

**BYLAWS OF THE
MAJOR ORCHESTRA LIBRARIANS' ASSOCIATION
AS APPROVED MAY 18, 1997
AND AMENDED JUNE, 2023**

**ARTICLE 1
TITLE AND OFFICES**

SECTION 1 TITLE

This organization is the Major Orchestra Librarians' Association, Incorporated (hereinafter called "the Corporation").

SECTION 2 PRINCIPAL OFFICES

The Corporation shall have its principal offices in Montgomery County, Commonwealth of Pennsylvania, and may have other such offices, within or without its state of incorporation, as its business and activities may require.

SECTION 3 CHANGE OF ADDRESS

The designation of the county and state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors (hereinafter also called "the Board") may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____
_____ Dated: _____
_____ Dated: _____

**ARTICLE 2
NON-PROFIT PURPOSES**

SECTION 1 IRC SECTION 501(c)(3) PURPOSES

The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2 SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of the Corporation shall be:

- A. to educate and assist orchestra librarians in providing better service to their institutions;
- B. to improve communication between orchestra librarians through such means as meetings, print and electronic publications, and other forms of information exchange;
- C. to provide education, support, and information to performing arts and other music service organizations; and
- D. to present a unified voice in publisher relations.

ARTICLE 3 **MEMBERSHIP**

SECTION 1 CATEGORIES OF MEMBERSHIP

A. Regular Membership

- 1. Regular membership shall include the music libraries of all orchestras and other performing arts organizations which were members of the Corporation prior to the ratification of these Bylaws at the Fifteenth Annual Conference in 1997 (as listed in Appendix A), and who have not resigned or been suspended (see section 4). Organizations who have been approved for membership at subsequent annual conferences, and who have not resigned or been suspended shall also be Regular Members.
- 2. Music libraries of other performing arts organizations may be considered for Regular Membership on recommendation of the Board of Directors.
- 3. For purposes of these Bylaws, all organizations holding Regular Membership status shall be called "Regular Members," and their librarians shall be called "Member Librarians."

B. Emeritus Membership

Librarians who have retired from a Regular Member organization or who were employed by a Regular Member organization up until the time of that organization's demise may be considered by the Board for Emeritus Membership status.

C. Honorary Membership

Honorary Membership shall be conferred by the Board upon those past MOLA Member Librarians who have rendered extraordinary service to MOLA.

D. Special Membership

Regular member organizations who have suspended operations or are otherwise unable to fulfill their financial responsibilities to MOLA due to extreme circumstances such as force majeure (e.g. war, strike, riot, or Act of God) shall be considered by the Board for Special Membership status.

E. Affiliate Organizations

Other associations of music libraries or associations of music libraries may apply to the Board for Affiliate Organization status. For each application the Board will consider the applicant's viability, policies, and purposes, as well as the applicant's understanding of the Corporation's objectives and purposes, before recommending affiliation.

SECTION 2 PROCESS FOR APPROVING NEW MEMBERS

Upon recommendation by the Board, approval of applications for Regular, Emeritus, and Special Membership and Affiliate Organization status shall be conducted by electronic secret ballot, each Regular Member casting one vote. Voting shall open not later than four weeks prior to the Business Meeting at the Annual Conference and shall close when the Business Meeting is called to order.

SECTION 3 RIGHTS AND PRIVILEGES OF MEMBERSHIP

A. All rights of Regular Member organizations shall be exercised by the Member Librarians of those organizations.

B. Voting Rights

1. All Regular Members that have paid their current dues and fees shall have voting rights within the Corporation. Each Regular Member shall have one vote on any matter put before the membership.
2. Emeritus, Honorary, Special Members and Affiliate Organizations shall have no voting rights within the Corporation.

C. Emeritus, Honorary, Special Members and Affiliate Organizations shall receive all official publications of the Corporation.

SECTION 4 TERM OF MEMBERSHIP

The term of membership in the Corporation shall extend from the ending of one Annual Conference through the following Annual Conference, and shall be renewable upon payment of annual dues and fees. In the event that a member fails to pay such dues and fees in a timely manner, the Board may suspend that member, with the loss of all rights and privileges of membership.

New applicants, upon being accepted into the membership at an Annual conference, shall assume the rights and privileges of membership immediately following that conference, and which shall, subject to the timely payment of annual dues and fees, extend through the following year's Annual Conference.

