

VotePA
(VotePA, Inc.)
CONSTITUTION AND BYLAWS

Adopted June 30, 2006; Amended January 1, 2010

ARTICLE I – NAME, PURPOSE AND ORGANIZATION

Section 1: This organization shall be known as VotePA. (“VotePA,” the “Corporation”) It shall be incorporated as VotePA, Inc, a nonprofit corporation in accordance with the laws of the Commonwealth of Pennsylvania and shall operate under these Bylaws.

A.) VotePA is an acronym standing for “Voters for Open and Transparent Elections in Pennsylvania,” a statement reflecting the Corporation’s mission and purpose.

Section 2: The VotePA is organized to protect the right of every eligible Pennsylvania citizen to vote and have his or her vote counted accurately in fair, open and transparent elections. This mission shall include study, observation, advocacy, and education of the public about all matters concerning the right to vote in Pennsylvania, including but not limited to the following activities:

- A.) Education of the public and officials about the need for accessible and verifiable voting systems, voter-verified paper ballots, meaningful audits of elections, secure and transparent election practices open to public observation, open ballot access and voter registration procedures, and appropriate election law.
- B.) Helping citizens to understand and protect their voting rights.
- C.) Observing and studying the testing and selection of voting systems, and observing other electoral processes, including the detection, investigation, prevention, and prosecution of election frauds.
- D.) Working with election officials and others, including public citizens, to ensure fair, open, and accurate elections, to develop the best possible electoral practices, and to encourage increased participation by citizens in their elections as pollworkers and observers.
- E.) Advocating for improvements in election laws.

Section 3: In pursuit of the foregoing purposes, the Corporation may engage in any and all lawful activities except as otherwise limited or restricted in these Bylaws.

Section 4: The Corporation shall be organized for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Section 5: VotePA may, but is not required to, at any time form or operate related organizations tax-exempt under the meaning of 501(c)(3), Section 527, or any other applicable law; or participate in coalitions or alliances with organizations dedicated to purposes similar to its own.

Section 6: The initial principal place of business of the VotePA shall be 6093 Pleasant Valley Road, Irwin, PA 15642, and subsequently at such address the Board of Directors may determine.

Section 7: There shall be no capital stock of the Corporation.

Section 8: The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

Section 9: The fiscal year of the VotePA shall be January 1 to December 31.

ARTICLE II – MEMBERSHIP

Section 1: There shall be no voting class of general membership.

ARTICLE III – BOARD OF DIRECTORS

Section 1: The Board of Directors of the VotePA shall control the affairs and property of the Corporation. All corporate and organizational powers, except as otherwise provided for in these Bylaws, shall be vested in and exercised by the Board of Directors.

Section 2: The number of directors on the initial Board of Directors of the Corporation shall be three (3). Thereafter, the number of directors may be varied by the Board at its annual meeting, or more frequently if desired, provided that the number of directors shall be no fewer than three (3) and no more than fifteen (15).

Section 3: Directors of the Corporation shall not be compensated for their services as a director, however,

- A.) At its discretion the Board may provide for the remuneration of reasonable documented expenses incurred by Board members in the performance of their duties to the Corporation.
- B.) Directors who simultaneously hold offices or perform other work for the Corporation may be compensated for their services in these additional capacities, provided the compensation is determined by the Board of Directors in advance, is documented by a signed contract between the parties, and the compensation paid is reasonable in amount for the work performed. In the event that a member of the Board of Directors is the intended contractor, (s)he shall be recused from deliberations for such contract.

Section 4: Except as otherwise provided for in these Bylaws or as required by law, the Board of Directors may delegate any such powers or authority as it sees fit to committees, officers, or employees of the Corporation.

ARTICLE IV – OFFICERS

Section 1: The officers of the VotePA shall consist of a President, one or more Vice President(s), a Secretary, and a Treasurer. The Vice President office may be expanded into First and Second or more Vice President offices, if duly voted on and approved by the Board of Directors.

Section 2: Multiple offices may be held by any one individual simultaneously, however no instrument to be signed by more than one officer may be signed by any one person in more than one capacity.

Section 3: The officers of the VotePA shall be members of its Board of Directors.

