



1 PASS Bylaws

2

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

124 **Section V.2.**

125 **Special Meeting**

126
 127 Special meetings of the members may be called either by the President, the Board of Directors, or by
 128 not less than two-thirds of the members having voting rights.
 129

130 **Section V.3.**

131 **Notice of Meetings**

132
 133 Notice of general or special meetings of the members shall state the place, day and hour of any
 134 meeting and shall be delivered either by mail, facsimile, electronic message, or personally to each
 135 member entitled to vote at such meeting, not less than five (5) nor more than fifty (50) days before
 136 the date of such meeting, by or at the direction of the President or the officers or persons calling the
 137 meeting. Notice of special meetings shall state the purpose for which the meeting is called.
 138
 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.