

BYLAWS
AMERICAN CIVIL LIBERTIES UNION OF PENNSYLVANIA, INC.

ARTICLE I
THE ORGANIZATION

Section 1.1.0 Name. The name of this organization is the American Civil Liberties Union of Pennsylvania, Inc. (“ACLU-PA”). The ACLU-PA is an affiliate of the American Civil Liberties Union, Inc., referred to in these bylaws both as “the ACLU” and “the national ACLU.”

Section 1.2.0 Offices. The principal office of the ACLU-PA is the Bourse Building, Suite 570, 111 South Independence Mall East, Philadelphia, PA 19106, or at the location hereafter established by the ACLU-PA Board of Directors. The ACLU-PA may establish other offices at such other places as its Board of Directors may from time to time determine.

Section 1.3.0 Coordination. The ACLU-PA will act in conformity with the provisions of the Constitution and Bylaws of the American Civil Liberties Union, Inc.

ARTICLE II
MISSION STATEMENT

The ACLU-PA is a nonprofit, nonpartisan, membership organization dedicated to defending and expanding individual rights and personal freedoms throughout the entire state of Pennsylvania. Through advocacy, public education and litigation, its staff and volunteers work to preserve and enhance liberties grounded in the United States and Pennsylvania constitutions and civil rights laws. Among those liberties are freedoms of speech, religion and association; the right to petition the government; separation of church and state; the right to privacy; reproductive freedom; due process of law; the rights of the accused; and the right to equal treatment under the law.

ARTICLE III
MEMBERS AND CHAPTERS

Section 3.1.0 Membership. The membership of the ACLU-PA consists of those persons who are members of the ACLU, who are appropriately classified as Pennsylvania members, and who pay dues.

Section 3.2.0 Dues. Members of the ACLU-PA shall pay annual dues as established in categories of membership by the national ACLU.

Section 3.3.0 Chapters. A chapter of ACLU-PA is composed of the members of ACLU-PA residing within a geographical area of Pennsylvania that has been defined by the Board.

- 3.3.1 At the time of adoption of these bylaws, chapters of the ACLU-PA are the Northwest, Williamsport, Northeast, Central, Central Susquehanna, Greater Lehigh, Pittsburgh, Keystone, South Central, Lancaster, and Philadelphia chapters.

- 3.3.2 The Board may from time to time create or abolish a chapter of the ACLU-PA, by such means as redefining the boundaries of existing chapters, combining chapters, or dividing a chapter. The Board will not create or abolish a chapter without having first consulted with the members in that area including the leadership of any affected chapter.
- 3.3.3 Each Chapter may determine its own leadership, conduct its own meetings, determine its own agenda and priorities, and plan and carry out its own activities, provided that such actions shall at all times be consistent with these Bylaws, and in keeping with ACLU-PA and national ACLU rules and policies.

Section 3.4.0 Action on Statewide Issues. When the ACLU-PA, through its Board, has taken a position on an issue of statewide concern, each local chapter will take cognizance of that position, to the end of obtaining general unity rather than absolute uniformity.

3.5.0. Membership Conference. The Board of Directors, at its discretion, may convene a membership conference to consider matters of concern to the ACLU-PA as a whole.

3.5.1. Any Chapter, pursuant to procedures adopted from time to time by the Board, may petition the Board in writing to convene a membership conference.

3.5.2. When notice of the convening of a conference is given to the membership, direct notice to each Chapter, coupled with posting the notice on the ACLU-PA web site at least 21 days in advance, shall constitute sufficient notice.

3.5.3. A membership conference shall be open to all members of the ACLU-PA. However, each Chapter shall send to the conference that number of delegates and those Chapter officers as may be determined by the Board of Directors from time to time. The ACLU-PA will reimburse the reasonable travel expenses of required delegates and officers.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1.0 Governance. The ACLU-PA shall be governed by a Board of Directors.

Section 4.2.0 Responsibilities. The primary responsibilities of the Board of Directors shall be implementing the mission of the ACLU and ACLU-PA and managing the affairs of the ACLU-PA. Each Director is required to discharge these duties in accordance with the fiduciary obligations established by law.

Section 4.3.0 Number, Selection, and Qualifications.

4.3.1 Number and Selection. There will be 25 Directors, 13 of whom shall be elected from the chapters and 12 of whom shall be elected at large.

