



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

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 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.



42 **ARTICLE IV - MEMBERS**

43
44 **Section IV.1.**
45 **Classes of Members**

46
47 PASS shall have classes of memberships defined by Membership Addendum (A) as approved by the Board of
48 Directors. Membership may be granted to a prospect who meets the criteria for membership and who is
49 interested in and agrees to support the purposes and activities of PASS. All members agree to abide by these
50 Bylaws and such other canons, rules and regulations as PASS may adopt. The precise definition of products and
51 services that are complementary to Microsoft SQL Server Platform shall be determined by the Board of Directors
52 from time to time.

53
54 All entities granted membership in PASS shall be referred to herein collectively as “members”, provided that
55 members’ individual rights shall remain subject to the definition(s) provided in Membership Addendum (A) of
56 these Bylaws.

57
58 **Section IV.2.**
59 **Application for Membership**

60
61 Membership to PASS shall be granted by any method established by the Board of Directors, including (but not
62 limited to) enrolment by online application, local Chapter attendance, Summit or Conference attendance, or any
63 other tangible criteria conforming to the provisions set forth in Article IV, Section 1, as well as Addendum (A) of
64 these Bylaws.

65
66 **Section IV.3.**
67 **Representation**

68
69 Members may from time to time designate other persons to take part in discussions and meetings of PASS but in
70 no event shall any member be entitled to more votes than as determined according to Article IV, Section 4.

71
72 **Section IV.4.**
73 **Voting Rights**

74
75 On all matters coming before the membership each member will have rights which are outlined in Membership
76 Addendum (A).

77
78 **Section IV.5.**
79 **Proxy**

80
81 No member or official representative who is entitled to vote on a matter may vote by proxy unless such proxy is
82 executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after
83 eleven months from the date of its execution unless otherwise provided in the proxy.

84



85 **Section IV.6.**
86 **Resignation**

87
88 Members may resign from PASS at any time by giving written notice to PASS management. Any member resigning
89 from PASS shall remain responsible for meeting financial obligations incurred prior to the date of resignation.
90

91 **Section IV.7.**
92 **Termination of Membership**

93
94 Membership in PASS may be terminated for cause. Sufficient cause for such termination of membership shall be a
95 violation of the Bylaws or any rule, canon, or practice of PASS. Expulsion shall be by two-thirds vote of the Board of
96 Directors, provided, however, that a statement of the charges shall have been mailed by certified mail to the last
97 recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be
98 accompanied by a notice of the day, time and place of the Board of Directors meeting at which the charges shall be
99 considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel
100 and to present any defence to such charges before action is taken by the Board. In addition, the membership of
101 any member who becomes ineligible for membership or who shall be more than ninety (90) days in default in the
102 payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may
103 be delayed by the Board of Directors.
104

105 **Section IV.8.**
106 **Dues**

107
108 The Board of Directors shall establish dues and any other special assessments deemed necessary to the purposes
109 of PASS.
110

111 **Article V - MEETINGS OF MEMBERS**

112
113 **Section V.1.**
114 **General Meetings**

115
116 The Board of Directors shall determine the frequency, dates, and locations of any general meetings. Such meetings
117 are subject to the notice requirements as provided in Article V, Section 3 of these Bylaws.
118

119 **Section V.2.**
120 **Special Meeting**

121
122 Special meetings of the members may be called either by the President, the Board of Directors, or by not less than
123 two-thirds of the members having voting rights.
124

125 **Section V.3.**
126 **Notice of Meetings**

127
128 Notice of general or special meetings of the members shall state the place, day and hour of any meeting and shall
129 be delivered either by mail, facsimile, electronic message, or personally to each member entitled to vote at such
130 meeting, not less than five (5) nor more than fifty (50) days before the date of such meeting, by or at the direction



