

BYLAWS
OF
PENNSYLVANIA ASSOCIATION FOR EDUCATIONAL
COMMUNICATIONS AND TECHNOLOGY
(A Pennsylvania Nonprofit Corporation)

ARTICLE I

Board of Directors

Section 1.1. Number. The business and affairs of the corporation shall be managed by the board of directors, which shall consist of such number of persons as the board of directors may from time to time determine, but in no event fewer than the minimum number required by applicable statute.

Section 1.2. Composition of the Board of Directors. The board of directors shall be divided into two classes, designated as Class I and Class II. The composition of directors in Class I and Class II shall be as follows:

(a) *Class I (Officer Directors):* Each of the corporation's current president, vice president, immediate past president, corresponding secretary, recording secretary and treasurer shall serve as a director in Class I.

(b) *Class II (Regional Directors):* One individual elected as a regional representative from each of the six geographic regions of the Commonwealth of Pennsylvania into which the corporation's membership is divided, the boundaries of which shall be set from time to time by the board of directors, shall serve as a director in Class II. The six geographic regions shall be designated as the North West region, North Central region, North East region, South West region, South Central region and South East region (collectively, the "Regional Divisions").

Section 1.3. Term and Election.

(a) The term of a director in Class I shall begin when such director is elected to the position of president, vice president, immediate past president, corresponding secretary, recording secretary or treasurer. The term of a director in Class I shall end when such director's successor is elected and qualified for the respective position of president, vice president, immediate past president, corresponding secretary, recording secretary or treasurer.

(b) The term of a director in Class II shall begin when such director is elected as a regional representative of a Regional Division. The term of a director in Class II shall end when such director's successor has been elected and qualified to the position of regional representative for the respective Regional Division.

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Section 1.4. **Meetings**. Regular meetings of the board of directors, including the annual meeting for the election of officers, shall be held not less than semi-annually at such time and place as the board of directors may from time to time determine. Special meetings of the board of directors may be called at any time by the president or not less than two directors. All meetings of the board of directors may be held within the Commonwealth of Pennsylvania, unless otherwise determined by the board of directors.

Section 1.5. **Notice**. Notice of the time and place of all meetings of the board of directors shall be given at least five (5) days in advance of any meeting, except for regular meetings of the board of directors, for which no notice need be given. Whenever under these bylaws or the statute, notice is required to be given to any person, it shall be given either personally or by sending a copy by first-class or express mail (postage prepaid), by telephone, by email, by courier service (charges prepaid) or by facsimile transmission, to the director's postal address, telephone number, email address or facsimile number supplied by the director to the corporation for the purpose of notice. Notice by United States mail or courier service shall be deemed to have been given when deposited in the mail or with a courier service for delivery to the director. Notice by email or facsimile transmission shall be deemed to have been given to the director when sent. Notice shall be given by, or at the direction of, the corresponding secretary.

Section 1.6. **Quorum**. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until quorum is obtained. If a meeting is adjourned for more than twenty-four hours, notice of such adjournment to another date, time or place must be provided prior to reconvening such adjourned meeting to those directors who were not present at the meeting.

Section 1.7. **Voting**. Each director shall be entitled to one (1) vote at meetings of the board of directors. Except as otherwise provided herein, in the articles of incorporation or by law, the vote of a majority of the directors present at any meeting at which a quorum is or was present shall constitute the act of the board of directors. A director in Class II may authorize a designee to represent and vote by proxy for him or her at a meeting of the board of directors if he or she is unable to attend.

Section 1.8. **Vacancies**. If, as a result of the death, disability, retirement, resignation or removal of any director, there shall exist or occur any vacancy on the board of directors, that vacancy shall be filled as follows:

(a) The president, with the approval of a majority of the board of directors, shall appoint an individual to fill a vacant director seat in Class I and that individual appointed to fill the vacant director seat in Class I shall also fill the corresponding vacant officer position for the unexpired term.

(b) The president, with the approval of a majority of the board of directors, shall appoint an individual to fill a vacant director seat in Class II and that individual appointed to fill the

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vacant director seat in Class II shall also fill the corresponding vacant regional representative position for the unexpired term.

Section 1.9. Resignation and Removal. Any director may resign at any time by providing written notice to the board of directors. The board of directors may remove any director from office at any time with or without cause by a vote of two-thirds of the other directors of the corporation.

