

**CEA-PA Constitution and By-Laws**

**THE CONTINUING EDUCATION  
ASSOCIATION  
OF PENNSYLVANIA  
(CEA/PA)**

**CONSTITUTION  
&  
BY-LAWS**

**Revised 3/23/04**

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**THE CONTINUING EDUCATION ASSOCIATION  
OF PENNSYLVANIA**

(CEA/PA)

Revised 3/23/04

**CONSTITUTION**

**PREAMBLE:**

The Continuing Education Association of Pennsylvania dedicates itself to the promotion and support of quality programs of public and private continuing education in the State of Pennsylvania. The Association serves as an advocate for the post secondary adult learner and encourages the professional development of its members.

**ARTICLE I –NAME**

The name of this organization shall be the Continuing Education Association of Pennsylvania. The state-wide association for public and private continuing education, hereafter referred to as The Association.

**ARTICLE II – PURPOSES**

The purposes for which this Association has been organized are as follows:

- To promote an exchange of information and ideas.
- To address problems confronting continuing education personnel and the adult learner.
- To strengthen lifelong learning programs.
- To encourage professional development among its members.
- To provide the membership with current legislative information relative to part-time students.
- To expand community development and public service programs.
- To strengthen continuing higher education programs and services within Pennsylvania through collaboration.

## ARTICLE III – MEMBERSHIP

### 1. Qualifications for Membership

- a. Membership shall consist of deans, directors, professional continuing educators, community service, lifelong learning staff and faculty of public and private higher education institutions.
- b. Any other provider of continuing education may upon request of an approval by the Executive Board become a non-voting associate member.
- c. Institutional membership shall be limited to public and private colleges and universities engaged in, or providing, continuing higher education activities or services in the State of Pennsylvania.
- d. Individuals may be nominated for honorary or life membership by the Executive Board and approved by the Association Membership. Such membership may be extended to continuing education programs.

## ARTICLE IV – OFFICERS

### SECTION 1

The officers of the Association shall be the President, the 1<sup>st</sup> Vice-President/President-Elect, the 2<sup>nd</sup> Vice-President, the Secretary and the Treasurer. They shall be elected at the annual meeting and shall hold office until their successors have been selected. In the case of the Vice-President/President-Elect the election to the Presidency shall be unnecessary as the person shall automatically assume that office upon the termination of the term of the President.

Nominations for 2<sup>nd</sup> Vice-President shall be limited to current members.

The term of office for the President-Elect shall be for three years, one as President-Elect, one as President, and one as Immediate Past-President. The Secretary and Treasurer shall hold a two year term of office.

### SECTION 2

There shall be an Executive Board of no less than six elected members including the officers indicated **Section 1 of Article IV**, and the Immediate Past-President. Three members may be elected each year at the annual meeting each to serve three year terms. An attempt will be made to provide a balanced slate of Board members with representation from public and private institutions and two-year and four-year institutions. The standing committee members are non-voting members of the Board.

Nominations to the Executive Board shall be limited to individuals who are voting members of the Association.

### SECTION 3

The Executive Board, at its discretion, may appoint voting members to the Executive Board.

### SECTION 4

Any officer or Board member elected by the membership may be removed by petition by a 2/3 vote of the voting members. In the event of the death, resignation or removal of an officer or a Board member, the Board at its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

## **ARTICLE V – COMMITTEES**

### SECTION 1

There shall be two classes of committees, standing and special. The standing committees shall be provided for in the By-Laws of the Association. Special committees may be created by the President of the Association as deemed desirable. The President shall be a non-voting member of all committees.

### SECTION 2

Standing committees of the Association shall include the Nominations, Professional Development, Legislative/Political Action, Membership, Marketing, Finance, Resolution and Awards Committee, and Long-Range Planning.

## **ARTICLE VI – MEETINGS**

### SECTION 1

There shall be an annual meeting of the membership, the place of which shall be fixed by the Executive Board during the annual state-wide conference. The President shall be responsible for the development of plans for the annual meeting.

There shall be regional, one-day meetings in the eastern part of the State and in the western part of the State of the membership, the time and place of which shall be fixed by the Regional Chairs (usually during the Spring in late April or early May). The Regional Chairs shall be appointed by the President and will serve as voting members of the Executive Board.

## **ARTICLE VII – FINANCES**

The fiscal year shall begin on January 1 of each year. Dues shall be established and detailed in the By-Laws of the Association.

## **ARTICLE VIII – BY-LAWS, AMENDMENTS AND PRACTICES**

### **SECTION 1**

The Association shall establish by-laws governing the routine activity of its Executive Board, officers and committees. The By-Laws shall be adopted by a vote of the members of the Association at a membership meeting and may be amended or repealed by a similar vote at subsequent meeting.

