

BYLAWS OF
PITTSBURGH AREA INDEPENDENT SCHOOL TEACHERS' ASSOCIATION
A PENNSYLVANIA NONPROFIT CORPORATION

ADOPTED JUNE 25, 2009

ARTICLE I INTRODUCTORY

Section 1.1 Name. The name of the corporation is Pittsburgh Area Independent School Teachers' Association (the "**Corporation**").

Section 1.2 Purpose. As provided in its Articles of Incorporation, the Corporation is organized and shall be operated exclusively for the purpose of carrying on any activity or activities permitted to be carried on by a corporation organized and operated exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "**Code**"), including any and all activities that are lawful for a nonprofit charitable corporation formed under Pennsylvania law that is exempt from federal income tax under Section 501(c)(3) of the Code, specifically (but without limitation) providing faculty members and administrators with professional growth opportunities and a continuing exchange of information and bringing participating schools closer together at the elementary and secondary levels.

Subject to the limitations above, the Corporation is empowered to exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations, including, but without limitation thereon, the right and power to receive gifts, devises, bequests, and contributions outright, in trust or in any other form, and to use, apply, invest, and reinvest the principal and/or income therefrom or to distribute the same for the above purposes. In the event that an inconsistency exists between this Section 1.2 of the Bylaws and the Corporation's Articles of Incorporation, the Articles of Incorporation shall prevail.

Section 1.3 Offices. The registered office of the Corporation shall be located at Valley School of Ligonier, 153 Lupine Lane, Rector, Pennsylvania 15677, c/o David Kirkland, Westmoreland County, or at such other place as the Board of Directors (the "**Board**") may designate from time to time.

Section 1.4 Execution of Documents. All contracts and agreements authorized by the Board and all authorized checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall, unless otherwise directed by the Board or required by law, be signed by the President and another officer. The Board may, however, authorize the President, the Secretary or other officer to sign contracts and agreements singly and without necessity of counter signature.

Section 1.5 Fiscal Year. The fiscal year of the Corporation shall end on January 31st of each year or on such other date as may be fixed by resolution of the Board.

Section 1.6 Seal. The corporate seal of the Corporation, if any, shall be a circular seal with the name of the Corporation and the state of incorporation around the border and the words "Corporate Seal 2009" in the center.

ARTICLE II DIRECTORS

Section 2.1 Authority. The affairs of the Corporation shall be under the general direction of a Board of Directors which shall administer, manage, preserve and protect the property of the Corporation. Subject to the restrictions set forth in ARTICLE VII of these Bylaws, the Board of Directors may take any action which is permitted or required to be taken by members of a nonprofit corporation under the laws of the United States or the Commonwealth of Pennsylvania without the necessity of any prior action by the Board of Directors which would have otherwise been required by law for such action if there were members entitled to vote on such action.

Section 2.2 Numbers, Appointment, Term of Office. The Board shall consist of such number as may be fixed from time to time by the Board, but at no time shall the number of directors be less than three nor more than thirty-five. The initial Board shall be elected by the Incorporator and each subsequent Board shall be elected by the Board in the following manner:

(a) The faculties and/or administrators of each division (lower, middle, upper) of each Participating School (as hereinafter defined) shall have one representative on the Board.

(b) In addition, the current officers and the immediate past President shall be members of the Board.

(c) The Board shall be composed of two classes, each one making up one half of the Board with one class to be elected each year.

Each elected Director shall serve a term of two (2) years beginning in November in accordance with a schedule approved by the Board or until his or her successor is elected and takes office. Directors may succeed themselves.

For purposes of these Bylaws, "*Participating School*" means a school that maintains and pays yearly dues to the Corporation, as well as attends professional development workshops offered or suggested by the Corporation

Section 2.3 Vacancies. Vacancies occurring on the Board by death, resignation, refusal to serve or otherwise shall be filled by the Board in accordance with the provisions of Section 2.2 and each Director so appointed shall serve until the next regular election or until his or her successor is duly elected and qualified and takes office.

Section 2.4 Compensation. No compensation shall be paid to the Directors for their services as Directors but, at the discretion of the Board, they may be reimbursed for travel and actual expenses reasonably and necessarily incurred by them in attending meetings and performing other duties on behalf of the Corporation.

Section 2.5 Meetings. The Board shall meet at least quarterly and at such other dates and times determined appropriate by the Board. Special meetings shall be called at

the written request of the President or of a number of Directors constituting a quorum of the Directors in office. All meetings of the Board shall be held at the registered office of the Corporation unless otherwise designated in the notice at the request of the person or persons calling the meeting.

Section 2.6 Quorum. At all Board meetings for the transaction of business and for special meetings, the presence of one Director from each of one-half of the Participating Schools shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication equipment is used, by means of which all persons participating in the meeting can hear or communicate with each other at the same time. 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. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 2.7 Voting. Each Director shall be entitled to one vote on each matter submitted to a vote on the Board.

