

BY-LAWS OF THE PHILADELPHIA SCHOOL OF PSYCHOANALYSIS AND ITS MEMBERSHIP SOCIETY

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Article I — Name

The name of this organization shall be the Philadelphia School of Psychoanalysis; it is sometimes referred to in these by-laws at "the Corporation" or, when used repetitively, as "PSP".

Article II — Purpose

The purposes for which this corporation has been formed are those set forth in its Articles of Incorporation as from time to time amended. Namely to:

- A. Administer, make policy for and supervise the Philadelphia School of Psychoanalysis, a training facility for the preparation of psychoanalysts.
- B. Organize and maintain the Membership Society of the PSP as a collegial entity composed of certified psychoanalysts.
- C. Administer, make policy for and supervise the Philadelphia Consultation Center, a psychoanalytic treatment facility and the psychoanalytic treatment arm of PSP.
- D. Promote and facilitate the progress of student psychoanalysts toward competent, successful and distinguished professional practice.
- E. Maintain standards of professional conduct for members, faculty and students of the Philadelphia School of Psychoanalysis.
- F. Facilitate communication with, and involvement of, its members in a variety of professional activities.
- G. Promote the study, research and knowledge of psychoanalysis through publications, cooperation with other institutes, and other related activities in order to advance the profession.
- H. Work for the preservation of psychoanalysis as an independent profession.
- I. Cooperate with allied professionals for the advancement of community mental health standards.

The Corporation is not formed for pecuniary or financial gain and no part of the assets, income or profit of the Corporation shall be distributed to, or inure to the benefit of, its officers or directors except to the extent permitted under laws governing the conduct of not-for-profit corporations in the Commonwealth of Pennsylvania.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Article III — Basic Policies

- A. The Corporation shall be non-commercial, non-sectarian and non-partisan.
- B. Neither the name of the Corporation nor the titles of officers or directors shall be used in connection with any commercial business or with any partisan interest or any purpose not appropriately related to the objectives of the Corporation.
- C. The Corporation may cooperate with other organizations or agencies concerned with psychoanalysis or psychotherapy, but persons representing the Corporation shall make no commitments binding upon the Corporation without the explicit approval of the Board of Directors.
- D. PSP does not discriminate with regard to race, color, national origin, ethnic origin, gender, sexual orientation, physical disability, age, religion, creed, gender identity, ancestry, marital status, or political affiliation, in any aspect of its psychoanalytic programs, including the selection and assignment of faculty and administrative staff, student admissions, class and field placement, and referral services.

Article IV — Offices

The Corporation shall have and continuously maintain a registered office within the Commonwealth of Pennsylvania as required by the Pennsylvania Not-for-Profit Code. The address of the Corporation may be changed from time to time by a majority vote of the Board of Directors.

Article V — Society Membership

A. Eligibility for Membership

Any analyst certified by an approved/recognized body who subscribes to the purposes and basic policies of the Corporation as set forth above and who is recommended by the Membership Committee may become a member subject only to compliance with the provisions of these by-laws. Membership shall be available without regard to race, age, gender, gender identity, sexual preference religion, disability, or national origin.

B. Rights and Obligations of Membership

All members shall have voting rights and shall pay dues to maintain their active membership unless the Board of Directors, by special exception, waives dues for a non-practicing member previously in good standing.

Other non-voting categories of membership may be formed by the society for the purposes of collegiality with related groups or to recognize other persons who may be interested in supporting the mission of the organization or student members.

C. Admission of Members

Application for membership shall be submitted to the Board of Directors via a letter or email addressed to the Secretary, said letter to include a resume and a statement of qualifications. Applicants not known to the PSP community shall be required to supply two current professional references and to provide documentation of training and certification.

Election to membership shall require an affirmative vote of two-thirds of the Board of Directors.

D. Voting Rights

Members in good standing shall be entitled to one vote each on all matters submitted to the membership or originating in a membership meeting.

E. Termination of Membership

The Board of Directors, upon recommendation of the Grievance and Ethics Committee or after conducting its own hearing, may suspend or terminate the membership of any individual for cause upon a two-thirds vote of the Board.

Members no longer in good standing by reason of non-payment of dues (see article XV) shall be dropped from membership 90 days after the due date of the dues payment.

F. Resignation

Any member may resign by filing a written resignation with the Secretary.

G. Reinstatement

Upon the written request of a former member, signed and filed with the Secretary, the Board of Directors may, by an affirmative vote of two-thirds of its membership, reinstate said member upon such terms as it deems appropriate.