(a) Directors elected from chapters shall be selected as follows:

- (i) Higher-Membership Chapters.
 - (A) Subject to subparagraph (C), chapters having at least 7.7% of the total membership of the ACLU-PA residing within the chapter's boundaries (referred to herein as "higher-membership chapters") shall nominate and directly elect to the Board one Director for each 7.7%.
 - (B) Directors from each of the higher-membership chapters shall be elected according to the procedures of that chapter's governing board, subject to the requirements imposed by the bylaws or policies of the national ACLU and policies of the ACLU-PA.
 - (C) At its first meeting of the calendar year 2017, and at four-year intervals thereafter, the Board shall examine the most recent available membership statistics of the ACLU-PA, averaged over the previous four years, to determine which chapters qualify as higher-membership chapters and the number of Directors to be elected by each. For the purpose of ensuring an equitable geographic distribution of the 13 seats for chapter-elected Directors, the Board may by two-thirds vote approve moderate deviations from a strict adherence to the 7.7% ratio established under subparagraph (a)(i)(A); provided, however, that the Board shall not allocate such a seat to a chapter having less than 7.1% of the membership. Implementation of this quadrennial allocation of seats shall be as provided in subparagraph (a)(iii) of this subsection.

- (ii) Lower-Membership Chapters.
 - (A) Directors equal in number to the difference between 13 and the number selected by higher-membership chapters will be elected by the membership of the ACLU-PA residing outside the boundaries of the higher-membership chapters.
 - (B) The Nominating Committee, with the advice of the leadership of lower-membership chapters and with particular attention to geographical distribution, shall nominate candidates for election to these seats on the Board.
 - (C) Any 25 members of the ACLU-PA not residing within the boundaries of a higher-membership chapter may by petition also nominate a candidate for any of these seats.

- (iii) Reallocation. Whenever a shift in membership results in reallocation of Board seats pursuant to subparagraph (a)(i)(C), that reallocation shall be implemented on the next occasion when the term expires of a Director whose seat must as a result be eliminated, if such reallocation is still

warranted in light of then-current membership statistics; and provided that the Board seat occupied by the President shall not be eliminated under this provision, to the extent that completion of the President's term as such may conflict with this requirement.

- (b) At-Large Directors. The general membership of the ACLU-PA shall elect 12 Directors at large to serve on the Board as follows:
 - (i) The Nominating Committee shall nominate one or more candidates for each of these seats.
 - (ii) Any 50 members of the ACLU-PA may by petition also nominate a candidate for any of these seats.
 - (iii) A ballot of the entire membership shall be conducted prior to each annual meeting of the Board to elect as many of these 12 Directors as may be necessary.
- (c) Once the time for nominating Directors under either subparagraph (a)(ii) (lower-membership chapter delegates) or paragraph (b) of this subsection (at-large members) has expired (including the time allowed for nominations by petition), if the number of nominees in either category does not exceed the number of Directors to be elected, the Secretary shall cast a unanimous ballot for the unopposed nominees, and they shall be declared to be elected without any further ballot of the membership.

4.3.2 Qualifications. No person will be eligible for election to the Board unless that person is a member in good standing of the ACLU-PA.

Section 4.4.0 Term of Office. Directors shall be elected for three-year terms, staggered so that as nearly as practicable one third of the Directors' terms commence each year. Except as provided in Section 4.5.3, Directors' terms shall commence at the conclusion of the annual meeting following their election. A term of service as a director continues, except in a case of death, resignation or removal, until a successor is elected and the successor's service commences. Directors who have completed two consecutive full three-year terms are ineligible for Board membership for a minimum of one year immediately thereafter. The Officers and immediate past President are not subject to this term limit requirement, to the extent that completion of their terms as such (including a term to which the officer has been elected or may be re-elected under Section 4.7.2) may conflict with the requirement.

Section 4.5.0 Removal and Disqualification; Filling a Vacancy.

- 4.5.1 Removal. Any Director may be removed for cause by a vote of two-thirds of those present at any meeting of the Board, provided that written notice of the proposed removal has been included in the notice of the meeting. Absence from three or more consecutive meetings of the Board, without reasonable excuse, will be a cause for removal.