Section 1.10. Limitation on Liability. A director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (i) the director has breached or failed to perform the duties of his or her office, under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or any successor law, and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall not apply to (i) the responsibility or liability of a director pursuant to any criminal statute or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

Section 1.11. Participation by Telephone or Internet. One or more directors may participate in a meeting of the board of directors or of a committee of the board of directors through telephone conference, internet-based video or teleconference, or similar communications equipment by means of which all participants can hear each other.

Section 1.12. Action without a Meeting. Any action that may be taken at a meeting of the board of directors or of a committee of the board of directors may be taken by unanimous written consent of the board of directors or committee of the board of directors that sets forth the action and is signed by each member of the board of directors or the committee.

Section 1.13. Compensation. No director is entitled to receive any compensation for serving as a director of the corporation. However, all directors shall be entitled to reimbursement for reasonable expenses actually incurred by them in connection with their service as directors of the corporation.

ARTICLE II

Officers

Section 2.1. Officers Generally. The officers of the corporation shall be a president, vice president, immediate past president, corresponding secretary, recording secretary, treasurer and such assistant officers and other officers as the board of directors deems advisable. The president, vice president, immediate past president, corresponding secretary, recording secretary and treasurer, but none of the other officers, shall be members of Class I of the board of directors as set forth in Section 1.2 of these bylaws. The same person may not hold any two or more offices. In addition to the powers and duties set forth in these bylaws, each officer shall have

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such powers and duties as are usually related to their offices and as the board of directors may determine by resolution. The board of directors may remove any officer at any time, with or without cause, by a majority vote of the board of directors. If, as a result of the death, disability, retirement, resignation or removal of an officer, there shall exist or occur any vacancy in an office, the president, with the approval of a majority of the board of directors, shall appoint an individual to fill such vacancy for the unexpired term.

Section 2.2. Election; Term. Individuals elected or appointed (via succession as provided in Section 2.2(a) and (b)) to serve as officers shall each serve for a term of two years and, except for the president, vice president and immediate past president, may be re-elected to succeed themselves as officers. Successor officers shall be chosen as follows:

(a) At the end of the president's two year term, the president will automatically be appointed to the office of immediate past president.

(b) At the end of the vice president's two year term, the vice president will automatically be appointed to the office of president.

(c) The offices of vice president, corresponding secretary, recording secretary and treasurer shall be filled through an election as set forth in Section 2.4 of these bylaws in the year during which the previous officers' terms expire.

Section 2.3. Nomination. Not later than six months before the scheduled annual meeting of the general membership of the corporation, the immediate past president shall appoint a nominating committee of not less than four members of the corporation representing different Regional Divisions to the extent possible and practical. The immediate past president shall be the chairman of the nominating committee. The nominating committee shall prepare a list of at least one nominee for each position that will be up for election that year for the offices of vice president, corresponding secretary, recording secretary and treasurer. At least sixty (60) days prior to the scheduled date of the annual meeting of the corporation's general membership, the nominating committee shall deliver to the corresponding secretary the name and brief biography or resume of each nominee. The corresponding secretary shall distribute the list of the nominees and their respective biographies and/or resumes to the corporation's general membership. Nominations in addition to those presented by the nominating committee may be made by petition to the nominating committee no later than forty (40) days prior to the scheduled date of the annual meeting of the general membership. Nominating petitions must be supported by the signatures of at least five members of the corporation in good standing. Upon verification by the corresponding secretary that the nominating petition has been signed by five members in good standing, the nominated individual will be added to the list of nominees for the position requested and the corresponding secretary shall distribute a new list of nominees (including nominees nominated by petition) to the corporation's general membership.

Section 2.4. Balloting; Results. At least thirty (30) days prior to the scheduled date of the annual meeting of the general membership, the nominating committee shall conduct the official balloting by U.S. mail or electronic means as determined by the board of directors. The

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nominating committee shall certify the results of the election and report them to the board of directors. The board of directors shall announce the results to the corporation's members at the annual meeting of the corporation's general membership.

Section 2.4.1 Tie in Voting. In the event of a tie in any contested race, the board will resolve said tie with a drawing of straws with person drawing the short straw winning the election. Ideally, individuals involved with the tie will be present for the drawing of straws. If those members cannot be present, they may designate a representative for the tie-breaker. The tie-breaker will be witnessed by a minimum of two election committee members. Tiebreaker will be held at the first meeting of the board following the election.

