

# Professional Association for SQL Server Bylaws

- Adopted June 2009

## 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 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 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 the 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 the 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 the Membership Addendum A.

### **Section IV.5.**

#### **Proxy**

Any member or official representative who is entitled to vote on a matter may vote either in person or by proxy 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 Headquarters. 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 defense 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 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.

The Board of Directors sets the policy and strategic direction for PASS. The PASS Board of Directors shall set 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 shall participate in strategic planning sessions held by user groups, Microsoft, or other organizations that require non-disclosure. All Directors must act in accordance with PASS's bylaws and be able to represent PASS to other user groups. Directors vote on issues presented to the Board of Directors. Directors must be able to act in any capacity as designated by the board of directors.

## **Section VI.2. Composition and Qualifications**

The number of voting Directors shall be no less than twelve (12) and no more than seventeen (17). The voting Directors shall include the President, Immediate Past President, Executive Vice President, Vice President of Marketing, no less than four (4) but no more than nine (9) additional Directors-at-Large, as well as four (4) Vendor-Appointed Directors.

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 shall be elected by the voting membership ("Elected Directors"). Only Members in Good Standing (as defined in Membership Addendum (A)) are eligible for election as Directors.

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 also be invited to Board meetings.

## **Section VI.3. 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. The then-current Board of Directors shall determine the number of Directors to be elected. Directors-at-Large shall be elected for a term of two years and shall be eligible to be elected for three consecutive terms. The terms of Directors shall be staggered such that approximately one-half of the Directors 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.4. 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 shall be effective upon the majority approval of the members of the Board.

**Section VI.5.**

**Vacancies**

In the event of a vacancy on the Board of Directors, the vacancy shall be filled, by a majority vote of the Board of Directors, for the unexpired term. In the event a vacancy occurs in the office of President, the Executive Vice President shall assume the presidency and the Board of Directors shall appoint a replacement for the Executive Vice President 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.

**Section VI.6.**

**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 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 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 Elected Director. Such meeting shall be subject to the notice requirement provided in Article V, Section 3 of these Bylaws.

Any appointed Directors, including (but not limited to) Vendor-Appointed Directors, may be removed for cause by 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 an Officer may be suspended by the Board of Directors for cause. Cause for removal of a Director shall include but not be limited to failure to meet any Board-approved performance expectations or presence of a reason for dismissal listed in Addendum B of these Bylaws.

**Section VI.7.**

**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 these Bylaws.

**Section VI.8.**

**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.9.**

**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 meeting from time to time without further notice.

**Section VI.10.  
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.11.  
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.12.  
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.13.  
Compensation**

Directors shall not receive any salaries for their services as Directors, but by resolution of the Board of Directors, a fixed sum and 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 every two years by the Officer Election Committee (as provided in Article VII, Section 3 of these Bylaws), subject to the approval of the Board of Directors. Only Elected Directors are eligible to be appointed as Officers.

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. Officers 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 an Officer earlier resigns, is removed or is otherwise unable to serve.

### **Section VII.3.**

#### **Officer Appointment Procedure**

The Immediate Past President shall preside as Chair over the Officer Appointment Committee, subject to approval of the Board of Directors. Should the Board not approve the Immediate Past President's role as Chair, the President will select the new Chair. The President cannot serve as Chair of the Officer Appointment Committee.

The Committee will consist of a minimum of four (4) members, including at least three (3) voting members, and the Chair, who will serve as a non-voting coordinator and adjudicator.

The Officer Appointment Committee shall meet and determine a slate of Elected Directors to be appointed to fill the vacant Officer spots for the impending term. Only Elected Directors can be appointed as Officers. The slate of Elected Directors shall be presented to the Board of Directors for approval, subject to all Board voting and quorum requirements. Board approval of the slate shall serve as official appointment as Officers of the Elected Directors on the slate.

### **Section VII.4.**

#### **President**

The President shall be the principal executive officer of PASS and shall in general supervise and manage all of the affairs of PASS. 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 shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board. 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.5.**

#### **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, shall be responsible for receipt of moneys due and payable to PASS from any sources whatsoever, and 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 by-laws. The Executive Vice President shall be responsible to ensure that financial plans and budgets are developed; 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; 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 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.6.**  
**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.7.**  
**Immediate Past President**

The Immediate Past President shall preside as Chair of the Nominations Committee as well as Chair of the Officer Appointment Procedure, subject to approval of the Board of Directors. 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.

**Section VII.8.**  
**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.9.**  
**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 prepare a slate of candidates for election to the Board of Directors, which slate shall be presented to the voting members for approval as a whole.

**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, 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 shall appoint the other members of the Nominations Committee.

The Nominations Committee shall nominate up to three (3) candidates for each open position on the Board, unless otherwise determined by the Board of Directors. Each nominee must be reviewed and accepted by the Board 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. 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.)

PASS Headquarters 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. 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 Director of Community Development may approve, subject to such requirements as to membership, organization, procedures, and financial responsibility that the 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.

**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. Upon revocation of a Local or Regional User Group charter, all assets in the Local or Regional User Group 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 Board of Directors of PASS.

**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, consistent 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 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 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.

**Addendum B (Bylaws reference Article VI Section 6 - Performance Expectations)**

**Performance Expectations for members serving on the PASS Board of Directors includes:**

- Must be able to commit time required to the term of office set by the election procedures.
- Must be able to attend one conference per year, totaling 4-5 days.
- Must be able to attend three board meetings per year, totaling up to 6 days.
- Must be available to participate in one one-hour conference call every month.
- Must be able to attend special conference calls or meetings called by the President.

**Reasons for dismissal 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.
- 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.