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

133

134 **Section V.4.**

135 **Action by Majority Vote**

136

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

139

140 **ARTICLE VI - BOARD OF DIRECTORS**

141

142 **Section VI.1.**

143 **General Powers**

144

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

149

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

158

159 **Section VI.2.**

160 **Composition and Qualifications**

161

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

167

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

171

172 The remaining Directors (i.e. the non-Officer Directors and non-Vendor Appointed Directors) shall be elected by
173 the voting membership ("Elected Directors"). Elected Directors shall include representatives of defined PASS
174 regions ("Regions") as set forth below ("Regional Directors") and at minimum one (1) additional Director-at-Large
175 whose selection is not limited by region. Regional Directors shall include, but are not limited to, two (2) seats for
176 the Region covering Canada and the United States of America.



177
178 Additional Regions for the purpose of electing additional Regional Directors and additional Director-at-Large seats
179 for the purpose of expanding the Board shall be defined by a majority vote of the current Board of Directors and
180 must be established prior to the public call for nominations in the general election. Previously defined Regions and
181 seats approved by the Board of Directors shall remain in effect and can only be modified by a 2/3 majority vote by
182 the then current Board of Directors.

183
184 Only Members in Good Standing (as defined in Membership Addendum (A)) are eligible for election as Directors. In
185 addition to any other requirements set forth herein or adopted by the membership or the Board of Directors, a
186 member of the Board of Directors must be fluent in written and spoken English.

187
188 The Immediate Past President shall be an ex officio, voting, full member of the Board. In addition, the Executive
189 Director shall be an ex officio, non-voting, full member of the Board. The Board may also choose to appoint any
190 number of non-voting advisors to the Board by a majority vote for a period of up to one year each. Such advisors
191 may have full access to all Board communications and will also be invited to Board meetings.

192
193 **Section VI.3.**
194 **Employment Restrictions**

195
196 A maximum of two (2) individuals who are employed by, or who are joint owners or partners in, the same for-
197 profit venture, company, organization, or other legal entity, may concurrently serve on the PASS Board of Directors
198 at any time. The definition of “employed” is at the sole discretion of the Board.

199
200 If, while serving a term, a Director becomes aware that his or her acceptance of an offer of employment,
201 partnership, or ownership with or in a for-profit venture, company, organization, or other legal entity may bring
202 him or her into conflict with Section VI.3 of these Bylaws, that Director must notify the Board immediately.
203 Regardless of the method of notification or discovery, if the Board determines any Director’s new professional
204 relationship to be a conflict of employment, the Board may request the resignation of the Director in question, and
205 may also suspend that Director from active participation on the Board.

206
207 The Board of Directors reserves the right, strictly on a case-by-case basis, to overrule the requirements of Section
208 VI.3 by majority decision for any single Director’s conflict of employment. If the Board chooses not to overrule
209 these requirements, the Board may appoint a new Director to the Board of Directors to serve the remaining term
210 of the vacating Director until such time that the seat may be put forward to the membership for a vote in a general
211 election. The Board reserves the right to make no appointment and leave the seat vacated until it can be put forth
212 to a general election. The vacating Director shall remain ineligible to run for re-election to the Board until such
213 time that his or her conflict of employment under Section VI.3 no longer exists.

214
215 **Section VI.4.**
216 **Election, Appointment, and Term of Office**

217
218 A Director must be an official representative of a voting member in good standing. Elected Directors shall be
219 elected by the voting members as part of the general elections which occur on an annual basis. The then-current
220 Board of Directors shall determine the number of Directors to be elected in accordance with Section VI.2 hereof.
221 Elected Directors shall be elected for a term of two years and shall be eligible to be elected for a maximum of three
222 consecutive terms. The terms of Directors shall be staggered such that approximately one-half of the Directors,



223 including at minimum one Regional Director representing Canada-United States of America, will be elected in odd-
224 numbered years. Directors shall take office on the first day of January following their election and shall continue in
225 office until their successors are duly elected and qualified, unless a Director earlier resigns, is removed, or is
226 otherwise unable to serve.

