

PENNSYLVANIA STATE RESOURCE FAMILY ASSOCIATION

BY-LAWS

ARTICLE I

NAME

The name of the corporation shall be Pennsylvania State Resource Family Association, hereafter referred to in these By-Laws as the State Association.

ARTICLE II

PURPOSE

To provide a vehicle for addressing the overall needs and concerns of foster parents, foster children, kinship parents, adoptive parents and child placement agencies in Pennsylvania; to promote and aid in the development of local foster parent associations which shall enhance the functioning of local foster parent associations in order that issues relating to foster family care can be positively addressed at the local level; to enhance the image of foster parents in Pennsylvania; to inform the public about all aspects of foster care; to promote the dignity and worth of children and families.

ARTICLE III

OFFICES

The registered offices of the State Association shall be located at the State of Pennsylvania's Capital; Harrisburg, Pennsylvania.

ARTICLE IV

MEMBERSHIP

Section 1.

"Foster Parent" defined: a "foster parent" shall be defined for the purposes of these By-Laws as a person licensed or approved by a child placing agency to care for foster children in a family home, non-institutional in character.

Section 2.

Types of Membership – For purposes of these By-Laws, the term "membership" is synonymous with the term "consumers" in our Governance Policies.

- A. Association Membership: Association membership shall be available to all associations of foster parents within the State of Pennsylvania.
- B. Agency Membership: Agency membership shall be available to each public or private child placing agency within the State of Pennsylvania.
- C. Family Membership: Membership shall be available to all foster parents.
- D. Supporting Membership: Supporting membership shall be available to individuals and organizations (other than foster parent associations and child placing agencies) wishing to support the purposes and goals of the State Association.

- E. Honorary Membership: An awarded membership which is selected by the Board of Directors.

Section 3. Dues

- A. Dues shall be collected on a yearly basis beginning January 1, payable to the State Association.
- B. Honorary Membership shall be awarded.
- C. Except for honorary members, all members of any class of membership shall pay annual dues.
- D. Dues shall be set on a yearly basis by the Board of Directors and shall be payable to the State Association on January 1 following the annual meeting. A member shall be in arrears of dues if payment is not made by March 1 following the annual meeting. A member shall be in good standing the member's due are not in arrears.

Section 4. Membership Year

The membership year will be for a period of twelve (12) consecutive months commencing the first day of January.

Section 5. Voting Eligibility/Process

- A. Business of the State Association requiring a vote of the membership will be conducted by mailed ballot.
- B. To be eligible to vote, any Association, Agency or Family member whose dues have been paid prior to the balloting.
- C. Association Memberships: Each Association Membership shall have five (5) votes.
- D. Family Memberships: Each Family Membership shall have one (1) vote.
- E. Agency Memberships: Each Agency shall have one (1) vote.
- F. Eligible Association, Agencies and Families will be mailed ballots for voting purposes within thirty (30) days following the business meeting. To be valid, ballots must be and received no later than thirty (30) days after the date of the initial mailing.

Section 6. Termination of Membership.

Members may be removed, or otherwise disciplined, for cause provided that the disciplinary requirements of the parliamentary authority are followed. The Board shall be the trial body for offenses that occur outside of a meeting. In addition, the Board may remove or otherwise discipline members, by motion and without invoking the due process requirements in the parliamentary authority for the following reasons:

- A. The member has been convicted of any offense involving a minor.
- B. The member has an Indicated or Found Abuse Report as defined by the Child Protected Services Law.
- C. The member is in arrears of his dues.

ARTICLE V

OFFICERS AND DUTIES

Section 1. Qualifications

The elected officers of the State Association shall be members in good standing in their state and/or local Associations. The officer must be an active foster parent, kinship parent, or adoptive parent at the time of their election and have completed at least one year of Board membership at any time. Officers shall be nominated by the Board of Directors and elected by the general membership.

Section 2. Officers and their Duties.

A. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

B. The President shall:

1. Along with the Board of Directors, shall oversee the general management and supervision of the affairs and operations of the State Association as carried out by the Executive Director.
2. Have the authority to appoint the chairperson of each Board committee and/or ad hoc committees as needed by the Board of Directors of the State Association.
3. Be an ex-officio member on all Board committees, retaining all rights, except the right to vote, except the Nominating Committee.
4. Sign any grant or contract arrangement which binds the association and/or the Board of Directors, including the Department of Public Welfare of the Commonwealth of Pennsylvania.
5. Officially and publicly represent the State Association.
6. Announce the record of attendance noting any excused and/or unexcused absences.