Section 2.5. President. The president will be the principal executive officer of the corporation and will supervise and control all of the day-to-day business affairs of the corporation subject to the policies and directions of the board of directors. The president shall chair meetings of the board of directors and of the general membership.

Section 2.6. Vice President. The vice president shall assist the president in the performance of the president's duties and shall perform the duties of the president in the president's absence.

Section 2.7. Immediate Past President. The immediate past president shall advise the president and the board of directors as needed. The immediate past president shall also chair the nominating committee and facilitate the annual elections of the corporation's officers and regional representatives.

Section 2.8. Corresponding Secretary. The corresponding secretary shall be responsible for the delivery of information and notices to the members and board of directors of the corporation and the maintenance of a registry of the addresses of each member and director.

Section 2.9. Recording Secretary. The recording secretary shall keep the minutes of all meetings of the board of directors and general membership and shall have charge and custody of the records of the board of directors and the corporation.

Section 2.10. Treasurer. The treasurer shall have charge and custody of all the funds of the corporation and shall maintain an accurate accounting system. The treasurer also shall prepare and file tax returns and present financial reports to the board of directors in such manner as the board of directors may from time to time determine.

ARTICLE III

Regional Representatives

Section 3.1. Regional Representatives Generally. The regional representatives of the corporation shall consist of one individual from each of the six Regional Divisions. The regional representatives shall be members of the board of directors as set forth in Section 1.2 of these

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bylaws. In addition to the powers and duties set forth in these bylaws, each regional representative shall have such powers and duties as the board of directors may determine by resolution. The board of directors may remove any regional representative at any time, with or without cause, by a majority vote. If, as a result of the death, disability, retirement, resignation or removal of a regional representative, there shall exist or occur any vacancy in an office, a majority of the remaining members of the board of directors shall appoint an individual to fill such vacancy for the unexpired term.

Section 3.2. Election; Term. Individuals elected to serve as regional representatives shall each serve for a term of four years and may be re-elected to succeed themselves in their respective Regional Division. Regional representatives for each Regional Division shall be elected by a majority vote of the membership of their respective Regional Division as set forth in Section 3.5 of these bylaws.

Section 3.3. Regional Representative. Each regional representative shall act as a liaison between their Regional Division and the corporation, lead regional efforts of the corporation and support the planning and organization of all of the corporation's activities subject to the policies and directions of the board of directors.

Section 3.4. Nomination. The nominating committee appointed pursuant to Section 2.3 of these bylaws shall prepare a list of at least one nominee for each position that will be up for election that year for the office of regional representative of the respective Regional Divisions (and director in Class II). At least sixty (60) days prior to the scheduled date of the annual meeting of the corporation's general membership, the nominating committee shall deliver to the corresponding secretary the name and brief biography or resume of each nominee. The corresponding secretary shall distribute the list of the nominees for regional representative of a Regional Division and their respective biographies and/or resumes to the corporation's general membership located in that Regional Division. Nominations in addition to those presented by the nominating committee may be made by petition to the nominating committee no later than forty (40) days prior to the scheduled date of the annual meeting of the general membership. Nominating petitions must be supported by the signatures of at least five members of the corporation in good standing. Upon verification by the corresponding secretary that the nominating petition has been signed by five members in good standing, the nominated individual will be added to the list of nominees for the position requested and the corresponding secretary shall distribute a new list of nominees for regional representative of a Regional Division (including nominees nominated by petition) to the corporation's general membership located in that Regional Division.

Section 3.5. Balloting; Results. At least thirty (30) days prior to the scheduled date of the annual meeting of the general membership, the nominating committee shall conduct the official balloting by U.S. mail or electronic means as determined by the board of directors. The nominating committee shall certify the results of the election and report them to the board of directors. The board of directors shall announce the results to the corporation's members at the annual meeting of the corporation's general membership.

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ARTICLE IV

Committees

Section 4.1. Committees. The board of directors, by resolutions adopted by a majority of the board of directors, may establish committees of the board of directors as it deems necessary or appropriate for the operation of the corporation. The board of directors shall appoint the members and chairs of each committee of the board of directors. The board of directors may delegate such authority to a committee as it deems appropriate and is not prohibited by statute. Any member of a committee may be removed by a majority vote of the board of directors.

