Professional Association for SQL Server Bylaws

ARTICLE I - NAME

The name of this corporation shall be the Professional Association for SQL Server, a not-for-profit corporation organized under the laws of the State of Illinois of the United States of America (hereinafter "PASS").

ARTICLE II - PURPOSES

Section II.1.
Not-For Profit

~~The Corporation~~PASS is organized under and shall operate as an Illinois Not For Profit Corporation, and shall have such powers as are now or as may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

Section II.2.
Purposes

The purposes of ~~the Corporation~~PASS are to provide the premier independent forum for users of Microsoft SQL Server and users and vendors of products and services that are of interest to users of Microsoft SQL Server internationally, and, in furtherance thereof, to undertake the following:

1. Actively advance and promote the effective utilization of products and services by promoting a free exchange of information concerning the use of such products and services by members of the organization.
2. To conduct conferences, meetings, discussion groups, forums, panels, lectures, and other programs concerned with the development and exchange of information among members;
3. Communicate user needs in all areas of interest;
4. Identify and influence future product directions;
5. Create and maintain a formal user group structure that will facilitate the purposes of PASS; and
6. Perform and do any and all such other acts as may be necessary or desirable to carry out PASS's purposes as determined by the Board of Directors.

ARTICLE III - OFFICES

PASS shall have and continuously maintain in the State of Illinois in the United States of America a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Illinois in the United States of America as the Board of Directors may from time to time determine.

ARTICLE IV - MEMBERS

Section IV.1.
Classes of Members

PASS shall have classes of memberships defined by Membership Addendum (A) as approved by the Board of Directors. Membership may be granted to a prospect who meets the criteria for membership and who is interested in and agrees to support the purposes and activities of PASS. All members agree to abide by these Bylaws and such other canons, rules and regulations as PASS may adopt. The precise definition of products and services that are complementary to Microsoft SQL Server Platform shall be determined by the Board of Directors from time to time.

All entities granted membership in PASS shall be referred to herein collectively as "members", provided that members' individual rights shall remain subject to the definition(s) provided in Membership Addendum (A) of these Bylaws.

Section IV.2.
Application for Membership

Membership to PASS shall be granted by any method established by the Board of Directors, including (but not limited to) enrolment by online application, local Chapter attendance, Summit or Conference attendance, or any other tangible criteria conforming to the provisions set forth in Article IV, Section 1, as well as Addendum (A) of these Bylaws.

Section IV.3.
Representation

Members may from time to time designate other persons to take part in discussions and meetings of PASS but in no event shall any member be entitled to more votes than as determined according to Article IV, Section 4.

Section IV.4.
Voting Rights

On all matters coming before the membership each member will have rights which are outlined in Membership Addendum (A).

Section IV.5.
Proxy

~~Any~~No member or official representative who is entitled to vote on a matter may vote ~~either in person or~~ by proxy unless such proxy is executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section IV.6.
Resignation

Members may resign from PASS at any time by giving written notice to PASS management. Any member resigning from PASS shall remain responsible for meeting financial obligations incurred prior to the date of resignation.

Section IV.7.
Termination of Membership

Membership in PASS may be terminated for cause. Sufficient cause for such termination of membership shall be a violation of the Bylaws or any rule, canon, or practice of PASS. Expulsion shall be by two-thirds vote of the Board of Directors, provided, however, that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the day, time and place of the Board of Directors meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defence to such charges before action is taken by the Board. In addition, the membership of any member who becomes ineligible for membership or who shall be more than ninety (90) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

Section IV.8.
Dues

The Board of Directors shall establish dues and any other special assessments deemed necessary to the purposes of PASS.

Article V - MEETINGS OF MEMBERS

Section V.1.
General Meetings

The Board of Directors shall determine the frequency, dates, and locations of any general meetings. Such meetings are subject to the notice requirements as provided in Article V, Section 3 of these Bylaws.

Section V.2.
Special Meeting

Special meetings of the members may be called either by the President, the Board of Directors, or by not less than two-thirds of the members having voting rights.