227
228 **Section VI.5.**

229 **Mail or Electronic Vote**

230
231 Any action requiring a vote of the Board of Directors may be taken by written, mailed, facsimile, online, or
232 electronic ballot. The action taken by such a vote shall be effective upon the unanimous approval of the members
233 of the Board.

234
235 **Section VI.6.**

236 **Vacancies**

237
238 In the event of a vacancy on the Board of Directors excluding vacancies in the Vendor-Appointed seats, the
239 vacancy, if filled, shall be filled as an appointment by a majority vote of the Board of Directors for the unexpired
240 term until such time as the vacancy can be filled pursuant to the general election as outlined in Section VIII.3 of
241 these bylaws. Vendor-Appointed seats shall be filled by the appropriate Vendor.

242
243 **Section VI.7.**

244 **Resignation, Removal from Office and Performance Expectations**

245
246 Any Director may resign at any time by giving reasonable written notice to the President. Whenever in their
247 judgment the best interests of PASS would be served thereby, voting members may choose to remove an Elected
248 Director. An Elected Director may only be removed by a two-thirds vote of the members, eligible to elect such
249 Director, who were present and voted in the election in which said Elected Director was a successful candidate.
250 The Board may call a special meeting of the members to propose removal of an Elected Director. Such meeting
251 shall state that the purpose of the meeting is to vote upon the removal of one or more Directors named in the
252 notice, and shall state the purpose and reasons for suggested removal of such Elected Director. Such meeting shall
253 be subject to the notice requirements provided in Article V, Section 3 of these Bylaws.

254
255 Any Director may be removed for cause by a 2/3 majority vote of the Board of Directors whenever in its judgment
256 the best interests of PASS would be served thereby.

257
258 Notwithstanding the foregoing, the authority of any Director to act as in an official capacity as a Director or Officer
259 of PASS may be suspended by the Board of Directors for cause.

260
261 Cause for suspension or removal of a Director shall include but not be limited to failure to meet any Board-
262 approved performance expectations or the presence of a reason for suspension or dismissal as listed in Addendum
263 B of these Bylaws.

264
265 **Section VI.8.**

266 **Regular Meetings**

267



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

271
272 **Section VI.9.**
273 **Special Meetings**

274
275 Special meetings of the Board of Directors may be called by or at the request of the President or any three
276 Directors. Notice of any special meeting shall be given not less than five (5) or more than ninety (90) days prior to
277 the date of such meeting. Notice may be given by electronic medium and confirmed by mail. The person or
278 persons authorized to call special meetings of the Board may fix any place, either within or without the State of
279 Illinois, as the place for holding any special meeting of the Board called by them. Any Director may waive notice of
280 any meeting.

281
282 **Section VI.10.**
283 **Quorum**

284
285 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the
286 Board; provided that the presence of at least four (4) Elected Directors shall be required to constitute a quorum;
287 and provided, further, that if less than a majority of the Directors are present at said meeting, a majority of the
288 Directors present may adjourn such meeting without further notice.

289
290 **Section VI.11.**
291 **Manner of Acting**

292
293 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the
294 Board of Directors, except where otherwise provided by law or by these Bylaws.

295
296 **Section VI.12.**
297 **Informal Action by Directors**

298
299 Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a
300 meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall
301 be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

302
303 **Section VI.13.**
304 **Meetings by Teleconference or Other Communications Equipment**

305
306 Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized
307 by these Bylaws pursuant to meeting by means of conference telephone or other communications equipment by
308 means of which all persons participating in the meeting can communicate with each other. Participation in such
309 meeting shall constitute attendance and presence in person at such meeting.

