

PARALYZED VETERANS OF AMERICA

BYLAWS

ARTICLE I - PURPOSES

Section 1: The purposes of the Corporation in addition to those stated in its Articles of Incorporation are:

- a) To form a National Association for the benefit of persons who have suffered injuries or diseases of the spinal cord.
- b) To aid and assist constituent associations in carrying on educational programs in procuring benefits for the members of such associations by acquainting the public on a national scale with the needs and problems of paraplegics.
- c) To act for and on behalf of its constituent associations or any other association, firm, or corporation in connection with its general purposes.
- d) To promote medical research in the several fields connected with injuries and diseases of the spinal cord, including research in neurosurgery, genitourinary, orthopedics, and orthopedic appliances.
- e) To advocate and foster complete and effective reconditioning programs of physiotherapy, competent walking instructions, an active sports program, adequate guidance (both vocational and education), academic and vocational education (both in hospitals and in educational institutions), psychological orientation and readjustment to family and friends, and occupational therapy (both functional and diversional).
- f) To provide means for publicizing the objectives of this Corporation and all constituent associations and to take any actions necessary or advisable to realize these objectives.

ARTICLE II - POLICY

Section 1: The Corporation shall formulate and voice a firm stand on issues of relevance to the members of the Paralyzed Veterans of America and consistent with the reasons for which PVA was created, and such issues shall be considered important questions, and, as such, shall be decided upon by a vote of a simple majority of the voting Directors present at a meeting of the Board of Directors at which a quorum is present.

Section 2: The Corporation shall own and operate such publications as it deems to be consistent with its corporate purposes as set out in Article I.

Section 3: The following restrictions shall apply:

- a) No part of the income or assets of the Corporation shall inure to any member, director, officer, or employee of the Corporation or be distributable to any

person during the life of the Corporation or upon its dissolution or final liquidation. However, nothing in this section shall prevent the payment of reasonable compensation to officers, directors, and employees of the Corporation or prevent their reimbursement for actual necessary expenses in amounts approved by the Corporation's Board of Directors.

- b) The Corporation shall be non-political and shall not furnish financial aid to, or otherwise promote the candidacy of, any person seeking public office.
- c) The Corporation shall possess all powers as authorized by Public Law 92-93 as adopted by the U.S. Congress August 11, 1971, as the same from time to time may be amended; however, the Corporation shall not engage in any activity which would disqualify it from being exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law of the United States of America.
- d) Anything herein contained to the contrary notwithstanding, no assets of the Corporation shall be donated, distributed, applied to, paid over, or otherwise used or employed in any manner which would disqualify the Corporation from being exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code for 1986, as amended, or any subsequent law of the United States of America.

*Prior to October 1, 1996, PVA was exempt from Federal Income Tax, as provided under Section 501 (c)(4) of the Internal Revenue Code.

ARTICLE III - OFFICES

Section 1: The National Office of the Paralyzed Veterans of America shall be maintained at 801 18th Street, NW, Washington, DC 20006. The Corporation may change its principal office or place of business and have such subsidiary offices as the Board of Directors shall from time to time determine to be necessary.

ARTICLE IV - MEMBERSHIP

Section 1: Voting membership in this Corporation shall be limited to nonprofit associations or organizations, hereinafter called "Chapters," organized under the laws of the several states of the United States, the District of Columbia, and the territories of the United States, whose membership consists of a minimum of thirty (30) individuals who are members of the corporation. No individual may be a voting member of more than one Chapter. A Chapter has the authority to remove a member from the Chapter but a Chapter may not remove a member from membership in the National Organization.

Section 2: Any such nonprofit association or organization desiring to become a Chapter of this Corporation shall make written application to Paralyzed Veterans of America, stating the name of said association or organization and the number of its

existing membership. Such application shall include a statement promising adherence to the obligations of the Chapter as outlined by Paralyzed Veterans of America. The applicant will be considered for full Chapter membership upon satisfactory completion of the requirements contained in the *PVA Chapter Administrative Manual*, and shall require an affirmative vote of a majority of the Board of Directors at a meeting where a quorum is present.