Section V.3.
Notice of Meetings

Notice of general or special meetings of the members shall state the place, day and hour of any meeting and shall be delivered either by mail, facsimile, electronic message, or personally to each member entitled to vote at such meeting, not less than five (5) nor more than fifty (50) days before the date of such meeting, by or at the direction

of the President or the officers or persons calling the meeting. Notice of special meetings shall state the purpose for which the meeting is called.

Section V.4.
Action by Majority Vote

The majority vote of the members present at a meeting shall be the act of the members, except where otherwise provided by law or these Bylaws.

ARTICLE VI - BOARD OF DIRECTORS

Section VI.1.
General Powers

The affairs of PASS shall be managed by its Board of Directors. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in execution of the powers granted, appoint such agents as it may consider necessary. All Directors must act in accordance with PASS's Bylaws must be able to act in any capacity as designated by the Board of Directors.

The Board of Directors sets the policy and strategic direction for PASS. The PASS Board of Directors shall set the direction of PASS's management firm to ensure that activities are carried out in accordance with PASS's goals and objectives. Directors approve and monitor general activity and budgets and review monthly financial statements. Directors shall maintain communication channels with Microsoft and all levels of PASS. Directors will participate in strategic planning sessions held by user groups, Microsoft, or other organizations that require non-disclosure and must be able to represent PASS to other user groups. Directors shall vote on issues presented to the Board of Directors and must comply with any and all criteria that may be established by the Board of Directors from time to time.

Section VI.2.
Composition and Qualifications

The number of voting Directors shall be no less than twelve (12) and no more than seventeen (17~~).~~) as determined by the Board of Directors. The voting Directors shall include the "Officer Directors" who shall consist of the President, Immediate Past President, Executive Vice President, Vice President of Marketing, four (4) Vendor-Appointed Directors and no less than four (4) but no more than nine (9) additional ~~Directors~~ Elected Directors (who shall consist of Regional Directors and Directors-at~~-~~-Large~~, as well~~ as ~~four (4) Vendor-Appointed Directors~~set forth below) .

Provided that their lines of business, ownership and business practices as they relate to the purposes of PASS remain substantially the same as at the date of PASS's incorporation, CA, Inc. and Microsoft, Inc. each shall appoint two (2) Directors who shall have the right to vote ("Vendor-Appointed Directors").

The remaining Directors~~ at-Large~~ (i.e. the non-Officer Directors and non-Vendor Appointed Directors) shall be elected by the voting membership ("Elected Directors"). Elected Directors shall include representatives of defined PASS regions ("Regions") as set forth below ("Regional Directors") and at minimum one (1) additional Director-at-

Large whose selection is not limited by region. Regional Directors shall include, but are not limited to, two (2) seats for the Region covering Canada and the United States of America.

Additional Regions for the purpose of electing additional Regional Directors and additional Director-at-Large seats for the purpose of expanding the Board shall be defined by a majority vote of the current Board of Directors and must be established prior to the public call for nominations in the general election. Previously defined Regions and seats approved by the Board of Directors shall remain in effect and can only be modified by a 2/3 majority vote by the then current Board of Directors.

Only Members in Good Standing (as defined in Membership Addendum (A)) are eligible for election as Directors. In addition to any other requirements set forth herein or adopted by the membership or the Board of Directors, a member of the Board of Directors must be fluent in written and spoken English.

The Immediate Past President shall be an ex officio, voting, full member of the Board. In addition, the Executive Director shall be an ex officio, non-voting, full member of the Board. The Board may also choose to appoint any number of non-voting advisors to the Board by a majority vote for a period of up to one year each. Such advisors may have full access to all Board communications and ~~may~~will also be invited to Board meetings.

Section VI.3.
Employment Restrictions

A maximum of two (2) ~~Directors~~individuals who are employed by, or who are joint owners or partners in, the same for-profit venture, company, organization, or other legal entity, may concurrently serve on the PASS Board of Directors at any time. The definition of "employed" is at the sole discretion of the Board.

If, while serving a term, a Director becomes aware that his or her acceptance of an offer of employment, partnership, or ownership with or in a for-profit venture, company, organization, or other legal entity may bring him or her into conflict with Section VI.3 of these Bylaws, that Director must notify the Board immediately. Regardless of the method of notification or discovery, if the Board determines any Director's new professional relationship to be a conflict of employment, the Board may request the resignation of the Director in question, and may also suspend that Director from active participation on the Board.