310
311 **Section VI.14.**
312 **Compensation**

313



314 Directors shall not receive any salaries for their services as Directors, but by resolution of the Board of Directors, a
315 fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting
316 of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving
317 PASS in an educational or speaking capacity and receiving compensation upon approval by a majority vote from
318 the Board of Directors.
319

320 **ARTICLE VII - OFFICERS AND EXECUTIVE DIRECTOR**

321
322 **Section VII.1.**

323 **Officers**

324
325 The Officers of PASS shall consist of the President, the Immediate Past President, the Executive Vice President, and
326 the Vice President of Marketing, and such other Officers as may be determined by the Board of Directors. All
327 Officers shall have the right to speak on behalf of PASS, and shall have the right to grant permission to other
328 parties to speak on behalf of PASS. Such permission must be granted in writing.
329

330 **Section VII.2.**

331 **Officer Appointment, Qualifications, and Term of Office**

332
333 The President, Executive Vice President, and Vice President of Marketing shall be appointed by the Board of
334 Directors subject to the process as provided in Article VII, Section 3 of these Bylaws. All Directors other than
335 Vendor-Appointed Directors are eligible to be appointed as Officers. In order to be eligible to be appointed to the
336 office of the President, a Director must have served at least one (1) prior term as an Officer of PASS.
337

338 Officers shall be appointed for a term of two (2) years and may serve up to two (2) consecutive terms in the same
339 office. Officers are limited to a total of five (5) terms as an Officer of which terms, as of January 1, 2012, a
340 maximum of three (3) may be served consecutively. Officers shall take office on the first day of January following
341 their appointment and shall continue in office until their successors are duly appointed and qualified, unless an
342 Officer earlier resigns, is removed, or is otherwise unable to serve.
343

344 **Section VII.3.**

345 **Officer Appointment; Removal**

346
347 Officers shall be appointed bi-annually by a majority of all the voting members of the Board of Directors. The Board
348 shall vote to appoint eligible Directors to each individual office at a special meeting of the Board. The said meeting
349 shall be called by the then-current President of PASS subject to all notice requirements as provided in Article VI,
350 Section 8 of these Bylaws. The appointments must occur prior to the expiration of the outgoing Officers' terms on
351 the last day of December.
352

353 Elected Directors may nominate themselves or may be nominated by any other Director for any available office
354 during or prior to the special meeting to determine new Officers, provided that the nominee meets the eligibility
355 requirements as set forth in Article VII, Section 2 of these Bylaws. Nominees shall specify for which available office
356 they are being nominated. Voting Directors shall subsequently vote to appoint their preferred nominee to each
357 pertinent office under consideration. Directors may only vote once per office to be filled.
358



359 The Immediate Past President shall act as Chair of the process and, in case of a tied vote for any office to be filled,
360 the Immediate Past President's vote shall count as the deciding vote. Should the Immediate Past President be
361 unable to act as Chair of the process for any reason, the Board shall appoint a replacement Chair by majority vote.
362

363 The Board of Directors may remove any Officer whenever in their judgement the best interests of PASS shall be
364 served by such removal.
365

366 **Section VII.4.**
367 **Officer Vacancies**

368
369 In the event that the President resigns or vacates his/her office for any reason, the Executive Vice President shall
370 assume the title of President, shall perform the duties of the President, and shall have all the powers of and be
371 subject to all the restrictions upon the President, until such time that the President's original full term expires and
372 a new President can be appointed by the Board.
373

374 In the event that either the Executive Vice President or the Vice President of Marketing is removed, resigns or
375 vacates his/her office for any reason, the Board shall appoint by majority vote a Director to fill the vacated office
376 for the remainder of the exiting Officer's term. Such appointee shall perform all the duties of, have all the powers
377 of, and be subject to all the restrictions placed upon the office he/she is appointed to fill.
378

379 **Section VII.5.**
380 **President**

381
382 The President shall be the principal executive officer of PASS and shall in general supervise and manage all of the
383 affairs of PASS.
384