H. Transfer of Membership

Membership in this Corporation is neither transferable nor assignable.

Article VI — Meetings of Members

A. Annual Meeting

An annual meeting of the members of the Corporation shall be held at least annually. The date shall be determined by the Board of Directors and will occur, at a minimum, during the Spring months

B. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than twenty percent of the members having voting rights (in no case shall this be fewer than five members).

C. Place of Meeting

The Board of Directors may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation, other place within or without the Commonwealth of Pennsylvania, or virtually.

D. Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail or email, to each member entitled to vote at such a meeting, not less than seven, nor more than 45 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon prepaid.

E. Action by Members in Lieu of a Meeting

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

F. Quorum

A majority of the voting membership in good standing present shall constitute a quorum at such meetings.

G. Voting by Mail

Where directors or officers are to be elected, such elections may be conducted by mail or in such manner as the Board of Directors may determine.

H. Action by Consent

Any lawful action of the Board of Directors may be taken without a meeting if written consent of such action is signed by all the voting directors and filed with the minutes of the Board.

Article VII — Board of Directors

A. General Powers

The Board of Directors shall set policy for, supervise and be responsible for the governance and fiduciary responsibilities. It shall also be responsible for recruiting and choosing the Executive Director who shall be responsible for day-to-day activities of the organization, including oversight of staff and policy implementation. The Board of Directors will work collaboratively with the Executive Director on the development of a broad vision for the management of the Corporation. Directors need not be residents of Pennsylvania.

B. Number, Tenure and Qualifications

The Board of Directors shall have NO LESS THAN nine members. The Board of Directors shall determine the need to increase or decrease the number of Directors retaining a minimum of nine members which includes the President, Vice President, Secretary, Treasurer, three public members, one senior candidate and a member-at-large. All voting members of the Board shall be nominated by the Board and elected by the active members of the Society

All membership-elected directors shall ordinarily serve three-year terms. These terms shall be staggered so no more than three directors are elected in the same year unless vacancies occur in which case the Board of Directors will appoint a member to fill the remainder of the director's tenure.

The President and the Vice President must be either supervisory or training analysts as defined by the Board of Directors. Membership-elected directors may serve up to two consecutive three-year terms in the position he/she is holding but may be nominated for another position on the BOD. However, the member may be eligible for re-election for the original position after a one-year absence from that position.

Public members of the Board shall be individuals who are not members of the Philadelphia School of Psychoanalysis and shall be chosen on the basis of their willingness and ability to represent the broader interests of the community and to advise the Board in areas of their own expertise. Such members may come from a variety of backgrounds including business, the professions or the community at large, and may be asked to provide liaison with community organizations, programs and functions. They may also be required to be non-voting members of the Society if the membership develops such categories as described in Article V.

Public members shall be elected to three-year terms but may be re-elected by a majority vote of the other Directors when such re-election seems to be in the best interest of the Corporation.

The senior candidate member will be appointed to the Board for a three-year term and will function as a liaison between the Board and those still in training (students and senior candidates of the Philadelphia School of Psychoanalysis).

C. Voting Rights

All Directors will have a single vote in all matters before the Board.

D. Removal

Any Board member may be removed by a two-thirds vote of the Board of Directors when, in its judgement, the interest of the Corporation would be best served by such an action.

E. Nominations and Elections

1. There shall be an annual election for the posts of President, Vice President, Secretary and Treasurer but who are elected for three year terms. These elections will be conducted by a three-person nominating committee appointed by the President for each annual election.
2. The committee will elect its own chairperson and issue a call for nominations second week of March for the purpose of nominating candidates for election to the Board of Directors. Notice shall announce the offices that will be vacant, and request nominations for service on the Board.

4. A member who has been properly nominated shall be designated a candidate for office. The member's name shall appear on the election ballot unless the member declines the nomination. The names of candidates shall be listed alphabetically on the ballot under each position.
5. Electronic ballots shall go out to the membership by April 1, with a deadline for return by April 15, to the chairperson of the election committee.
6. To be elected to office a candidate must receive a plurality of the votes cast (more than any opponent)
7. In the event of a tie vote, the existing members of the board shall vote to break the tie.
8. In the event that a position is without a nominated candidate, the new Board of Directors shall fill the vacant position at the first meeting of the Board. The election shall be by a majority vote of those Board members present, in secret ballot. Announcement that this vote is to take place shall be included in the notice of the meeting.
9. The election committee shall announce forthwith the results of the election by letter to the PSP community.
10. Newly elected Board members will assume their positions at the time of the annual meeting of the membership in May.

