

PSATS Bylaws

ARTICLE I

Name

SECTION 1. The name of the Association shall be the Pennsylvania State Association of Township Supervisors.

ARTICLE II

Purpose

SECTION 1. The purpose of this Association shall be as provided in the Act of Assembly approved May 1, 1933, P.L. 103, as enacted and revised by the Act approved July 19, 1947, P.L. 1481, and is as thereafter from time to time amended.

SECTION 2. The purpose of this Association shall also be:

- A. To secure and preserve for townships of the state the benefits of local self-government administered by the township elected officials.
- B. To protect the township against any attempt to abolish it as a governmental unit.
- C. To resist any effort at further centralization of governmental powers by depriving the township of any rights, duties or privileges that it now possesses.
- D. To secure, through friendly communication, a better acquaintance among township officials.
- E. To promote a better knowledge of the rights and duties of township officials and, by comparison of experiences and interchange of ideas, to arrive at the best way to discharge those duties.
- F. To secure from the General Assembly legislation that will enable township government to function more efficiently.
- G. To provide ancillary and informational services to townships of the second class.

ARTICLE III

Membership

SECTION 1. All township supervisors, township secretaries, township treasurers, township managers, or comparable representatives of home rule or optional plans townships, and secretaries of county associations shall be entitled to active membership and qualified delegate status at the annual meeting.

SECTION 2. All delegates elected by their respective county associations in accordance with law or the duly elected alternates, if the delegates cannot serve, are entitled to vote at the annual meeting of the Association. The secretary of each county association must certify the names and addresses of all such delegates elected to attend the annual meeting to the executive director of the Association at least 30 days prior to the annual meeting.

SECTION 3. One delegate elected by each township in accordance with the law shall be entitled to vote at the annual meeting of the Association, provided the township has paid its dues to the Association for the current year. The township secretary must certify the name and address of the delegate to the Association executive director at least 30 days prior to the annual meeting.

SECTION 4. Honorary membership may be conferred upon such persons as may be elected by any annual meeting of the Association.

SECTION 5. The Executive Board may establish, maintain, modify, and terminate a category of Associate Membership in PSATS under such terms and conditions as the Executive Board shall deem appropriate. Associate members shall be accorded such privileges as the Executive Board shall determine from time to time. Associate members shall be ineligible to vote on any PSATS matter, designate a delegate to PSATS' annual meeting, or serve as an officer of the Association or member of the Executive Committee.

SECTION 6. Grassroots Advocacy Network — All active members shall be entitled to participate in the Association's Grassroots Advocacy Network, including receipt of all electronic newsletters and communications relating to the network. The mission of the network shall be to promote the Association's legislative agenda, as established in Article IX (*Policy*), with state legislators, the Pennsylvania Congressional Delegation, the governor's office, and other elected and appointed policymakers.

ARTICLE IV **Officers**

SECTION 1. Officers of the Association must be township supervisors or comparable elected representatives of home rule or optional plans member townships.

SECTION 2. The officers of the Association shall be president, first vice president, second vice president, secretary-treasurer, and assistant secretary-treasurer and shall be entitled to be delegates at-large to the annual meeting.

SECTION 3. The president, vice presidents, secretary-treasurer, and assistant secretary-treasurer shall, by virtue of their offices, be members of the Executive Board with full voting rights.

SECTION 4. The immediate past president shall be a member of the Executive Board without voting rights, provided he or she is a township supervisor or comparable elected representative of a home rule or optional plans member township.

ARTICLE V
Duties of Officers and Executive Director

SECTION 1. The president shall preside at all meetings of the membership, direct business, maintain order, perform all duties pertaining to the office of president, and appoint all standing committees.

SECTION 2. One of the vice presidents, in order of rank, shall preside in the absence of the president.

SECTION 3. The secretary-treasurer shall provide for correct minutes of the proceedings of each meeting of the Executive Board and shall see that the executive director properly cares for all monies collected by the Association and that all disbursements of the funds of the Association are properly authorized.

