

Bylaws of the North Penn Parents Special Education Alliance

ARTICLE I: CORPORATE NAME

1. The name of the organization NORTH PENN PARENTS SPECIAL EDUCATION ALLIANCE, A CHAPTER OF THE NORTH PENN COORDINATING COUNCIL; hereafter, referred to as the “NPPSEA”. The North Penn Coordinating Council is a corporation duly incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 on May 1, 2000 and is hereafter referred to as “Council”. NPPSEA is a chapter of and affiliated with the Council, and to the extent the provisions of NPPSEA’s bylaws conflict with the resolutions, purposes or financial requirements set forth in the Council bylaws, the provisions of the Council bylaws shall prevail.

ARTICLE II: PURPOSE

1. IRC § 501(c)(3) Purposes: NPPSEA is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
2. Specific Objectives and Purposes: NPPSEA shall undertake such acts as it deems necessary: to promote community knowledge and awareness of individuals with disabilities by providing educational and networking opportunities for parents, professionals and community members vested in individuals with disabilities; to provide support and information to the North Penn community; to raise public awareness about special education; to work for improved programs and services for the school individuals for the North Penn community; increase understanding of the needs of our children and students; to develop positive working relationships with caregivers, community members, professionals and administrators who support individuals with disabilities in the North Penn School District; to bring together parents, caregivers and professionals of individuals with disabilities; to increase our understanding of the needs of children and students; to provide opportunities for networking among each other; to develop positive working relationships with professionals and administrators who support school age individuals; and to conduct such other acts as agreed upon by the Board or the membership as allowed herein.
3. To conduct such other acts as agreed up by the Council’s Board of Officers and/or board members (the “Parent Board”). The inclusion of this paragraph shall in no way diminish or enhance the powers set forth in Paragraph 1-1 above.

ARTICLE III: OFFICES AND FISCAL YEAR

1. Registered Office: The registered office of NPPSEA in the Commonwealth of Pennsylvania shall be at North Penn Education Services Center, Attn: North Penn Parents Special Education Alliance, 401 E Hancock Street, Lansdale, PA 19446 until otherwise established by a majority vote of the Board and a statement of such change is

filed in the Department of State or until changed by an appropriate amendment of the Articles of Incorporation. Once changed, the new registered address and effective date shall be included in the by-laws in the spaced provided below. Any change of address shall not be deemed, nor require, an amendment of the bylaws.

2. Other Offices: NPPSEA may also have offices at such other places as the Board may from time to time appoint or the business of NPPSEA requires.
3. Fiscal Year: The accounting records of NPPSEA shall be kept on a fiscal year beginning July 1 and ending June 30 of each year.

ARTICLE IV: MEMBERS

1. Voting Members: NPPSEA shall have voting members.
2. Voting Membership: An individual who is interested in the objectives of the NPPSEA may be a voting member if he/she/they are a current or former custodial caregiver/parent of a dependent individual with disabilities residing in the North Penn School District (NPSD).
3. Nonvoting Membership: Parents/caregivers with dependent individuals that do not have disabilities residing in the NPSD, professionals, employees of the NPSD, or members of the North Penn Community and others who are not affiliated with the NPSD and the North Penn community, who are interested in the objectives of the NPPSEA may be a nonvoting member.
4. The Board, by a majority vote of two-thirds of all the members of the Board, may suspend, expel, or terminate a NPPSEA member who conducts any activity that would jeopardize the tax-exempt status of NPPSEA, or who fails to abide by the reporting requirements necessary to maintain tax exempt status.
5. Rights and Privileges of Nonvoting Members: Nonvoting members, if any, shall have no power to vote on the election of officers and /or board members nor will they participate in a binding vote on any corporate matter. The Board, by resolution, shall determine any privileges and duties of nonvoting members.
6. Classes of Nonvoting Members: The Board may by resolution establish classes of nonvoting membership, which, by way of example only, may include the following:
 - a. Individuals who support the principles of NPPSEA;
 - b. Organizations that support the principles of NPPSEA;
 - c. Organizations that support the principles of NPPSEA and which to work in partnership an Organizational Affiliates.
7. Tenure of Nonvoting Members: Nonvoting membership in NPPSEA shall continue so long as membership has not been terminated by the Board, or otherwise requested to be withdrawn from membership, message services, and other information exchange networks.
8. Resignation of Voting and Nonvoting Members: Any voting or nonvoting member may resign by sending a written resignation to NPPSEA.