Section 4.2. Term. Unless a different term is determined by resolution of the board of directors, committee chairs and members shall serve for a term of one year and until successors are elected and have been qualified, unless sooner removed or unless such committee is sooner disbanded by the board of directors. Vacancies in the membership of a committee shall be filled by appointments made by the board of directors.

Section 4.3. Quorum; Voting. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the members of a committee of the board of directors shall constitute a quorum of such committee and the act of a majority of the members present at the meeting of a committee at which a quorum is present shall be the act of such committee.

ARTICLE V

Membership

Section 5.1 Membership. Any person interested in the purposes and objectives of the corporation may become a member of the corporation upon the payment of dues as determined by the board of directors.

Section 5.2 Classes of Membership. The board of directors shall determine the type of memberships of the corporation (i.e. regular, student, retired, life or institutional) based on its assessment of how to best serve the objectives of the corporation. The board of directors shall also determine the privileges, duration and dues associated with each type of membership.

Section 5.3 Annual Meeting. The general membership of the corporation shall have one annual meeting, as scheduled by the board of directors.

ARTICLE VI

Conflict of Interest

The board of directors shall adopt a policy on conflicts of interest and such other policies

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furthering the good governance of the corporation as the board of directors deems appropriate.

ARTICLE VII

Indemnification

Section 7.1. Right to Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, member, trustee, employee, agent or similar functionary of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the corporation, to the extent that such indemnification is not prohibited by applicable law, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The corporation shall not be obligated to indemnify a director or officer of the corporation in respect of an action, suit or proceeding (or part thereof) instituted by such director or officer unless such action, suit or proceeding (or part thereof) has been authorized by the board of directors.

Section 7.2. Advance of Expenses. Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

Section 7.3. Procedure for Determining Permissibility. To determine whether any indemnification or advance of expenses under this Article is permissible, the board of directors by majority vote of a quorum consisting of directors not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs. The reasonable expenses of any director or officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the corporation.

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Section 7.4. **Contractual Obligation.** The obligations of the corporation to indemnify a director or officer under this Article, including the duty to advance expenses, shall be considered a contract between the corporation and such director or officer, and no modification or repeal of any provision of this Article shall affect, to the detriment of the director or officer, such obligations of the corporation in connection with a claim based on any act or failure to act occurring before such modification or repeal.

Section 7.5. **Indemnification Not Exclusive; Inuring of Benefit.** The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of members or directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 7.6. **Insurance, Security and Other Indemnification.** The board of directors shall have the power to (i) authorize the corporation to purchase and maintain, at the corporation's expense, insurance on behalf of the corporation and other to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by statute.

ARTICLE VIII

Miscellaneous Provisions

Section 8.1. **Fiscal Year.** The fiscal year of the corporation will be fixed by resolution of the board of directors.

Section 8.2 **Budget.** A budget will be prepared for each fiscal year by a committee composed of the treasurer, who will serve as chair, vice president, who will serve as vice chair, and two members of the corporation appointed by the president. The proposed budget shall be presented to the board of directors and approved by a majority of the members of the board of directors prior to the beginning of the fiscal year. The adopted budget and audited budget of the preceding year in summary form shall be publicized to the membership through the corporation's official publication or other means prior to the annual meeting of the general membership for the current fiscal year.

Section 8.3. **Audit.** The board of directors may select an independent certified public accountant to audit the books and accounts of the corporation each fiscal year.

Section 8.4 **Publications.** The corporation shall have an official publication which will be issued during the year based on the availability of publication materials and finances. The board of directors shall determine the cost charged for publications.

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Section 8.5 Parliamentary Authority. Roberts' Rules of Order, Revised, in the latest edition shall govern the corporation in all cases in which it can be applied and is not inconsistent with the bylaws, articles of incorporation or applicable statutes.

Section 8.6. Nondiscrimination Policy. The corporation admits members of any race, color, national origin and ethnic origin to all the rights, privileges, programs and activities generally accorded to members of the corporation.

ARTICLE IX

Amendment to Bylaws

These bylaws may be altered, amended or repealed, or new bylaws may be adopted, by the board of directors at any meeting of the board of directors, provided that any notice of such meeting shall state that a purpose of the meeting is to amend the bylaws.

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