Section 2.8 Notices. Written notice of the time and place of all meetings of the Board shall be sent to all Directors at least five (5) days in advance of the date thereof. Such notice shall set forth the time and place of the meeting. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary or another designated officer of the Corporation and shall be delivered to each Director either personally or by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission, to his or her residence or place of business listed on the records of the Corporation. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for transmission to such person. Notice of an adjourned meeting shall be deemed to have been given if the date and time of the adjourned meeting are announced at the time of adjournment, and further notice, if any, is given pursuant to Section 2.6 hereof.

Section 2.9 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. In all cases, attendance at such meeting shall constitute waiver of such required notice.

Section 2.10 Standard of Care and Fiduciary Duty. A Director shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board, in good faith, in a manner he or she reasonably believes to be in the best interest of this Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in

the best interests of this Corporation. In performing these duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and
- (c) a committee of the Board of this Corporation upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 2.11 Powers of the Board. As an illustration of the authority and powers of the Board (and not as a finite list) as set forth in Section 2.1 and the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “*NCL*”), the Board shall have the following designated responsibilities:

- (a) to organize and plan the Corporation’s annual meeting as far in advance as possible and to see that the Participating Schools are informed in a timely manner of any pertinent information;
- (b) to appoint chairpersons of committees which shall formulate programs for at least one annual meeting and any other workshops for the Corporation;
- (c) to keep Participating Schools informed of the plans of the Corporation;
- (d) to distribute programs and other Corporation materials in the schools;
- (e) to cooperate with the work of the National Association of Independent Schools;
- (f) to act upon all business matters for which the Corporation is responsible and as authorized by these Bylaws;
- (g) to act upon suggestions and problems received from Participating Schools;
- (h) to recognize new Participating Schools at the annual meeting;

(i) to compile a directory of faculty, staff and administration in each school;

(j) to send a Board member or the President to the annual conferences of the independent associations of the neighboring areas, states and regions and to the annual conference of the Independent School Teachers Association and the National Schools; and

(k) to appoint annually an audit committee to complete its work no later than May 31.

Section 2.12 Rules and Regulations. The Board may adopt rules and regulations not inconsistent with these Bylaws or the Corporation's Articles of Incorporation for the administration and conduct of the affairs of the Corporation and may alter, amend, or repeal any such rules or regulations adopted by it.

Section 2.13 Removal. An elected or appointed Director may be removed from the Board by a majority of the remaining Directors in office with or without cause.

ARTICLE III OFFICERS

Section 3.1 Enumeration. The officers of the Corporation shall be elected by the Board, provided that no two officers shall be from any one Participating School unless there are no other nominees for both offices, and shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate.

Section 3.2 Term of Office.

(a) Each officer of the Corporation shall serve for a term of two (2) years, beginning with the January meeting of the Board, or until his or her successor is duly elected and takes office, subject to the power of the Board to remove any officer at any time.

(b) The President and Secretary shall be elected to their respective offices in each odd numbered year. The Vice-President and Treasurer shall be elected to their respective offices in each even numbered year. Newly-elected officers shall assume their offices in January following their election.

(c) If a Director who is a representative of a Participating School is then elected as an officer of the Corporation, such person shall remain on the Board as an officer under Section 2.2(b) of these Bylaws, and the Participating School may nominate for election to the Board a new representative for such Participating School to fill the vacancy created by such Director's election as an officer.

Section 3.3 Vacancies. Vacancies in the office of the President, the Vice President, the Secretary, or the Treasurer shall be filled by the Board. The President may, however, temporarily fill vacancies in the office of the Vice-President, Secretary, Treasurer, or any other office designated by the Board for the period ending upon the date when such vacancy is filled by the Board.

Section 3.4 The President. The President shall exercise general supervision of the affairs of the Corporation and shall conduct such affairs in accordance with the Articles of Incorporation and Bylaws of the Corporation and pursuant to the direction of the Board. The President shall preside at all meetings of the Board and all annual meeting of the Corporation. The President is responsible for overseeing the work of the Board and setting the agenda for the Board's meetings. The President shall also act as liaison between the Corporation and the Pennsylvania Association of Independent Schools. To facilitate this last need, the Corporation shall send the President to the annual meeting of the Pennsylvania Association of Independent Schools' executive board. To help promote further interaction between independent schools and to further professional growth, the President shall attend the national conference of the National Association of Independent Schools each year.

Section 3.5 The Vice President. The Vice-President shall fulfill the President's responsibilities in the event that the President is unable to do so or in cases of conflict of interest. The Vice-President shall perform such other duties as may be requested by the Board and shall coordinate the Corporation's annual meeting with the host school and the Board.

Section 3.6 The Secretary. The Secretary shall make or cause to be made minutes of all meetings of the Board and shall send a copy of such minutes to each Board member and the Participating School Heads and Division Heads after each meeting. The Secretary shall be responsible for the Board's correspondence and the timely mailing or delivery of all notices of meetings of the Board, shall affix the corporate seal at the direction of the President and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board.