F. Regular Meetings

The Board of Directors shall meet at least once per quarter. The time and place of such meetings shall be determined by the President and subject to the approval of the Board of Directors. Directors shall receive written notification of such meetings at least three weeks prior to the date of the meeting.

G. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board called by them.

H. Notice

Notice of any special meeting of the Board of Directors shall be given at least one week previously thereto delivered electronically to each Director at his or her email address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

I. Quorum

A majority of the voting members of Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting.

J. Actions of the Board

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

K. Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. A voting member of the Board who receives compensation from the organization for services is precluded from voting on matters pertaining to that member's compensation.

L. Absences

Absence of a member of the Board from three successive meetings of the Board without excuse accepted by the Board shall authorize the Board to declare the office vacant. The Board shall select a replacement according to provisions for vacancies in Paragraph M.

M. Vacancies

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by an appointee of the Board of Directors. A Director appointed to fill a vacancy shall serve the remainder of the term of the predecessor in office.

N. Action by Directors in Lieu of a Meeting

Any action required by law to be taken at a meeting of Directors may be taken without a meeting.

O. Procedure for Line of Succession

In the event of a vacancy in the Presidency because of death, resignation, disqualification or otherwise, the Vice-President shall serve as acting president until such time as the Board of Directors shall vote for, from within the Board of Directors, a member to serve the remainder of the term.

P. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can be reasonably expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers, and the purposes and functions of the Corporation.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Q. Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

R. Financial Support

Each member of the Board of Directors, with the exception of the Senior Candidate Representative, shall contribute at least two hundred and fifty cash dollars (\$250.00) annually to the organization annually. Those Board members who also receive compensation for work related to the organization may choose to have part or all of their annual contribution deducted from their earned compensation. They will need to make this request in writing and will receive a letter noting the tax-deductible contribution.

Article VIII — Officers

A. Officers of the Corporation

The Officers of the Corporation shall be those listed in Article VII, Paragraph B, namely President, Vice-President, Secretary and Treasurer.

B. Election and Terms of Office

Each shall be elected as specified in Article VII, Paragraph E, and shall hold office until a successor has been elected and election results announced to the membership.

C. Removal

Any officer may be removed by a two-thirds vote of the Board of Directors when, in its judgement, the interest of the corporation would be best served by such action. Such removal, however, shall be without prejudice to contract rights of the officer removed.

Further, the membership may remove any officer by a vote of two-thirds of the members who are eligible to vote.

D. Vacancies

The Board of Directors shall have power to fill any vacancy in an office caused by death, resignation, disqualification or removal by the appointment of a qualified member of the Corporation. Members so appointed shall serve for the remainder of the term.

E. Duties of Officers

1. President

The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these by-laws or by law to some other officer or agent of the Corporation and he or she shall perform all duties as may be prescribed by the Board of Directors from time to time. The President shall be a member ex-officio of all committees.

2. Vice-President

The Vice-President shall serve as Membership Chairman and direct the affairs of the Membership Society, and shall perform the duties of the President (with the same powers and subject to the same restrictions) whenever the President is absent or is unable to act.

3. Treasurer

The Treasurer shall chair and oversee the work of the Finance Committee as described in Article IX-A. The Treasurer shall manage, with the finance committee, the board's review of and action related to the board's financial responsibilities; work with the chief executive and the chief financial officer and/or other approved staff to ensure that appropriate financial reports are made available to the board on a timely basis; present the annual budget to the board for approval; review the annual audit/review and answer board members' questions about the audit/review.

If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of duties in such amount and with such sureties as the Board may determine. He or she shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

4. Secretary

The Secretary shall keep the minutes of all the meetings of the membership and of the Board of Directors; ensure that all notices are given in accordance with the provisions of these by-laws; be the custodian of the seal of the Corporation, affixing such seal to all documents executed on behalf of the Corporation in accordance with the provisions of these by-laws.

He or she shall also keep a register of the post office and electronic addresses of each member (as furnished to the Secretary by that member) and shall accept and review all applications for membership, for resignation or for reinstatement of membership. He or she shall perform all duties incident to the office of Secretary and Membership Chairperson and such other duties as may from time to time be assigned by the President or the Board of Directors.