SECTION 4. The executive director shall keep a roll of the membership, attend to all correspondence, and be responsible for the operation of the Association office, promotional activities, membership, lobbying, publicity, and such other duties as may be prescribed by the Executive Board.

SECTION 5. If an officer of this Association shall fail, become unable, or become ineligible to perform the duties of his or her office, such vacancy shall continue until the election of officers at the next annual meeting of the Association. During the period of any such vacancy, and during the period of any temporary absence or inability to perform the functions of office, the first vice president or, in his or her absence, the second vice president shall perform the duties of the absent president, and the assistant secretary-treasurer shall perform the duties of the absent secretary-treasurer.

ARTICLE VI
Election of Officers

SECTION 1. The officers of the Association, elected annually at the regularly called annual meeting, shall assume the duties of their respective offices at the conclusion of the annual meeting at which they are elected and shall serve until their successors are duly elected and qualified.

SECTION 2. Each of the elected officers of the Association shall serve for a term of one year and may succeed himself or herself in the office for only one additional term. Thereafter, said officer shall not be eligible for re-election to the particular office in which he or she has already served for two successive terms.

SECTION 3. Any person(s) nominated for Association office, including the office of Executive Committee member, from the floor of the annual meeting must provide the chair of the Nominations Committee with a background statement and statement of willingness to serve at least 30 days before the presentation of the annual report of the Nominations Committee to the

delegates. The chair shall present the substance of this statement to the delegates as part of the committee's report.

SECTION 4. In all cases where more than one candidate is nominated for Association office, the election shall be by secret ballot.

SECTION 5. A vacancy shall occur at any time any officer ceases to be a township supervisor or comparable representative of a home rule or optional plans member township. All vacancies not otherwise provided for in these bylaws shall be filled by the Executive Board.

ARTICLE VII **Executive Board**

SECTION 1. The Executive Board shall consist of the immediate past president of the Association as prescribed in Article IV, Section 4 of these bylaws and 12 voting members, including the five officers of the Association as prescribed in Article IV, Section 2 of these bylaws and the seven members of the Executive Committee, as prescribed herein.

SECTION 2. Executive Committee.

A. Qualifications. The Executive Committee shall be composed of seven members. Members must be township supervisors or comparable elected representatives of a home rule or optional plan member township or persons appointed as township secretaries, township treasurers or township managers.

B. Term of Office. Members of the Executive Committee shall be elected for three-year terms at the regularly called annual meeting. The terms of office of Executive Committee members shall begin at the conclusion of the annual meeting at which they are elected and shall end immediately prior to the election held at the third annual meeting convened after their election.

C. Vacancy. Any vacancy on the Executive Committee shall be filled by appointment by the Executive Board. Any such appointee shall serve only until the next regularly called annual meeting, at which time the remainder of the unexpired term shall be filled by election.

D. Term Limits. Any person eligible to serve as a member of the Executive Committee shall be eligible for election to two full terms on the Executive Committee. After serving two full terms, said member shall be ineligible for re-election to the Executive Committee until the next regularly called annual meeting convened after the expiration of the member's second term.

E. Eligibility of Incumbent Executive Committee Members to Serve as Officers of the Association. Members of the Executive Committee must complete the terms for which they were elected before they can be elected as an officer of the Association. However, an Executive Committee member whose full term expires at a regularly called annual meeting shall be eligible for election as an officer of the Association at the same annual meeting.

SECTION 3. The Executive Board shall elect, annually, from its members a chair and vice chair. The chair shall preside at all meetings of the Executive Board. In the event the chair is unable to fulfill the duties of his or her office, the duties of said office shall be performed by the vice chair of the Executive Board. The Executive Board shall not conduct any business in the

absence of a quorum, which shall consist of at least seven voting members, as set forth in Article IV, Section 2, and Article VII, Section 1.

SECTION 4. The Executive Board shall be charged with the management of the Association. It shall adopt an annual budget, authorize all expenditures of Association funds, audit or have audited all records and accounts of the Association at least once a year, and employ an executive director, assistant executive director(s), and such other personnel as are necessary to administer the business of the Association.