SECTION 5 ANNUAL CONFERENCE OF MEMBERSHIP

- A. A general meeting of the Corporation's membership shall take place annually and shall be known as the Annual Conference.
- B. Business conducted at the Annual Conference shall be decided by simple majority vote of the Regular Members present and voting unless otherwise specified in these Bylaws.
- C. Meetings shall be governed by standard parliamentary procedure. Questions of procedure shall be decided according to the current edition of *Robert's Rules of Order Newly Revised*.

ARTICLE 4
DIRECTORS AND OFFICERS

SECTION 1 NUMBER AND DESIGNATION OF BOARD OF DIRECTORS

The Board shall consist of Directors holding the following six offices of the Corporation: President, Vice President, Secretary, Treasurer, Member-at-Large, and Past President. The Corporation may also have other Directors and Officers with such titles and terms of office as may be determined from time to time by the Board.

SECTION 2 QUALIFICATIONS

- A. Each Director shall be of the age of majority in Pennsylvania.
- B. Each Director shall be a Regular Member Librarian.
 - 1. A Director serving the three-year succession of office as Vice President, President, and Past President, who retires from employment with their Member Organization during their year as Past President, shall be allowed to complete their term.
 - 2. A Director who retires from employment with their Member Organization while Past President may be given Emeritus or Honorary Membership status by the Board.

SECTION 3 POWERS

Subject to the provisions of the laws of the Commonwealth of Pennsylvania and any limitations in these Bylaws relating to action required or permitted to be taken or approved by the members of the Corporation, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

SECTION 4 DUTIES OF THE BOARD

It shall be the duty of the Board of Directors:

- (a) to perform any and all duties imposed on them collectively or individually by law or by these Bylaws;
- (b) to appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;
- (c) to supervise all Officers, agents and employees of the Corporation to assure their duties are performed properly;
- (d) to meet at such times and places as may be required by these Bylaws; and
- (e) to register their addresses with the Administrator/Administrative Officer of the corporation. Notices of meetings mailed, faxed, e-mailed, or sent by other forms of electronic communication to them at such addresses, shall be valid notices thereof.

SECTION 5 TERMS OF OFFICE AND ELECTIONS

The terms of office of the Vice President, President, and Past President shall be for one year each, and are to be regarded as a three-year succession. At the end of the term of the current President, the Vice President shall succeed to the Presidency, and the President shall succeed to the Past Presidency.

The terms of office of the Secretary and the Member-at-Large shall be for two years. The term of office of the Treasurer shall be for three years.

Elections for the offices of Vice President, Secretary, Member-at-Large, and Treasurer shall be conducted by electronic secret ballot, each Regular Member casting one vote. Voting shall open not later than four weeks prior to the Business Meeting at the Annual Conference and shall close when the Business Meeting is called to order.

Candidates for the office of Vice President shall be nominated, and a Vice President elected, annually.

Candidates for the office of Member-at-Large shall be nominated, and a

Member-at-Large elected, every even-numbered year, commencing at the elections of 2024.

Candidates for the office of Secretary shall be nominated, and a Secretary shall be elected, every odd-numbered year, commencing at the elections of 2025. At the elections of 2024, candidates for the office of Secretary shall be nominated, and a Secretary elected, for a term of one year.

Candidates for the office of Treasurer shall be nominated, and a Treasurer elected, every third year.

Each Officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until the end of the Annual Conference during which his or her successor is elected, whichever occurs first.

SECTION 6 DUTIES OF DIRECTORS

- A. President – The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. The President shall preside at meetings of the general membership and of the Board, serve as liaison to other music service organizations, represent the Corporation to music publishers, and act as speaker in general for the Corporation. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board. He or she shall perform all duties incident to his or her office and such other duties as may be required by law or by these Bylaws, or which may be prescribed from time to time by the Board.
- B. Vice President – In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall serve as Chair of the Policy Committee. The Vice President shall have such other powers and perform such other duties as may be prescribed by law or by these Bylaws, or as may be assigned to him or her from time to time by the Board.
- C. Past President – It shall be the responsibility of the Past President to lend his or her experience and expertise, gained from having served successively as Vice President and President, to those currently serving in those offices, and to the Board as a whole. The Past President shall serve *ex-officio* on such committees as may be assigned to him or her by the President. In general, the Past President shall perform all duties incident to the office of Past President and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from

time to time by the Board.

