

BY-LAWS OF THE PENNSYLVANIA CHILDREN AND YOUTH ADMINISTRATORS, INC.

Amended and Adopted March 19, 2003

PREAMBLE

The formation of the Pennsylvania Children and Youth Administrators, Inc. reflects recognition of the need for better communication and joint planning between public County Children and Youth agencies and the Commonwealth of Pennsylvania and also between the County Children and Youth Agencies and the County Commissioners Association of Pennsylvania, all of whom are responsible for meeting the diverse needs of children and youth in the Commonwealth. The formation of this Association also reflects recognition of the need of County Children and Youth Administrators to share with each other solutions to the problems facing Pennsylvania's young people.

ARTICLE I PURPOSES

Section 1. The corporation was incorporated under the Pennsylvania Nonprofit Corporation Law of 1972. The corporation's affairs are governed by the Pennsylvania Nonprofit Corporation Law of 1988, as amended. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The corporation is an instrumentality of political subdivisions of the Commonwealth of Pennsylvania and the nature of the activities to be conducted, and the purposes to be promoted or carried out by the corporation exclusively shall be within the purview of Sections 115(1) and 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the "Code"). The corporation shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Code. Without limiting the generality of the foregoing, the purposes of the corporation shall be:

A. To direct all efforts to develop as well as improve the quality of human services provided to eligible children and youth and their families living within the Commonwealth of Pennsylvania.

B. To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania and which are not otherwise prohibited by its Articles of Incorporation or Bylaws.

ARTICLE II MEMBERSHIP

Section 1. The membership of the Pennsylvania Children and Youth Administrators, Inc. shall be open to current Administrators of public Children and Youth Agencies that provide services for children and youth in the Commonwealth. Other persons eligible for participation are:

A. Acting administrators, assistant administrators, and other persons in policy formation, such as directors of casework services and casework supervisors and fiscal officers.

B. Each county shall have one vote. In counties having more than one representative, the director or his/her designate, as indicated, shall be the voting member.

C. One third of all voting members shall constitute a quorum and a quorum shall be necessary and sufficient for the transaction of business at any meeting of the members.

D. No county shall have the right to vote if its membership dues are in arrears of six months of the billing date in the year billed, unless waived by the Board of Directors.

Section 2. The Executive Committees of the Pennsylvania Children and Youth Administrators, Inc. and the County Commissioners Association of Pennsylvania shall

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determine the assessment charged to counties as well as the mechanism to compute dues. Dues will be billed by the Association staff at times agreed upon by the Board of Directors.

ARTICLE III RELATIONS WITH MEMBER AGENCIES

Section 1. Affiliation with the Corporation by the member agencies shall in no way commit them to any obligations, financial or otherwise, nor bind them to any policy of future course of action to which they have not individually agreed. Each participating agency shall maintain its independence and freedom of action in all matters. No financial obligation may be imposed upon any agency without its consent.

ARTICLE IV FREQUENCY OF MEETINGS

Section 1. The Corporation shall meet quarterly at such time and place as shall be designated by the Board. An Annual Meeting shall be held during the month of June.

Section 2. All stated meetings and the Annual Meeting of the Corporation shall be held in the Commonwealth of Pennsylvania, the time and place to be designated by the Board and stated in the notice of the meeting, including agenda, which notice shall be sent to each member by the Association staff at least ten days prior to the date of such meeting.

Section 3. Special meetings shall be convened by the President with the approval of the Executive Committee. The time and place to be designated by the President and stated in the notice of the meeting, including agenda, which notice shall be sent to each member by the Association staff at least fourteen days prior to the date of such meeting.

ARTICLE V OFFICERS

Section 1. Officers of the Corporation shall be a President, First Vice President, Second Vice President, and Secretary/Treasurer to be elected from the membership at the annual meeting. These four positions shall constitute the Executive Committee of the Corporation.

Section 2. Each officer shall hold office for 2 years or until his/her successor shall be elected and qualified. The President and Vice Presidents may not succeed themselves by reelection to the same position for more than 2 consecutive terms.

Section 3. The Corporation may from time to time create such other offices, as it deems appropriate.

Section 4. Officers shall have, in addition to duties described in these by-laws, those duties customarily assigned to comparable officers in similar corporations.

Section 5. The officers shall serve as such without compensation. Payment of expenses related to official business shall not be construed as compensation.

Section 6. The President shall be the chief executive officer of the Corporation; he/she shall preside at all meetings of the members and directors; shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other office or officers of the Corporation. He/she shall execute bonds, mortgages and other documents of the Corporation. He/she shall be an ex-officio member of all committees, shall serve in a nonvoting capacity on the Executive Committee of the County Commissioners Association of Pennsylvania, and shall have the general powers and duties of supervision and management usually vested in the Office of President.