9. Removal: A nonvoting member may be suspended or removed by resolution through a majority vote of the Board.

ARTICLE V: BOARD OF OFFICERS AND/OR BOARD MEMBERS

1. Powers: The Board shall have full power to conduct, manage, and direct the business and affairs of NPPSEA, and all powers of NPPSEA are hereby granted to and vested in the Board. In addition to the powers and authorities expressly conferred upon the Board by these bylaws, the Board shall have the maximum power and authority now or hereafter provided or permitted un the laws of the Commonwealth of Pennsylvania to officers and/or board members of Pennsylvania non-profit Organizations acting as a Board.
2. Qualifications: Each Board member of NPPSEA shall be a natural person of full age, a resident of the NPSD, a member of NPPSEA for at least on year, and a parent or caregiver (past or present) of a dependent individual with disabilities residing in the NPSD. In the case of vacancies, the Board shall select new officers and/or board members. Nominees for positions on the Board must have exhibited an interest in and commitment to the purposes of NPPSEA. Additionally, the following criteria may be considered when evaluating a candidate for a position on the Board: (1) candidate agrees to regular attendance at a majority of business meetings that officers and/or board members are expected to attend; (2) candidate possesses practical managerial, technical and/or financial skills that are of critical importance to the success of NPPSEA; (3) candidate's credibility and competence are an asset to NPPSES; (4) candidate may be influential in attracting financial support for NPPSEA.
3. Number: The Board shall consist of not less that three (3) and not more than fifteen (15) officers and/or board members as may be determined from time to time by resolution of the Board.
4. Class and Term of Officers: The Board shall be divided into two (2) classes by position number, odd and even. The odd-numbered class's terms shall expire at the annual meeting of the Board in odd years, and the even-numbered class's term shall expire at the annual meeting of the Board in even years. The officers and/or board members serving as of the signing of these bylaws shall draw lots to determine their respective classes. Each director shall hold office until the next annual meeting for election of Board as specified in these bylaws for his/her/their class, and until his/her/their successor is elected and qualifies. If, due to a vacancy or vacancies, officers and/or board members of more than on class are to be selected, each class of officers and/or board members to be selected shall be nominated and selected separately. There is no limit to the number or terms, successive or otherwise, an officer and/or board member may serve.
5. Duties: It shall be the duties of the officers and/or board members to:
 - a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of the Parent Organization, or by these bylaws.

- b. Supervise all officers, agents, and employees of NPPSEA to assure that their duties are performed properly;
 - c. Meet at such times and places as required by these bylaws; and
 - d. Register their addresses and telephone numbers with the secretary of NPPSEA; notices of meetings sent to them at such addresses or telephone numbers shall be valid notices thereof.
6. Organization: At every meeting of the Board, the chair of the Board (or, in the case of a vacancy in the office or the absence of the chair of the Board one of the following officers present in the order stated: the vice chair of the Board, if there be one; the president; the vice presidents in their order of rank and seniority; or a chair chosen by a majority of the officers and/or board members present), shall preside, and the secretary (or, in his/her/their absence, and assistant secretary, or in the absence of the secretary and the assistant secretaries, any person appointed by the chair of the meeting) shall act as secretary.
7. Resignation: Any officer and/or board member of NPPSEA may resign at any time by giving written notice to the entire Board of Executive Officers of NPPSEA. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
8. Vacancies: The Board may declare vacant the seat of an Officer and/or Board Member is declared of unsound mind by an order of court, convicted of a felony, or for any other proper cause (including, but not limited to, repeated failures to attend Board meetings, failure to fulfill the duties required of officers and/or board members, or intentional acts or omissions that a prudent person could reasonably have foreseen would damage the reputation or interests of the Organization), or if within 60 days after notice of the selection, they do not accept such office either in writing or by attending a meeting of the Board.

Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of officers and/or board members, or any other cause, may be filled by a majority vote of the remaining members of the Board though less than a quorum, at any regular or special meeting; each person so elected shall be a director to serve for the balance of the unexpired term.
9. Place of Meeting: Meetings of the Board may be held at such places within Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the meeting.
10. Regular Meetings: Regular meetings of the Board shall be held at least once a year and more often as needed at such time and place as shall be designated from time to time by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws so long as the time, date, and location is fixed by resolution and all officers and/or board members were originally

notified of the schedule. The Board may, by resolution, establish or change the dates for regular meetings with proper notice given to all officers and/or board members.

11. Annual Meetings: One of the regular meetings of the Board shall be designated the Annual Meeting. At this meeting, the Board shall elect officers and/or board members, organize itself, elect officers of NPPSEA for the ensuing year, and transact other business as appropriate.
12. Special Meetings: Special meetings of the Board shall be held whenever called by the president or by two or more of the officers and/or board members. Notice of each such meeting shall be given to each officer and/or board member by telephone (including recorded message) or in writing at least twenty-four hours (in the case of notice by telephone) or five days (in the case of notice by mail or e-mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. The notice need not describe the purpose of the special meeting unless the Articles of the Parent Organization, the bylaws, or the laws of the Commonwealth of Pennsylvania require otherwise.
13. Quorum, Manner of Acting, and Adjournment: Except as otherwise provided in these bylaws, a majority of the officers and/or board members in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every officer and/or board member shall be entitled to one vote to be cast in person, by telephone, or in writing. Except as otherwise specified in the Articles of Parent Organization, these bylaws, or provided by statute, the acts of a majority of the officers and/or board members present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the officers and/or board members present, and voting shall agree by a majority vote on either of the following options: (1) a meeting by telephone conference call (see Paragraph V-15); or (2) a consent in writing in lieu of a meeting (see Paragraph V-16). The officers and/or board members shall act only as a board and the individual officers and/or board members shall have no power as such, except that any action that may be taken at a meeting of the Board may be taken without a meeting as provided in the bylaws.
14. Decision-Making and Voting: All decisions require a clearly stated motion, a second, and a vote and must be recorded in the written minutes. The Board member and/or officers shall diligently and conscientiously attempt to make decisions by consensus. They shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views. Decision-making shall be by majority vote. At the request of any officer and/or board member, the names shall be recorded in the minutes of each officer and/or board member who voted for, against, or abstained for a particular motion.
15. Meetings by Telephone/Virtual: One or more officers and/or board members may participate in any regular or special meetings of the Board by means of conference telephone, virtual or similar arrangement by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by an officer

and/or board member will be considered attendance in person for all purposes under these bylaws. The rules for notice, quorum, voting, and other requirements shall be the same as for a face-to-face meeting. The Annual Meeting shall be a face-to-face meeting, with enough officers and/or board members participating by conference telephone or virtual as necessary to constitute a quorum.

16. Action by Written Consent: The Board may make any decision or take any action within its power through a consent resolution in writing, setting forth the action so taken, signed by all the officers and/or board members then in office. The resolution is effective when the last officer and/or board member signs the consent unless the resolution specifies an earlier or later date. The consent resolution shall be filed with the corporate records.
17. Proxy Voting: No officer and/or board member may vote by proxy on any matter except on occasions approved by the Board. A director may submit an absentee ballot on any proposed resolution. Officers and/or board members who are unable to attend a meeting may send a letter or e-mail to the Board stating their opinion or position on any matter before the Board and casting their vote yea or nay on said issue, provided the exact terms of the resolution are distributed prior to the meeting and the ballot conforms to the terms of the resolution.
18. Presumption of Assent: Minutes of each meeting of the Board shall be made available to each officer and/or board member at or before the next succeeding meeting. Each officer and/or board member shall be presumed to have assented to such minutes unless his/her/their objection thereto is made to the secretary at such succeeding meeting.
19. Interested Officers and/or Board Members or Officers; Quorum: No contract or transaction between NPPSEA and one or more of its officers and/or board members or officers, or between the NPPSEA and any other organization, partnership, or association, or other organization in which one or more of its officers and/or board members or officers are officers and/or board members or officers or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or her vote is counted for such purpose, if:
 - a. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested officers and/or board members, even though the disinterested officers and/or board members are less than a quorum; or
 - b. The contract or transaction is fair as to NPPSEA as of the time it is authorized, approved, or ratified by the Board.