C. The Vice-President shall, be responsible for program planning for State Association meetings.

A. The Secretary shall:

1. Submit to the President and Executive Director a signed copy of all minutes taken during Board of Directors and Association meetings by the Secretary.
2. Maintain a record of the number of member representatives present at all meetings.

B. The Treasurer shall:

1. Inform the Board of Directors of the financial condition of the Association at each regularly scheduled Board of Directors Meeting.
2. Coordinate the financial documentation with the Association's Accountant in preparation for annual audit by a Certified Public Accountant.

Section 3. Eligibility for office:

A. As a condition of eligibility, all officers shall have served at least one year as voting member of the board prior to their election or appointment to the office and shall be a member in good standing of the State Association during their tenure in office.

B. No person may hold more than one office, including the position as a director, at the same time.

C. No officer shall be eligible to serve for more than two consecutive terms in the same office and until their successor is elected.

D. No person shall be eligible for appointment or election to office if by the end of the term of office, the officer shall have been a voting member of the Board of Directors for more than seven consecutive years. For the purposes of this subsection, "consecutive years" shall include any year, in whole or in part, when the member served as a member of the board of directors.

E. No more than one member shall be eligible to serve as an officer from the same foster family at the same time. In the event that more than one person is elected from one foster family, the Board of Directors shall determine which member shall take the board seat.

Section 4. Nomination, Election, Term, and Removal From Office

A. Nominating Committee For Officers of PSFPA.

1. The Nominating Committee shall be appointed by the President of the State Association and appointees may be drawn from the general membership as well as members of the Board.
2. Board members shall submit names of the nominees to the Nominating Committee by the first (1st) regularly scheduled meeting of each election year.

B. The Election of Officers of PSFPA

1. Those desiring to run for an office shall submit their name to the Nominating Committee by the first (1st) regularly scheduled meeting of each even numbered year.
The slate of nominees for each office will be presented to the Board of Directors and general membership at the second (2nd) regularly scheduled meeting of each even numbered year.
2. At the Planning Meeting in January, a Board of Election and chairperson thereof shall be appointed by the President and shall include only persons not eligible to hold office or to vote. This Board of Elections shall count the ballots for Board Members and Officers to be elected by PSFPA membership.
3. Membership voting shall take place according to Article IV, Section 5, of these By-Laws. In the event of a tie, lots shall be cast, in the presence of the Board of Directors, to determine the winner.
4. The general membership shall vote for the PSFPA officers and the candidates for each office receiving the greatest number of votes shall be elected.
5. Newly elected officers shall be introduced at the annual Fall Conference of each even numbered year and formally sworn into office at that time.

C. Term of Office.

Elected Officers will commence their term of office the first of January following the election year. The term of office for officers shall be for two (2) membership years. An unexpired term of office shall be filled by Presidential appointment with the approval of the Board of Directors.

D. Removal from Office.

Officers may be removed for cause by majority vote of the board of directors, such cause shall include, but not be limited to:

1. Failure without good cause to attend one meeting of either the State Association or the Board of Directors. Good cause shall be determined by a majority vote of the Board of Directors at the next regularly scheduled meeting.
2. Failure to conduct the business of his/her office as set forth in the By-Laws.
3. Conduct unbecoming an officer in the State Association.

A determination of the foregoing shall be conducted at the first regularly scheduled meeting following the infraction.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Executive authority of the State Association shall be vested in the Board of Directors who shall oversee the Executive Director's management of the State Association and its property.

The Board of Directors shall:

- A. Interpret and enforce the provisions of the By-Laws of the State Association.
- B. Promote, by attitude and actions, constructive social action needed to bring about changes and improvements in child placement systems and in legislation pertaining to all children and families.
- C. Provide a vehicle for communication among foster parents, local foster parent associations, and child placement agencies.
- D. Cooperate with other organizations which have similar objectives with those of this State Association.
- E. Request and approve Board Ad Hoc Committees appointed by President.
- F. Establish such rules, regulations, and policies which, in the opinion of the Board of Directors promote the interests and objectives of this State Association.
- G. Present an annual report of the Association to the membership, with the report having been verified by the President and Treasurer of the Association.

Section 2. The Board of Directors shall consist of fifteen (15) elected directors and the four offices, who shall be ex officio members of the board.

Section 3: Directors

- A. Five Directors, that shall be members of the Association, shall be elected each year and serve for a three year term and until their successors are elected. The term of office for Directors shall begin on the first of January following the election year.
- B. No Director shall serve for more than two consecutive term nor shall any director be eligible for election or appointment if the director shall have been a voting member of the Board of Directors for more than seven consecutive years. For the purposes of this subsection, "consecutive years" shall include any year, in whole or in part, when the member served as a member of the board of directors.
- C. At least three Directors at each election for a full term shall be resource parents. Directors that are resource parents shall be resource parents in good standing with the agency with whom they are resource parents as a condition of continuing eligibility.