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Section 7. The First Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such duties as he/she may be required to do from time to time. He/she shall also serve in a nonvoting capacity on the Human Services Committee of the County Commissioners Association of Pennsylvania.

Section 8. The Second Vice President shall act in all cases for and as the First Vice President in the latter's absence or incapacity, and shall perform such duties as he/she may be required to do from time to time.

Section 9. The Secretary/Treasurer shall: attend all meetings of the Board and of the general membership and act as clerk thereof, recording the attendance and all motions and votes of the Corporation; present the minutes of said meetings to the general membership for approval at Quarterly Meetings; periodically, but no less than quarterly, review the Corporation's financial reports and make appropriate recommendations to the Board of Directors; present the Corporation's financial status to the general membership at Quarterly Meetings; and perform other relevant duties as directed by the president.

ARTICLE VI BOARD OF DIRECTORS AND COMMITTEES

Section 1. The Board of Directors will consist of the President, First Vice President, Second Vice President, Secretary/Treasurer, Regional Representatives and immediate past president. They shall serve 2-year terms in this capacity. The Board of Directors shall supervise the transaction of all routine and special business that may be brought before it and shall act for the membership in the interim between its meetings. The Board of Directors shall meet upon the call of the President. Appointment to any vacant office shall be made by the President with approval of the Board of the unexpired term. Except for Emeritus Board Members, each Board member shall have one vote on any issue before the Board.

Section 2. No more than two regional representatives will be selected by the members from each D.P.W. region and shall be responsible for the following:

- 1) To develop a mechanism to foster communication of the Board and members between association quarterly meetings and give notice of those meetings to all administrators in the region and central office staff. He/she is also responsible for recording the minutes of those meetings.
- 2) To communicate critical issues via current communication technologies to the Board and to give a verbal report at the Association's quarterly meetings.
- 3) To gather opinions from members in the region on various issues of importance to the Association as a whole and in issues stemming from the functioning of the Department of Public Welfare Regional Office.
- 4) To disseminate information from the P.C.Y.A. Board of Directors when so requested.
- 5) To be available as a contact person for members in the region with questions/concerns about the D.P.W. Regional Office and the Association.

Section 3. Current administrators who have made significant contributions of service to the Board of Directors and the Association may be considered for Board Member Emeritus status. Appointment to Board Member Emeritus status shall be made by the President with approval of the Board, and shall be reviewed every two years. Board Members Emeritus shall have the same rights and privileges as other Board Members, except that they serve in an advisory, nonvoting capacity and serve at the discretion of the Board. When a Board Member Emeritus wishes to end their service, they shall inform the President of that decision.

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Section 4. The Board of Directors may from time to time establish committees, as it deems appropriate, including the following:

A. A Nominating Committee consisting of Members representing each region shall be elected by the membership at the regular Quarterly meeting prior to the Annual Meeting. At the Annual Meeting, the Nominating Committee shall present nominations of candidates for offices for the coming two years.

ARTICLE VII AMENDMENTS

Section 1. These By-laws may be amended by the affirmative vote of the majority of the quorum, with a minimum being one more than one-third of the voting members of the participating agencies. Written notice of such proposed amendments shall be given by the Association staff to each member at least fourteen days prior to the date of such meeting.

ARTICLE VIII RESTRICTIONS

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. The net earnings of the corporation shall be devoted exclusively to the promotion of social welfare within the meaning of Section 501(c)(4) of the Code. The corporation shall not, directly or indirectly, participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. The corporation shall not operate a social club for the benefit, pleasure or recreation of its members or carry on a business with the general public in a manner similar to organizations which are operated for a profit. Any other provision of these Bylaws to the contrary notwithstanding, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Sections 115(1) and 501(c)(4) of the Code. Consistent with Sections 115(1) and 501(c)(4) of the Code, the corporation shall (a) be used for a governmental purpose and perform a governmental function, (b) perform its functions on behalf of political subdivisions, which political subdivisions shall have the powers and interests of the members, (c) involve no private interests, (d) be controlled and supervised by public authorities, and (e) derive its operating resources from political subdivisions. These Bylaws shall not be altered or amended in derogation of the provisions of this Article.

ARTICLE IX TERMINATION

Section 1. Upon the dissolution of the organization, assets shall be distributed to one or more organizations described in Sections 115(1) and 501(c)(4) of the Code. 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 the organization is then located, exclusively for such purposes.

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