Common or interested officers and/or board members may be counted in determining the presence of a quorum at a meeting of the Board that authorizes a contract or transaction specified in this section.

20. Compensation: No part of the net earnings of NPPSEA shall inure to the benefit of, or be distributed to, its officers and/or board members, except that NPPSEA shall be authorized to pay reasonable compensation for services rendered and for actual expenses incurred when authorized by the Board or its designee. No officer and/or board member of NPPSEA shall receive compensation merely for acting as an officer and/or board member.

Officers and/or board members may also serve concurrently as employees, or independent contractors of NPPSEA and may be compensated for work in that capacity with the approval of at least two other board members.

ARTICLE VI: COMMITTEES

1. Establishment: The Board may establish any committee, including standing committees or temporary committees, by a resolution. Such resolutions shall name the committee and the purpose of the committee, shall state whether it is a Board committee or a Non-Board committee, shall state what powers, authority, and duties have been delegated to the committee, and shall state how the chair of the committee and how the members of the committee shall be appointed or elected, and what procedures, if any, the committee shall use in carrying out its work. Any action taken by any committee shall be reported to the Board, and the Board shall always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations. The establishment of any committee and the delegation thereto of power and authority shall not alone relieve any officer and/or board member of his/her/their fiduciary duty to NPPSEA.
 - a. Board Committees: The Board may establish Board committees to which are delegated some portion of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs, or to make other decisions for the Organization. Such committees shall be established by resolution by a majority vote of all officers and/or board members then in office. Board committees shall be chaired by one or more officers and/or board members and may have members who are not members of the Board.
2. Committee Members: The Board shall appoint the members of every Board Committee and of any Advisory Committees. The members of other committees may be appointed by the Board, or if the Board wishes it may delegate that power to the President, the chair of that committee, or to the members of a committee, and the Board may decide to approve, disapprove, or alter the appointment of members of non-Board committees. The term of office of a member of a committee shall continue until their successor is appointed unless the committee is terminated, the member resigns or is

removed from the committee, or the member ceases to qualify as a member of the committee.

3. Committee Chairperson(s): One member of each committee shall be selected or appointed chair by the Board, or if the Board wishes it may delegate that power to the President, or the members of the committee, subject to the approval of the Board.
4. Committee Procedures: Each Board committee may adopt procedures for its own governance not inconsistent with these Bylaws or with resolutions adopted by the Board. Unless otherwise specified, Board committee meetings shall operate with the same quorum and voting requirements as the full Board. Minutes shall be recorded and filed with the secretary for all meetings of Board committees.
5. Powers of Board Committees: The Board shall specify the powers and mission of each Board committee by written resolution at the time the committee is created or thereafter. Each Board committee shall have and exercise the authority equivalent to the Board in the management of NPPSEA to the extent specified in the written resolution creating the committee, in the Articles of the Parent Organization, and in the bylaws of the NPPSEA. However, such committees may not: (1) have the authority to amend or alter the Articles of the Parent Organization or bylaws; (2) elect, appoint, or remove any officer and/or board member from a committee or from the Board; (3) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of NPPSEA; (4) authorize the voluntary dissolution of NPPSEA or revoke proceedings therefore; or (5) amend, alter, or repeal any resolution of the Board.
6. Executive Committee: An Executive Committee may be established by resolution of the Board and may be authorized to exercise the full authority of the Board so far as is allowed by law, the Articles of the Parent Organization, and bylaws of NPPSEA. The Executive Committee, if any, shall comply with the provisions of the bylaws concerning the full Board so far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions shall be in the form of written resolutions, which shall be submitted to the full Board. Any officer may be a member of the Executive Committee. The Board may at any time pass a resolution modifying or revoking the authority of the Executive Committee, or changing the persons serving on the Executive Committee, or increasing or decreasing the number of persons who serve on the Executive Committee. There shall be no less than three persons on the Executive Committee.
7. Advisory Committees: Advisory Committees not having or exercising the authority of the Board in the management of NPPSEA may be created. The Board shall determine how members of these committees are appointed and removed. The Advisory Committees need not have any officers and/or board members as members.
8. Limitation on Powers: No committee may (1) authorize the payment of a dividend or any part of the income or profit of NPPSEA to its officers and/or board members or officers, (2) approve dissolution, merger, sale, or transfer of all or substantially all of the NPPSEA's assets, (3) elect, appoint, or remove officers and/or board members or fill vacancies on the Board or on any of its committees, (4) adopt, amend, or repeal the