The Board of Directors reserves the right, strictly on a case-by-case basis, to overrule the requirements of Section VI.3 by majority decision for any single Director's conflict of employment. If the Board chooses not to overrule these requirements, the Board ~~shall~~may appoint a new Director to the Board of Directors to serve the remaining term of the vacating Director~~.~~ until such time that the seat may be put forward to the membership for a vote in a general election. The Board reserves the right to make no appointment and leave the seat vacated until it can be put forth to a general election. The vacating Director shall remain ineligible to run for re-election to the Board until such time that his or her conflict of employment under Section VI.3 no longer exists.

Section VI.4.
Election, Appointment, and Term of Office

A Director must be an official representative of a voting member in good standing. Elected Directors shall be elected by the voting members ~~annually.~~as part of the general elections which occur on an annual basis. The then-current Board of Directors shall determine the number of Directors to be elected~~.~~ in accordance with Section VI.2

hereof. Elected Directors~~ at Large~~ shall be elected for a term of two years and shall be eligible to be elected for a maximum of three consecutive terms. The terms of Directors shall be staggered such that approximately one-half of the Directors, including at minimum one Regional Director representing Canada-United States of America, will be elected in odd-numbered years. Directors shall take office on the first day of January following their election and shall continue in office until their successors are duly elected and qualified, unless a Director earlier resigns, is removed, or is otherwise unable to serve.

Section VI.5.
Mail or Electronic Vote

Any action requiring a vote of the Board of Directors may be taken by written, mailed, facsimile, online, or electronic ballot. The action taken by such a vote shall be effective upon the ~~majority~~unanimous approval of the members of the Board.

Section VI.6.
Vacancies

In the event of a vacancy on the Board of Directors excluding vacancies in the Vendor-Appointed seats, the vacancy, if filled, shall be filled~~,~~ as an appointment by a majority vote of the Board of Directors~~,~~ for the unexpired term~~. In~~ until such time as the ~~event a~~ vacancy ~~occurs in the office of President,~~can be filled pursuant to the ~~Executive Vice President~~general election as outlined in Section VIII.3 of these bylaws. Vendor-Appointed seats shall ~~assume the presidency and the Board of Directors shall appoint a replacement for the Executive Vice President~~be filled by ~~a majority vote of the Board of Directors. A vacancy in any other office may be filled by appointment of the Board of Directors for the unexpired term~~the appropriate Vendor.

Section VI.7.
Resignation, Removal from Office and Performance Expectations

Any Director may resign at any time by giving reasonable written notice to the President. Whenever in their judgment the best interests of PASS would be served thereby, voting members may choose to remove an Elected Director. An Elected Director may only be removed by a two-thirds vote of the members, eligible to elect such Director, who were present and voted in the election in which ~~such~~said Elected Director was a successful candidate. The Board may call a special meeting of the members to propose removal of an Elected Director. Such meeting shall state that ~~a~~the purpose of the meeting is to vote upon the removal of one or more Directors named in the notice, and shall state the purpose and reasons for suggested removal of ~~the~~such Elected Director. Such meeting shall be subject to the notice requirements provided in Article V, Section 3 of these Bylaws.

Any ~~appointed Directors, including (but not limited to) Vendor-Appointed Directors,~~Director may be removed for cause by a 2/3 majority vote of the Board of Directors whenever in its judgment the best interests of PASS would be served thereby.

Notwithstanding the foregoing, the authority of any Director to act as in an official capacity as a Director or Officer of PASS may be suspended by the Board of Directors for cause.

Cause for suspension or removal of a Director shall include but not be limited to failure to meet any Board-approved performance expectations or the presence of a reason for suspension or dismissal as listed in Addendum B of these Bylaws.

Section VI.8.
Regular Meetings

Regular meetings of the Board of Directors shall be held at such times and places as may be designated by resolution of the Board of Directors. Such meetings are subject to the notice requirements specified in Article V Section 3 of these Bylaws.