- 385 • He/she shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board.
- 386 • In the case of a tied vote on an issue requiring a majority decision of the Board of Directors, the
387 President's vote shall count as the deciding vote on the issue.
- 388 • He/she may sign, with the Executive Vice President or any other proper officer of PASS authorized by the
389 Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors
390 has authorized to be executed, except in cases where the signing and execution thereof shall be expressly
391 delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of
392 PASS; and
- 393 • In general shall perform all duties incident to the office of President and such other duties as may be
394 prescribed by the Board of Directors from time to time.
395

396 **Section VII.6.**
397 **Executive Vice President**

398
399 The Executive Vice President shall serve as the Chief Financial Officer of PASS and shall have charge and custody of
400 and be responsible for all funds and securities of PASS.
401

- 402 • He/she shall be responsible for receipt of moneys due and payable to PASS from any sources whatsoever;
403 and



- 404 • Shall be responsible for deposit of all such moneys in the name of PASS in such banks, trust companies, or
- 405 other depositories as shall be selected in accordance with the provisions of these Bylaws.
- 406 • He/she shall be responsible to ensure that financial plans and budgets are developed; and
- 407 • Shall submit financial reports to the Board of Directors at its regular meetings and to the membership if
- 408 required by the Board of Directors.
- 409 • The Executive Vice President is responsible for the preparation and distribution of the minutes of the
- 410 meetings of the members, the Board of Directors, and all committees as required by PASS policies, these
- 411 Bylaws, or governing law;
- 412 • Shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as
- 413 required by law; and
- 414 • Shall be custodian of the corporate records.
- 415

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

420
421 **Section VII.7.**

422 **Vice President of Marketing**

423
424 The Vice-President of Marketing shall perform such duties as from time to time may be assigned to him or her by
425 the President or by the Board of Directors.

426
427 **Section VII.8.**

428 **Immediate Past President**

429
430 The Immediate Past President shall preside as Chair of the Nominations Committee subject to approval of the
431 Board of Directors and shall guide the officer appointment process as Chair. The Immediate Past President shall
432 perform such duties as from time to time may be assigned to him or her by the President or by the Board of
433 Directors. If the actual Immediate Past President is unable to fulfill the role and duties of Immediate Past
434 President, the Board by majority vote shall invite any former President to fulfill the role for the remaining term,
435 until such time as the term of the then-current president ends.

436
437 **Section VII.9.**

438 **Executive Director**

439
440 The Executive Director shall be an individual, firm, or head of staff of a firm appointed or hired by the Board of
441 Directors, and shall be responsible for the administrative and day-to-day operations of PASS. The Executive
442 Director shall have the authority and responsibility to act on PASS's behalf as determined by the Board of
443 Directors, and shall serve as an official advisor to the Executive Committee. The Executive Director may be
444 assigned such other duties as may be specified by the Board of Directors. The Executive Director shall serve as an
445 ex officio, non-voting member of the Board of Directors.

446
447 **Section VII.10.**

448 **Executive Committee**

449



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

456
457 **ARTICLE VIII - ELECTIONS**

458
459 **Section VIII.1.**
460 **Nominations**

461
462 The Nominations Committee shall annually solicit nominations from the PASS membership and prepare a slate of
463 candidates for election to the Board of Directors. The slate shall be presented to the voting members upon
464 ratification of the then-current Board of Directors in accordance with Article VIII, Section 3 of these Bylaws.

465
466 **Section VIII.2.**
467 **Nominations Committee**

468
469 The Immediate Past President shall preside as Chair over the Nominations Committee, subject to approval of the
470 Board of Directors. Should the Board not approve the Immediate Past President's role as Chair or should the
471 Immediate Past President be unable to fulfill this role for any other reason, the President will select the new Chair,
472 whose appointment shall be subject to Board ratification. The President cannot serve as Chair of the Nominations
473 Committee.

474
475 The Nominations Committee shall consist of at least five (5) members, one of whom shall be the Chair. The Board
476 shall establish the procedure for the selection of committee members.

