



# 1 PASS Bylaws

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3

## 4 ARTICLE I - NAME

5

6 The name of this corporation shall be the Professional Association for SQL Server, a not-for-profit  
7 corporation organized under the laws of the State of Illinois of the United States of America  
8 (hereinafter "PASS").

9

## 10 ARTICLE II - PURPOSES

11

### 12 Section II.1.

#### 13 Not-For Profit

14

15 PASS is organized under and shall operate as an Illinois Not For Profit Corporation, and shall have  
16 such powers as are now or as may hereafter be granted by the General Not For Profit Corporation  
17 Act of the State of Illinois.

18

### 19 Section II.2.

#### 20 Purposes

21

22 The purposes of PASS are to provide the premier independent forum for users of Microsoft SQL  
23 Server and users and vendors of products and services that are of interest to users of Microsoft SQL  
24 Server internationally, and, in furtherance thereof, to undertake the following:

- 25 1. Actively advance and promote the effective utilization of products and services by promoting a  
26 free exchange of information concerning the use of such products and services by members of  
27 the organization.
- 28 2. To conduct conferences, meetings, discussion groups, forums, panels, lectures, and other  
29 programs concerned with the development and exchange of information among members;
- 30 3. Communicate user needs in all areas of interest;
- 31 4. Identify and influence future product directions;
- 32 5. Create and maintain a formal user group structure that will facilitate the purposes of PASS; and
- 33 6. Perform and do any and all such other acts as may be necessary or desirable to carry out PASS's  
34 purposes as determined by the Board of Directors.

35

## 36 ARTICLE III - OFFICES

37

38 PASS shall have and continuously maintain in the State of Illinois in the United States of America a  
39 registered office and a registered agent whose office is identical with such registered office, and may  
40 have such other offices within or without the State of Illinois in the United States of America as the  
41 Board of Directors may from time to time determine.

42

## 43 ARTICLE IV - MEMBERS

44

### 45 Section IV.1.

#### 46 Classes of Members

47

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

54

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

58

### 59 Section IV.2.

#### 60 Application for Membership

61

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

66

### 67 Section IV.3.

#### 68 Representation

69

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

73

### 74 Section IV.4.

#### 75 Voting Rights

76

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

79

### 80 Section IV.5.

#### 81 Proxy

82

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

87

### 88 Section IV.6.

#### 89 Resignation

90

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

94

### 95 Section IV.7.

#### 96 Termination of Membership

97  
98 Membership in PASS may be terminated for cause. Sufficient cause for such termination of  
99 membership shall be a violation of the Bylaws or any rule, canon, or practice of PASS. Expulsion shall  
100 be by two-thirds vote of the Board of Directors, provided, however, that a statement of the charges  
101 shall have been mailed by certified mail to the last recorded address of the member at least fifteen  
102 (15) days before final action is to be taken. This statement shall be accompanied by a notice of the  
103 day, time and place of the Board of Directors meeting at which the charges shall be considered, and  
104 the member shall have the opportunity to appear in person and/or to be represented by counsel and  
105 to present any defence to such charges before action is taken by the Board. In addition, the  
106 membership of any member who becomes ineligible for membership or who shall be more than  
107 ninety (90) days in default in the payment of any dues or charges shall be terminated automatically.  
108 In special circumstances, such termination may be delayed by the Board of Directors.  
109

#### 110 **Section IV.8.**

##### 111 **Dues**

112  
113 The Board of Directors shall establish dues and any other special assessments deemed necessary to  
114 the purposes of PASS.  
115

### 116 **Article V - MEETINGS OF MEMBERS**

#### 117 **Section V.1.**

##### 118 **General Meetings**

119  
120  
121 The Board of Directors shall determine the frequency, dates, and locations of any general meetings.  
122 Such meetings are subject to the notice requirements as provided in Article V, Section 3 of these  
123 Bylaws.  
124

#### 125 **Section V.2.**

##### 126 **Special Meeting**

127  
128 Special meetings of the members may be called either by the President, the Board of Directors, or by  
129 not less than two-thirds of the members having voting rights.  
130

