Bylaws of the

Pennsylvania Association of Student Councils

Article 1. Committees and Coordinators:

A. The following shall be standing committees of the Executive Board:
- Awards, Scholarships, and Recognition Committee
- Communications Committee
- Constitution and Policy Committee
- Governmental Relations Committee
- Leadership Camp and Curriculum Committee
- Membership and Recruitment Committee
- Middle Level Committee
- NASC & Educational Relations Committee
- Professional Development Committee
- Program and Outreach Committee
- State Conference Committee
- Technology Committee

B. Committee assignments will be determined by the Executive Director in consultation with the State President. All Executive Board members are expected to actively participate on the committees they have been assigned. If an Executive Board member wishes to serve on additional committees in addition to those they have been assigned, they may do so with the permission of that committee chair.

C. Administrative Coordinators shall be appointed for terms of three years.

D. PASC shall maintain its status as an approved Act 48 professional development provider through the Pennsylvania Department of Education, and the Professional Development Coordinator will be the coordinator of this.

Article 2. Conferences and Camps:

A. The Executive Director, Assistant Executive Director, the NASC & Educational Relations Coordinator, a designated chaperone selected from Regional Directors on a rotational basis, and the State President shall be delegates to the National Association of Student Councils Conference at the expense of PASC.

B. The President-elect, regional representatives, and State Conference Co-chairs shall be delegates to the National Association of Student Councils Conference. The registration fee and all or part of the students' travel expenses shall be paid by the Association at the discretion of the Executive Board.

C. Regional Directors, Administrative Coordinators, and staff members of PASC Summer Leadership Camps, including Directors and Assistant Directors, are encouraged to attend the annual National Association of Workshop Directors Conference. The registration fee and all or part of the staff members travel expenses shall be paid by the Association at the discretion of the Executive Board.

D. The Executive Board shall, at its discretion, reimburse all or part of the cost for attendance at Summer Leadership Camps by Region Representatives and Middle Level Representatives.

E. The President, President-elect, State Conference Co-chairs, Regional Representatives, and Middle Level Representatives, along with any Pennsylvania Candidate for any NASC Region 2 position shall attend the NASC Region 2 Conference, with the registration fee and all or part of travel expenses being paid by the Association at the discretion of the Executive Board.

F. Summer Camp Directors, Assistant Directors, and staff shall be appointed

on an annual basis.

Article 3. Finances:

A. The fiscal year of PASC shall begin on September 1 of each year, and end on August 31 of the following year.

B. The Executive Director and other officers and coordinators shall be paid an honorarium, the amount of which shall be determined annually by the Executive Board. Additional honorariums for services provided to PASC may also be approved by the Executive Board at its discretion.

C. The Board in its discretion may authorize reimbursement for Executive Board members and other individuals for travel and actual expenses necessarily incurred in attending meetings and performing other duties or on official business on behalf of PASC.

D. All funds of PASC shall be deposited in such banks, trust companies, or other depositories as the Board may approve or designate. The Executive Director, Assistant Executive Director, and Treasurer must have signatory authority on all PASC bank accounts.

E. The Executive Board retains final oversight over all PASC accounts.

F. The Executive Board may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of PASC, however, unless so authorized by the board, no board member, officer, agent or other affiliate shall have the power to bind PASC or pledge its credit or render it liable for any purpose or amount.

G. No loans shall be contracted on behalf of PASC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board.

H. All checks issued by PASC shall be signed by such officers or agents of PASC as shall be determined by resolution of the board.

I. The financial accounts of PASC shall be audited by an accredited accountant or accounting firm at least once during the term of the Treasurer.

J. An ad-hoc audit committee shall be appointed by the Executive Director on an annual basis to review the finances of PASC. The report of the Auditing Committee shall be entered in the meeting minutes of the board meeting when the audit occurs.

K. Budgets for PASC programs such as Summer Camps and State Conference must be approved by the Executive Board. Any surplus of funds from any PASC program must be returned to PASC. In the event of Regional Conferences, additional monies shall be returned to the Regional Board. Under no circumstance will PASC be liable for expenditure of funds outside of an approved budget. If in the event approved costs are higher than budgeted, the Executive Board will need to authorize a higher level of reimbursement.

L. The Executive Board shall annually determine the dues for active membership status in PASC.

M. A portion of active member schools' dues shall be remitted to their region on an annual basis. The amount of remittance shall be determined annually by the Executive Board.

Article 4. The following policies shall govern Regional Representatives:

A. Active member schools may only nominate one student to be a candidate for election as a Regional Representative when elections occur.

B. Any school represented on the Executive Board by a regional representative shall not be eligible to nominate a student again for four years. If after a new term of a Regional Representative has commenced and there are no students to hold this position, the Executive Director may waive this requirement.

C. Students who are current freshmen or sophomores may apply to serve as a Region Representative. If the position of Region Representative is vacated with less than one year left in the term, a student who is a senior may be appointed to fill the remainder of that term. If there is more than one year remaining in the term, a junior may be appointed

to fill the remainder of the term.