The Executive Board may adopt, amend or repeal any By-Law, subject to the vote of the members at the next membership meeting. Any changes in the By-Laws initiated by the Executive Board must be set forth in a notice to the members before the next membership meeting, and the changes approved or rejected by vote at that meeting.

### **SECTION 2**

The Constitution may be amended by the affirmative vote of two-thirds of the members in attendance at any regular membership meeting of the association, provided that prior notice of the proposed amendment has been included in the notice of the meeting sent to all members. The Secretary of the Association shall notify the members of proposed amendments. The Membership Chair shall clarify the list of members eligible to vote at such meetings.

### **SECTION 3**

On all matters not covered by the Constitution and By-Laws of the Association, practice and procedures shall follow Robert's Rules of Order, revised edition.

4/19/91

**BY-LAWS**  
**of the**  
**CONTINUING EDUCATION**  
**ASSOCIATION OF PENNSYLVANIA**  
**(CEA/PA)**

**ARTICLE I – OFFICE**

The principal office of the organization, hereafter referred to as The Association, shall be at the location of the Treasurer.

The Association may also have offices at such places within or without this state as the Executive Board may from time to time determine or as the business of The Association may require.

**ARTICLE II – MEMBERSHIP**

**1. Classification of Membership**

- a. Voting membership (except for life and honorary membership) is for one year and may be either individual and/or institutional, and is contingent upon payment of annual dues.
- b. Associate membership, non-voting is for one year and is contingent upon payment of annual dues.

**Privileges of Members**

All members shall be entitled to attend all meetings of The Association, to receive reports and publications issued by The Association. Voting members serve as officers of the Association.

**2. Membership Meetings**

The annual meeting of the Association shall be held in conjunction with the state-wide conference. The Secretary or his/her designee shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of The Association a notice or program announcement stating the time and place of the annual meeting.

The annual conference of The Association shall be held each year at the time and place designated by the delegates at the preceding conference, and shall be considered as the official meeting date of The Association.

The Association at its annual conference shall have full authority to determine plans, procedures and regulations concerning any matter affecting The Association not otherwise provided by these By-Laws.

Members present at The Association's annual meeting shall constitute a quorum.

A voting membership roll (institutional & individual) showing the list of members as of the record date, certified by the Membership Chair of the Association, shall be produced at any meeting of the members upon the request therefore of any member who has given written notice to The Association that such request will be made at least ten days prior to the meeting. All voting members (institutional & individual) appearing on such membership roll shall be entitled to vote at the meeting.

### **3. Special Meetings**

Special meetings of The Association may be called by the members of the Executive Board. The Secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days before the scheduled date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meetings.

Voting members present at special meetings of The Association shall constitute a quorum.

### **4. Email Ballot**

If special business should arise between meetings of The Association which requires the approval of the membership, the Executive Board may use an email ballot for such purposes. However, use of the email ballot shall be limited to urgent issues requiring immediate membership approval.

### **5. Fixing Record Date For Determining Members Who Can Vote**

For the purpose of determining the members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or

for the purpose of any other action, the Executive Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, no more than fifty days prior to any other action.

## **6. Action By Members In Lieu Of A Meeting**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all members entitled to vote thereon.

## **7. Proxies**

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him/her by proxy.

Every proxy must be signed by the member or his/her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

## **8. Order of Business**

The order of business at all meetings of members shall be as follows:

- a. Determination of quorum
- b. Reading of the minutes of the preceding meeting
- c. Reports of officers
- d. Reports of committees
- e. Old and unfinished business
- f. New business
- g. Other business
- h. Adjournments

## **9. Membership Fees**

Membership is for one year. Membership will be categorized as individual, institutional, associate, or retired.

## **ARTICLE III – OFFICERS**

### **1. Offices, Election, Term**

Officers shall be elected or appointed biannually at the CEA/PA Annual Meeting. Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

### **2. President**

The President shall be the chief executive officer of The Association; he/she shall have the general management of the affairs of The Association and shall see that all orders and resolutions of the Executive Board are carried into effect.

### **3. First Vice-President/President-Elect**

During the absence or disability of the President, the First Vice-President shall have all the powers and function of the President. The First Vice-President/President-Elect will call an Executive Board Meeting immediately following the annual state-wide meeting. The President-Elect is responsible for announcing at this meeting the chairs for standing committees. The First Vice-President shall chair the Finance Committee and perform such other duties as the Executive Board shall prescribe.