Articles of the Parent Organization, bylaws, or any resolution of the Board, or (5) do any act which may jeopardize the tax exempt status of the organization under section 501(c)(3).

ARTICLE VII: NOTICE AND MEETINGS

1. Notice, What Constitutes: Whenever written notice is required to be given to any person under the provisions of the Articles of the Parent Organization, these bylaws, or the Nonprofit Organization Law of 1988 (or its subsequent revisions), it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, to his or her address supplied by him or her to NPPSEA for the purpose of notice. Notice may also be given by e-mail or facsimile when an address or fax number have been provided to NPPSEA for the purpose of notice or by posting upon the official website for NPPSEA listed on the North Penn School District site www.npenn.org or social media platforms.

If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. Notice by e-mail or facsimile or internet shall be deemed given after transmission/posting.

A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by law or these bylaws.

2. Waivers on Notice: Whenever any written notice is required to be given under the provisions of the Articles of Parent Organization, these bylaws, or the Nonprofit Corporation Law of 1988 (or its subsequent revisions), a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by Paragraph XI-9 of these bylaws (Amendment of Bylaws), neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

3. Modification of Proposal Contained in Notice: Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.
4. Exception to Requirement of Notice: Wherever any notice or communication is required to be given to any person under the provisions of the Articles of the Parent Organization, or these bylaws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument, or as a condition precedent to taking any corporate action, and communication with such person is unlawful at that time, the

giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

5. General Membership Meetings: Meetings of the General Membership will be held at least 3 times a year to provide educational and networking opportunities to the membership. The time, place, and topic will be determined by the Board.
6. Voting/Elections: Matters for which the Members may vote as provided in these bylaws shall be determined by majority vote of those present at a duly called General Membership meeting. Elections for Board members shall be conducted no later than April 30 of each year for installation by the beginning of the fiscal year of July 1. Nominations for any vacancies on the board shall be accepted by March 15, and voting at a duly noticed meeting with a quorum of at least a majority of the voting membership present shall be required; otherwise, the election shall be postponed until the next meeting duly noticed, at which time all those in attendance shall constitute a quorum for such purpose.

ARTICLE VIII: OFFICERS

1. Number, Qualifications, and Designation: The officers of NPPSEA shall be a president, one or more vice presidents, a secretary, a treasurer, one communications chair, one events chair and such other officers as may be elected in accordance with the provisions of Paragraph VIII-3. The same person may hold any number of offices. The president and secretary shall be natural persons of full age. The Board may elect from among its officers and/or board members a president of the Board and a vice president of the Board who shall be officers of NPPSEA.
2. Election and Term of Office: The officers of NPPSEA, except those elected by delegated authority pursuant to Paragraph VIII-3, shall be elected annually by the Board for a term of one year. Election of officers shall be done at the Annual Meeting following the annual election of officers and/or board members. Each officer shall hold office until his or her successor has been properly elected, or until his or her earlier death, resignation, or removal. There is no limit to the number of terms, successive or otherwise, an officer may serve.
3. Subordinate Officers, Committees, and Agents: The Board may from time to time elect such other officers and appoint such committees, employees, or other agents as the business of NPPSEA may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the Board may from time to time determine. The Board may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees, or other agents.
 - a. All past presidents of NPPSEA shall continue to serve as a trustee to the Board, and shall be permitted to, but are not required to, attend board meetings, to

provide advice and counsel and serve at the request of the sitting President.