Article 5. The following policies shall govern State President selection:

A. Students who are current freshmen or sophomores from active member schools are eligible to apply to be the PASC State President via an application developed and approved by the Executive Board. PASC will select a group of semi-finalists to interview for the position at the Spring board meeting by the Constitution and Policy Committee or other ad-hoc committee as designated by the board, and finalists will interview before the entire board prior to a vote being taken on their candidacies. The candidate who receives the most votes from the Executive Board shall be declared the President-elect.

B. Upon completion of term as President-elect, along with a favorable evaluation, this student will assume the role of PASC State President.

C. If in the event, a current Regional Representative is selected to be President-elect, they will have been considered to have resigned their Regional Representative position immediately upon their selection as President-elect.

D. If in the event the office of President or President-elect is vacated, the Executive Board is empowered to appoint a student to fill that position without undergoing a new selection process. If the position of President- elect is vacant, a junior may be considered to fill the position. If the position of President is vacant, a student from any grade can be appointed to that position so long as they will remain a high school student until the completion of their term.

E. Any school that has a State President or President-elect is ineligible to have another State President or President-elect for two years.

F. The Advisor of the President is invited to serve ex officio on the Executive Board for a term to run concurrently with the President

Article 6. To remove from office a member of the Executive Board, the following procedures must be adhered to:

A. A complaint against any member in any capacity of the Executive Board shall be placed in writing and sent to the Executive Director, or in an instance involving the Executive Director, the Assistant Executive Director.

B. The Executive Director shall notify the member in question about the specific complaint within ten days of receipt of the complaint, or in cases of the Executive Director, the Assistant Executive Director shall make the notification.

C. The Executive Director, Assistant Executive Director, and President may elect to create an improvement plan for the individual in question.

D. In the event the improvement plan is not followed or the Executive Director, Assistant Executive Director, and President elect not to create an improvement plan, then a hearing shall be called before a committee comprised of the Executive Director, Assistant Executive Director, President, President-elect, the adult and student chairs of any committee the member sits on, and the Region Director and Region Representative of that member, to investigate the complaint. The committee shall meet as soon as is possible.

E. If the result of said hearing finds that the complaint against the member is warranted, then a two-thirds vote of the committee shall be required to discipline or remove the member.

F. At the hearing, the member shall be granted the right to defend themselves.

Article 7. Middle Level Representatives

A. The organization shall annually select a Middle Level Representative from Regions A-E, and from Regions F-J, from active member schools.

B. Middle Level Representatives shall be selected by interview at the state conference.

C. Advisors of Middle Level Representatives are invited to serve ex officio

on the Executive Board for a term to run concurrently with their middle level representative

D. Any school that has had a Middle Level Representative shall be ineligible to apply to have another Middle Level Representative for two years.

Article 8. Membership:

A. The membership year of PASC shall begin on July 1 of each year, and end on June 30 of the following year. Membership paid for at any point during a membership year shall only be credited for that membership year and shall not be prorated.

B. The board may vote to reduce membership fees for early payment of member dues and also for schools that have been inactive for a period of time to encourage them to become active members of PASC.

C. The Executive Board may authorize the attendance of students and advisors from schools that are not currently active members of PASC at PASC programs with an inactive member surcharge fee.

D. Notwithstanding other provisions of the Constitution or bylaws, the Executive Board may further delineate benefits and opportunities that are only available to adults and students from active member schools.

E. PASC will endeavor to include as many students and adults as possible in its programs and activities. Diverse representation of membership must be a priority

Article 9. Regional Associations

A. The constitutions of Regional Associations should be reviewed on a triennial basis and the Regional Constitutions should be deposited with the Executive Director or their designee

B. Regional Associations may at their discretion set differentiated price levels for attendance at Regional events for active and inactive member schools

C. The board of Regional Associations should have representation from a minimum of three active member schools. Attempts to balance middle and high school, public and private schools, and geographic representation are encouraged.

D. Regional Associations are responsible to provide PASC leadership and engagement opportunities on a local level. Regional Associations should provide as many opportunities for engagement and growth for as many students and adults from that region as possible.

E. Regional Associations should provide support and guidance for the students, adults, and administrators within their region.

Article 10. The Executive Director:

A. The State Headquarters shall be at the school of the Executive Director.

B. The Executive Director will be bonded. Such bonding will be processed at PASC's expense in an amount sufficient to provide adequate protection of the organization's assets. The Executive Director will also ensure that the Assistant Executive Director and Treasurer are bonded at PASC's expense in an amount sufficient to provide adequate protection of the organization's assets.

C. The Executive Director and Assistant Executive Director shall maintain membership in the NASSCED and any associated fees shall be paid by PASC.

Article 11. State Conference

A. The annual state conference shall be held in October or November of each year.

B. Schools interested in hosting a state conference should make their intentions known to the Executive Director prior to the winter board meeting.

C. The board will select a State Conference host annually at its winter board meeting, or as soon as possible following the winter

board meeting.