#### 131 **Section V.3.**

##### 132 **Notice of Meetings**

133  
134 Notice of general or special meetings of the members shall state the place, day and hour of any  
135 meeting and shall be delivered either by mail, facsimile, electronic message, or personally to each  
136 member entitled to vote at such meeting, not less than five (5) nor more than fifty (50) days before  
137 the date of such meeting, by or at the direction of the President or the officers or persons calling the  
138 meeting. Notice of special meetings shall state the purpose for which the meeting is called.  
139

#### 140 **Section V.4.**

##### 141 **Action by Majority Vote**

142  
143 The majority vote of the members present at a meeting shall be the act of the members, except  
144 where otherwise provided by law or these Bylaws.  
145

### 146 **ARTICLE VI - BOARD OF DIRECTORS**

#### 147 **Section VI.1.**

##### 148 **General Powers**

149  
150

151 The affairs of PASS shall be managed by its Board of Directors. The Board may adopt such rules and  
152 regulations for the conduct of its business as shall be deemed advisable and may, in execution of the  
153 powers granted, appoint such agents as it may consider necessary. All Directors must act in  
154 accordance with PASS's Bylaws must be able to act in any capacity as designated by the Board of  
155 Directors.  
156

157 The Board of Directors sets the policy and strategic direction for PASS. The PASS Board of Directors  
158 shall set the direction of PASS's management firm to ensure that activities are carried out in  
159 accordance with PASS's goals and objectives. Directors approve and monitor general activity and  
160 budgets and review monthly financial statements. Directors shall maintain communication channels  
161 with Microsoft and all levels of PASS. Directors will participate in strategic planning sessions held by  
162 user groups, Microsoft, or other organizations that require non-disclosure and must be able to  
163 represent PASS to other user groups. Directors shall vote on issues presented to the Board of  
164 Directors and must comply with any and all criteria that may be established by the Board of  
165 Directors from time to time.  
166

## 167 **Section VI.2.** 168 **Composition and Qualifications** 169

170 The number of voting Directors shall be no less than ten (10) and no more than fifteen (15) as  
171 determined by the Board of Directors. The voting Directors shall include the "Officer Directors" who  
172 shall consist of the President, Immediate Past President, Executive Vice President, Vice President of  
173 Marketing, two (2) Vendor-Appointed Directors and no less than four (4) but no more than nine (9)  
174 additional Elected Directors (who shall consist of Regional Directors and Directors-at-Large as set  
175 forth below).  
176

177 Provided that their lines of business, ownership and business practices as they relate to the purposes  
178 of PASS remain substantially the same as at the date of PASS's incorporation, Microsoft, Inc. shall  
179 appoint two (2) Directors who shall have the right to vote ("Vendor-Appointed Directors").  
180

181 The remaining Directors (i.e. the non-Officer Directors and non-Vendor Appointed Directors) shall be  
182 elected by the voting membership ("Elected Directors"). Elected Directors shall include  
183 representatives of defined PASS regions ("Regions") as set forth below ("Regional Directors") and at  
184 minimum one (1) additional Director-at-Large whose selection is not limited by region. Regional  
185 Directors shall include, but are not limited to, two (2) seats for the Region covering Canada and the  
186 United States of America.  
187

188 Additional Regions for the purpose of electing additional Regional Directors and additional Director-  
189 at-Large seats for the purpose of expanding the Board shall be defined by a majority vote of the  
190 current Board of Directors and must be established prior to the public call for nominations in the  
191 general election. Previously defined Regions and seats approved by the Board of Directors shall  
192 remain in effect and can only be modified by a 2/3 majority vote by the then current Board of  
193 Directors.  
194

195 Only Members in Good Standing (as defined in Membership Addendum (A)) are eligible for election  
196 as Directors. In addition to any other requirements set forth herein or adopted by the membership or  
197 the Board of Directors, a member of the Board of Directors must be fluent in written and spoken  
198 English.  
199

200 The Immediate Past President shall be an ex officio, voting, full member of the Board. In addition, the  
201 Executive Director shall be an ex officio, non-voting, full member of the Board. The Board may also  
202 choose to appoint any number of non-voting advisors to the Board by a majority vote for a period of  
203 up to one year each. Such advisors may have full access to all Board communications and will also  
204 be invited to Board meetings.  
205