Trustees do not retain voting privileges.

4. Resignations: Any officer or agent may resign at any time by giving written notice to the Board, the president, or the secretary of the Organization. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
5. Removal: Any officer, committee, employee, or other agent of NPPSEA may be removed by the Board or any other authority that elected, retained, or appointed such officer, committee, employee, or other agent, whenever in the judgment of such authority the best interests of NPPSEA will be served thereby. Such removal shall be without prejudice to the contract rights of any person so removed.
6. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board or by the officer or committee to which the power to fill such office has been delegated pursuant to Paragraph VIII-3, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.
7. General Powers: All officers of NPPSEA, as between themselves and NPPSEA, shall respectively have such authority and perform such duties in the management of the property and affairs of NPPSEA as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these bylaws.
8. The President: The president shall be the chief executive officer of NPPSEA and shall have general supervision over the activities and operations of NPPSEA, subject to the advice and majority vote of the executive officers. The authority to convene such executive officer sessions can be with or without the other board members. The president shall sign, execute, and acknowledge, in the name of NPPSEA, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent by the Board, these bylaws, or by statute; in general, the president shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to him or her by the Board.
9. The Vice President(s): In the absence of the president, or in the event of their inability or refusal to act, the vice president(s) shall perform the duties of the president and such other duties as may from time to time be assigned to them by the Board, or the president. When so acting on behalf of the president, the vice president(s) shall have all the powers and be subject to all the restrictions on the president.
10. The Secretary: The secretary or an assistant secretary: shall attend meetings of the Board and shall record all the votes of the officers and/or board members and the minutes of the meetings of the Board and of committees of the Board in a book or books to be kept for that purpose; shall see that notices are duly given in accordance

with the provisions of these bylaws or as required by law; shall be the custodian of the corporate records; shall ensure that all required state and federal reports (with the exception of financial reports which are the responsibility of the treasurer) are prepared and filed in a timely fashion; shall be the custodian of the seal of NPPSEA and see that it is affixed to all documents required to be sealed; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned to him or her by the Board, or the president. In the event the secretary is absent from any meeting they are to designate an appropriate individual to record the minutes in their stead.

11. **The Treasurer:** The treasurer shall have or provide for the custody of the funds or other property of NPPSEA and shall keep a bank account of NPPSEA in such bank as the Board may from time to time designate; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by NPPSEA and shall give receipts as needed for money paid to NPPSEA; shall, whenever so required by the Board, render an account showing their transactions as treasurer and the financial condition of NPPSEA; shall ensure that NPPSEA's financial reports, statements, documents, and records and tax returns are properly prepared, kept, and filed; shall submit a copy of the current bank statement at every meeting if available; shall be the principal officer in charge of tax and financial matters; shall provide the appropriate records to such persons or committees as the Board may designate for the handling of non-voting membership lists, non-voting membership campaigns, and non-voting membership acknowledgements; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board, or the president.
12. **School Representatives:** The Board will strive to work with representatives from all schools in the NPSPD.
13. **Coordinating Council Representatives:** One member of the Board shall be in attendance as representative to Coordinating Council.
14. **Liability:** No officer shall give a bond for the faithful discharge of their duties. The liability of the members of the Board, and of the Officers of NPPSEA for monetary damages shall be limited to the fullest extent permitted under the Pennsylvania Nonprofit Corporation Law, as it may be amended from time to time. No person who serves without compensation, other than reimbursement for actual expenses, as an officer of NPPSEA shall be liable for any civil damages to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania.
15. **Compensation:** No part of the net earnings of NPPSEA shall inure to the benefit of, or be distributed to, its officers, except that NPPSEA shall be authorized to pay reasonable compensation for services rendered and for actual expenses incurred when authorized by the Board.