SECTION 5. The Executive Board shall choose an executive director and assistant executive director(s) who will serve at the pleasure of the Board. The Board may enter into a contract with the executive director and assistant executive director(s), but such contract shall not be for a period of more than three years.

SECTION 6. The Executive Board shall meet for the transaction of business at least one time per year, at such time and place as fixed by the Executive Board. A special meeting of the Executive Board shall be called at any time by written action of three members or upon the call of the executive director.

SECTION 7. Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting upon the signed consent of at least seven voting members of the Executive Board. The signed consents must be filed in record form with the minutes of the meeting of the Executive Board. Prompt notice that an action has been taken by partial written consent must be provided to each member of the Executive Board.

SECTION 8.

A. Members of the Executive Board must comply with the Executive Board Professional Code of Conduct. Members of the Executive Board shall affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board. Violations of the code may result in sanctions, including removal from the Executive Board by a two-thirds majority vote of the Executive Board and the position declared vacant.

B. Attendance. Unless excused by the chair, a member of the Executive Board who fails to attend three Executive Board meetings in a 12-month period may be removed by a two-thirds majority vote of the Executive Board and the position declared vacant.

ARTICLE VIII
Standing Committees

SECTION 1. Each standing committee shall be composed of nine members, except the Resolutions Committee, which shall be composed of 18 members, and the Secretary/Manager Committee, which shall be composed of 13 members. From time to time, the president may appoint such special committees as he or she may deem necessary. The appointments and terms of standing committee members shall be governed as follows:

- A. Members seeking standing committee appointments shall indicate their interest in writing to the executive director by September 30 of each year.
- B. By December 31 of each year, the president shall appoint members to fill standing committee vacancies that will occur as of the close of that year.
- C. Standing committee members shall be for terms of three years, beginning January 1 next following the date of appointment.
- D. In the case of vacancies occurring prior to the expiration of a term, the president shall, by appointment, fill the vacancy for the unexpired term.
- E. Each standing committee shall meet at least one time each year at a time, place, and date designated by the president and at such other times at the call of the president or at the request of a majority of the committee members.
- F. One-third of each committee's members shall constitute a quorum.
- G. Each committee shall transact business by majority vote of the committee members present at the meeting.

SECTION 2. Committee on Rules — The Rules Committee shall draw up and amend rules for the conduct of all annual meetings of the Association and examine and determine the qualifications of those entitled to vote at such meetings. Such rules, once adopted by the Rules Committee, shall have the force and effect of bylaws of the Association, shall continue in effect until amended, deleted, or otherwise altered by the Rules Committee or as otherwise established by the Executive Board, and shall be effective only to the extent that they do not contravene an existing provision of the Association's bylaws. The committee may develop and submit resolutions in accordance with Article VIII, Section 5. The Rules Committee may, from time to time, submit recommendations to the Association for the amendment of these bylaws, as follows:

- A. Amendments emanating from a county convention shall be referred to the floor of the annual meeting for action, regardless of approval or disapproval of the Rules Committee, provided said amendment is received in the office of the executive director at least 30 days prior to the annual meeting.
- B. Amendments emanating from the Executive Board shall be referred to the floor of the annual meeting for action, regardless of approval or disapproval of the Rules Committee.
- C. Amendments by any member attending the annual meeting may be referred to the floor of the annual meeting for action upon a majority vote of the Rules Committee.
- D. The president shall declare out of order anyone proposing an amendment from the floor of the annual meeting.

SECTION 3. Committee on Nominations — The Nominations Committee shall nominate officers and members of the Executive Committee of the Association to be elected at the annual meeting. The committee shall nominate one person for each office. Any individual serving a term as a member of the Nominations Committee shall not be permitted to submit or have his or her name submitted as a nominee for the PSATS Executive Committee or officer. The committee may develop and submit resolutions in accordance with Article VIII, Section 5.

SECTION 4. Committee on Finance — The Finance Committee shall advise ways and means of raising funds necessary for the operation of the affairs of the Association and recommend the annual township dues and annual budget. The committee may develop and submit resolutions in accordance with Article VIII, Section 5.

