

Bylaws

Article 1. Membership.

The Organization shall have *no members* within the meaning of the Act. The Organization may designate individuals or organizations that contribute money, property, services, or other value to the Organization as contributor members or as honorary members in recognition of their contributions. However, such contributors shall have no voting rights.

Article 2. Board of Directors

The business and affairs of the Organization shall be managed under the direction of the Board. The powers of the Organization shall be exercised by, or under the authority of, the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board. There will be no more than nine (9) voting members on the board.

2.1 General Powers. The affairs of the Corporation shall be managed by the Board.

2.2. Number and Tenure. The Board shall be composed of no fewer than three (3) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of two (2) years, or until he or she dies, resigns or is removed by a majority vote of the Directors under Section 2.10 of this Article.

2.3. Regular Meetings. By resolution, the Board may specify the time and place for holding regular meetings without other notice than such resolution.

2.4. Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

2.5 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, unless the act of a greater number is required by law or by these Bylaws.

2.6 Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary.

Susquehanna Valley Progressives

2.7 Removal. A Director may be removed from office upon the vote of a majority of the remaining Directors.

2.8 Vacancies. Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless he/she dies, resigns, or is removed, a Director so elected shall hold office until his/her successor is elected.

2.9 Compensation. Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting; but nothing herein shall be construed to preclude any Director from receiving compensation for services rendered to the Corporation.

2.10 Loans. No loans shall be made by the Corporation to any of its Directors.

2.11 Action by Board without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

2.12 Committees. The Board, by resolution, adopted by a majority of the Board, may designate and appoint one (1) or more committees to advise the Board. If the committee shall have and exercise the authority of the Board in the management of the Corporation, it shall consist of no fewer than two (2) Directors.

Article 3. Officers

The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. A Chair of the Board, one (1) or more Vice Chairs, and such assistant officers as may be deemed necessary may be elected or appointed by the Board; such officers and assistant officers to hold office for such period have such authority and perform such duties as may be provided by resolutions of the Board. The Board may delegate to any officer or agent the power to appoint any such subordinate officers, or agents, and to prescribe their respective terms of office, authority, and duties. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

3.1 Election and Term of Office. The officers of the Corporation shall be elected every other year by the Board. Unless he/she dies, resigns, or is removed, each officer shall hold office until his/her successor is elected.

3.2 Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board.

Susquehanna Valley Progressives

3.3 Removal. Any office or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3.4 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, unless the act of a greater number is required by law or by these Bylaws.

3.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of the term.

3.6 President. The President shall be chief executive officer of the Corporation and, subject to the Board's approval, shall supervise and control all of the assets, business, and affairs of the Corporation. The President shall preside over all Board meetings unless the Chair, if any, is present.

3.7 Secretary. The Secretary shall: (a) keep the minutes of meetings of the Board in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the post office address of each Director; (e) sign with the President, or other officer authorized by the President or the Board; (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board. In the absence of the Secretary, an Assistant Secretary may perform his/her duties.

3.8 Treasurer. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the revisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board. In the absence of the Treasurer, an Assistant Treasurer may perform his/her duties.

3.9 Salary. The officers shall not receive any salary for their services. Officers may be reimbursed for their expenses. No loans shall be made by the Corporation to its officers.

Susquehanna Valley Progressives

Article 4. Fiscal Year

The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

Article 5. Meetings

5.1 Location. The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting. The location should be a place that is in proximity of most of the board members.

5.2 Quarterly Meetings. The board will meet at least four times a year. The date and time of the meetings will be held as determined by the board at the beginning of each calendar year.

5.3 Regular Meetings. The Board may hold its regular meetings at such place and time as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of the State of Pennsylvania, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

5.4 Special Meetings. Any two Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Five days' notice of any special meeting shall be given to each Director by email or by telephone. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

5.5. Quorum. A majority of Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

5.6 Organization. Every meeting of the Board shall be presided over by the President, or in the absence of the President, the Vice President, or in the absence of the President and the Vice President, by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

Article 5. Conflicts of Interest

The Board's conflicts of interest policy is set forth in this Article. The purpose of the conflicts of interest policy is to protect the Organization's interest when it is contemplating entering into a contract or transaction that might benefit the private interest of an officer or Director of the Board. This policy is intended to supplement the requirements of the Act. The conflicts of interest policy shall apply to all contracts or transactions between the Organization and Directors, officers, and members of

Susquehanna Valley Progressives

committees with Board-delegated powers. No board member shall compete with an organization that is similar in nature to Teach Anti Bullying, Inc.

For purposes of this Article, the following terms shall have the meanings set forth:

1. (a) "Compensation" means direct and indirect remuneration and gifts or favors, which are substantial in nature.
2. (b) "Financial Interest" means, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Corporation has a contract or transaction;

(2) A Compensation arrangement with the organization or with any entity or individual with which the organization has a contract or transaction; or

(3) A potential ownership or investment interest, in, or Compensation arrangement with, any entity or individual with which the Organization is negotiating a contract or transaction.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest has a conflict of interest only if the Board or committee decides that a conflict of interest exists.

(c) "Interested Person" means a Director, officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest.

Article 6. Recordkeeping

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board, and such other records as may be necessary or advisable or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation.

Article 7. Indemnification

To the full extent permitted by the General Corporation Law of the Commonwealth of Pennsylvania, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under Commonwealth law. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

Susquehanna Valley Progressives

Article 8. Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board.

The foregoing Bylaws were adopted by the _____ on the _____ day of _____, 20XX.

DRAFT