- 4.5.2 Disqualification. If the ACLU membership of any Director terminates for any reason that member will thereupon and forthwith cease to be a Director of the ACLU-PA.
- 4.5.3 Filling a Vacancy. If the seat of a Director who was elected at large or from the lower-membership chapters becomes vacant prior to the expiration of that Director's term, the vacancy shall be filled at the next election. If the seat of a Director elected from a higher-membership chapter becomes vacant, the vacancy shall be filled by vote of the Board of that chapter. Any Director elected to fill a vacancy shall serve until the end of the unexpired term.

Section 4.6.0 Compensation. Directors are not entitled to receive any compensation for serving in that capacity, but they may be reimbursed for their reasonable expenses in accordance with such policies as the Board may adopt.

Section 4.7.0 Officers.

- 4.7.1 Titles. The Board shall elect at the annual meeting of the Board the following officers: a President, a First Vice President, a Second Vice President, a Treasurer, and a Secretary, all of whom will be elected from the Board of Directors.
- 4.7.2 Term. Each Officer so named will serve for two years and thereafter until his or her successor is elected. An officer may at most be reelected twice, for a total of no more than three consecutive terms in any one office, before rotating out of that office for one year. Except as provided in Section 4.7.3, Officers' terms shall commence at the conclusion of the annual meeting following their election.
- 4.7.3 Removal; Vacancy. Any Officer may be removed at any time by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. A vacancy occurring in any office of the ACLU-PA shall be filled by the Board of Directors at its next meeting. In the interim, the President may designate any other member of the Executive Committee to perform the functions of that office. If a vacancy occurs in the office of President, the Executive Committee shall designate a Vice President to serve as Acting President until the next meeting of the Board.
- 4.7.4 Duties. The Officers shall have the powers and duties usually and properly incident to such offices, and such other powers and duties as may be prescribed by the Board of Directors of the ACLU-PA.

Section 4.8.0 Emeritus/Emerita; Ex Officio.

- 4.8.1 Emeritus Status. The Board of Directors may by election bestow the title of Director and/or [title of officer] Emeritus or Emerita on a departing or former Director in recognition of service to the ACLU-PA. Such Directors Emeriti and Emeritae shall be invited to all Board meetings and functions. They may

participate in Board discussions and deliberations, but will not be entitled to vote, and their presence will not count toward a quorum.

- 4.8.2 Ex Officio Status. The immediate past President, the representative to the national ACLU Board, the representative to the national ACLU Board of any other affiliate within Pennsylvania, and the Affirmative Action Officer shall be Directors ex officio, and shall be invited to all Board meetings and functions. They may participate in Board discussions and deliberations, but will not be entitled to vote, and their presence will not count toward a quorum. A representative or AAO who is otherwise a Director, however, may vote and the presence of that person does count toward a quorum.

Section 4.9.0 National Representative and Affirmative Action Officer.

- 4.9.1 Titles. The Board shall also elect at the annual meeting of the Board a representative of the ACLU-PA to the Board of the national ACLU (“National Representative”) and an Affirmative Action Officer (“AAO”), neither of whom need to be from the Board of Directors.
- 4.9.2 The National Representative and the AAO will each serve for three years, or for such other term as may be required by the by-laws and policies of the national ACLU, and thereafter until his or her successor is elected.
- 4.9.3 Removal; Vacancy. The National Representative may be removed at any time by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. The AAO may only be removed in accordance with ACLU policy as may be applicable. Any vacancy occurring in these positions shall be filled by the Board of Directors as soon as possible.
- 4.9.4 Duties. The National Representative and the AAO shall have the duties usually and properly incident to such positions, and such other duties as may be prescribed by the Board of Directors of the ACLU-PA or the applicable policies of the national ACLU.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1.0 Annual Meeting. The annual meeting of the Board of Directors shall be held in December or at a time determined by the Board. At the annual meeting, the outgoing Board of Directors shall elect Officers (pursuant to Section 4.7.1), shall elect a National Representative and Affirmative Action Officer (pursuant to Section 4.9.1), and may transact any other business that may properly come before the Board.

Section 5.2.0 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such times and places the Board may from time to time determine.

Section 5.3.0 Special Meetings. Special meetings of the Board may be called at any time by the President, and shall be called by the President promptly upon written request of a majority of the Board. No business will be transacted at any special meeting unless specified in the notice of the meeting.