SECTION 5. Committee on Resolutions — The Resolutions Committee shall draw up and act upon such resolutions as may be presented.

A. Resolutions may be submitted by county associations in a manner established by each county association. Resolutions emanating from a county association shall be referred to the Resolutions Committee, provided said resolutions are received in the office of the executive director at least 30 days prior to the annual meeting.

B. Resolutions by any member attending the annual meeting may be referred to the floor of the annual meeting for action after a majority vote of the Resolutions Committee. Any such resolutions referred to the floor of the annual meeting shall be presented in writing.

C. The Executive Board may offer resolutions for consideration at the annual meeting. Such resolutions shall be referred to the floor of the annual meeting for action.

D. Resolutions may be submitted by the standing committees by action taken at their respective annual meetings or at such other meetings authorized for that purpose by the president of the association. Such resolutions shall have the same standing and follow the same procedures as resolutions submitted by county associations under this section.

E. Each resolution should include, for the benefit of the Resolutions Committee, a brief description of the need for the resolution or an explanation of the problem it attempts to solve.

F. The Resolutions Committee shall review and may combine or modify any resolution received from a county association or standing committee prior to referring said resolution to the floor of the annual meeting.

(1) The secretary of the county association or chairperson of the standing committee submitting a resolution that has been combined or modified shall be advised of the basis for this action within 30 days of such action by the Resolutions Committee.

(2) Any county association or standing committee whose resolution(s) has been combined or modified may reject the modification or combination. The Resolutions Committee shall refer to the floor of the annual meeting any resolution as it was originally submitted, upon notification of the rejection by the sponsoring county association or standing committee, after a vote by the Resolutions Committee as provided for in subparagraph G.

G. The Resolutions Committee shall vote to support or oppose on proposed resolutions.

(1) Any resolution that duplicates or is of essentially the same nature as a resolution that is in effect as standing policy of the Association or is already provided for in present law shall not be referred to the floor of the annual meeting.

(2) The secretary of the county association or chair of the standing committee submitting a resolution shall be notified within 30 days of any action of the Resolutions Committee under (1) and any committee vote to oppose or take no action on a submitted resolution.

(3) Any county association or standing committee whose resolution(s) has received action under (1) or an “oppose” vote may request the Resolutions Committee, at its meeting on the day preceding the day on which resolutions will be considered by the annual meeting, to reconsider its previous action.

(4) The committee shall provide the delegates with a written explanation for an “oppose” vote on a resolution submitted by a county association or standing committee.

(5) Resolutions supported by the committee shall be deemed to be automatically moved and seconded when presented at the annual meeting.

(6) Resolutions that are opposed by the committee shall require a motion to adopt by a voting delegate from a non-sponsoring county association and a second by a voting delegate

from a second non-sponsoring county association from the floor of the annual meeting before such resolutions may be considered by the delegates.

H. The chair shall declare out of order anyone proposing a resolution, or amendment to a resolution, from the floor of the annual meeting.

I. The Association will advise each county association and township secretary, no later than 90 days after the annual meeting, of all resolutions adopted at said annual meeting.

SECTION 6. There shall be created an Administrative Control Committee composed of five voting members from the Executive Board, including the president, chair of the Executive Board, and secretary-treasurer of the Association, plus two members from the Executive Committee appointed by the Executive Board. The duties of this committee shall be to control the various administrative duties and actions of the Association employees and shall have prior approval of all expenditures of the Association in excess of five hundred dollars (\$500), except emergency and such other expenditures as are authorized by the Executive Board.

SECTION 7. Committee on Townships Over 10,000 — The mission of the Townships Over 10,000 Population Committee is to identify common problems and needs unique to these townships, propose solutions through state and federal legislation and administrative initiatives, and facilitate the exchange of information through discussion, training, and technical assistance. The committee may develop and submit resolutions in accordance with Article VIII, Section 5.

SECTION 8. Committee on Township Secretaries and Managers — The mission of the Secretary-Manager Committee is to promote and encourage the effective, efficient, and responsive operation of township government through training, education, communication, and the interchange of ideas. The committee may develop and submit resolutions in accordance with Article VIII, Section 5.