477
478 The Nominations Committee shall nominate up to three (3) eligible candidates for each open Regional Director
479 position on the Board with up to an additional three (3) eligible candidates per open Director-at-Large position,
480 unless otherwise directed by the Board of Directors. Each candidate must be reviewed and accepted by the
481 Nominations Committee to be eligible for office.

482
483 All voting member representatives are eligible to serve on the Nominations Committee. All voting members are
484 eligible to recommend candidates for nomination and election.

485
486 **Section VIII.3.**
487 **Election Procedure**

488
489 Elections shall be held under the general supervision of the Chair of the Nominations Committee. The Nominations
490 Committee shall have the authority to set all processes and regulations for the election procedure, subject to all
491 laws and any other provisions that may be listed in these Bylaws, and providing that such processes and
492 regulations are not inconsistent with any actions or decisions of the Board of Directors.

493
494 As set forth in Section VIII.2, the Nominations Committee shall annually nominate candidates for open Director
495 positions and list all such nominations on a single slate. The Nominations Committee shall present the slate to the



496 Board of Directors for approval by majority vote of the Board. The Board-approved slate shall then be presented to
497 the voting membership.

498
499 The voting membership shall elect one candidate for each open Director position. Each voter is allowed to cast one
500 vote per open Director position. (For example, if there are three positions to be filled on the Board, then each
501 voter may cast up to three total votes.)

502
503 Candidates who are eligible (i.e. eligible to serve in such capacity subject to the criteria set forth herein or adopted
504 by the Board of Directors) shall be designated to fill open Board seats in the following order of priority on the basis
505 of total votes received: (i) full term Regional Director seats, (ii) full term Director-at-Large seats, (iii) not full term
506 (vacated) Regional Director seats, (iv) not full term (vacated) Director-at-Large seats. For the purposes of clarity,
507 because of eligibility requirements, it is contemplated that the candidates designated to the open Board seats may
508 not receive more votes than certain other candidates who are not selected to the Board.

509
510 PASS management shall prepare the ballot and all other election documents and establish the necessary
511 procedures for obtaining and counting of votes, subject to approval by the Board of Directors.

512

513 **ARTICLE IX - COMMITTEES**

514

515 **Section IX.1.**

516 **Committees**

517
518 Committees not having and not exercising the authority of the Board of Directors in the management of PASS may
519 be designated by the President or by majority action of the Board of Directors. The President shall appoint the
520 Chair and the Chair shall appoint the members of each such committee, who need not be Directors.

521

522 **Section IX.2.**

523 **Removal**

524
525 Any member of a committee may be removed by the President or the Board of Directors whenever in their
526 judgment the best interests of PASS shall be served by such removal.

527

528 **Section IX.3.**

529 **Term of Office**

530
531 Each member of a committee shall be appointed for a term of one year and shall serve until his or her successor is
532 appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a
533 member thereof.

534

535



536 **ARTICLE X - LOCAL AND REGIONAL USER GROUPS**

537

538 **Section X.1.**

539 **Formation**

540

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

545

546 **Section X.2.**

547 **Organization**

548

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

551

552 **Section X.3.**

553 **Revocation**

554

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

560

561 **Section X.4.**

562 **Representation**

563

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

567

568 **Section X.5.**

569 **Meetings and Activities**

570

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

573

574 **ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND BONDING**

575

576 **Section XI.1.**

577 **Contracts**

578

579 The Board of Directors may authorize any officer or officers, agent or agents of PASS, in addition to the officers so
580 authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name



581 of and on behalf of PASS, and such authority may be general or confined to specific instances. Any contract
582 entered into between PASS and a member of the Board of Directors must be approved by a simple majority of the
583 Board.
584

585 **Section XI.2.**
586 **Checks, Drafts, Etc.**
587

588 All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the
589 name of PASS shall be signed by such officer or officers, agent or agents of PASS and in such manner as shall be
590 determined from time to time by resolution of the Board of Directors. In the absence of such determination by the
591 Board of Directors, such instruments shall be signed by the Executive Vice President and countersigned by the
592 President of PASS.
593

