

**PARTNERS IN PROGRESS:  
AMERICANS SUPPORTING RURAL SUSTAINABLE DEVELOPMENT IN HAITI**

**By-laws (revised 1.29.2011)**

**Article 1: Name**

**Section 1.1 Corporate name.** The name of this corporation shall be **Partners in Progress: Americans Supporting Rural Sustainable Development in Haiti**, a non-profit corporation.

**Article 2: Board of Directors**

The business of this organization shall be managed by a Board of Directors together with the officers of this organization.

A majority of the Board of Directors shall constitute a quorum.

The Board of Directors may make such rules and regulations covering its meetings and the operation of this organization as it may in its discretion determine to be necessary or desirable.

Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel at any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization for this hearing.

**Section 2.1 Number and qualifications.** The authorized number of directors shall be at least 3 and not more than 25. They shall be elected in a manner provided for in these bylaws. The number of directors may be increased or decreased from time to time in the manner provided for in these bylaws, except that there shall never be fewer than 3 directors. Directors need not be residents of the Commonwealth of Pennsylvania.

**Section 2.2 Election of Directors** The directors of the corporation must be natural persons, at least eighteen (18) years of age and shall be elected at any regular board meeting for a term of 2 years. Directors may be re-elected.

**Section 2.3 Powers** Subject to any limitations recited in the Articles of Incorporation, other sections of these bylaws and the laws of the Commonwealth of Pennsylvania, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting such general powers or powers conferred upon the Board of Directors elsewhere herein, in the Articles of Incorporation or bylaws, the Board of Directors shall have the following powers:

1. To conduct, manage, and control the affairs and business of the corporation and to make all rules and regulations not inconsistent with the law of the of the Articles of Incorporation or these bylaws;
2. To borrow money and incur indebtedness for the purposes of the corporation, and for those purposes to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and security therefor;
3. To control the corporation's property and provide for the purchase of property and the sponsorship of other activities by the corporation;
4. To authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and, unless so authorized, no officer or agent shall have any power

or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount;

5. To fix and locate from time to time one or more subsidiary offices of the corporation within or without the city or county; to designate any place of its choosing for the holding of any advisor council meeting or meetings; to adopt, make and use a corporate seal, and to alter the form of such seal from time to time, as in their judgment they may deem desirable, provided that such shall at all times comply with the provisions of the law.

**Section 2.4 Regular Meetings.** Regular meetings of the Board of Directors may be held at any place within or outside the Commonwealth of Pennsylvania that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. The Board of Directors shall hold regular meetings at least twice each year for the purpose of organization, election of officers, and the transaction of other business.

**Section 2.5 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President of the Board.

**Section 2.6 Notice.** Notice of meetings of the Board of Directors shall be given to each director personally by the secretary of the board by telephone or by letter or other form of written communication at least 48 hours before prior to the meeting. All notices due may be waived by the director in question. Attendance by a director at a meeting shall constitute a waiver or notice of such meeting and a waiver of any and all objections to the place, time, or manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objections to the transaction of affairs because the meeting is not lawfully called or convened.

**Section 2.7 Action without a meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent orally or in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any meeting, regular or special, may be held by conference telephone or similar communicating equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

**Section 2.8 Compensation.** No director or officer shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a director or officer for receiving any compensation from the organization for duties other than as a director or officer.

**Section 2.9 Salaries.** The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization

### **Article 3: Officers**

**Section 3.1 Officers.** The officers of this corporation shall be President, Vice President, Treasurer, and Secretary, and such other officers as may, from time to time, be designated by the Board of Directors. All officers must be directors of the corporation. Except as otherwise provided in the bylaws, the Board of Directors shall define the duties and responsibilities of the officers.

**Section 3.2 Elections.** The Board of Directors and all officers shall be elected at any regular board meeting to serve for a term of two (2) years. Officers and directors shall be eligible for re-election.

**Section 3.3 Removal and resignations.** Any director or officer may be removed either with or without cause, by a majority of the Board of Directors, at any regular or special meeting of the Board. Any officer or director may resign at any time by giving written notice to the Board of Directors, and such resignation shall take effect upon its receipt.

**Section 3.4 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors. An officer shall serve for the unexpired term of his or her predecessor.

**Section 3.5 President.** The president shall be responsible to the Board of Directors and the advisory council of the corporation. He or she shall be responsible to the Board of Directors for and have all powers and duties as may be prescribed by the Board of Directors. The president shall be an ex officio member of all committees of the Board of Directors with the exception of a nominating committee.

**Section 3.6 Vice President.** The vice president shall share all of the powers and responsibilities equally with the president as may be prescribed by the Board of Directors. In the event of the absence or inability of the president to exercise his or her office, the vice president shall also become the president of the organization.