Section VI.9.
Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Notice of any special meeting shall be given not less than five (5) or more than ninety (90) days prior to the date of such meeting. Notice may be given by electronic medium and confirmed by mail. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them. Any Director may waive notice of any meeting.

Section VI.10.
Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided that the presence of at least four (4) Elected Directors shall be required to constitute a quorum; and provided, further, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn ~~the~~such meeting ~~from time to time~~ without further notice.

Section VI.11.
Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section VI.12.
Informal Action by Directors

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section VI.13.
Meetings by Teleconference or Other Communications Equipment

Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these Bylaws pursuant to meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at such meeting. ~~Response to initial e-mail other than an "auto-response" will be counted as attendance.~~

Section VI.14.
Compensation

Directors shall not receive any salaries for their services as Directors, but by resolution of the Board of Directors, a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving PASS in an educational or speaking capacity and receiving compensation upon approval by a majority vote from the Board of Directors.

ARTICLE VII - OFFICERS AND EXECUTIVE DIRECTOR

Section VII.1.
Officers

The Officers of PASS shall consist of the President, the Immediate Past President, the Executive Vice President, and the Vice President of Marketing, and such other Officers as may be determined by the Board of Directors. All Officers shall have the right to speak on behalf of PASS, and shall have the right to grant permission to other parties to speak on behalf of PASS. Such permission must be granted in writing.

Section VII.2.
Officer Appointment, Qualifications, and Term of Office

The President, Executive Vice President, and Vice President of Marketing shall be appointed by the Board of Directors subject to the process as provided in Article VII, Section 3 of these Bylaws. All Directors other than Vendor-Appointed Directors are eligible to be appointed as Officers. In order to be eligible to be appointed to the office of the President, a Director must have served at least one (1) prior term as an Officer of PASS.

Officers shall be appointed for a term of two (2) years and may serve up to two (2) consecutive terms in the same office. Officers are limited to a total of five (5) terms as an Officer of which terms, as of January 1, 2012, a maximum of three (3) may be served consecutively. Officers shall take office on the first day of January following their appointment and shall continue in office until their successors are duly appointed and qualified, unless an Officer earlier resigns, is removed, or is otherwise unable to serve.

Section VII.3.
Officer Appointment; Removal

Officers shall be appointed bi-annually by a majority of all the voting members of the Board of Directors. The Board shall vote to appoint eligible Directors to each individual office at a special meeting of the Board~~, which~~. The said meeting shall be called by the then-current President of PASS subject to all notice requirements as provided in

Article VI, Section 8 of these Bylaws. The appointments must occur prior to the expiration of the outgoing Officers' terms on the last day of December.

Elected Directors may nominate themselves or may be nominated by any other Director for any available office during or prior to the special meeting to determine new Officers, provided that the nominee meets the eligibility requirements as set forth in Article VII, Section 2 of these Bylaws. Nominees shall specify for which available office they are being nominated. Voting Directors shall subsequently vote to appoint their preferred nominee to each pertinent office under consideration. Directors may only vote once per office to be filled~~, for a total of three (3) separate votes per voting Director.~~ .

The Immediate Past President shall act as Chair of the process and, in case of a tied vote for any office to be filled, the Immediate Past President's vote shall count as the deciding vote. Should the Immediate Past President be unable to act as Chair of the process for any reason, the Board shall appoint a replacement Chair by majority vote.

The Board of Directors may remove any Officer whenever in their judgement the best interests of PASS shall be served by such removal.

Section VII.4.
Officer Vacancies

In the event that the President resigns or vacates his/her office for any reason, the Executive Vice President shall assume the title of President, shall perform the duties of the President, and shall have all the powers of and be subject to all the restrictions upon the President, until such time that the President's original full term expires and a new President can be appointed by the Board.

In the event that either the Executive Vice President or the Vice President of Marketing is removed, resigns or vacates his/her office for any reason, the Board shall appoint by majority vote a Director to fill the vacated office for the remainder of the exiting Officer's term. Such appointee shall perform all the duties of, have all the powers of, and be subject to all the restrictions placed upon the office he/she is appointed to fill.