Section 3: The Articles of Incorporation and Bylaws, and all amendments thereto, of all member Chapters shall, upon adoption, be immediately recorded with the National Office.

Section 4: If a member Chapter fails to meet the obligations and responsibilities as set forth in this Corporation's Articles of Incorporation, Bylaws, or *PVA Administrative Guide*, or the Articles of Incorporation or Bylaws of the member Chapter, or does not maintain an adequate program of service to its individual members, the Chapter will be subject to punitive action by the National Organization. Punitive action shall be taken by the National Organization in conformance with the procedures outlined in the *PVA Administrative Guide*.

Section 5: Any American citizen shall be eligible for membership in the Corporation who was regularly enlisted, inducted, or commissioned, and who was accepted for, or was on, active duty in the Army, Navy, Marine Corps, Air Force, or Coast Guard of the United States, or its allies. Service with the Armed Forces must have been terminated by discharge or separation from service under conditions other than dishonorable. Membership shall be limited to such persons as have suffered spinal cord injuries or diseases whether service-connected or nonservice-connected in origin.

Persons otherwise eligible for membership who are on active duty or who must continue to serve after the cessation of hostilities are also eligible for membership.

Section 6: Any veteran who is otherwise qualified for membership in the organization may also become a "Member-At-Large."

Section 7: Individuals shall be members of both a Chapter and of the Corporation, unless application is made for "Member-At-Large" status as set forth in Article IV, Section 6 above.

Section 8: If an individual member conducts himself/herself in a manner which tends to injure the good name of the Corporation, to disturb its well-being, or to hamper it in its work, the Corporation shall expel him/her from membership or otherwise discipline him/her in accordance with these Bylaws and with the provisions set forth in the *PVA Administrative Guide*. Complaints concerning an individual member's failure to conduct himself/herself appropriately shall be made in writing either to the individual member's Chapter or to the Judicial Committee of the Corporation. All complaints shall be adjudicated in the manner prescribed by these Bylaws and the *PVA Administrative Guide*.

ARTICLE V - VOTING RIGHTS OF MEMBER CHAPTERS

Section 1: The voting rights of each member Chapter shall be determined by the number of members of each Chapter in the following manner: (a) each Chapter shall be entitled to two (2) votes; (b) each Chapter with a membership of over two hundred (200) members shall be entitled to one (1) additional vote for each additional hundred or fraction thereof, over two hundred (200) members.

Section 2: For any face-to-face meeting held, each Chapter shall be physically represented by its elected Director. In the case of extenuating circumstances, the Director may cast his/her vote in writing delivered directly to the National Secretary. The absentee ballot must be in writing, specific to the issue and signed by the Director of the Chapter. If the piece of business to which the ballot pertains is amended or altered in any way during the directors absence the ballot shall be null and void.

Section 3: Voting strength shall be based upon life membership as of September 30 each year.

Section 4: Each member Chapter may send as many Delegates to the annual meeting as they have voting rights according to Article V, Section 1 above.

Section 5: Each Delegate may have a voice on each and every subject to come before the annual meeting.

Section 6: A secret ballot shall not be permitted upon any vote called for by the Board of Directors.

Section 7: All rights of a member Chapter are suspended except as relate to the appeal during the time that the chapter initiates or participates in any legal action against the National Organization or any member Chapters. Such suspension shall begin upon the commencement of the legal action and shall terminate upon the unequivocal and permanent termination of the legal action to include the expiration of any applicable periods during which an appeal may be filed.

ARTICLE VI - DUES AND ASSESSMENTS

Section 1: Dues shall be established by the Board of Directors. The Board of Directors has established there will be no dues.

ARTICLE VII - CHAPTER RESPONSIBILITIES

Each Chapter must perform the duties set forth in Article IV, Section 4 of these Bylaws. In addition, each Chapter must operate the programs and meet the requirements specified in the section of the *PVA Administrative Guide* entitled "Chapter Operation and Programs." In addition, each Chapter must submit a written report to its membership and the officers and Board of Directors of this Corporation at least quarterly. This report may be in the form of a newsletter. Chapters failing to comply with the report

requirement will not be eligible to receive any funds from the organization for their delinquent period. Any Chapter which fails to operate any of the programs or carry out any of the responsibilities established by this Article, may have its charter revoked.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1: The affairs of the Corporation shall be managed by the Board of Directors.