- D. No more than one member shall be eligible to serve as a Director from the same foster family at the same time as any other voting member of the Board. In the event that more than one person is elected from one foster family, the Board of Directors shall determine which Director shall take the board seat.
- E. Directors and Officers shall provide to the State office Act 34 and State Police Criminal Clearances within 30 days of election or appointment, as a condition of eligibility.
- F. Employees of the Association shall not be eligible for office or for the position of Director.
- G. Directors and Officers shall not violate any conflict of interest policy established by the Board.
- H. Directors shall, as a condition of continuing eligibility, shall contribute at least 60 hours per year to the Association, including, but not limited to, Board meetings, the Annual Conference, and Committee meetings and functions.

Section 4. Selection of Board Members

- A. The Nominating Committee of the Board of Directors shall submit nominees to the Board for consideration and such nominees shall be elected by the Board of Directors. Notice of such election shall be included in the call of the meeting.
- B. In the event of a Board vacancy during an existing term, the President shall appoint a new member to fill that term upon the recommendation of the Nominating Committee and with the approval of the Board.

Section 5. The Board of Directors may select individuals to be Advisors to the Board. Such individual shall serve as non-voting members of the Board.

- A. These may include but are not limited to:
 1. One representative from Pennsylvania Children & Youth Administrators. (PCYA)
 2. One representative from Pennsylvania Council.
 3. One representative from State Wide Adoption Network. (SWAN)
 4. One representative from Competency Based Training. (CBT)
- B. One representative from Dept. of Public Welfare/Office of Children & Youth Families shall serve as an Advisor to the Board of Directors.
- C. Advisors shall serve on the PSRFA Board of Directors without compensation. Mileage and expenses may be offered.
- D. Advisors shall attend a minimum of 75% of the Board of Directors meetings each year. Failure to do so without just cause may result in a request for reassignment of another person.
- E. Advisors or their designee is required to provide to the Association office Act 34 and State Police Criminal Clearances within 30 days of appointment to the Board of Directors and prior to taking their seat.

Section 6. Meetings of Board of Directors.

- A. The Board of Directors shall hold regularly scheduled meetings at the call of the President. A written notice of the time and place of all meetings of the Board shall be mailed to each member not less than twenty (20) days prior to the meeting.
- B. Special meetings shall be held at the call of the President or by request from a majority of the Board

Membership. Written notice shall be mailed to each member not less than twenty (20) days prior to the meeting.

- C. Directors or Officers shall attend at least four (4) planned meetings per year unless excused by the President from one (1) board meeting per year. Members failing to fulfill this obligation, without cause, may be dropped from Board membership by a two-thirds (2/3) vote of the Board.
- D. A Board member who is unable to physically attend one of the required board meetings may request, with fifteen days notice, to a to participate in that meeting by speakerphone or by conference call, at the cost to the board member. The President may authorize some or all of the board meetings to be conducted by conference call or by some electronic method in which all members can see and hear each other simultaneously and to which all members of the Board have access. This shall constitute a legal attendance of the board meeting.
- E. The quorum for meetings of the Board of Directors shall be a majority of the voting members.

ARTICLE VII

PROFESSIONAL STAFF

Section 1. Executive Director

- A. The Association will be managed by an Executive Director who shall be hired by the Board Personnel Committee after their recommendation has been approved by the Board.
- B. The Executive Director shall report regularly to the Board as provided in the Governance Policy.

Section 2. Other Paid Staff

- A. The Executive Director, in consultation with the Personnel Committee, shall hire and maintain any other paid staff as may be deemed necessary.

Section 3. Other Unpaid Staff

- A. The Executive Director, in consultation with the Executive Committee, shall recommend to the Board of Directors names of foster parents within the eight regions of the State of Pennsylvania for appointment as Regional Coordinators.
- B. Regional Coordinators will provide advocacy, coordination of services, and public relations in their Region.
- C. Any Coordinator who at the discretion of the Executive Director is not fulfilling his/her responsibilities may be removed by a majority vote of the Board of Directors.

ARTICLE VIII

REGIONAL COORDINATORS

The Board may appoint Regional Coordinators to provide advocacy, coordination of services, and public relations in each region of the State of Pennsylvania. The Board may establish geographical regions.

ARTICLE IX

STANDING COMMITTEES

Section 1. The committees shall include Standing Board Committees and Standing Staff Committees as

set forth in the Governance Policy.