Section 5.4.0 Quorum; Voting. One-third of sitting, voting Board members shall constitute a quorum at all meetings of the Board. A vote by a simple majority of the Directors present and voting shall constitute the formal action of the ACLU-PA except where these Bylaws or the provisions of applicable law require a greater majority. Voting may not be by proxy.

Section 5.5.0 Notice of Meetings; Right to Attend.

5.5.1 Notice. Notice of any annual or regular meeting shall be given to each Director and to each local chapter in person, or by telephone, electronic mail, facsimile or mail at least seven calendar days prior to the meeting. Notice of any special meeting of the Board shall be given to each Director either personally, by mail, electronic mail, facsimile or telephone at least five calendar days prior to the meeting.

5.5.2 Open Meetings. Except when the Board meets in executive session, any member in good standing of the ACLU-PA may attend any meeting of the Board.

Section 5.6.0 Telephone Conference. One or more Directors may participate in meetings of the Board, at the discretion of the President, by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Directors not physically present at any annual or regular meeting will not be counted toward a quorum but may vote.

Section 5.7.0 Action Without a Meeting. Any action which may be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if written consent setting forth the action so taken shall be signed by all Directors or the members of the committee, as the case may be. The written consent shall be filed with the Secretary of the ACLU-PA.

ARTICLE VI BOARD COMMITTEES

Section 6.1.0 Executive Committee.

6.1.1 Composition. There shall be an Executive Committee chaired by the President and composed of the five Officers and three additional Directors appointed by the President.

6.1.2 Powers and Duties. The Executive Committee shall have the power to act on behalf of the Board between meetings of the Board when such action is necessary or appropriate. Such action shall constitute the action of the Board, subject to the Board's power to rescind such action at its next meeting. Under no circumstances may the Executive Committee fill vacancies on the Board or among the Officers,

amend the Bylaws or the Articles of Incorporation, amend or repeal any Board resolution, or act on matters not previously approved by the Board which would involve an expenditure in excess of \$2,500. The Executive Committee shall also confer and consult with the Executive Director with respect to long range planning, whenever an ad hoc committee for that purpose is not active.

- 6.1.3 Meetings. The Executive Committee shall meet regularly but in any event prior to every regular meeting of the Board, and may hold other meetings as called by its chair. It may also take action without a meeting as described in Section 5.7.0.
- 6.1.4 Notice of Meetings; Quorum. Notice of Executive Committee meetings shall be as described in Section 5.5.0. A quorum shall be at least half of the committee members.

Section 6.2.0 Other Committees.

6.2.1 Standing Committees. In addition to the Executive Committee, other standing committees shall be Nominating and Elections, Development, Governance, Finance and Audit, and Personnel.

6.2.2 Additional Committees. The President or the Board may establish or abolish additional standing or ad hoc committees whenever in their judgment the needs of the ACLU-PA would be best served thereby.

Section 6.3.0 Committee Chairs and Members. The President shall appoint a chair or co-chairs for each committee, who must be Directors. The President, in consultation with the chair or co-chairs, shall appoint additional members for each committee, who may include individuals who do not serve on the Board. At least two-thirds of each committee shall be members of the ACLU-PA.

ARTICLE VII LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 7.1.0 Limitation of Liability. A Director shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office under Section 5713 of the Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5713 (relating to standard of care and justifiable reliance), or any successor provision, and the breach or failure constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for payment of taxes pursuant to local, state or federal law.

Section 7.2.0 Indemnification. The ACLU-PA shall indemnify any Officer or Director (or employee or agent designated by majority vote of the Board of Directors to the extent provided in such vote) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including action by or in the right of the ACLU-PA) by reason of the fact that he or she is or

was a Director, Officer, employee, or agent of the ACLU-PA, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Indemnification pursuant to this Section shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness. Expenses incurred by an Officer, Director, employee, or agent purportedly indemnified by this Section in defending a civil or criminal action, suit or proceeding may be paid by the ACLU-PA. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 7.2.0 shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of the ACLU-PA and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.3.0 Insurance. The Board of Directors may authorize, by a vote of a majority of the entire Board of Directors, the ACLU-PA to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the ACLU-PA, or is or was serving at the request of the ACLU-PA as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the ACLU-PA would have the power to indemnify him or her against such liability under the provisions of this Article VII. Furthermore, the ACLU-PA may create a fund of any nature, which may, but need not be, under the control of a Director, or otherwise secure or insure in any manner its indemnification obligations referred to in Section 7.2.0 of this Article.