206 **Section VI.3.**  
 207 **Employment Restrictions**  
 208

209 A maximum of two (2) individuals who are employed by, or who are joint owners or partners in, the  
 210 same for-profit venture, company, organization, or other legal entity, may concurrently serve on the  
 211 PASS Board of Directors at any time. The definition of “employed” is at the sole discretion of the  
 212 Board.  
 213

214 If, while serving a term, a Director becomes aware that his or her acceptance of an offer of  
 215 employment, partnership, or ownership with or in a for-profit venture, company, organization, or  
 216 other legal entity may bring him or her into conflict with Section VI.3 of these Bylaws, that Director  
 217 must notify the Board immediately. Regardless of the method of notification or discovery, if the  
 218 Board determines any Director’s new professional relationship to be a conflict of employment, the  
 219 Board may request the resignation of the Director in question, and may also suspend that Director  
 220 from active participation on the Board.  
 221

222 The Board of Directors reserves the right, strictly on a case-by-case basis, to overrule the  
 223 requirements of Section VI.3 by majority decision for any single Director’s conflict of employment. If  
 224 the Board chooses not to overrule these requirements, the Board may appoint a new Director to the  
 225 Board of Directors to serve the remaining term of the vacating Director until such time that the seat  
 226 may be put forward to the membership for a vote in a general election. The Board reserves the right  
 227 to make no appointment and leave the seat vacated until it can be put forth to a general election.  
 228 The vacating Director shall remain ineligible to run for re-election to the Board until such time that  
 229 his or her conflict of employment under Section VI.3 no longer exists.  
 230

231 **Section VI.4.**  
 232 **Election, Appointment, and Term of Office**  
 233

234 A Director must be an official representative of a voting member in good standing. Elected Directors  
 235 shall be elected by the voting members as part of the general elections which occur on an annual  
 236 basis. The then-current Board of Directors shall determine the number of Directors to be elected in  
 237 accordance with Section VI.2 hereof. Elected Directors shall be elected for a term of two years and  
 238 shall be eligible to be elected for a maximum of three consecutive terms. The terms of Directors shall  
 239 be staggered such that approximately one-half of the Directors, including at minimum one Regional  
 240 Director representing Canada-United States of America, will be elected in odd-numbered years.  
 241 Directors shall take office on the first day of January following their election and shall continue in  
 242 office until their successors are duly elected and qualified, unless a Director earlier resigns, is  
 243 removed, or is otherwise unable to serve.  
 244

245 **Section VI.5.**  
 246 **Mail or Electronic Vote**  
 247

248 Any action requiring a vote of the Board of Directors may be taken by written, mailed, facsimile,  
 249 online, or electronic ballot. The action taken by such a vote shall be effective upon the unanimous  
 250 approval of the members of the Board.  
 251

252 **Section VI.6.**  
 253 **Vacancies**  
 254

255 In the event of a vacancy on the Board of Directors excluding vacancies in the Vendor-Appointed  
 256 seats, the vacancy, if filled, shall be filled as an appointment by a majority vote of the Board of  
 257 Directors for the unexpired term until such time as the vacancy can be filled pursuant to the general  
 258 election as outlined in Section VIII.3 of these bylaws. Vendor-Appointed seats shall be filled by the  
 259 appropriate Vendor.  
 260

261 **Section VI.7.**  
 262 **Resignation, Removal from Office and Performance Expectations**  
 263

264 Any Director may resign at any time by giving reasonable written notice to the President. Whenever  
 265 in their judgment the best interests of PASS would be served thereby, voting members may choose  
 266 to remove an Elected Director. An Elected Director may only be removed by a two-thirds vote of the  
 267 members, eligible to elect such Director, who were present and voted in the election in which said  
 268 Elected Director was a successful candidate. The Board may call a special meeting of the members  
 269 to propose removal of an Elected Director. Such meeting shall state that the purpose of the meeting  
 270 is to vote upon the removal of one or more Directors named in the notice, and shall state the  
 271 purpose and reasons for suggested removal of such Elected Director. Such meeting shall be subject  
 272 to the notice requirements provided in Article V, Section 3 of these Bylaws.  
 273

274 Any Director may be removed for cause by a 2/3 majority vote of the Board of Directors whenever  
 275 in its judgment the best interests of PASS would be served thereby.  
 276