Section 2. Standing Board Committees

- A. Nominating Committee shall assume responsibility for recruitment of new board members and recommend to the Board the nomination of qualified candidates. They shall set priorities for new Board Members based on needed skills, knowledge and abilities, and needed areas of State-wide representation.
- B. Membership Committee shall identify each foster parent association and child placing agency in the State of Pennsylvania and solicit their membership.
- C. Finance Committee shall be responsible for the preparation of an annual budget, and shall submit it to the Board of Directors for approval.
- D. Governance Committee shall be responsible for the general audit of the Board of Directors and Executive Director to ensure compliance with the governance policy, the Association Bylaws and do the following:
- To train members of the Board of Directors, Executive Director and staff on the Bylaws and Governance Policy.
1. The Committee shall conduct one comprehensive training per year during the Annual Conference in October.
 2. The Committee shall conduct additional review training on an as needed basis at the request of the Executive Director, President or Board of Directors.
 3. The committee shall review and provide information to the Board of Directors on any question of interpretation of the Bylaws or Governance Policy with the final authority with regard to interpretation to be vested in the Board of Directors.
- E. Personnel Committee shall be responsible for all personnel matters of the Association including, but not limited to the following:
1. To review and update the personnel policy manual.
 - a. The Committee shall review and update the personnel policy manual once per year and at such other times as deemed necessary by the Board of Directors.
 - b. Any suggested changes to the personnel policy manual shall be submitted to the Board of Directors thirty (30) days prior to a regularly scheduled board meeting and reviewed at such meeting for approval by the Board of Directors.
 - c. A copy of the personnel policy manual shall be available for inspection by any board member at the offices of the Association and during each regularly scheduled board meeting.
 2. To report to the Board of Directors and make recommendations with regard to all personnel matters, including, but not limited to, the following: hiring, promotion, termination, disciplinary action, grievances.
- F. Daily Operations.
1. The Executive Director shall be responsible for the management of the staff as provided herein, and the daily operations of the Association.

2. The Executive Director shall immediately report to the Committee chair person any potential personnel issues.
3. The Committee shall consist of the Executive Officers and one (1) non-Executive member of the Board of Directors appointed and confirmed by a majority of the Board of Directors. The non-Executive Board member shall serve one-year term.
4. All issues discussed within this Committee and during discussion and resolution of matters during Board of Directors' meetings shall be held in executive session.
5. All discussions of personnel matters by the Board of Directors shall be conducted during an executive session of the Board of Directors only.

Section 3. Standing Staff Committees shall include Association Membership, Legislative, Training and Education, Publicity and any other committees that the Executive Director may deem necessary.

Section 4. Any Ad Hoc Committees for either the Board or Staff may be appointed in accordance with these By-laws and the Governance Policy.

ARTICLE X

ASSOCIATION MEMBERSHIP MEETINGS

Section 1. At least one time per year there will be an Association membership meeting which will be held at the Annual Conference.

Section 2. Notice of the Annual Conference shall be provided in the State Association Quarterly Newsletter or by written notice sent to each member. Notice shall be mailed at least thirty (30) days prior to the meeting.

Section 3. The quorum for the Annual Conference shall be twenty-five (25) members that possess the right to vote.

Section 4. In the event of a regional or national emergency, declared by local, state, or national government, or in the event of damage to the site of the meeting which renders it unusable, the President, or in his absence the vice president, with the consent a majority of the members the Board of Directors, given individually, may postpone or cancel any Annual Conference or meeting of the Board of Directors. Such postponement or cancellation shall not extend beyond ninety (90) days. Any business mandated to be conducted at a meeting by these bylaws shall be conducted after such postponement or cancellation.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of that the Association may adopt and any statute applicable to this Association that do not the provisions of these bylaws to take precedence.

ARTICLE XII

DISSOLUTION STATEMENT

Upon the dissolution of the Pennsylvania State Resource Family Association, the Board of Directors shall pay or make provisions for the payment of all of the liabilities of said Association, dispose of all of the assets of the Association, and shall give in equal amounts any residual assets to the public or private foster parent associations who are members of the Association.

ARTICLE XIII**AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote. Written notice of intent to offer an amendment shall be mailed out at least thirty (30) days prior to the next regular meeting, where the proposed amendment shall be open to debate and amendment. The vote on the proposed amendment shall take place according to Article IV, Section 5 of these Bylaws.

ARTICLE XIII**NONDISCRIMINATION**

This State Association shall be self-governing, non-profit, non-partisan, and non-sectarian, and shall not discriminate against any person because of sex, race, creed, religion, or national origin.

Revised – January _____, 2006

Adopted by Membership:

Verified by:

, Board Secretary