Section 2: The number of voting members of the Board of Directors shall be equal to the number of member Chapters of this Corporation.

Section 3: The Board of Directors shall be divided into three classes, as nearly equal in number as may be, with the term of office of the first class expiring after one (1) year, the term of office of the second class expiring after two (2) years and the term of office of the third class expiring after three (3) years. Thereafter, the Directors chosen to succeed the original members shall be elected for a term of three (3) years. Each Chapter's Board of Directors shall elect one of its Chapter members to act as a Director of the Corporation. Chapters shall draw lots to determine whether their representative on the original Board is a member of the first, second or third class. In the case of any increase in the number of Directors of the Corporation, the additional Directors shall be so classified so that all classes of Directors shall be increased equally as nearly as may be. In the case of any decrease in the number of Directors of the Corporation, all classes of Directors shall be decreased equally, as nearly as may be. Each Director must be a member in good standing of a member Chapter and shall serve until their successor shall be elected, or appointed in the case of a vacancy, by their Chapter.

Section 4: The Director selected by each member Chapter shall be empowered to cast its authorized votes in all matters requiring a vote by the Board of Directors.

Section 5: The Officers listed in Article XIV shall not be entitled to vote at a meeting of the Board of Directors, except the Senior Vice President shall be entitled to cast a vote in a case of a tie.

Section 6: The Board of Directors may, by majority vote, name individuals as Honorary Directors of this Corporation. Such Honorary Directors shall be accorded all privileges but will have no voting rights.

Section 7: Paid employees of the Corporation or its chapters shall not be eligible to serve on its Board of Directors with the exception of the PVA National Executive Director who shall serve without vote as an ex-officio member of the PVA Board of Directors.

Section 8: Any Director of the Corporation may be removed at any time, with cause, by the vote of two-thirds (2/3) of the Directors present at a meeting where a quorum is present.

Section 9: Whenever any vacancy shall occur in the Board of Directors, it shall be filled by the vote of the Board of Directors of the Chapter to which the departing Director belongs. He/she shall serve for the remainder of the unexpired term of said Director.

ARTICLE IX - MEETINGS OF THE BOARD OF DIRECTORS

Section 1: The Board of Directors shall meet three times during the year to conduct such business as they shall decide. The Annual Convention of PVA will be held not earlier than July 1st nor later than August 31st. The Mid-Winter Board of Directors Meeting will be held not earlier than February 1st nor later than March 31st. A Fall Meeting will be held not earlier than October 15th nor later than December 15th. The Fall Meeting, at the discretion of the Executive Committee, may be held in person, or by means of conference telephone or similar communications equipment so long as all persons participating in the meeting can hear one another. Only members of the Board of Directors shall participate in a meeting held by teleconference or similar means.

Section 2: Special meetings may be called by the President, or upon written request of those Directors that will constitute a quorum. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the Directors thereat. Notice need not be given to any Director or to any member of a committee of Directors who submits a written waiver of notice signed by him/her before or after the time stated herein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he/she attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors need be specified in any written waiver of notice.

Section 3: Special meetings of the Board of Directors may be held in person, or by means of conference telephone or similar communication equipment so long as all persons in the meeting can hear one another.

Section 4: All regular meetings shall be held after thirty (30) days written notice by the President or upon call by a majority vote of the full Board of Directors.

Section 5: A quorum shall consist of a majority of both the total number of votes held by all the Chapters, and of the total number of members of which the full Board of Directors is composed.

Section 6: A quorum must be present to transact all official business. Except as herein otherwise provided, and except as otherwise provided in the Congressional Charter of the Corporation, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 7: Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if consent in

writing setting forth the proposed action shall be signed by the required majority of the Board or committee, as the case may be.

Section 8: For any face-to-face meeting held, the BOD agenda shall include an agenda item that will provide an opportunity for a discussion of issues, if any, pertaining to PVA chapters.