Article IX — Standing Committees

A. *Standing Committees*

The following shall be the Standing Committees of the Board of Directors of the Philadelphia School of Psychoanalysis:

1. The Executive Committee

The four officers of the Society, President, Vice President, Secretary, and Treasurer, serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and the by-laws, the Executive Committee shall have all the power and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

2. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes three other members from the Board or Society. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and annual budget with staff and Board members. The Board must approve the budget and all expenditures must be within budget. Any major change to the budget must be approved by the Board of the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and must be made available to the membership, board members, and the public.

3. Grievance and Ethics Committee

There shall be a three-year standing committee on Grievance and Ethics, appointed by the president and approved by the Board of Directors, composed of two Society members with the title of training or supervising analysts, one other member of the Society, and a public member who will sit on the committee concerning complaints against members of the PSP community. An ad hoc member will be selected by and from the student body for all cases involving a member or members of the student body.

The chairperson shall be selected from among the committee members to serve for the three-year duration of the committee.

All inquiries, complaints and issues relating to professional conduct shall be referred to this committee. All inquiries, proceedings and reports of this committee shall be held in confidence.

Should a matter that directly affects or involves any member of the committee be brought to the committee's attention, that member will be requested to absent himself or herself. This committee shall be guided by the NAAP code of standards, ethics and procedures for due process governing the professional conduct of the members of the PSP community. The committee shall consider and investigate complaints against members of the Association and PSP students who are alleged to have committed an offense of professional misconduct or action inimical to the best interest of PSP, or the profession of psychoanalysis. If in its considered opinion, there are sufficient grounds, a confidential report shall be presented to the Board of Directors, together with the recommendation of the committee.

4. Human Resources Committee

There shall be a Human Resources Committee appointed by the Board President to create and monitor personnel policies and serve as a council of advice to the Executive Director in implementing such policies.

5. Institutional Advancement Committee

There shall be an Institutional Advancement Committee chaired by the Board President and appointed by consent of the Board of Directors: [1] to create and implement a plan for PSP Board development, [2] to work with the Executive Director to create and implement a Membership development plan, [3] to work with the Executive Director in creating and implementing a fund development plan, and [4] to work with the Executive Director in

assuring an on-going strategic planning process for the organization.

B. *Ad Hoc Committees*

Ad hoc committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees may be formed to carry out special initiatives and will be disbanded when their work is complete. No ad hoc committee can exist for longer for twelve (12) months. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

1. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

2. Chairperson.

The Chairperson shall be the elected Director, or one member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

3. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5. Rules.

Each committee may adopt rules for its own government not inconsistent with these by-laws or rules adopted by the Board of Directors.

Article X — Director and Staff

A. Executive Director.

The Board shall hire an Executive Director who shall serve at the will of the Board.

The Executive Director shall have immediate and overall supervision of the operations of the Corporation and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members, and carry out the Corporation's goals and policies as determined by the Board of Directors. The Executive Director shall attend all Board meetings, report on the progress of the organization, answer questions of the Board members, and carry out the duties provided for in the job description. The Board may designate other duties as necessary.

Article XI- Contracts, Checks, Deposits and Funds

A. *Contracts.*

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

B. *Checks, Drafts, etc.*

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

C. *Deposits.*

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may elect.

D. *Gifts.*

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device of the general purpose or for any purpose of the corporation.

Article XII — Books and Records

A. *Required Records.*

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principle office a record giving the names and addresses of members entitled to vote.

Article XIV — Fiscal Year

The fiscal year of the corporation shall begin on the first day of June and end on the last day of May in each year.

Article XV— Dues

A. Annual Dues

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

B. Payment of Dues.

Dues shall be payable in advance on the first day of June in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

C. Default and Termination of Membership.

When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues become payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these by-laws.

Article XVI — Parliamentary Authority

Robert's Rules of Order, Revised shall be the parliamentary authority for this organization.

Article XVII — Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and have inscribed thereon the name of the corporation and the words, "Corporate Seal-1973-Pennsylvania."

Article XVIII — Waiver of Notice

Whenever any notice is required to be given under the provisions of the Pennsylvania Corporation Not-for-Profit Code or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof 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.

Article XIX — Dissolution

In the event that there should be dissolution of this corporation, any surplus funds remaining after paying or providing for all liabilities of the corporation shall be distributed to such not-for-profit organizations with purposes similar to this corporation as a majority of the Board of Directors shall decide.

Article XX — Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds vote of the members present at any regular or any special meeting of Board of Directors representing the Membership Society if at least two weeks written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

Article XXI—Implementation

These revised by-laws shall go into effect September 30, 2016 upon approval of the Board of Directors.

REVISED: May, 2023

APPROVED BY MEMBERSHIP: June, 2023