**Section 3.7 Treasurer.** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by any director. The treasurer shall render to the directors, whenever they so request, an account of all his or her transactions as treasurer and of the financial condition of the corporation. He or she shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

**Section 3.8 Secretary.** The secretary shall be responsible for keeping a full and complete written record of the proceedings of the Board of Directors, the committees of the Board and the advisory council. He or she shall make service of such notices of meetings of the Board of Directors as are required by the bylaws or by law or as may be necessary and proper. He or she shall keep the seal of the corporation (if there be one) and affix it to such papers and instruments as may be required in the regular course of business, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

#### **Article 4: Miscellaneous**

**Section 4.1 Liabilities of members.** No person who is now, or who later becomes a member of the Board of Directors, an officer or part of the advisory of the corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation or person or entity seeking financial or other recourse shall look only to the assets of the corporation for payment.

**Section 4.2 Inspection of Articles of Incorporation and Bylaws.** The corporation shall keep in its principal office for the transaction of business the original or a copy of the articles of incorporation and bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

**Section 4.3 Amendments of bylaws.** The bylaws of the corporation shall be subject to amendment, alteration, or repeal, and new bylaws may be made and adopted by the vote of a majority of a quorum of the Board of Directors, at a meeting duly called in accordance with these bylaws, or by the written consent of directors as provided for in these bylaws.

**Section 4.4 Emergency bylaws.** The Board of Directors may adopt bylaws to be effective only in an emergency. For purposes of this section, an emergency exists if a quorum of the directors cannot readily be assembled because of some catastrophic event. The bylaws, to the extent not inconsistent with the emergency bylaws, shall remain in effect during the emergency, and upon termination of the emergency, the emergency bylaws will cease to be operative.

**Section 4.5 Exempt activities.** Notwithstanding any other provision of these bylaws, no director, officer, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of

the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**Section 4.6 Advisory Council.** The corporation retains the right to create, facilitate and terminate an advisory council on which specialists, subject matter experts and certain stakeholders can serve. Members of the advisory council do not have voting rights but may be invited to participate in official meetings of the corporation. A person may be nominated for membership on the advisory council by any member of the board of directors. Approval will rest with majority approval of the executive committee comprised of organizational officers. Invitation to join the advisory council will be the responsibility of the board president upon majority approval by the executive committee. No term limits shall be set for members of the advisory council. A person may resign their membership from the advisory council at anytime effective immediately upon receipt by the board president. A person may be removed from the advisory council at any time by the board president with majority approval of the executive committee at the sole discretion of the executive committee.

# AMENDMENTS TO BYLAWS

## PARTNERS IN PROGRESS: AMERICANS SUPPORTING RURAL SUSTAINABLE DEVELOPMENT IN HAITI

### Article 5: Purpose

**Section 5.1 Purpose.** The corporation is a nonprofit corporation organized solely for educational and charitable purposes pursuant to the Pennsylvania Nonprofit Corporation Law of 1988. The corporation is not organized for the private benefit of any person. The specific and primary purposes for which the corporation is formed are:

1. For the advancement of educational, charity, community development and any other related or corresponding charitable purposes by the distribution of its funds for such purposes;
2. To enhance and encourage the education of students through the utilization of speakers, slide presentations, lectures, workshops, seminars, videos and other activities;
3. To raise funds for educational programs;
4. To promote interaction between groups interested in rural sustainable development through the sharing of information and expertise;
5. To create an implement educational programs designed to encourage students in disadvantaged communities and further the skills necessary to enhance their educational opportunities;
6. To generally do and perform all and every act, matter and thing that nonprofit corporations are by law authorized to do and perform.

**Section 5.2 Tax exempt compliance.** Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue laws) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

### Article 6: Limitations of Powers

The corporation shall have the authority and power to conduct its affairs and business as provided in the bylaws, and all other applicable laws, with the following limitations:

**Section 6.1 Political activity.** No substantial part of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 6.2 Private inurement.** The property, assets, profits, and net income of this corporation are irrevocably dedicated to the purposes set forth in Article 5 of the bylaws, and no part of the profits or net income of the corporation shall ever inure to the benefit of any member, director, officer, or to the benefit of any private individual, except for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 5.

**Section 6.3 Distribution of corporate assets.** Upon the winding up and dissolution of the corporation after paying or adequately providing for debts and obligations of the corporation, the remaining assets of the Corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Laws), and which is Qualified for exemption from taxation under the laws of the Commonwealth of Pennsylvania.

**Section 6.4** No pecuniary gain or profit. The corporation is not organized, nor shall it be operated for pecuniary gain or profit, as defined for purposes of section 501(c)(3) of the Internal Revenue Code of 1954.

**Section 6.5** No self-dealing. The corporation shall not engage in any self-dealing as defined in section 494(d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent United States Internal Revenue Laws).

**Section 6.6** No excess business holdings. The corporation shall not retain any excess business holdings, as defined in section 4943(c) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent United States Internal Revenue Laws).

**Section 6.7** No investments subject to tax. The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent United States Internal Revenue Laws).

**Section 6.8** No taxable expenditures. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent United States Internal Revenue Laws).

ADOPTED BY VOTE OF MAJORITY OF  
QUORUM OF THE BOARD OF DIRECTORS  
ON \_\_\_\_\_.

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**WITNESS**

\_\_\_\_\_  
**PRESIDENT OF THE BOARD**

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**WITNESS**