D. The number of delegates from each member school to the State Conference shall be determined by the Executive Board. The total number of delegates permitted to attend will be set by the Executive Board after consultation with the host school.
E. Financial guidelines and other procedures for the State Conference are found in State Conference Handbook and must be followed by host school.

Article 12. Executive Board Operations:

A. The Executive Director, Assistant Executive Director, and Treasurer will be elected for terms that coincide with the calendar year.
B. The Executive Board shall establish selection procedures for each office in PASC, that shall be reviewed once during the term of that office.
C. The mission and vision of PASC shall be reviewed along with the strategic plan of the organization by the Executive Board on a triennial basis. At least once every other strategic planning cycle, the regional alignments will be examined. It shall be the goal of the Executive Board to maintain regions with as equal of active membership as possible, while respecting historical region boundaries and geographic considerations for active member schools. Changes to regional boundaries shall be made with a two-thirds vote of the Executive Board.
D. Unless authorized by the Executive Director or Executive Board, no member may speak on behalf of PASC except the Executive Director or President, except for Regional Directors and Representatives representing PASC on a Regional level.
E. The Executive Board shall retain legal counsel if necessary.
F. Any student or adult is welcome to visit and observe any Executive Board meeting at their own expense. The minutes of all Executive Board meetings will be available for all member schools in a timely fashion.
G. The Secretary of PASC shall maintain official attendance records for the organization, which shall be entered into the minutes of each meeting.
H. The Executive Board shall maintain a relationship with PASC Alumni Partners by establishing an Alumni Committee. The Executive Director shall appoint one or more alumni coordinators to attend Executive Board meetings and oversee the Alumni Committee. The Alumni Committee may not take any action contrary to the goals and policies of PASC.
I. No meeting of the PASC Executive Board shall be deemed official unless one-third of the voting membership of the Executive Board are present and unless fourteen days' notice is given prior to said meeting. The act of a majority of board members present at a meeting at which quorum is present shall be the act of the full board, unless a greater number is required by law or these bylaws. Members of the Executive Board who are unable to attend a meeting in person may participate and vote by conference call. There shall be no proxy voting by any board member.
J. A board member who is present at a meeting of the board at which action is taken shall be presumed to have assented to this action unless his or her dissent is entered into the minutes of the meeting or unless a dissent is filed with the secretary before the meeting is adjourned or within twenty-four hours thereafter.
K. The Executive Board may prescribe remedial measures or disciplinary actions for failure of its members to execute the responsibilities of their office, to be followed by disciplinary hearings of the board.
L. The Executive Board may create procedures to officially endorse or approve contests, programs, products, and activities for schools,

students, and adults, including the designation of state charities and service projects. The board will specifically look to partner with organizations which provide support for leadership training of students and activity advisors through programs which provide resources, recognition, research and networking.

M. Board members are expected to attend at least 75% of all scheduled meetings. Members must contact the Executive Director at least 72 hours prior to a scheduled meeting if they are unable to participate in a meeting for any reason.

N. PASC may only adopt official resolutions that have been approved by both the Executive Board as well as by a vote of the membership at a state conference. Such adopted resolutions shall be considered official policy statements by PASC.

O. The Executive Board will strive to recognize and promote the individual and collective accomplishments of its members as much as possible.

P. PASC shall conform with all Pennsylvania laws regulating staff and volunteers at its programs.

Q. To the fullest extent possible under relevant state and federal law, all directors and officers of PASC, whether or not then in office, shall be indemnified by the organization against all costs, liabilities, and expenses actually and reasonably by or imposed upon them in connection with or arising out of any threatened or actual civil or criminal, investigative, or administrative action, suit, or proceeding in which they may be involved, directly or indirectly, or to which they may be made party by reason of being or having been a director or officer of PASC or in service to another organization at PASC's request, except in relation to matters as to which they shall be finally adjudged in action, suit, or proceeding to have been guilty of malfeasance, bad faith, fraud, or other illegal activity in the performance of their duty as such director or officer. Persons who are not directors or officers of PASC may be similarly indemnified with respect to such service to the extent authorized by the board. The Executive Board may authorize purchase of insurance to support its obligations under this Article.

R. No part of the net income, revenue, and grants of PASC shall benefit any member, officer, or private individual, except that reasonable compensation may be disbursed for services rendered in connection with one or more of its purposes, and no member, officer, or private individual shall be entitled to share in the distribution of any part of the assets of PASC on its dissolution or liquidation. In event of such dissolution or liquidation, the assets of PASC, after payment of debts and obligations, shall be transferred to an organization with tax exemption for charitable and educational uses and purposes similar to those of PASC, which exempt organization will be designated by the final Board of the organization.

Article 13. These Bylaws may be amended or repealed, or new Bylaws adopted or other fundamental changes approved, by vote of a two-thirds majority of the Board present at any annual, regular or special meeting of the full board, without prior notice needing to have been given. Changes will take effect immediately.

Adopted 11/2017