D. Secretary – The Secretary shall:

1. Keep at the principal office of the Corporation, in the MOLA Archives, or at its principal place of business
 - a. the original, or a copy, of these Bylaws as amended or otherwise altered to date; and
 - b. a book of minutes of all meetings of the Directors and of the members, recording therein the time and place of holding, whether regular or special, the names of those present or represented, and the proceedings thereof.
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
3. Be custodian of the legal records of the Corporation in conjunction with the Administrator/Administrative Officer.
4. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the book of minutes, and the membership book of the Corporation, in conjunction with the Administrator/Administrative Officer.
5. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

E. Treasurer – The Treasurer, in coordination with MOLA's professional business company, shall:

1. Have custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.
2. Receive and give receipt for monies due and payable to the Corporation;
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

5. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.
 6. Render to the Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
 7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board.
- F. Member-at-Large – The Member-at-Large shall serve as Chair of the Membership Committee. He or she shall serve as official contact for any potential new members, informing them of the rules, purposes, and goals of the Corporation, explaining membership procedures and assisting with membership applications, and distributing information on future Annual Conference activities. He or she shall continue as liaison to each applicant for Corporation membership, informing the President of any membership application; shall announce all new applicants at the Annual Conference prior to their membership acceptance vote by the Corporation; shall communicate the Corporation’s official welcome to each new member, to include supervising the first-time distribution of the Corporation’s publications; and shall communicate all pertinent membership data to the Secretary. In general, he or she shall perform all duties incident to the office of Member-at-Large and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board.
1. At the direction of the Member-at-Large, the Membership Committee shall ensure that:
 - a. Member contact information for all members is available to the membership.
 - b. All pertinent membership data is communicated to the Treasurer and *Marcato*.

SECTION 7 COMPENSATION

- A. Directors shall serve without compensation, except that a reasonable fee may be paid to them for attending special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

- B. The salaries, if any, of the Officers shall be fixed from time to time by resolution of the Board. In all cases, any salaries received by Officers of the Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation.

SECTION 8 MEETINGS

- A. The annual regular meeting of the Board shall be held concurrently with the Annual Conference. No other notice need be given to Directors of the regular meeting of the Board.
- B. Special meetings of the Board may be called by the President, the Vice President, the Secretary, any two Directors, or, if different, the persons specifically authorized under the laws of the Commonwealth of Pennsylvania to call special meetings of the Board. Such meetings shall be held at the place designated by the person or persons calling the special meeting.
 - 1. At least one week prior notice shall be given to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by other forms of electronic communication, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
 - 2. Whenever any notice of a meeting is required to be given to any Director under these Bylaws or the laws of the Commonwealth of Pennsylvania, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the filing of such notice.
- C. A quorum for a meeting of the Board shall consist of four Directors. Except as otherwise provided under these Bylaws or provisions of law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
- D. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless these Bylaws or provisions of the laws of the Commonwealth of Pennsylvania require a greater percentage or different voting rules for approval of a matter by the Board.
- E. Whenever it is impractical for a quorum of the Board to convene, whether in person or by telephone conference call, the Board shall nevertheless be authorized to conduct business by means of first class mail, telephone, facsimile machine, or other forms of electronic communication, provided the following conditions are met:
 - 1. a reasonable effort is made to include all Directors;
 - 2. at least a quorum is involved in any action taken on behalf of the Board; and

3. all Directors are informed as soon as possible of any action taken.
- F. Conduct of Meetings – Meetings of the Board shall be presided over by the President or, in his or her absence, by the Vice President or, in the absence of each of these persons, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Director shall appoint another person to act as secretary of the meeting.

Meetings of the Board shall be governed by such procedures as may be approved from time to time by the Board, insofar as such rules are not inconsistent with, or in conflict with, these Bylaws or provisions of law.

SECTION 9 VACANCIES

Vacancies on the Board shall exist on the death, resignation, or removal of any Director and whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the Commonwealth of Pennsylvania.

Directors may be removed from office, with or without cause, as permitted by, and in accordance with, the laws of the Commonwealth of Pennsylvania.

Unless otherwise prohibited by these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next Annual Conference or until his or her death, resignation, or removal from office.

Should a vacancy exist in the office of Secretary, or the office of Member-at-Large, in the first year of its term, a special election shall be held to fill the second year of the term. Candidates for the office of Secretary, or the office of Member-at-Large, shall be nominated, and a Secretary or a Member-at-Large elected, concurrently with all other elections prior to the next Annual Conference.

The candidate elected shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until the end of the Annual Conference during which his or her successor is elected, whichever occurs first.

SECTION 10 NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 11 INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the Commonwealth of Pennsylvania.