ARTICLE V - DUTIES OF OFFICERS

Section 1: The President shall preside at all meetings of the Board of Directors and Executive Committee. (S)he shall call all meetings through the Secretary. The President shall have the authority to appoint committees and chairpersons thereof for any subject or reason as (s)he and/or the Board or Executive Committee considers necessary, and shall serve as an ex officio member of all committees. The President may serve as Executive Director of the Corporation and may perform other duties from time to time as the Board of Directors and/or Executive Committee may require.

Section 2: The Vice President(s) shall perform the duties of the President in his/her absence, illness, or other incapacity. In the absence of the President and Vice President(s), the Secretary or Treasurer may preside and assume the duties of the President.

Section 3: The Secretary shall keep a permanent written record of all meetings of the Board of Directors and Executive Committee, keep all other records of the Corporation, notify the Board of Directors and Executive Committee of all meetings, handle all correspondence pertaining to the Corporation's business, tally all mail and electronic votes, file all reports and keep all records required by the Corporation, file all non-financial reports required by any governmental agency(s), and perform other duties from time to time as the Board of Directors and/or Executive Committee may require.

Section 4: The Treasurer shall be responsible for the receipt and safekeeping of all monies and property belonging to the Corporation. (S)he shall promptly pay all bills and invoices owed by the Corporation for its budgeted and/or authorized expenses, or otherwise dispense Corporation funds under the direction of the Board of Directors. (S)he shall be responsible for the keeping books or accounts, submitting a written statement of accounts at all meetings, filing all financial reports required by any governmental agency(s), rendering a written proposed budget for the coming year for approval at the Annual Meeting, rendering a full written financial accounting for audit at the close of each fiscal year, and any other duties required by these Bylaws or the Board.

ARTICLE VI – MEETINGS

Section 1: The Board of Directors of the VotePA shall hold an Annual Meeting each year. Directors in good standing shall be sent written notice of the time, date, and place of the Annual Meeting by first class U.S. Mail to their last known address, or by e-mail to their designated e-mail address, or by any other method the Board of Directors may authorize, no less than seven (7) days and not more than forty (40) days prior to the Annual Meeting.

Section 2: The Board of Directors and its Executive Committee may hold other meetings as deemed necessary for the conduct of the Corporation's business. Notice of other meetings shall be sent by mail, e-mail, telephone, or other means no less than three (3) days prior to the meeting, except in the case of meetings called in emergency.

Section 3. Meetings may be called by the President or at request of the majority of the Board of Directors, and may be held in person, by telephone conference, or by other electronic means.

Section 4: Quorum. A quorum at any meeting of the Board of Directors shall consist of a majority of the Board of Directors. A quorum at any meeting of the Executive Committee shall consist of a majority of the Executive Committee.

Section 5: At any meeting of the Board or Executive Committee where a quorum is present, a majority of those present shall decide any question that shall come before the meeting and that decision shall be an act of the Board of Directors or Executive Committee respectively, unless otherwise provided in these Bylaws.

ARTICLE VI – ELECTIONS

Section 1: Officers and directors shall be elected by the Board of Directors at its Annual Meeting.

Section 2: Nominations for officers and directors may be made by committee or from the floor, as the Board of Directors shall determine.

Section 3: Voting for officers and directors may be by secret ballot, voice vote, roll call, or other method determined by the Board of Directors. In all voting for officers and directors the candidate receiving the highest number of votes shall be deemed elected.

Section 4: The term of office for officers shall be one year beginning January 1st and ending December 31st. The term of office for directors shall be determined by the Board of Directors. Officers and directors shall continue in office until a successor has been elected and qualified, or until death, resignation, or removal at which time a vacancy shall be declared.

Section 5: In case of vacancy or creation of a new open position, an office or director position may be filled for the unexpired term by majority vote of the directors then in office at any meeting in person or by conference telephone call duly called and convened. Any vacancy shall be filled no later than ninety (90) days after its occurrence.

Section 6: Any officer or director of the VotePA may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office.

ARTICLE VII – MANAGEMENT

Section 1: The Officers of the VotePA, acting as an Executive Committee of the Board of Directors, shall manage the Corporation between meetings of the Board of Directors.

Section 2: The salaries, if any, of officers of the VotePA serving on the Executive Committee shall be determined by the Board of Directors in advance of employment, shall be documented by a signed contract between the parties, and shall be reasonable in amount for the work performed. The fact that any officer also is a director of the Corporation shall not preclude his or her receiving a salary for services rendered as an officer or other employee.