ARTICLE IX: LIMITATION OF PERSONAL LIABILITY OF OFFICERS AND/OR BOARD MEMBERS; INDEMNIFICATION OF OFFICERS AND/OR BOARD MEMBERS, OFFICERS, AND OTHER AUTHORIZED REPRESENTATIVES

1. Limitation of Personal Liability of Officers and/or Board Members: An officer and/or Board Member of NPPSEA shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:
 - a. The officer and/or board member has breached or failed to perform the duties of his or her office as defined in Paragraph IX-2 below; and
 - b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
2. Standard of Care and Justifiable Reliance:
 - a. An officer and/or board member of NPPSEA shall stand in a fiduciary relationship to NPPSEA and shall perform his or her duties as an officer and/or board member, including their duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interests of NPPSEA, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a Board Member shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the following:
 - i. One or more officers or employees of NPPSEA whom the NPPSEA Board reasonably believes to be reliable and competent in the matters presented;
 - ii. Counsel, public accountants, or other persons as to matters, which the NPPSEA Board reasonably believes to be within the professional or expert competence of such person.

An officer and/or board member shall not be considered acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted.

- b. In discharging the duties of their respective positions, the Board, committees of the Board, and individual officers and/or board members may, in considering the best interests of NPPSEA, consider the effects of any action upon employees, upon persons with whom NPPSEA has business and other relations, and upon communities in which the offices or other establishments of or related to NPPSEA are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Paragraph IX-2 (a).
- c. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as an officer and/or board member or any failure to take any action shall be presumed to be in the best interests of NPPSEA.

3. Indemnification in Third Party Proceedings: NPPSEA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of NPPSEA) by reason of the fact that he or she is or was a representative of NPPSEA, or is or was serving at the request of NPPSEA as a representative of another organization, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of NPPSEA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of NPPSEA, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
4. Indemnification in Derivative Actions: NPPSEA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of NPPSEA to procure a judgment in its favor by reason of the fact that they are or was a representative of NPPSEA, or is or was serving at the request of NPPSEA as a representative of another organization, partnership, joint venture, trust, or another enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of NPPSEA, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to NPPSEA unless and only to the extent that the Court of Common Pleas of Montgomery County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.
5. Mandatory Indemnification: Notwithstanding any contrary provision of the Articles of the Parent Organization, or these bylaws, to the extent that a representative of NPPSEA has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in either Paragraph IX-3 or IX-4 above, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by their in connection therewith.

6. Determination of Entitlement to Indemnification: Unless ordered by a court, any indemnification under Paragraph IX-3 or IX-4 shall be made by NPPSEA only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because they have met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:
 - a. By the Board by a majority vote of a quorum consisting of officers and/or board members who were not parties to such action, suit, or proceeding; or
 - b. If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested officers and/or board members so directed, by independent legal counsel in a written opinion.
7. Advancing Expenses: Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by NPPSEA in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by NPPSEA as authorized in Paragraphs IX-1 through IX-4 above.
8. Indemnification of Former Representatives: Each such indemnity may continue as to a person who has ceased to be a representative of NPPSEA and may inure to the benefit of the heirs, executors, and administrators of such person.
9. Insurance: NPPSEA shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board Member, officer, employee, or agent of NPPSEA or is or was serving at the request of NPPSEA as a Board Member, officer, employee, or agent of another organization, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not NPPSEA would otherwise have the power to indemnify such person against such liability.
10. Reliance on Provisions: Each person who shall act as an authorized representative of NPPSEA shall be deemed to be doing so in reliance upon the rights of indemnification provided in this Article.
11. Indemnification and NPPSEA's Lack of Funds: Notwithstanding the preceding paragraphs in this Article, NPPSEA shall not be required to secure any loans or financing to cover indemnification costs if there are insufficient funds in NPPSEA's treasury to cover indemnification at the time indemnification is first sought or for up to six months after the legal action for which indemnification is sought has come to a final conclusion.