Section VII.5.
President

The President shall be the principal executive officer of PASS and shall in general supervise and manage all of the affairs of PASS.

- He/she shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board.
- In the case of a tied vote on an issue requiring a majority decision of the Board of Directors, the President's vote shall count as the deciding vote on the issue.
- He/she may sign, with the Executive Vice President or any other proper officer of PASS authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of PASS; and
- In general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section VII.6.
Executive Vice President~~, Finance and Administration~~

The Executive Vice President shall serve as the Chief Financial Officer of PASS and shall have charge and custody of and be responsible for all funds and securities of PASS.

- He/she shall be responsible for receipt of moneys due and payable to PASS from any sources whatsoever; and
- Shall be responsible for deposit of all such moneys in the name of PASS in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws.
- He/she shall be responsible to ensure that financial plans and budgets are developed; and
- Shall submit financial reports to the Board of Directors at its regular meetings and to the membership if required by the Board of Directors.
- The Executive Vice President is responsible for the preparation and distribution of the minutes of the meetings of the members, the Board of Directors, and all committees as required by PASS policies, these Bylaws, or governing law;
- Shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and
- Shall be custodian of the corporate records.

The Executive Vice President shall also perform such duties as from time to time may be assigned to ~~them~~him/her by the President or by the Board of Directors. In the absence of the President or in the event of his/her inability or refusal to act, the Executive Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section VII.7.
Vice President of Marketing

The Vice-President of Marketing shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section VII.8.
Immediate Past President

The Immediate Past President shall preside as Chair of the Nominations Committee subject to approval of the Board of Directors and shall guide the officer appointment process as Chair. The Immediate Past President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If the actual Immediate Past President is unable to fulfill the role and duties of Immediate Past President, the Board by majority vote shall invite any former President to fulfill the role for the remaining term, until such time as the term of the then-current president ends.

Section VII.9.
Executive Director

The Executive Director shall be an individual, firm, or head of staff of a firm appointed or hired by the Board of Directors, and shall be responsible for the administrative and day-to-day operations of PASS. The Executive Director shall have the authority and responsibility to act on PASS's behalf as determined by the Board of Directors, and shall serve as an official advisor to the Executive Committee. The Executive Director may be assigned such other duties as may be specified by the Board of Directors. The Executive Director shall serve as an ex officio, non-voting member of the Board of Directors.

Section VII.10.
Executive Committee

The Executive Committee shall be comprised of four (4) voting members: the President, the Immediate Past President, the Executive Vice President, and the Vice President of Marketing. In addition, the Executive Director shall serve as a non-voting advisor to the Executive Committee. The Executive Committee may be called upon to exercise the authority of the Board between meetings, except as limited by the General Not-For-Profit Corporation Act of the State of Illinois. The Executive Committee shall not take action inconsistent with any resolution or action of the Board of Directors.

ARTICLE VIII - ELECTIONS

Section VIII.1.
Nominations

The Nominations Committee shall annually solicit nominations from the PASS membership and prepare a slate of candidates for election to the Board of Directors~~, which~~. The slate shall be presented to the voting members upon ratification of the then-current Board of Directors in accordance with Article VIII, Section 3 of these Bylaws.

Section VIII.2.
Nominations Committee

The Immediate Past President shall preside as Chair over the Nominations Committee, subject to approval of the Board of Directors. Should the Board not approve the Immediate Past President's role as Chair or should the Immediate Past President be unable to fulfill this role for any other reason, the President will select the new Chair, whose appointment shall be subject to Board ratification. The President cannot serve as Chair of the Nominations Committee.

The Nominations Committee shall consist of at least five (5) ~~voting~~ members, one of whom shall be the Chair. The ~~Chair~~Board shall ~~appoint~~establish the ~~other~~procedure for the selection of committee members ~~of the Nominations Committee.~~ .

The Nominations Committee shall nominate up to three (3) eligible candidates for each open Regional Director position on the Board with up to an additional three (3) eligible candidates per open Director-at-Large position, unless otherwise ~~determined~~directed by the Board of Directors. Each ~~nominee~~candidate must be reviewed and accepted by the ~~Board~~Nominations Committee to be eligible for office.