Section 3: The Executive Committee is authorized to undertake any action that the Board of Directors may take, with the following exceptions:

- A.) Filling of vacancies on the Board of Directors or officers.
- B.) Setting compensation of directors serving on the Board, compensation of advisors, or salaries of the Executive Director or officers serving on the Executive Committee.
- C.) Amendment of Bylaws or adoption of new Bylaws.
- D.) Borrowing of money on behalf of the VotePA, except as may be provided otherwise in these Bylaws.
- E.) Amendment or repeal of any action taken by the Board of Directions which by its own terms is not amendable or repealable by other than the Board of Directors.

Section 5: The President or another officer shall manage the day-to-day affairs of the Corporation as Executive Director, with general powers to act as agent for the VotePA and transact business on its behalf (except as provided otherwise in these Bylaws) and to speak on behalf of the Corporation.

- A.) The Executive Director may be compensated for his or her service to the Corporation. Any compensation shall be determined by the Board of Directors in advance of employment, shall be documented by a signed contract between the parties, and shall be reasonable in amount for the work performed.
- B.) In lieu of an officer, the Board of Directors may hire or appoint any other duly qualified individual to assume the position of Executive Director if desired.

Section 6: Consistent with these Bylaws, and to the extent permitted by law, the Board of Directors and/or its Executive Committee may hire other employees, and/or appoint agents and representatives of the Corporation, and authorize limited or general powers to them to perform acts or duties on behalf of the VotePA consistent with its mission and tax-exempt purposes.

- A.) All compensation and/or salaries shall be determined in advance of hiring, shall be documented by a signed contract between the parties, and shall be reasonable in amount for the work performed.

ARTICLE VIII – FINANCES

Section 1: The Board of Directors or its Executive Committee, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into contracts and/or to execute any

instrument in the name of and on behalf of the Corporation. Such authority may be limited to a specific instance or instances, or it may be general. Unless so authorized by the Board of Directors or Executive Committee, no director, officer, agent or employee shall have the power or authority to bind the Corporation to any contract or to render it financially liable for any reason.

Section 2: The Corporation shall not borrow money without the approval of the Board of Directors, with the following exception:

- A.) The President or Treasurer of the Corporation is authorized, but not required, to apply for and obtain a general credit or charge card on behalf of the Corporation for use in furthering the Corporation's mission and purposes.
- B.) Only the President, Treasurer, Secretary, and/or the Executive Director of the VotePA (if other than the President) shall be an authorized user of any credit or charge card and all charges shall be for expenses budgeted or otherwise authorized by the Board.

Section 3: The Board of Directors or Executive Committee may select such banks or depositories as deemed appropriate for the monetary assets of the VotePA. The President, Treasurer, Secretary, and/or any other authorized person(s) accepted as signatories by this bank or other depository shall be individually authorized to sign checks, drafts or other orders for the payment of money.

- A.) Internet banking or internet access to the VotePA's accounts by authorized signatories to said accounts shall be permitted.
- B.) Non-credit debit card(s) may be applied for and obtained on behalf of the VotePA by the President or Treasurer to facilitate access to and monitoring of the Corporation's accounts.
- C.) Only authorized signatories to the VotePA's accounts shall be authorized users of any debit card respectively attached to accounts.

Section 4: At the discretion of the Board of Directors and/or Executive Committee, any officer, director, or employee handling funds of the VotePA may be bonded at the Corporation's expense.

Section 5: At the discretion of the Board of Directors and/or Executive Committee, the monetary assets of the VotePA may be retained in whole or in part in cash, or may be invested in interest and/or non-interest bearing accounts, or may be invested in property (real, personal or otherwise), or in stocks, bonds or other securities.

Section 6: Audit. An audit committee of at least three (3) disinterested individuals who do not sign checks, and/or a disinterested professional accountant, shall be appointed to audit the Corporation's financial report at the close of each fiscal year.

ARTICLE IX – DONATIONS

Section 1: The VotePA may normally accept any contribution or bequest of money or property consistent with its general tax-exempt purposes as set forth in these Bylaws. In all cases

(including designated contributions) the Corporation shall retain complete control over donated funds and property and shall exercise unlimited discretion as to their use so as to insure that such funds and property will be used to carry out the Corporation's mission and tax-exempt purposes.

Section 2: Donor-designated contributions limited to special funds or purposes may be accepted. Such designations generally will be honored by the Board of Directors, however the VotePA shall reserve all right, title, and interest in, and control of all such contributions, as well as full discretion as to their ultimate expenditure or distribution.