277 Notwithstanding the foregoing, the authority of any Director to act as in an official capacity as a  
 278 Director or Officer of PASS may be suspended by the Board of Directors for cause.  
 279

280 Cause for suspension or removal of a Director shall include but not be limited to failure to meet any  
 281 Board-approved performance expectations or the presence of a reason for suspension or dismissal  
 282 as listed in Addendum B of these Bylaws.  
 283

284 **Section VI.8.**  
 285 **Regular Meetings**  
 286

287 Regular meetings of the Board of Directors shall be held at such times and places as may be  
 288 designated by resolution of the Board of Directors. Such meetings are subject to the notice  
 289 requirements specified in Article V Section 3 of these Bylaws.  
 290

291 **Section VI.9.**  
 292 **Special Meetings**  
 293

294 Special meetings of the Board of Directors may be called by or at the request of the President or any  
 295 three Directors. Notice of any special meeting shall be given not less than five (5) or more than  
 296 ninety (90) days prior to the date of such meeting. Notice may be given by electronic medium and  
 297 confirmed by mail. The person or persons authorized to call special meetings of the Board may fix  
 298 any place, either within or without the State of Illinois, as the place for holding any special meeting of  
 299 the Board called by them. Any Director may waive notice of any meeting.  
 300

301 **Section VI.10.**  
 302 **Quorum**  
 303

304 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any  
 305 meeting of the Board; provided that the presence of at least four (4) Elected Directors shall be  
 306 required to constitute a quorum; and provided, further, that if less than a majority of the Directors  
 307 are present at said meeting, a majority of the Directors present may adjourn such meeting without  
 308 further notice.  
 309

310 **Section VI.11.**  
 311 **Manner of Acting**  
 312

313 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the  
 314 act of the Board of Directors, except where otherwise provided by law or by these Bylaws.  
 315

316 **Section VI.12.**  
317 **Informal Action by Directors**

318  
319 Any action required to be taken at a meeting of the Board of Directors or any action which may be  
320 taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth  
321 the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject  
322 matter thereof.

323  
324 **Section VI.13.**  
325 **Meetings by Teleconference or Other Communications Equipment**

326  
327 Members of the Board, or of any committee designated by the Board, may take any action permitted  
328 or authorized by these Bylaws pursuant to meeting by means of conference telephone or other  
329 communications equipment by means of which all persons participating in the meeting can  
330 communicate with each other. Participation in such meeting shall constitute attendance and  
331 presence in person at such meeting.

332  
333 **Section VI.14.**  
334 **Compensation**

335  
336 Directors shall not receive any salaries for their services as Directors, but by resolution of the Board  
337 of Directors, a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at  
338 each regular or special meeting of the Board; provided that nothing herein contained shall be  
339 construed to preclude any Director from serving PASS in an educational or speaking capacity and  
340 receiving compensation upon approval by a majority vote from the Board of Directors.

341  
342 **ARTICLE VII - OFFICERS AND EXECUTIVE DIRECTOR**

343  
344 **Section VII.1.**  
345 **Officers**

346  
347 The Officers of PASS shall consist of the President, the Immediate Past President, the Executive Vice  
348 President, and the Vice President of Marketing, and such other Officers as may be determined by the  
349 Board of Directors. All Officers shall have the right to speak on behalf of PASS, and shall have the  
350 right to grant permission to other parties to speak on behalf of PASS. Such permission must be  
351 granted in writing.

352  
353 **Section VII.2.**  
354 **Officer Appointment, Qualifications, and Term of Office**

355  
356 The President, Executive Vice President, and Vice President of Marketing shall be appointed by the  
357 Board of Directors subject to the process as provided in Article VII, Section 3 of these Bylaws. All  
358 Directors other than Vendor-Appointed Directors are eligible to be appointed as Officers. In order to  
359 be eligible to be appointed to the office of the President, a Director must have served at least one (1)  
360 prior term as an Officer of PASS.

361  
362 Officers shall be appointed for a term of two (2) years and may serve up to two (2) consecutive  
363 terms in the same office. Officers are limited to a total of five (5) terms as an Officer of which terms,  
364 as of January 1, 2012, a maximum of three (3) may be served consecutively. Officers shall take office  
365 on the first day of January following their appointment and shall continue in office until their  
366 successors are duly appointed and qualified, unless an Officer earlier resigns, is removed, or is  
367 otherwise unable to serve.