594 **Section XI.3.**
595 **Deposits**
596

597 All funds of PASS shall be deposited from time to time to the credit of PASS in such banks, trust companies or their
598 depositories as the Board of Directors may select.
599

600 **Section XI.4.**
601 **Bonding**
602

603 The Board of Directors shall provide for the bonding of such officers and employees of PASS as it may from time to
604 time determine.
605

606 **ARTICLE XII - FISCAL YEAR**
607

608 The fiscal year of the organization shall begin on the first day of July of each year.
609

610 **ARTICLE XIII - INDEMNIFICATION**
611

612 PASS shall provide for the indemnification of all Directors, Officers, volunteers, employees, and agents of PASS to
613 the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois of the United States
614 of America, and shall be entitled to purchase insurance for such indemnification to the full extent as determined
615 from time to time by the Board of Directors.
616

617 **ARTICLE XIV - AMENDMENTS TO BYLAWS**
618

619 These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds vote of the
620 Board of Directors, provided that at least thirty (30) days' written notice is given to the PASS membership,
621 including the entire Board of Directors, of intention to alter, amend, or repeal these Bylaws and to adopt new
622 Bylaws prior to the specified date of the vote.
623

624 **ARTICLE XV - DISSOLUTION**
625



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

630 *****
631 *****

632
633 **Addendum A (Bylaws reference Article IV, Section 1 - Classes of Members)**

634
635 **Section A.1.**
636 **Member**

637
638 Membership may be granted to any individual, entity or organization that is interested in and agrees to support
639 the purposes and activities of PASS. Membership to PASS shall be granted by any method established by the Board
640 of Directors, including (but not limited to) enrolment by online application, local Chapter attendance, Summit or
641 Conference attendance, or any other tangible criteria conforming to the provisions set forth in Article IV, Section 1
642 of these Bylaws.

643
644 **Section A.2.**
645 **Member in Good Standing**

646
647 A Member in Good Standing is any member (as defined in Addendum (A), Section 1 of these Bylaws) that has
648 actively participated in the furthering of the mission and goals of the PASS organization. Such participation shall be
649 defined by the Board of Directors, and may include (but is not necessarily limited to) attendance of PASS Summits,
650 Conferences, and major Chapter initiatives, volunteer participation in any Community Connection event or PASS
651 event, being an active volunteer (measured by the number of hours worked, as defined by the Board of Directors),
652 completion of surveys, or other initiatives to be defined at the discretion of the Board of Directors.

653
654 A Member in Good Standing shall serve as the official representative in PASS, and shall have the right to vote at
655 member meetings, nominate candidates for election to the Board of Directors, and vote in elections to determine
656 new Directors. Any individual Member in Good Standing (that is not a corporation or an organization) shall, in
657 addition to the aforementioned rights, also have the right to be nominated as a candidate for election to the Board
658 of Directors, as well as serve on the Board of Directors in any capacity, including that of Officer.

659
660 The rights conferred to a Member in Good Standing are exclusive to this class of membership; members who are
661 not Members in Good Standing are not privy to such rights. For the purposes of these Bylaws, any reference to
662 ``voting member(s)`` or ``member(s) who can vote`` or ``member(s) eligible to vote`` or ``eligible voter(s)`` or any
663 other reference linking individual members to voting is by definition a reference to one or more Member(s) in
664 Good Standing or an authorized representative of such member in the case of an entity or organization as the
665 context requires.

666
667 **Addendum B**
668 **Cause for suspension or dismissal of a member of the Board of Directors may include:**

- 669
670
671
- 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.



- 672 • Inability to represent the Region elected to represent
- 673 • Failure to act in a manner consistent with PASS's Bylaws and/or policies.
- 674 • Misrepresentation of responsibility and/or authority.
- 675 • Misrepresentation of PASS.
- 676 • Unresolved conflict of interests with Board responsibilities.
- 677 • Breach of confidentiality.