Section 3: At the discretion of its Board of Directors, the VotePA may refuse any contribution or grant at any time for any reason and any such contribution or grant actually received may be returned to the donor.

ARTICLE X – BOARD OF ADVISORS

Section 1. The Board of Directors of the VotePA may, but is not required to, appoint any number of persons to a Board of Advisors. These persons may serve alone or as part of a committee or committees, and will have such power and duties as the Board appointing them shall determine.

Section 2: Advisors of the VotePA generally shall not be compensated for their services as an advisor, however at its discretion the Board may provide for the remuneration of reasonable documented expenses incurred by advisors in the performance of their duties to the Corporation.

A.) In the event any advisor to the VotePA shall be paid a fee or salary, compensation shall be determined in advance by the Board of Directors, shall be documented by a signed contract between the parties, and shall be reasonable in amount for the work performed.

ARTICLE XI – INDEMNIFICATION

Section 1. No Officer, member of the Board of Directors, or member of the Board of Advisors of the VotePA shall be personally liable for monetary damages for any action taken or for the failure to take any action, unless said member has breached or failed to perform the duties of his or her office as set forth in the Directors' Liability Act of 1986 (42 Pa. C.S.A. § 8361, *et seq.*) and such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 2. Directors of this Corporation shall not be personally liable for monetary damages as such for any action other than as expressly provided in 15 Pa. C.S. §§ 513 and 5713. It is the intention of this Section 2 to limit the liability of directors of this Corporation to the fullest extent permitted by 15 Pa. C.S. §§ 513 and 5713 or by any other present or future provision of Pennsylvania law.

Section 3. The Corporation shall indemnify every director and officer, and may indemnify any employee or agent, to the full extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988 and any other present or future provision of Pennsylvania law. The Corporation shall pay

and advance expenses to directors and officers for matters covered by indemnification to the full extent permitted by such law, and may similarly pay and advance expenses for employees and agents. This Section 3 shall not exclude any other indemnification or other rights to which any party may be entitled in any manner.

ARTICLE XII – AMENDMENT

Section 1: These Bylaws may be amended at any meeting of the Board of Directors where a quorum is present, by majority vote of the directors present at such meeting; also provided that the time, date, and place of the meeting and the proposed amendments have been presented in writing to all directors, sent by first class U.S. Mail to their last known address, by e-mail to their designated e-mail address, or by any other method the Board of Directors may authorize, no less than three (3) days and not more than forty (40) days prior to the meeting.

Section 2: Amendments shall take effect immediately upon adoption unless provided otherwise.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Section 1: The Parliamentary Authority of the VotePA shall be *Robert's Rules of Order Newly Revised*. Matters not specifically covered in these Bylaws will be governed under the Parliamentary Authority.

ARTICLE XIV – CONFLICT OF INTEREST

Section 1: No officer or director shall vote on matters pertaining to his or her own hiring, salary, compensation, or remuneration, or on any other financial or employment transaction to which he or she is personally related, interested, or involved. In the event such a matter comes before the Board of Directors or Executive Committee, such director or officer shall recuse himself or herself from the proceedings.

Section 2: As a condition of participation or employment, all officers, directors, advisors, or employees of the VotePA agree that should they have, develop, or discover any personal conflict of interest that may be adverse or damaging to the VotePA's mission or tax-exempt purposes, they shall immediately report said conflict of interest to the Board of Directors.

ARTICLE XV – LIMITATIONS

Section 1. Notwithstanding any other provision of these articles, the VotePA shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section the meaning of Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Section 2. No director, officer, employee, or any other private individual shall receive any net earnings or pecuniary profit from the operations of the VotePA. This shall not prevent either the payment of reasonable compensation to any such person for services rendered to or for the benefit of the Corporation, or the reimbursement of reasonable documented expenses incurred by any such person on behalf of the Corporation in connection with affecting the purposes of the Corporation.

Section 3. Upon dissolution or liquidation of the VotePA, whether voluntary or involuntary, after all debts have been paid the net assets of the corporation shall be distributed to one or more educational, charitable, scientific, literary, or other organization(s) exempt from Federal Income Tax under the meaning of Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law in effect at the time.)

ARTICLE XVI – SEVERABILITY

Section 1: If any section or part of these Bylaws is held invalid, or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect the other sections, parts, or applications of these Bylaws.