ARTICLE X - EXECUTIVE COMMITTEE

Section 1: The officers of the Corporation (as listed in Article XIV) shall comprise the Executive Committee of the Board of Directors. The members of the Executive Committee shall be members of the Board of Directors and shall enjoy all of the rights and privileges of such membership. This Executive Committee is authorized by the Board of Directors to oversee the business of the Corporation and to make those decisions necessary to ensure the prompt and efficient administration of mandates, policies, and programs emanating from the Board of Directors and Paralyzed Veterans of America's Congressional Charter.

Section 2: The Executive Committee shall manage the Corporation between meetings of the Board of Directors and shall carry out specific directives of the Board of Directors. The Executive Committee shall not contravene express policies of the Board of Directors or make significant structural changes in the Corporation.

Section 3: No member of the Executive Committee shall hold the position as a Chapter Director to PVA concurrently.

Section 4: The Executive Committee shall have its separate budget as determined by the Board of Directors, which shall include a suitable expense account for each member.

Section 5: A quorum shall consist of a majority of the members of the Executive Committee.

Section 6: All votes taken in the Executive Committee meetings shall be on a "one-member/one-vote" basis. The minutes of the PVA Executive Committee meetings shall be more detailed and where there is any dissenting vote, the members who are dissenting shall be shown in the minutes. The minutes of the PVA Executive Committee meetings shall be presented to the Board of Directors in the same format as the Annual Convention and Mid-Winter Board of Directors meeting minutes.

Section 7: On issues judged to involve organizational policy or important or sensitive issues, where a decision is required and there is not enough time to contact the BOD, the Executive Committee is charged with the responsibility of setting the policy.

Section 8: Meetings of the Executive Committee may be called at any time by the President or at the request of any member of the Executive Committee upon at least five (5) days written notice to all Executive Committee members.

ARTICLE XI - JUDICIAL COMMITTEE

Section 1: The Judicial Committee shall be composed of five (5) certified members of PVA.

Section 2: The members of the Judicial Committee shall be elected by the vote of a majority of Directors at the Mid-Winter Board of Directors Meeting at which a quorum is present on a one-chapter/one-vote basis. Term of office will be three (3) years.

Section 3: Whenever a vacancy occurs on the Judicial Committee the vacancy shall be filled by a nomination submitted by the Chairman of the Judicial Committee and ratified by the Board of Directors on a one-chapter/one-vote basis.

Section 4: The Judicial Committee shall aid the Board of Directors in interpreting the Congressional Charter and Bylaws of the Corporation, shall receive and process all complaints against individual members, shall appoint investigative committees as needed to investigate and report on all complaints against individual members, shall conduct and render decisions in disciplinary proceedings against an individual member, and shall carry out such other duties as may be requested by the Board of Directors.

Section 5: The presence of four members of the Judicial Committee are required for a quorum, and the vote of a majority of those present at a meeting at which there is a quorum is necessary for the transaction of any business.

Section 6: The Chairman of the Judicial Committee will be determined by a majority vote of the members of the Judicial Committee.

ARTICLE XII – AUDIT COMMITTEE

Section 1: The Board of Directors shall establish and maintain an Audit Committee that shall have the primary purpose of assisting the Board of Directors with carrying out its oversight responsibilities in the area of the Organization's accounting and financial reporting processes. Subject to the supervision of the Board of Directors, this assistance shall include, but not be limited to, recommending to the Board of Directors the retention and termination of the independent auditor, conferring with the auditor to ensure to the Committee's satisfaction that the financial affairs of the Organization are in order, review and determine whether to accept the audit and ensure that any nonaudit services performed by the auditing firm conform with applicable standards for auditor independence. While the Board of Directors may require the Audit Committee to perform other duties from time to time, the Audit Committee shall not have any management or operational duties to ensure and to maintain the independence of the Audit Committee from the Organization's management.

Section 2: The Audit Committee shall be comprised of at least three people, but not more than seven, of which a majority, to include the Chairman, must be members of the Board of Directors. An individual(s) named an Honorary Director in accordance with

Article VIII, Section 6 of these Bylaws, shall be counted towards the majority Board membership requirement.

The members of the Audit Committee shall be nominated from the floor, by committee or by ballot with such nominees, either individually or by slate, approved by a majority vote of the Board of Directors either by ballot between meetings or at a meeting at which a quorum is present on a one-chapter/one-vote basis. The Terms of Office shall be staggered three year terms.