### **4. Second Vice-President**

During the absence or disability of the First Vice-President, the Second Vice-President shall have all the powers and functions of the First Vice-President. The Second Vice-President shall chair the Long-Range Planning Committee and perform other duties as the Executive Board shall prescribe.

### **5. Treasurer**

In association with the Finance Committee, the Treasurer shall have the care and custody of all the funds and securities of The Association and shall deposit said funds in the name of The Association in such bank or trust company as the directors may elect; he/she shall, when duly authorized by the Executive Board, sign as to execute all contracts in the name of The Association, when countersigned by the President; he/she shall also sign all checks, drafts, notes, and orders for payment of money, which shall be duly authorized by the President; he/she shall at all reasonable times exhibit his/her books and accounts to any director or member coordinated by the Finance Committee. At the end of the

fiscal year, he/she shall have an audit of the accounts of The Association, and shall present such audit in writing at the state-wide annual meeting of the members at which time he/she shall also present an annual report setting forth in full the financial conditions of The Association.

## **6. Secretary**

The Secretary shall keep the minutes of the Executive Board and also the minutes of the members. He/she shall have the custody of the seal of The Association corporation when a seal is designed and shall affix and attest the same to documents when duly authorized by the Executive Board. He/she shall attend to the giving and serving of all notices of The Association, and shall have charge of such books and papers as the Executive Board may direct; he/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. The Secretary serves as the official archivist for The Association. He/she shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of The Association showing their contact information.

## **7. Parliamentarian**

Appointment by the President/Elect on a yearly basis will be responsible for parliamentary procedures and updating and revisions of the constitution and by-laws for the organization/corporation.

## **8. Sureties and Bonds**

In case the Executive Board shall so require, any officer or agent of The Association corporation shall execute to The Association a bond in each sum and with such surety or sureties as the Executive Board may direct, conditioned upon the faithful performance of his/her duties to The Association (or corporation) and including responsibility for negligence and for the accounting for all property, funds or securities of The Association which may come into his/her hands.

## **ARTICLE IV – EXECUTIVE BOARD MEMBERS**

### **1. Management of The Association**

The Association shall be managed by an Executive Board which shall consist of not less than six voting members.

### **2. Executive Board**

The Executive Board shall consist of the elected officers, the chairpersons of the standing committees, and the immediate past-president. The Executive Board shall serve as an interim for vacancies that may occur among the officers, and shall perform other duties that may be prescribed by The Association. All decisions affecting policy shall be subject to review by the membership. The Executive Board shall meet upon the call of the President, but in no instance shall the Executive Board meet less than three times per year.

### **3. Increase or Decrease in Number of Executive Board Members**

The number of Executive Board members may be increased or decreased by vote of a majority of all the members. No decrease in the number of Executive Board members shall shorten the term of any incumbent Executive Board members.

### **4. Vacancies of Executive Board Members**

Vacancies occurring by reason of the removal of Executive Board members without cause shall be filled by vote of the voting members. An Executive Board member elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

### **5. Quorum of Executive Board**

Unless otherwise provided in the Certificate of Incorporation, a majority of the voting members of the Executive Board, i.e. elected board members and officers shall constitute a quorum for the transaction of business of any specified item of business.

### **6. Action of the Board**

The vote of a majority of the Executive Board members present at the time of a vote, if a quorum is present at such time, shall be the act of the Executive Board. Each Executive Board member present shall have one vote.

## **7. Place and Time of Board Meetings**

The Executive Board may hold its meetings at places either within or outside the state, as it may from time to time determine.

## **8. First Regular Meeting**

The first regular meeting of the Executive Board will be held during the annual state-wide meeting of the voting membership.

## **9. Notice of Meetings of the Board**

Regular meetings of the Executive Board may not be held without notice of such time and place as it shall from time to time determine. Special meetings of the Executive Board shall be held upon notice to the board members and may be called by the President upon three days notice to each Executive Board member either personally or by mail or electronically; special meetings shall be called by the President or by the Secretary in a like manner on written request of two board members.

## **10. Chair**

At all meetings of the Executive Board the President, or in his/her absence, the First Vice-President, shall preside.

## **11. Executive and Special Committees**

The Executive Board, by resolution adopted by a majority of the entire Executive Board, may designate from among its members an executive committee and other special committees. Each executive committee will consist of at least one member of the Executive Board. Special committees shall consist of at least one voting member of The Association. Each such committee shall serve at the pleasure of the Executive Board.