SECTION 12 INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase of, and maintenance of, insurance on behalf of any agent of the Corporation (including a Director, Officer, employee, or other agent of the Corporation) against liabilities asserted against, or incurred by, the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

ARTICLE 5
COMMITTEES

SECTION 1 EXECUTIVE COMMITTEE

The Board may, by a majority vote of its members, designate an Executive Committee consisting of not fewer than two Board members and may delegate to such Committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted by, and except as may otherwise be provided by, provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all the Executive Committee authority so delegated, and increase or decrease the number of the members of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2 OTHER COMMITTEES

- A. Policy Committee – The Policy Committee shall consist of the Vice President, who shall be its Chair, and two or more other Member Librarians appointed by the President. This committee shall be responsible for recommending to the Board long-term policy for the Corporation and changes in these Bylaws.
- B. Finance Committee – The Finance Committee shall consist of a minimum of two Member Librarians, one of whom shall be its Chair, and the Treasurer, who shall act as the *ex-officio* member. The purpose of the committee shall be to offer guidance and oversight concerning all financial matters. This committee shall report directly to the Board through the Treasurer.
- C. Conference Committee – The Conference Committee shall consist of the host librarian or librarians of the forthcoming Annual Conference and other Member Librarians who shall be assigned by the President, and may also include Emeritus, Honorary, and/or Special Members. This committee, in consultation with the President, shall be responsible for planning the Annual Conference, including date selection, agenda, and local arrangements.
- D. Membership Committee – The Membership Committee shall consist of the Member-at-Large, who shall be its Chair, and two or more other Member Librarians appointed by the President. This committee shall be responsible for assisting the Member-at-Large in his or her duties.
- E. The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not also members of the Board, and they shall act in an advisory capacity to the Board.

SECTION 3 MEETINGS AND ACTIONS OF COMMITTEES

The Board may adopt rules and regulations pertaining to the meetings and actions of committees to the extent that such rules and regulations are not inconsistent with, or in conflict with, these Bylaws or provisions of law.

ARTICLE 6 **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

SECTION 1 EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or

employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer.

SECTION 3 DEPOSITS

All funds to the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 4 GIFTS

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the Corporation.

ARTICLE 7 **CORPORATE RECORDS AND REPORTS**

SECTION 1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office or its principal place(s) of business, or the MOLA Archives, or with the Administrator/Administrative Officer, as designated by the Board:

- (a) minutes of all meetings of the Board and of the members, indicating the time and place of holding, whether regular or special, the notice given, the names of those present and represented, and the proceedings thereof;
- (b) adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) a record of its members, indicating their names and addresses, the class of membership held by each member, and the termination date of any membership; and
- (d) a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Member Librarians of the Corporation at all reasonable times by appointment.

SECTION 2 DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of the Corporation as may be required under these Bylaws and provisions of law.

SECTION 3 MEMBER LIBRARIANS' INSPECTION RIGHTS

Each and every Member Librarian shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member Librarian:

- (a) to inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested;
- (b) to obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, addresses, and voting rights of those Regular Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member Librarian subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled; and
- (c) to inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or of committees of the Board, upon written demand on the Secretary of the Corporation by the Member Librarian.

Member Librarians shall have such other rights to inspect the books, records, and properties of the Corporation as may be required under these Bylaws and provisions of law.

SECTION 4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts.

SECTION 5 PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the Commonwealth of Pennsylvania or to the members, to be so prepared and delivered within the time limits set by law.

ARTICLE 8
IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1 LIMITATION ON ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, Officers, 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 of the Corporation.

SECTION 3 DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the Commonwealth of Pennsylvania.

**SECTION 4 PRIVATE FOUNDATION
REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under

Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9 **BYLAWS**

SECTION 1 RATIFICATION

Any amendment(s) made to the Bylaws shall be ratified at the Annual Conference by a majority of the Regular Membership, each Regular Member casting one vote. Proxy votes are permitted; however, any Regular Member not voting shall be counted as having voted in the affirmative.

SECTION 2 AMENDMENT

These Bylaws may be amended by a majority vote of the Regular Membership, each Regular Member casting one vote. Proposed amendments shall be sent electronically to each Regular Member of the Corporation not later than six weeks prior to the Annual Conference at which action is to be taken. Proposed Amendments may be withdrawn and resubmitted, with alterations, prior to the opening of voting. Voting shall open not later than four weeks prior to the Business Meeting at the Annual Conference and shall close when the Business Meeting is called to order.

ARTICLE 10 **CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the Corporation filed with an office of the Commonwealth of Pennsylvania and used to establish the legal existence of the Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.