Section 3: The Board of Directors may adopt a charter to specify the Audit Committee's authority and responsibilities, which the Board of Directors may modify from time to time.

ARTICLE XIII – OTHER COMMITTEES

Section 1: The Board of Directors shall be empowered to appoint such other committees and to delegate to said committees the authority necessary to effect the business of the Corporation.

Section 2: The appointment of committees having and exercising the authority of the Board of Directors in the management of the Corporation shall require the vote of a majority of all the Directors in office. Committees not having and exercising the authority of the Board of Directors in the management of the Corporation shall require the vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 3: The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or them by law.

Section 4: Whenever any vacancy shall occur in a committee, it shall be filled by the vote of a majority of the remaining committee members. Each committee member so elected shall hold office until their successor is elected at an annual, regular, or special meeting of the Board of Directors.

Section 5: The Board of Directors, by majority vote, may remove any member of any committee, with cause.

ARTICLE XIV – OFFICERS

Section 1: The Officers of the Corporation shall include the offices of the President, Immediate Past President, Senior Vice President, four Vice Presidents, Secretary and Treasurer which shall be elected by majority vote of the Board of Directors at the annual meeting with the exception of the Immediate Past President. The term of office for all officers shall begin on October 1 and shall end on September 30 of each year. All officers must submit written reports to the Board of Directors at least quarterly. No more than two members from any one chapter can be elected officers of the Corporation.

Section 2: The duties and powers of the respective officers of the Corporation shall be those which are imposed upon or granted to them by law and custom and those which may be assigned to them from time to time by the Board of Directors.

Section 3: The President shall be the chief executive officer of the corporation and shall be an ex-officio member of each committee established by the Board of Directors with the exception of the Audit Committee. He/she shall exercise such duties as customarily pertain to the office of the President and shall have general and active supervision and control over the property, business, and affairs of the corporation. He/she shall act as representative of the corporation in all instances wherein the corporation may have an interest. He/she may designate or appoint officers, agents or employees other than those designated or appointed by the Board of Directors. Except as otherwise provided or where a conflict is deemed to exist, he/she shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, the President, or such person or persons as he/she may in particular cases in writing designate or appoint, and in accordance with Article XIV, Section 2 of these bylaws, shall sign, execute, and deliver for the corporation and in its name and behalf all deeds, leases, transfer contracts, bonds, and other obligations. Written authorization pursuant to the last sentence of this section shall be given to the party empowered to act, and a copy of such authorization shall be simultaneously forwarded to the Board of Directors.

Section 4: The Immediate Past President shall serve as an ex-officio member of the Executive Committee with full voting rights. Should an Immediate Past President because of inability or, unwillingness, fail to perform his/her duties and/or attend Executive Committee meetings for a period of no less than six months, then the Executive Committee shall declare the ex-officio position vacant, and upon so doing the President shall assign immediately the previous Past National President to that position with full voting rights as a member of the Executive Committee.

Section 5: The Senior Vice President shall perform such other duties as from time to time may be assigned him/her by the President or the Board of Directors. The Senior Vice President, in the absence of the President, or in the event that two-thirds (2/3) of a vote of the members present at a meeting where a Quorum of the Executive Committee determines that the President is unable or has unreasonably refused to act, shall perform the duties of the President and when so acting shall have all the powers and be subject to all of the restrictions upon the President.

Section 6: The Vice Presidents shall perform such duties as from time to time may be assigned to them by the President, the Senior Vice President or the Board of Directors.