ARTICLE X: IRC § 501(C)(3) PROVISIONS

1. Prohibition Against Private Inurement: No part of the net earnings of NPPSEA shall inure to the benefit of any individual, and no member, officer and/or board member trustee, or employee of NPPSEA shall receive any pecuniary benefits of any kind, except reasonable compensation for services in effecting the corporate purposes.

2. Limitation on Activities: No substantial part of the activities of NPPSEA shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall NPPSEA participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, NPPSEA shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an Organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Distribution of Assets: Upon the dissolution of NPPSEA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of NPPSEA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: MISCELLANEOUS

1. Logo: NPPSEA shall have a logo containing the name of the Organization and such other details as may be approved by the Board.
2. Executive Board: The Executive Board of NPPSEA shall be composed of the President, Vice President(s), Treasurer and Secretary.
3. Checks: All checks, notes, bills of exchange, or other orders in writing shall be signed by such person or persons as the Board may from time to time designate. Checks over \$100 must be signed by a board member of NPPSEA.
4. Contracts: Except as otherwise provided in these bylaws, the Board may authorize any officer(s) or agent(s) to enter into any contract or to execute or deliver any instrument on behalf of NPPSEA, and such authority may be general or confined to specific instances.
5. Deposits: All funds of NPPSEA shall be deposited from time to time to the credit of NPPSEA bank account as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time determine.
6. Annual Report of the Board: The Board shall direct the president and treasurer to present at the Annual Meeting of the Board a report showing in appropriate detail the following:
 - a. The principal changes in assets and liabilities including trust funds, if any, during the year immediately preceding the date of the report;

- b. The assets and liabilities, including the trust funds, if any, of NPPSEA as of the end of the fiscal year immediately preceding the date of the report;
- c. The revenue or receipts of NPPSEA, both unrestricted and restricted to purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for NPPSEA; and
- d. The expenses or disbursements of NPPSEA, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for NPPSEA, if any.

The Annual Report shall be accompanied by any report thereof of independent accountants, or, if there is no such report, the certificate of an authorized officer of NPPSEA that such statements were prepared without audit from the books and records of NPPSEA. The Annual Report of the Board shall be filed with the minutes of the Annual Meeting of the Board.

7. Expenses and Revenues: The general expenses of NPPSEA shall be provided from unrestricted contributions, from such restricted contributions as the Board decides to accept, from grants, and from such fundraising activities as the Board shall authorize.
8. Rules of Order: Except where inconsistent with these bylaws, the Articles of the Parent Organization, or provisions of law, Robert's Rules of Order shall guide the conduct of meetings.
9. Records: NPPSEA archives shall be maintained for a period not to exceed seven (7) years.
10. Matters Not Covered by Bylaws: In matters as to which the bylaws are silent, the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 (or its subsequent revisions) shall govern.
11. Amendment of Bylaws: These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of a majority of the Board at any regular or special meeting. Such proposed amendment, repeal, or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special, and in any waiver of notice.
12. Prior to December 31, 2021, finances were not shared with the acquiring members voted in on January 26, 2022. Starting January 1st, 2022 financial responsibilities are of current and future boards responsibility of nonprofit after name change. Prior years' finances to the January 1, 2022 board will be the responsibility of the prior board members and won't affect financial assets and goals of NPPSEA.

BYLAW ACCEPTANCE

These bylaws of the NORTH PENN PARENTS SPECIAL EDUCATION ALLIANCE, A CHAPTER OF THE NORTH PENN COORDINATING COUNCIL, have been presented to the general membership on the 27th day of March 2022, on www.npenn.org; these bylaws have been approved and accepted by a majority vote of the Board of Offices and/or board members this 25th day of April, 2022, we have herewith duly adopted these bylaws on behalf of said organization.

Accepted by: President _____

Recording Secretary _____