE referred to in Section 7.02 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.02 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or Officer shall be paid by PAGE in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or Officer to repay all amounts advanced if it shall ultimately be determined that the Director or Officer is not entitled to be indemnified by PAGE as provided in Section 7.05 hereof.

Section 7.04 **Permissive Indemnification and Advancement of Expenses.** PAGE may, as determined by the Board from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was an authorized representative of PAGE or is or was serving at the request of PAGE as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding if such Director or Officer acted in good faith and in a manner he or she reasonably believed to be

in, or not opposed to, the best interest of PAGE and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. PAGE may, as determined by the Board from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 7.04 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by PAGE as provided in Section 7.05 hereof.

Section 7.05 **Scope of Indemnification.** Indemnification under this Article shall not be made by PAGE in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 7.06 **Miscellaneous.** Each Director and officer of PAGE shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of members, disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of PAGE and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article by the members or the Board shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 7.07 **Definition of Authorized Representative.** For the purposes of this Article, the term, "authorized representative" shall mean a director, officer or employee of PAGE. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by PAGE, and shall not include agents of PAGE unless indemnification thereof is expressly approved by the Board.

Section 7.08 **Procedure for Effecting Indemnification.** Unless ordered by a court, any indemnification under this Article VII or the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made

- (a) by the Board by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding; or
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; and
- (c) by the voting members.

ARTICLE VIII. RESTRICTIONS REGARDING THE OPERATIONS OF THE CORPORATION; ADMINISTRATION OF FUNDS.

Section 8.01 **No Private or Political Beneficiaries.** No part of the earnings or assets of PAGE shall inure to the benefit of any private individual, and no substantial part of the activities of PAGE shall be used for lobbying and PAGE shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

Section 8.02 **No violation of Purposes.** In no event and under no circumstances shall the Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause PAGE to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 8.03 **Tax Records.** PAGE shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them. PAGE shall file all required registrations to solicit charitable contributions.

Section 8.04 **Annual Report and Financial Evaluation.** The Treasurer shall submit annually to the Board a statement containing those details required to be included under the provisions of the NPCL, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws. The financial records of PAGE shall be evaluated by a certified public accountant: (i) if and when required by law or the Pennsylvania Bureau of Charitable Organizations or other government agency; or (ii) when required by a majority vote of the Board.

Section 8.05 **Books and Records.** PAGE shall maintain correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board and committees. PAGE shall maintain at its registered office the original or a copy of its Bylaws including amendments to date, and an original or duplicate membership register, giving the names of the members and showing their respective addresses, and the class and other details or membership.

ARTICLE IX. BYLAW AMENDMENTS.

Section 9.01 **Authority.** Voting members may amend, alter and/or repeal these Bylaws by majority vote during a duly held meeting of the members. Provided, however, unless approval of the members is required by the Pennsylvania Nonprofit Corporation Law, these Bylaws may also be altered, amended and/or repealed from time to time by the Board by the affirmative vote of a two-third (2/3) supermajority of the Directors entitled to vote.

Section 9.02 **Notice.** The members of PAGE shall be given at least five (5) days' prior written notice of any meeting of the members at which proposed changes to the Bylaws of PAGE are to be considered or acted upon, which notice may be waived pursuant to Section 2.07. Such written

notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.

#### ARTICLE X. ABSENTEE VOTING.

Section 10.01 **By Members**. Voting by members of PAGE entitled to vote shall occur in person, and members are not permitted to vote by absentee ballot or proxy. Notwithstanding the foregoing, members shall be permitted to vote by absentee ballot or proxy, in the form and manner established by the Board (including through electronic means), for the election of Directors, the removal of Directors, and any amendment to these Bylaws requiring a vote of the members consistent with Section 9.01.

Section 10.02 **By the Board of Directors**. Directors permitted to vote on any matter may exercise such right by submitting an absentee ballot in the form and manner established by the Board, including through electronic means.

#### ARTICLE XI. SUBVENTIONS.

Section 11.01 PAGE shall be authorized, by resolution of the Board, to accept subventions on terms and conditions not inconsistent with the NPCL.