Section 7: The Secretary shall be responsible for recording minutes of the Board of Directors and Executive Committee. He/she shall see that the minutes are properly transcribed, duplicated and distributed to the Board of Directors within fifty-five (55) working days after the conclusion of such meetings. The distribution of such minutes

will be in the form of a CD, unless the Board Member requests a paper form. For all proceedings of the Board of Directors of the Paralyzed Veterans of America where minutes are kept, the policy shall be to produce the minutes in accordance with the guidelines for "Minutes to be Published" contained in the current edition of *Robert's Rules of Order Newly Revised*. This policy shall apply to all board of directors meetings. It shall be his/her responsibility to see that all notices are given in accordance with the provisions of the bylaws or as required by law, and in general, perform all duties incident to the office of the Secretary, and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 8: The Treasurer shall be charged with the responsibility of maintaining the fiscal budget within the limits and bounds provided by the Board of Directors and the bylaws of the Corporation. He/she shall not authorize or otherwise permit expenditures exceeding such limitation. He/she shall furnish a quarterly financial report to the officers and the Board of Directors. A certified audit of the records of account shall be required at the end of the fiscal year. The Treasurer shall provide for the posting of a bond in the amount of at least \$1,000,000 to cover all officers and employees of the Corporation who are designated to handle funds. The cost of such bond shall be borne by the Corporation.

The Executive Director shall hire a Chief Financial Officer subject to the approval and continuing approval of the President and Treasurer. The Chief Financial Officer shall keep and maintain the financial fundraising, interest accounts, income and expenditures. He/she shall prepare quarterly financial reports and the annual reports for the annual meeting of the Board of Directors. All cash disbursements must be made by checks drawn against the corporation signed by at least two (2) of the authorized signatories. Authorized signatories shall be recommended to the Executive Committee by the Executive Director and Treasurer and shall require two-thirds (2/3) vote of the Executive Committee for approval.

Section 9: Any officer of this corporation may resign by submission of his/her written resignation to the Secretary. Such resignation shall become effective immediately without further addition. The Secretary may resign in the aforesaid manner by submitting his/her written resignation to the President.

Section 10: Any officer of the Corporation may be impeached by the Board of Directors for incompetence or official misconduct in office in accordance with the procedure outlined in the National Meeting Standing Rules. Such officer(s) may be removed from office by a vote of two-thirds (2/3) of the Board of Directors.

Section 11: In the event of vacancy in the office of President, the Senior Vice President shall assume this office. Any vacancy in the office of Senior Vice President, Vice President, Secretary, or Treasurer shall be filled by appointment by the President, subject to approval of the Board of Directors. Any persons appointed to fill one or more vacancies in the offices of this corporation shall legally hold office until the next regular election or until their successors are duly elected and qualified, whichever is earlier.

Section 12: The Board of Directors may choose or appoint such additional officers of this Corporation as the Board from time to time finds necessary or convenient. The Board shall fix and determine the duties of such officers and the compensation, if any, payable to them.

ARTICLE XV – THE EXECUTIVE DIRECTOR AND PRESIDENTIAL APPOINTEES

Section 1: There shall be an Executive Director who is an employee hired by the President subject to a majority vote, such approval having been obtained at a duly called meeting of the Board of Directors at which a quorum exists or by ballot mailed to members of the Board of Directors. The Executive Director shall be a certified member of PVA in good standing. The combination of this office with that of any elective office shall be expressly prohibited. Among his/her other duties, the Executive Director shall, in conjunction with the authority provided the President in Article XIV, Section 3, be a party to all deeds, leases, transfers, contracts, bonds, and other obligations delivered for the corporation. The Executive Director may be removed by a majority vote at a duly called meeting of the Board of Directors at which a quorum exists or by a ballot mailed to members of the Board of Directors.

Section 2: The President shall be empowered to appoint committees and such other officials, temporary or standing, as shall be deemed necessary to affect the business of the Corporation, with such appointments being subject to a majority approval of the Board of Directors. The term of office of such Presidential appointees shall be until the next annual meeting and until successors are chosen and qualified. All appointees must submit written reports to the Board of Directors at least quarterly. Any appointee failing to comply will not be eligible to receive funds from the organization until such report is filed. The President shall also be empowered, in any emergency situation, to appoint a temporary official until written approval can be forthcoming from the Board of Directors. Appointees shall prepare factual reports on any and all business conducted by and for the Corporation. These reports shall be limited to matters of business.

Section 3: The President-elect has the authority, in accordance with Article XV, section 2, to select individuals for PVA committees and cause a ballot to be sent out to the National Board for ratification prior to his/her assumption of office on October 1 of the year in which elected.

Section 4: Any Presidential appointee may be removed by the President, with or without cause, subject to the approval of the Board of Directors in the same ratio as was required to appoint the official.