SECTION 9. Committee on Townships Under 2,000 — The mission of the Townships Under 2,000 Population Committee is to identify common problems and needs unique to these townships, propose solutions through state and federal legislation and administrative initiatives, and facilitate the exchange of information through discussion, training, and technical assistance. The committee may develop and submit resolutions in accordance with Article VIII, Section 5.

SECTION 10. Committee on Townships with Populations Greater Than 2,000 But Less Than 5,000 — The mission of the Townships With Populations Greater Than 2,000 But Less Than 5,000 Committee is to identify common problems and needs unique to these townships, propose solutions through state and federal legislation and administrative initiatives, and facilitate the exchange of information through discussion, training, and technical assistance. The committee may develop and submit resolutions in accordance with Article VIII, Section 5.

SECTION 11. Committee on Townships With Populations Greater Than 5,000 But Less Than 10,000 — The mission of the Townships With Populations Greater Than 5,000 But Less Than 10,000 Committee is to identify common problems and needs unique to these townships, propose solutions through state and federal legislation and administrative initiatives, and facilitate the exchange of information through discussion, training, and technical

assistance. The committee may develop and submit resolutions in accordance with Article VIII, Section 5.

ARTICLE IX
Policy

SECTION 1. The policies of this Association shall be established by:

A. Action taken by the Executive Board of the Association. (1) The Executive Board may establish the official policy of the Association. Such policy shall remain in force until such time as the Executive Board alters that policy or until a resolution is adopted at the annual meeting which alters, reverses, or abolishes such policy. (2) The Executive Board shall be charged with the implementation and interpretation of policies established by resolutions adopted at the annual meeting.

B. Resolutions passed by a majority vote of those voting delegates present and voting at the annual meeting of the Association. When adopted at the annual meeting of this Association, resolutions shall become the standing policy of this Association until the goal of the policy has been achieved, the policy has been changed, or for a period of five years following adoption after which they may be considered for renewal.

ARTICLE X
Dues

SECTION 1. The dues assessed against member townships shall be as follows:

Twp. Population	Current Dues
A. 1 - 250	\$93.00
B. 251 - 1,000	\$295.00
C. 1,001 - 2,500	\$540.00
D. 2,501 - 5,000	\$870.00
E. 5,001 - 7,500	\$1,207.00
F. 7,501 - 10,000	\$1,478.00
G. 10,001 - 12,500	\$1,739.00
H. 12,501 - 15,000	\$2,013.00
I. 15,001 - 20,000	\$2,209.00
J. 20,001 & over	\$2,414.00

SECTION 2. Whenever it is deemed necessary to amend the dues structure as provided in Section 1, the Association shall mail an explanation of the proposed change to all member townships not less than 45 days prior to the annual meeting.

ARTICLE XI
Meetings

SECTION 1. Meetings of the Association shall be held annually at such date and such place as shall be fixed by the Executive Board. Such annual meetings, as well as meetings of the Executive Board and standing committees, may take place via telephone, videoconference or other means of electronic or digital communication that allows all persons participating in the meeting to hear each other. Participation in such annual meetings shall constitute presence in person at the meeting. In addition, notwithstanding references to voting at the annual meeting elsewhere in these bylaws, if the Executive Board determines that an annual meeting cannot proceed in-person on the dates scheduled, votes to elect Association officers and/or members of the Executive Board, adopt resolutions, or take other actions associated with Association business may take place via electronic or digital means or paper ballot. Such votes shall take immediate effect upon the close of voting.

ARTICLE XII
Miscellaneous

SECTION 1. Amendment. These bylaws may be amended at any regular meeting of the Association by majority vote of the voting delegates present, as provided herein. Amendments shall become effective at the close of the meeting at which they were adopted.

SECTION 2. Indemnification. The Association shall indemnify to the fullest extent permitted by law any officer or member of the Executive Committee or Executive Board against any liability or legal expense actually and reasonably incurred by such person on account of a claim or legal action arising out of the good faith performance by such person of his or her duties as an officer or member of the Executive Committee or Executive Board.

Adopted April 26, 2022