368  
369 **Section VII.3.**

## 370 **Officer Appointment; Removal**

371  
372 Officers shall be appointed bi-annually by a majority of all the voting members of the Board of  
373 Directors. The Board shall vote to appoint eligible Directors to each individual office at a special  
374 meeting of the Board. The said meeting shall be called by the then-current President of PASS subject  
375 to all notice requirements as provided in Article VI, Section 8 of these Bylaws. The appointments  
376 must occur prior to the expiration of the outgoing Officers' terms on the last day of December.  
377

378 Elected Directors may nominate themselves or may be nominated by any other Director for any  
379 available office during or prior to the special meeting to determine new Officers, provided that the  
380 nominee meets the eligibility requirements as set forth in Article VII, Section 2 of these Bylaws.  
381 Nominees shall specify for which available office they are being nominated. Voting Directors shall  
382 subsequently vote to appoint their preferred nominee to each pertinent office under consideration.  
383 Directors may only vote once per office to be filled.  
384

385 The Immediate Past President shall act as Chair of the process and, in case of a tied vote for any  
386 office to be filled, the Immediate Past President's vote shall count as the deciding vote. Should the  
387 Immediate Past President be unable to act as Chair of the process for any reason, the Board shall  
388 appoint a replacement Chair by majority vote.  
389

390 The Board of Directors may remove any Officer whenever in their judgement the best interests of  
391 PASS shall be served by such removal.  
392

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

### 394 **Officer Vacancies**

395  
396 In the event that the President resigns or vacates his/her office for any reason, the Executive Vice  
397 President shall assume the title of President, shall perform the duties of the President, and shall have  
398 all the powers of and be subject to all the restrictions upon the President, until such time that the  
399 President's original full term expires and a new President can be appointed by the Board.  
400

401 In the event that either the Executive Vice President or the Vice President of Marketing is removed,  
402 resigns or vacates his/her office for any reason, the Board shall appoint by majority vote a Director  
403 to fill the vacated office for the remainder of the exiting Officer's term. Such appointee shall perform  
404 all the duties of, have all the powers of, and be subject to all the restrictions placed upon the office  
405 he/she is appointed to fill.  
406

### 407 **Section VII.5.**

### 408 **President**

409  
410 The President shall be the principal executive officer of PASS and shall in general supervise and  
411 manage all of the affairs of PASS.

- 412 • He/she shall preside at all meetings of the Board of Directors and shall be the Chairman of the  
413 Board.
- 414 • In the case of a tied vote on an issue requiring a majority decision of the Board of Directors, the  
415 President's vote shall count as the deciding vote on the issue.
- 416 • He/she may sign, with the Executive Vice President or any other proper officer of PASS  
417 authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments  
418 which the Board of Directors has authorized to be executed, except in cases where the signing  
419 and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws  
420 or by statute to some other officer or agent of PASS; and



- 421 • In general shall perform all duties incident to the office of President and such other duties as may  
422 be prescribed by the Board of Directors from time to time.

423

#### 424 **Section VII.6.**

##### 425 **Executive Vice President**

426

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

- 429 • He/she shall be responsible for receipt of moneys due and payable to PASS from any sources  
430 whatsoever; and
- 431 • Shall be responsible for deposit of all such moneys in the name of PASS in such banks, trust  
432 companies, or other depositories as shall be selected in accordance with the provisions of these  
433 Bylaws.
- 434 • He/she shall be responsible to ensure that financial plans and budgets are developed; and
- 435 • Shall submit financial reports to the Board of Directors at its regular meetings and to the  
436 membership if required by the Board of Directors.
- 437 • The Executive Vice President is responsible for the preparation and distribution of the minutes of  
438 the meetings of the members, the Board of Directors, and all committees as required by PASS  
439 policies, these Bylaws, or governing law;
- 440 • Shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or  
441 as required by law; and
- 442 • Shall be custodian of the corporate records.