ARTICLE VIII STAFF

Section 8.1.0 Executive Director. There will be a single Executive Director who will be responsible for the hiring, retention or termination and the supervision of all other ACLU-PA employees and will exercise the duties of Executive Director subject to the authority of the Board.

Section 8.2.0 Salaries. All staff salaries will be paid by or on behalf of the ACLU-PA.

ARTICLE IX FINANCE

Section 9.1.0 Fiscal Year. The fiscal year of the ACLU-PA shall be from April 1 through March 31, or such other fiscal year as may be required by the national ACLU.

Section 9.2.0 Bank Accounts. All checks or demands for money and notes of the ACLU-PA in the amount of \$2,500 or more shall be signed by two persons, one of whom is an Officer or other person designated by the Board and one of whom is a staff member of the ACLU-PA designated by the Executive Director. All chapter bank accounts are the property of the ACLU-PA.

Section 9.3.0 Audit. The accounts of the ACLU-PA shall be audited at least once a year as part of the audit or other financial review conducted by a Certified Public Accountant and a copy of such audit shall be submitted to the Board of Directors.

Section 9.4.0 Budget. The Executive Director will prepare a budget covering the proposed expenses for the coming fiscal year, as determined by the Board. That budget will be presented to the Board, which will adopt a budget for the coming fiscal year, subject to such modification during the year as may be necessary or desirable.

ARTICLE X GENERAL PROVISIONS

Section 10.1.0 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

Section 10.2.0 Conflicts of Interest. It is recognized that occasions may arise when a member of the Board of Directors or an Officer of the ACLU-PA has a financial interest in a contract or transaction upon which action is to be taken or withheld by the board or a committee thereof. It is the policy of the ACLU-PA and of its Board of Directors that:

- 10.2.1 Any material facts as to such financial interest shall be disclosed by such Director or Officer to the members of the Board or committee.
- 10.2.2 The Director or Officer having such financial interest or any matter shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such Director or Officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Director or Officer abstained from voting.
- 10.2.3 No contract or transaction in which a Director or Officer has a financial interest shall be knowingly entered into by the ACLU-PA unless it has been authorized in good faith by the Board of Directors pursuant to Section 5728 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5728.

Section 10.3.0 Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the ACLU-PA and the year and state of incorporation.

Section 10.4.0 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the nature of the business to be transacted or the purpose of the meeting need be specified in the waiver, except that a waiver for a special meeting shall specify the general nature

of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting.

Section 10.5.0 Records. An original or duplicate record of the proceedings of the Board of Directors and other bodies, the books or records of account, and the Bylaws, shall be kept at the registered office or principal place of business.

Section 10.6.0 Amendments.

10.6.1 Amendment by Board of Directors. These Bylaws may be amended or repealed by the vote of two-thirds of the Directors present at any regular or special meeting of the Board if the notice of meeting specified the action to be taken and was given at least thirty calendar days before the meeting.

10.6.2 Amendment by Members. These Bylaws may be amended or repealed upon petition of the members in accordance with the procedure set forth in this subsection. The petition to amend the Bylaws must identify with specificity the language to be added, deleted or altered and shall be signed by at least two percent of the members in good standing as determined by reference to the current membership roster. Each member on the petition must list his or her name, address used for purposes of ACLU membership and current phone number or email address. Upon verification of the petition's signatures and satisfaction of the two percent requirement, a meeting of the members shall be convened with at least sixty days' notice to the members of the meeting's location, time, and purpose. The members in attendance shall be permitted to revise the proposed Amendment by majority vote. A vote of two-thirds of those in attendance at a duly convened meeting of the members for the purpose of amending the Bylaws shall be sufficient for adoption of the specified or revised Bylaw amendment.

Adopted by ACLU-PA Board of Directors, December 9, 2006.
Amended September 8, 2007;
amended September 12, 2009;
amended September 19, 2010;
amended December 7, 2013;
amended September 7, 2014;
amended March 5, 2016;
amended December 9, 2017.