All voting member representatives are eligible to serve on the Nominations Committee. All voting members are eligible to recommend candidates for nomination and election.

Section VIII.3.
Election Procedure

Elections shall be held under the general supervision of the Chair of the Nominations Committee. The Nominations Committee shall have the authority to set all processes and regulations for the election procedure, subject to all laws and any other provisions that may be listed in these Bylaws, and providing that such processes and regulations are not inconsistent with any actions or decisions of the Board of Directors.

~~The~~As set forth in Section VIII.2, the Nominations Committee shall annually nominate candidates for open Director positions and list all such nominations on a single slate. The Nominations Committee shall present the slate to the Board of Directors for approval by majority vote of the Board. The Board-approved slate shall then be presented to the voting membership.

The voting membership shall elect one candidate for each open Director position. Each voter is allowed to cast one vote per open Director position. (For example, if there are three positions to be filled on the Board, then each voter may cast up to three total votes.) ~~Those candidates receiving the most votes for the available Director positions are elected to the Board of Directors. (For example, if there are three open positions to be filled on the Board, and there are six candidates running, then the three candidates receiving the most votes are successfully elected to the Board of Directors.)~~

Candidates who are eligible (i.e. eligible to serve in such capacity subject to the criteria set forth herein or adopted by the Board of Directors) shall be designated to fill open Board seats in the following order of priority on the basis of total votes received: (i) full term Regional Director seats, (ii) full term Director-at-Large seats, (iii) not full term (vacated) Regional Director seats, (iv) not full term (vacated) Director-at-Large seats. For the purposes of clarity, because of eligibility requirements, it is contemplated that the candidates designated to the open Board seats may not receive more votes than certain other candidates who are not selected to the Board.

PASS management shall prepare the ballot and all other election documents and establish the necessary procedures for obtaining and counting of votes, subject to approval by the Board of Directors.

ARTICLE IX - COMMITTEES

Section IX.1.
Committees

Committees not having and not exercising the authority of the Board of Directors in the management of PASS may be designated by the President or by majority action of the Board of Directors. The President shall appoint the Chair and the Chair shall appoint the members of each such committee, who need not be Directors.

Section IX.2.
Removal

Any member of a committee may be removed by the President or the Board of Directors whenever in their judgment the best interests of PASS shall be served by such removal.

Section IX.3.
Term of Office

Each member of a committee shall be appointed for a term of one year and shall serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof. ~~Committee members may serve for up to three consecutive terms.~~

~~**Section IX.4.**~~
~~**Quorum and Manner of Acting**~~

~~Unless otherwise provided in the resolution of the Board of Directors or President designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.~~

~~**Section IX.5.**~~
~~**Vacancies**~~

~~Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.~~

ARTICLE X - LOCAL AND REGIONAL USER GROUPS

Section X.1.
Formation

Local and Regional User Groups of PASS may be established by charter whenever the PASS Board of Directors or any Director(s) appointed ~~to the relevant portfolio(s)~~by the PASS Board of Directors to oversee such matters may approve, subject to such requirements as to membership, organization, procedures, and financial responsibility that the PASS Board of Directors may from time to time prescribe.

Section X.2.
Organization

Each Local or Regional User Group shall be governed by bylaws adopted in such form and manner as approved by the PASS Board of Directors or any Director(s) appointed ~~to the relevant portfolio(s).~~by the PASS Board of Directors to oversee such matters.

Section X.3.
Revocation

Charters for the operation of Local or Regional User Groups may be revoked at any time and in such manner and after such investigation as the Board of Directors ~~may deem necessary.~~shall determine in its discretion. Upon revocation of a Local or Regional User Group charter, all assets in the Local or Regional User Group after payment of any liabilities of the applicable Local or Regional User Group and any other sums required by applicable law and all Local or Regional User Group records shall be returned to PASS.

Section X.4.
Representation

No Local or Regional User Group or other entity shall use the name of PASS in any manner whatsoever unless duly authorized to do so by the PASS Board of Directors ~~of PASS~~ or any Director(s) appointed to oversee such matters by the ~~relevant portfolio(s).~~PASS Board of Directors.