443

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

449

#### 450 **Section VII.7.**

##### 451 **Vice President of Marketing**

452

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

455

#### 456 **Section VII.8.**

##### 457 **Immediate Past President**

458

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

466

#### 467 **Section VII.9.**

##### 468 **Executive Director**

469

470 The Executive Director shall be an individual, firm, or head of staff of a firm appointed or hired by the  
 471 Board of Directors, and shall be responsible for the administrative and day-to-day operations of  
 472 PASS. The Executive Director shall have the authority and responsibility to act on PASS's behalf as  
 473 determined by the Board of Directors, and shall serve as an official advisor to the Executive  
 474 Committee. The Executive Director may be assigned such other duties as may be specified by the  
 475 Board of Directors. The Executive Director shall serve as an ex officio, non-voting member of the  
 476 Board of Directors.

477  
 478 **Section VII.10.**  
 479 **Executive Committee**

480  
 481 The Executive Committee shall be comprised of four (4) voting members: the President, the  
 482 Immediate Past President, the Executive Vice President, and the Vice President of Marketing. In  
 483 addition, the Executive Director shall serve as a non-voting advisor to the Executive Committee. The  
 484 Executive Committee may be called upon to exercise the authority of the Board between meetings,  
 485 except as limited by the General Not-For-Profit Corporation Act of the State of Illinois. The Executive  
 486 Committee shall not take action inconsistent with any resolution or action of the Board of Directors.

487  
 488 **ARTICLE VIII - ELECTIONS**

489  
 490 **Section VIII.1.**  
 491 **Nominations**

492  
 493 The Nominations Committee shall annually solicit nominations from the PASS membership and  
 494 prepare a slate of candidates for election to the Board of Directors. The slate shall be presented to  
 495 the voting members upon ratification of the then-current Board of Directors in accordance with  
 496 Article VIII, Section 3 of these Bylaws.

497  
 498 **Section VIII.2.**  
 499 **Nominations Committee**

500  
 501 The Immediate Past President shall preside as Chair over the Nominations Committee, subject to  
 502 approval of the Board of Directors. Should the Board not approve the Immediate Past President's  
 503 role as Chair or should the Immediate Past President be unable to fulfill this role for any other reason,  
 504 the President will select the new Chair, whose appointment shall be subject to Board ratification. The  
 505 President cannot serve as Chair of the Nominations Committee.

506  
 507 The Nominations Committee shall consist of at least five (5) members, one of whom shall be the  
 508 Chair. The Board shall establish the procedure for the selection of committee members.

509  
 510 The Nominations Committee shall nominate up to three (3) eligible candidates for each open  
 511 Regional Director position on the Board with up to an additional three (3) eligible candidates per  
 512 open Director-at-Large position, unless otherwise directed by the Board of Directors. Each candidate  
 513 must be reviewed and accepted by the Nominations Committee to be eligible for office.

514  
 515 All voting member representatives are eligible to serve on the Nominations Committee. All voting  
 516 members are eligible to recommend candidates for nomination and election.

517  
 518 **Section VIII.3.**  
 519 **Election Procedure**

520  
 521 Elections shall be held under the general supervision of the Chair of the Nominations Committee. The  
 522 Nominations Committee shall have the authority to set all processes and regulations for the election  
 523 procedure, subject to all laws and any other provisions that may be listed in these Bylaws, and

524 providing that such processes and regulations are not inconsistent with any actions or decisions of  
525 the Board of Directors.  
526

527 As set forth in Section VIII.2, the Nominations Committee shall annually nominate candidates for  
528 open Director positions and list all such nominations on a single slate. The Nominations Committee  
529 shall present the slate to the Board of Directors for approval by majority vote of the Board. The  
530 Board-approved slate shall then be presented to the voting membership.  
531

532 The voting membership shall elect one candidate for each open Director position. Each voter is  
533 allowed to cast one vote per open Director position. (For example, if there are three positions to be  
534 filled on the Board, then each voter may cast up to three total votes.)  
535

536 Candidates who are eligible (i.e. eligible to serve in such capacity subject to the criteria set forth  
537 herein or adopted by the Board of Directors) shall be designated to fill open Board seats in the  
538 following order of priority on the basis of total votes received: (i) full term Regional Director seats,  
539 (ii) full term Director-at-Large seats, (iii) not full term (vacated) Regional Director seats, (iv) not full  
540 term (vacated) Director-at-Large seats. For the purposes of clarity, because of eligibility  
541 requirements, it is contemplated that the candidates designated to the open Board seats may not  
542 receive more votes than certain other candidates who are not selected to the Board.  
543