ARTICLE XVI – CORPORATION FUNDS

Section 1: It shall be the duty of the Executive Committee to advise the President and the Board of Directors on all matters of financial policy. The fiscal year of the Corporation is set from October 1 to September 30 each twelve-month period. The Executive Committee shall prepare a budget and submit it to the Board of Directors

three weeks prior to each budget meeting. An annual budget must be approved by a majority vote of the Board of Directors at a meeting where a quorum is present.

Section 2: A sum equal to the budget shall be made available by the Treasurer to the Chief Financial Officer and shall be periodically deposited in an operating account as of October 1 of each year. All checks drawn on the Corporation's bank account shall be signed by at least two of the authorized signatories as stated in Article XIV, Section 8.

Section 3: Budgetary expenditures authorized by the Board of Directors shall be considered maximum permitted for the fiscal period. Any extra-budgetary expenses determined to be necessary before the end of the fiscal period shall be submitted to the Board of Directors accompanied by an explanation of the reason for the extra-budgetary need. Additional budget expenditures shall require a two-thirds (2/3) vote of the Board of Directors at a meeting where a quorum is present.

Section 4: The appropriations made for any fiscal year shall not exceed the income projection for that fiscal year reported by the Executive Committee to the Board of Directors. The additional amount voted by the Board of Directors from unrestricted equity shall not exceed fifty percent (50%) of the unrestricted equity existing on September 30 of the prior fiscal year, and shall require a vote of three-quarters (3/4) of the members of the Board of Directors present at a meeting at which a quorum is present for approval. The recommendations shall be prepared by the Executive Committee prior to the budget meeting of the Board of Directors and shall be presented to the Board of Directors at this meeting.

Section 5: Any resolution which comes before the Board of Directors, which requires a monetary appropriation to accomplish the intent of the resolution, must be submitted to the National Office no later than fifty-five (55) days prior to the opening session of said meeting. Any resolution brought up during said meeting without an appropriate monetary amount attached thereto, shall not be considered by the Board of Directors unless resubmitted as an interim resolution between meetings in compliance with the *PVA Administrative Guide*. All materials to be discussed at the Annual and Mid-Winter meetings must be at the office of record for the director of record within 15 working days prior to the travel date established for the meeting.

Section 6: The Board of Directors authorizes the President, Treasurer, Executive Director and Chief Financial Officer of the Corporation to utilize the established line of credit at such times as may be necessary in the best interest of the Corporation and in keeping with good management practices. This authorization shall be limited to one month's monetary needs necessitated by immediate operational shortfall.

ARTICLE XVII – INDEMNIFICATION

Section 1: The Corporation may 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 he/she is or was a director, officer, employee or agent of the Corporation; or if

he/she is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation in which the Corporation at such time owned shares of stock or of which it was a creditor, and his/her respective heirs, administrators, successors and assigns, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner of reason believed to be in the best interest of the corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful.

Section 2: To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 3: Any indemnification under Section 1 may be made by the corporation in a specific case only upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such indemnification shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

Section 4: Such indemnification shall be in addition to any other rights to which the indemnified person may be entitled under any law, bylaw, agreement, vote of members or disinterested parties or otherwise.

Section 5: The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of a corporation in which the corporation at such time owned shares of stock or of which it was a creditor, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law.

ARTICLE XVIII – GENERAL

Section 1: These bylaws may be amended or repealed at any regular or special meeting of the Board of Directors by a vote of two-thirds (2/3) of the members present where there exists a quorum. Such votes may be cast by the duly elected directors of member chapters by correspondence or at any regular or special meeting of the Board of Directors.

Section 2: All amendments, additions and/or deletions to these bylaws shall become effective on the dates specified by the Board of Directors. Copies of the Articles of Incorporation and Bylaws of the corporation and all amendments thereto shall be

available and provided promptly to any bona fide member of the Corporation upon request. They shall be incorporated into the Bylaws of the Corporation at the first opportunity, and also shall be published in the *PN*.

Section 3: The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern this Corporation in all instances to which they are applicable, and in which they are not inconsistent with these Bylaws or any special rules or order of this Corporation.