Section X.5.
Meetings and Activities

Each Local or Regional User Group may hold such meetings and engage in such activities as it deems appropriate, provided that no such meetings or activities are inconsistent with the purposes of PASS.

ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section XI.1.
Contracts

The Board of Directors may authorize any officer or officers, agent or agents of PASS, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PASS, and such authority may be general or confined to specific instances. Any contract entered into between PASS and a member of the Board of Directors must be approved by a simple majority of the Board.

Section XI.2.
Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of PASS shall be signed by such officer or officers, agent or agents of PASS and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Vice President and countersigned by the President of PASS.

Section XI.3.
Deposits

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

Section XI.4.
Bonding

The Board of Directors shall provide for the bonding of such officers and employees of PASS as it may from time to time determine.

ARTICLE XII - FISCAL YEAR

The fiscal year of the organization shall begin on the first day of July of each year.

ARTICLE XIII - INDEMNIFICATION

PASS shall provide for the indemnification of all Directors, Officers, volunteers, employees, and agents of PASS to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois of the United States of America, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

ARTICLE XIV - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds vote of the Board of Directors, provided that at least thirty (30) days' written notice is given to the PASS membership, including the entire Board of Directors, of intention to alter, amend, or repeal these Bylaws and to adopt new Bylaws prior to the specified date of the vote.

ARTICLE XV - DISSOLUTION

Upon the dissolution of PASS and after payment of all indebtedness of PASS, any remaining funds, investments, and other assets of PASS shall be distributed to such organization or organizations which have purposes and objectives similar to the purposes and objectives of PASS as may be determined by resolution adopted by the Board of Directors and ratified by a majority vote of the members.

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Addendum A (Bylaws reference Article IV, Section 1 - Classes of Members)

Section A.1.
Member

Membership may be granted to any individual, ~~corporation~~entity or organization that is interested in and agrees to support the purposes and activities of PASS. Membership to PASS shall be granted by any method established by the Board of Directors, including (but not limited to) enrolment by online application, local Chapter attendance, Summit or Conference attendance, or any other tangible criteria conforming to the provisions set forth in Article IV, Section 1 of these Bylaws.

Section A.2.
Member in Good Standing

A Member in Good Standing is any member (as defined in Addendum (A), Section 1 of these Bylaws) that has actively participated in the furthering of the mission and goals of the PASS organization. Such participation shall be defined by the Board of Directors, and may include (but is not necessarily limited to) attendance of PASS Summits, Conferences, and major Chapter initiatives, volunteer participation in any Community Connection event or PASS

event, being an active volunteer (measured by the number of hours worked, as defined by the Board of Directors), completion of ~~voting~~ surveys, or other initiatives to be defined at the discretion of the Board of Directors.

A Member in Good Standing shall serve as the official representative in PASS, and shall have the right to vote at member meetings, nominate candidates for election to the Board of Directors, and vote in elections to determine new Directors. Any individual Member in Good Standing (that is not a corporation or an organization) shall, in addition to the aforementioned rights, also have the right to be nominated as a candidate for election to the Board of Directors, as well as serve on the Board of Directors in any capacity, including that of Officer.

The rights conferred to a Member in Good Standing are exclusive to this class of membership; members who are not Members in Good Standing are not privy to such rights. For the purposes of these Bylaws, any reference to ``voting member(s)`` or ``member(s) who can vote`` or ``member(s) eligible to vote`` or ``eligible voter(s)`` or any other reference linking individual members to voting is by definition a reference to one or more Member(s) in Good Standing or an authorized representative of such member in the case of an entity or organization as the context requires.

Addendum B

Cause for suspension or dismissal of a member of the Board of Directors may include:

- Inability to attend Board meetings on a regular basis.
- Inability or unwillingness to act in a capacity designated by the Board of Directors.
- Failure to fulfill the responsibilities of the office.
- Inability to represent the Region elected to represent
- Failure to act in a manner consistent with PASS's Bylaws and/or policies.
- Misrepresentation of responsibility and/or authority.
- Misrepresentation of PASS.
- Unresolved conflict of interests with Board responsibilities.
- Breach of confidentiality.
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