544 PASS management shall prepare the ballot and all other election documents and establish the  
545 necessary procedures for obtaining and counting of votes, subject to approval by the Board of  
546 Directors.  
547

## 548 **ARTICLE IX - COMMITTEES**

### 549 **Section IX.1.** 550 **Committees** 551

552 Committees not having and not exercising the authority of the Board of Directors in the  
553 management of PASS may be designated by the President or by majority action of the Board of  
554 Directors. The President shall appoint the Chair and the Chair shall appoint the members of each  
555 such committee, who need not be Directors.  
556  
557

### 558 **Section IX.2.** 559 **Removal** 560

561 Any member of a committee may be removed by the President or the Board of Directors whenever  
562 in their judgment the best interests of PASS shall be served by such removal.  
563

### 564 **Section IX.3.** 565 **Term of Office** 566

567 Each member of a committee shall be appointed for a term of one year and shall serve until his or  
568 her successor is appointed, unless the committee shall be sooner terminated, or unless such member  
569 shall cease to qualify as a member thereof.  
570

## 571 **ARTICLE X - LOCAL AND REGIONAL USER GROUPS**

### 572 **Section X.1.** 573 **Formation** 574

575 Local and Regional User Groups of PASS may be established by charter whenever the PASS Board  
576 of Directors or any Director(s) appointed by the PASS Board of Directors to oversee such matters  
577

578 may approve, subject to such requirements as to membership, organization, procedures, and  
 579 financial responsibility that the PASS Board of Directors may from time to time prescribe.

580  
 581 **Section X.2.**  
 582 **Organization**

583  
 584 Each Local or Regional User Group shall be governed by bylaws adopted in such form and manner  
 585 as approved by the PASS Board of Directors or any Director(s) appointed by the PASS Board of  
 586 Directors to oversee such matters.

587  
 588 **Section X.3.**  
 589 **Revocation**

590  
 591 Charters for the operation of Local or Regional User Groups may be revoked at any time and in such  
 592 manner and after such investigation as the Board of Directors shall determine in its discretion. Upon  
 593 revocation of a Local or Regional User Group charter, all assets in the Local or Regional User Group  
 594 after payment of any liabilities of the applicable Local or Regional User Group and any other sums  
 595 required by applicable law and all Local or Regional User Group records shall be returned to PASS.

596  
 597 **Section X.4.**  
 598 **Representation**

599  
 600 No Local or Regional User Group or other entity shall use the name of PASS in any manner  
 601 whatsoever unless duly authorized to do so by the PASS Board of Directors or any Director(s)  
 602 appointed to oversee such matters by the PASS Board of Directors.

603  
 604 **Section X.5.**  
 605 **Meetings and Activities**

606  
 607 Each Local or Regional User Group may hold such meetings and engage in such activities as it  
 608 deems appropriate, provided that no such meetings or activities are inconsistent with the purposes  
 609 of PASS.

610  
 611 **ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND BONDING**

612  
 613 **Section XI.1.**  
 614 **Contracts**

615  
 616 The Board of Directors may authorize any officer or officers, agent or agents of PASS, in addition to  
 617 the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any  
 618 instrument in the name  
 619 of and on behalf of PASS, and such authority may be general or confined to specific instances. Any  
 620 contract entered into between PASS and a member of the Board of Directors must be approved by  
 621 a simple majority of the Board.

622  
 623 **Section XI.2.**  
 624 **Checks, Drafts, Etc.**

625  
 626 All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness  
 627 issued in the name of PASS shall be signed by such officer or officers, agent or agents of PASS and  
 628 in such manner as shall be determined from time to time by resolution of the Board of Directors. In  
 629 the absence of such determination by the Board of Directors, such instruments shall be signed by  
 630 the Executive Vice President and countersigned by the President of PASS.

631

632 **Section XI.3.**  
633 **Deposits**

634  
635 All funds of PASS shall be deposited from time to time to the credit of PASS in such banks, trust  
636 companies or their depositories as the Board of Directors may select.

637  
638 **Section XI.4.**  
639 **Bonding**

640  
641 The Board of Directors shall provide for the bonding of such officers and employees of PASS as it  
642 may from time to time determine.