Section 3.7 The Treasurer. The Treasurer shall oversee the financial activities of the Corporation. Specifically, he or she shall see that: (a) full and accurate accounts of receipts and disbursements are kept, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board, and (c) the Directors, at the regular meetings of the Board or whenever they shall require it, receive an account of the financial condition of the Corporation. In performing these functions, the Treasurer shall rely on employees of the Corporation or any affiliated corporation who possess special financing training and skills and whose employment responsibilities include management of the Corporation's financial affairs. In the absence or disability of the Treasurer, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Treasurer.

Section 3.8 Other Officers. All other officers of the Corporation shall have such responsibilities and perform such duties as may be prescribed by the Board.

Section 3.9 Removal of Officers. Any officer elected or appointed to office may be removed by the affirmative vote of the majority of Directors whenever in their judgment the best interest of this Corporation will be served. However, such removal will be without prejudice to any contractual or other rights of the officer so removed.

ARTICLE IV COMMITTEES

Section 4.1 Committees. There shall be such standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Committees shall consist of at least one Director of the Corporation. Persons who are not Directors may also be appointed to a committee. If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation. Such committees of the Board shall meet as necessary to accomplish their goals. The Board is authorized in its discretion to approve reimbursement for travel and actual expenses reasonably and necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such. Except as otherwise provided in the Bylaws, committee chairpersons and members shall be appointed by the President. The chairperson of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

Section 4.2 Limitation on Power of Committees. No such committee shall have any power or authority as to the following:

- (a) amendment or repeal of any resolution of the Board;
- (b) action on matters committed by the Bylaws or a resolution of the Board to another Committee of the Board, or to the Board itself.

ARTICLE V PERSONAL LIABILITY OF DIRECTORS

Section 5.1 Directors' Personal Liability. A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by Chapter 57, Subchapter B of the NCL, as in effect at the time of the alleged action or failure to take action by such Director.

Section 5.2 Preservation of Rights. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE VI INDEMNIFICATION

Section 6.1 Mandatory Indemnification. The Corporation shall indemnify to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NCL) each member, director, or

officer (including each former member, director, or officer) or employee of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened pending, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that it, he, or she is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by it, him, or her in connection with such action, suit, or proceeding.

Section 6.2 Mandatory Advancement of Expenses. The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a member, director, or officer of the Corporation referred to in Section 6.1 hereof in defending or appearing as a witness in any civil or criminal action, suit, or proceeding described in Section 6.1 hereof in advance of the final disposition of such action, suit, or proceeding. The expenses incurred by such member, director, or officer shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding only upon receipt of an undertaking by or on behalf of such member, director, or officer to repay all amounts advanced if it shall ultimately be determined that it, he, or she is not entitled to be indemnified by the Corporation as provided in Section 6.4 hereof.

Section 6.3 Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that it, he, or she is or was an authorized representative of the Corporation, both as to action in its, his, or her official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by it, him, or her in connection with such action, suit, or proceeding. The Corporation may, as determined by the Board from time to time, pay expenses incurred by any such person by reason of its, his, or her participation in an action, suit or proceeding referred to in this Section 6.3 in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that it, he, or she is not entitled to be indemnified by the Corporation as provided in Section 6.4 hereof.

Section 6.4 Scope of Indemnification. Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57 of the NCL, or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 6.5 Miscellaneous. Each member, director, officer, or employee of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of

expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executives, and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending, or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the Board of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 6.6 Definition of Authorized Representative. For the purpose of this Article, the term "authorized representative" shall mean a director, officer, employee, or agent of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman, or fiduciary of any employee benefit plan established and maintained by the Corporation or a person serving another corporation, partnership, joint venture, trust, or other enterprise in any of the foregoing capacities at the request of the Corporation.

ARTICLE VII RESTRICTIONS REGARDING THE OPERATION OF THE CORPORATION; ADMINISTRATION OF FUNDS

Section 7.1 No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in the Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation, and the Corporation shall not aid any political campaign on behalf of or in opposition to any candidate for public office.

Section 7.2 Violation of Charitable Purpose. In no event and under no circumstances shall the Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization exempt from federal income taxation or as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 7.3 Annual Report. The Treasurer shall submit annually to the Board a statement containing those details required to be included under the provisions of the NCL, the Articles of Incorporation of this Corporation, or these Bylaws.

Section 7.4 Books and Records. This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board and Committees. The Corporation will keep at its registered office the original or a copy of its Articles of Incorporation and Bylaws including amendments to date certified by the Secretary of the Corporation.

Section 7.5 Tax Records. The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

ARTICLE VIII AMENDMENTS

Section 8.1 Method of Amendment. These Bylaws may be amended by a two-thirds majority vote of the Board at any regular or special meeting, provided that a written copy of the proposed amendment be sent to each Board member at least three (3) weeks before consideration of such amendment.