## **ARTICLE V – COMMITTEES**

There shall be two classes of committees: Standing and Special. Standing committees shall be those which are constituted to operate for an indefinite period. Special committees shall be those which are appointed for a specific purpose. The President shall appoint all members of Standing and Special committees, shall fill vacancies on such committees, and may appoint alternates thereon. An effort should be made to provide overlapping tenure of membership on committees in order to insure continuity of purpose.

### **STANDING COMMITTEES**

#### **1. Nominations Committee**

The specific role and activities of the Nominations Committee will be:

- A.** to prepare a slate of nominations for the positions of Vice-President (President-Elect), Second Vice-President, Secretary and Treasurer to be presented at the annual state-wide meeting of The Association;
- B.** to select individuals to fill vacancies occurring on the Executive Board from the voting membership;
- C.** to recommend to the First Vice-President/President-Elect of The Association the names of individuals to serve on standing committees; and
- D.** to make recommendations to the Executive Board regarding such issues as terms of office, presidential succession and other topics affecting the Nominations Committee.

#### **2. The Long-Range Planning Committee**

The Long-Range Planning Committee (LRPC) will address issues and concerns deemed important to The Association by the Executive Board. The LRPC will monitor all funding proposals and review the functions of the various standing and special committees of The Association. The membership of LRPC and the duration of the issues and concerns received shall be at the discretion of the chair (i.e., Second Vice-President). This committee is responsible for the LRP document of The Association/Corporation. The committee reviews and makes recommendations for revisions of the Constitution and By-Laws. All recommendations are submitted to the Executive Board for approval.

### **3. Legislative/Political Action Committee**

The Committee keeps the Executive Board and general membership informed about adult education legislative matters on national, state, and local levels. In addition, the committee:

- a. works with State education departments on legislative action to be submitted.
- b. Works with State legislators to keep them informed on pending adult education legislation.
- c. Meets at least once each year as a Committee to draft an appropriate course of action.
- d. Develops strategies to keep CEA/PA members aware of important legislative matters.
- e. Works with other continuing and adult education groups to promote adult education legislation.
- f. The Legislative Committee should develop a three-year plan which includes opportunities to legislate funding alternatives for part-time students.
- g. On a yearly basis, a directory of legislators and their administrative aides should be compiled and distributed to all members.

### **4. Membership Committee**

The membership committee is responsible to the Executive Board of CEA/PA. The specific role and activities of the Membership Committee are as follows:

- a. To contact past members and potential members eligible for membership in CEA/PA to encourage participation.
- b. to prepare a membership mailing to further the above activity.
- c. to assist at conference registration with membership forms and information about the purpose and activity of CEA/PA.
- d. to provide outreach activities at regional meetings through the Regional Chairs.
- e. To develop and maintain an official membership directory including a voting membership roll for annual and special meetings.
- f. to collect membership fees and forward them to the Treasurer.
- g. to assist in the preparation of membership forms, brochures, and cards.

## 5. Marketing Committee

The specific role and activities of the Marketing Committee will be:

- a. to recommend policy and procedures regarding all publications of The Association, including a NEWSLETTER, membership brochures and other publications produced for general circulation.
- b. To guide editorial policy which will enable the CEA/PA Newsletter to establish and maintain a leadership role in publishing learned articles and manuscripts related to developments in continuing education as relates to higher education institutions in the Commonwealth of Pennsylvania.
- c. To assist in the production and distribution of the Newsletter.
- d. To prepare and disseminate appropriate news releases regarding Association activities.
- e. The Marketing Committee will include the Marketing Chair, the Membership Chair, the Newsletter Chair, and three other members to be selected by the Chair of Marketing.

## 6. Resolutions and Awards Committee

Guidelines for submission of resolutions are as follows:

### **a. Submission of Recommendations:**

Any member of the Association may submit resolutions relating to the Association's role or mission at any time during the year to the Chair of the Resolutions and Awards Committee and/or the current officers of The Association. All resolutions must be submitted in writing to be considered for acceptance by the Resolutions and Awards Committee

### **b. Procedure for Consideration of Resolutions:**

All resolutions submitted for consideration by The Association must receive majority approval by the members of the Resolutions and Awards Committee and the Executive Board before submission to the general membership for approval.

**(1) If Balloting is Conducted by Mail:**

Approval of resolutions by the general membership will require a majority vote of the members of The Association at the time if, as provided for in these By-Laws, the balloting is conducted by mail/email

**(2) If Balloting is Conducted at State-Wide Meetings:**

Approval at a state-wide meeting called by the President of the Association, where the general membership is notified in advance of the meeting date will require a majority of those present at the meeting to approve a resolution

**(3) Nature and Type of Resolutions:**

Resolutions submitted for consideration might relate to:

- a. recognition, expression of appreciation, and/or acknowledgement of achievements within or outside The Association and/or the field of continuing higher education.
- b. Plans, policies, legislation and general direction of the field of higher education in or outside the Commonwealth of Pennsylvania which would impact upon the members of The Association and/or their respective institutions.
- c. Other areas that generally relate to The Association or its membership as deemed appropriate by the Resolutions and Awards Committee.