643  
644 **ARTICLE XII - FISCAL YEAR**

645  
646 The fiscal year of the organization shall begin on the first day of July of each year.

647  
648 **ARTICLE XIII - INDEMNIFICATION**

649  
650 PASS shall provide for the indemnification of all Directors, Officers, volunteers, employees, and  
651 agents of PASS to the full extent permitted by the General Not For Profit Corporation Act of the  
652 State of Illinois of the United States of America, and shall be entitled to purchase insurance for such  
653 indemnification to the full extent as determined from time to time by the Board of Directors.

654  
655 **ARTICLE XIV - AMENDMENTS TO BYLAWS**

656  
657 These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-  
658 thirds vote of the Board of Directors, provided that at least thirty (30) days' written notice is given to  
659 the PASS membership, including the entire Board of Directors, of intention to alter, amend, or repeal  
660 these Bylaws and to adopt new Bylaws prior to the specified date of the vote.

661  
662 **ARTICLE XV - DISSOLUTION**

663  
664 Upon the dissolution of PASS and after payment of all indebtedness of PASS, any remaining funds,  
665 investments, and other assets of PASS shall be distributed to such organization or organizations  
666 which have purposes and objectives similar to the purposes and objectives of PASS as may be  
667 determined by resolution adopted by the Board of Directors and ratified by a majority vote of the  
668 members.

669 \*\*\*\*\*

670  
671  
672 **Addendum A (Bylaws reference Article IV, Section 1 - Classes of Members)**

673  
674 **Section A.1.**  
675 **Member**

676  
677 Membership may be granted to any individual, entity or organization that is interested in and agrees  
678 to support the purposes and activities of PASS. Membership to PASS shall be granted by any  
679 method established by the Board of Directors, including (but not limited to) enrolment by online  
680 application, local Group attendance, Summit or Conference attendance, or any other tangible criteria  
681 conforming to the provisions set forth in Article IV, Section 1 of these Bylaws.

682  
683 **Section A.2.**  
684 **Member in Good Standing**

685

686 A Member in Good Standing is any member (as defined in Addendum (A), Section 1 of these Bylaws)  
 687 that has actively participated in the furthering of the mission and goals of the PASS organization.  
 688 Such participation shall be defined by the Board of Directors, and may include (but is not necessarily  
 689 limited to) attendance of PASS Summits, Conferences, and major Group initiatives, volunteer  
 690 participation in any Community Connection event or PASS event, being an active volunteer  
 691 (measured by the number of hours worked, as defined by the Board of Directors), completion of  
 692 surveys, or other initiatives to be defined at the discretion of the Board of Directors.  
 693

694 A Member in Good Standing shall serve as the official representative in PASS, and shall have the  
 695 right to vote at member meetings, nominate candidates for election to the Board of Directors, and  
 696 vote in elections to determine new Directors. Any individual Member in Good Standing (that is not a  
 697 corporation or an organization) shall, in addition to the aforementioned rights, also have the right to  
 698 be nominated as a candidate for election to the Board of Directors, as well as serve on the Board of  
 699 Directors in any capacity, including that of Officer.  
 700

701 The rights conferred to a Member in Good Standing are exclusive to this class of membership;  
 702 members who are not Members in Good Standing are not privy to such rights. For the purposes of  
 703 these Bylaws, any reference to “voting member(s)” or “member(s) who can vote” or “member(s)  
 704 eligible to vote” or “eligible voter(s)” or any other reference linking individual members to voting is  
 705 by definition a reference to one or more Member(s) in Good Standing or an authorized  
 706 representative of such member in the case of an entity or organization as the context requires.  
 707

## 708 Addendum B

### 709 Cause for suspension or dismissal of a member of the Board of Directors may include:

- 710 • Inability to attend Board meetings on a regular basis.
- 711 • Inability or unwillingness to act in a capacity designated by the Board of Directors.
- 712 • Failure to fulfill the responsibilities of the office.
- 713 • Inability to represent the Region elected to represent
- 714 • Failure to act in a manner consistent with PASS's Bylaws and/or policies.
- 715 • Misrepresentation of responsibility and/or authority.
- 716 • Misrepresentation of PASS.
- 717 • Unresolved conflict of interests with Board responsibilities.
- 718 • Breach of confidentiality.