**c. Criteria for Presentation of Awards**

**(1) Submission of Recommendations:**

Any member of The Association may submit recommendations for honors or awards to be presented to recognize current or past members of The Association (and/or the institutions which they represent).

**(2) Procedure for Consideration of Awards:**

All recommendations submitted for consideration of awards must be approved by a majority of the members of the Resolutions and Awards Committee. If a new award or honor is recommended for adoption by The Association, it must be approved by the general membership as per the “Guidelines for Submission of Resolutions”. If individuals and/or institutions are being considered for established, previously approved awards, the majority vote of the Resolutions and Awards Committee and then the Executive Board will suffice.

**(3) Establishing Criteria for Specific Honors or Awards:**

Criteria for specific awards or honors will be determined by the Resolutions and Awards Committee. Recommendations for such criteria are requested in writing from the individual (s) submitting a proposal for such.

**d. CEA/PA Awards**

In order to stimulate, encourage, and reward outstanding contributions to the advancement of continuing education, CEA/PA has established two awards that may be presented at each annual conference.

**(1) CEA/PA President’s Award**

- a. The recipient of the CEA/PA President’s Award shall be a person who, in the judgment of the Resolutions and Awards Committee and with the approval of the Executive Board, has made an outstanding leadership contribution to continuing education.
- b. The recipient will be a President, Chief Executive Officer or another in a position of organizational prominence.
- c. The recipient will be affiliated with an institution or organization in Pennsylvania.
- d. There is no prescription as to the exact nature of the contribution to be considered. It may be a single achievement or the contribution may be realized from a group of achievements, developments, or activities. As an indication of possible areas of contribution, the following are suggested:

- i. Leadership contribution to organizations, associations, educational or professional societies, etc.,
  - ii. Contributions through the executive administration and/or support of innovative continuing education programs and service to students,
  - iii. Contributions toward fostering adult development through top-level promotion of the field.
- e. The Resolutions and Awards Committee will present the award at the annual conference.
- f. It is expected that the recipient will deliver an address following the receipt of the award.
- g. This award may be given annually.

## **(2) CEA/PA Excellence Award**

- a. This award will be given to a CEA/PA member (or members, if the award is shared) who has made a contribution or contributions of significance to the organization throughout the year.
- b. There is no prescription as to the exact nature of the contribution to be considered. As an indication of possible areas of contribution, the following are suggested:
  - i. Exemplary service as a CEA/PA officer,
  - ii. Outstanding CEA/PA committee leadership or participation,
  - iii. Recognizable contributions to CEA/PA outside of office, committee or other formal structures of the organization,
  - iv. Extraordinary advancement of CEA/PA via such routes as publications, presentations, member recruitment, etc.

## **7. Professional Development Committee**

The specific role and activities of the Committee will be:

- a. To coordinate professional development activities for CEA/PA members through the annual fall conference and regional workshops.
- b. To provide workshops and seminars in professional development for CEA/PA members and other adult educators across the state.
- c. To help promote and introduce 'State of the Art' ideas and knowledge that will lead to improved continuing education programs in the State of Pennsylvania.
- d. To create a better awareness of the critical need for ongoing professional development for continuing education practitioners.
- e. To coordinate a joint, regional conference (Ohio, New York, Pennsylvania) to promote new ideas, to network, and to provide opportunities for professional development.

## **8. Finance Committee**

This committee shall establish an annual budget and monitor the budget and related functions. The standing committees will submit budget requests to the Finance Committee for review and incorporation into the annual budget of The Association. Membership will include the 1<sup>st</sup> Vice-President as chair, representatives of each of the standing committees, the Treasurer as ex-officio member.

## **ARTICLE VI – FISCAL YEAR**

The fiscal year of The Association shall extend from January 1 to December 31.

## **ARTICLE V11 – SEAL**

A seal for The Association shall be adopted once a corporation is formed. The seal shall be appended to these By-Laws.

## **ARTICLE VIII – CONSTRUCTION**

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

## **ARTICLE IX – EFFECTIVE DATES**

1. The Association was established at the first Annual Meeting on November 5, 1989.
2. The Certificate of Incorporation was filed on January 25, 1990 as a non-profit corporation in Pennsylvania.