

**PAVE  
BYLAWS**

**(A 501 (c) (3) Not-for-Profit Corporation)**

**ARTICLE I  
Name**

The name of this corporation (hereinafter referred to as “PAVE”) is the Planning and Visual Education Partnership.

**ARTICLE II  
Purposes**

**Section 1.** The nature of the business and the purposes to be conducted and promoted by PAVE shall be to encourage students to study in the field of retail design and planning and visual merchandising through its student design competitions: to encourage retail management, store planners, visual merchandisers, architects, designers, and manufacturers to interact with and support design students; and to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Delaware Non-Profit Corporation Act (the “Act”), and such other laws governing not-for-profit, Delaware corporations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the “Code”).

**Section 2.** Notwithstanding any other provision of these Bylaws, PAVE shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code), or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

**ARTICLE III  
Offices**

PAVE shall maintain an office in a place determined by the Board, not required to be in the state of Delaware. PAVE shall have a registered agent as required by law.

## ARTICLE IV Membership

**Section 1. Members.** Anyone who has contributed to the work of PAVE in the last two years shall be considered a member.

**Section 2. Annual Meeting.** A membership meeting shall be held once each year at a time and place set by the Board of Directors.

**Section 3. Voting.** All members are entitled to vote at the annual membership meeting.

**Section 4. Quorum.** At least ten members shall constitute a quorum at all membership meetings.

**Section 5. Manner of Acting.** The act of a majority of members at a meeting at which a quorum is present shall be an act of the membership, except as otherwise provided by law or by these bylaws.

**Section 6. Notice.** Notice of the annual membership meeting shall be sent to each member by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than ten (10) days before the time set for such meeting, and must include the time, date, and place of such meeting. The annual meeting will be held each year at a time and place set by the PAVE Board of Directors.

## ARTICLE V Board of Directors

**Section 1. General Powers.** The property, affairs and business of PAVE shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to officers of PAVE and to committees, such powers as provided for in these Bylaws.

**Section 2. Number.** The number of Directors shall be thirteen (13) voting members or such other number as may be determined by the Board of Directors from time to time.

**Section 3. Meetings.** The Board of Directors may provide by resolution the time and place for holding annual membership meetings, regular meetings, or special meetings of the Board. The meetings of the board of directors shall be closed except to those persons invited by the President.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by the PAVE president or by a majority vote of the Executive Committee.

**Section 5. Notice.** Notice of any meeting of the Board of Directors shall be sent to each Director by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than ten (10) days before the time set for such a meeting, and must include the time, date, and place of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

**Section 6. Quorum.** A presence of a majority of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a majority of the Board of Directors is unable to attend, any decisions made at such board meetings much be approved by a majority of the total Board of Directors before said decisions become official.

**Section 7. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.

**Section 8. Teleconferencing.** Meetings of the Board may be conducted by teleconference, conference call, or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of the members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

**Section 9. Action by Unanimous Written Consent.** Where permitted by law, any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 10. Vacancies.** Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors. A Director selected to fill a vacancy shall serve the remaining, unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the Board of Directors.

**Section 11. Term of office.** The term of office for all elected directors shall be three (3) years. Directors may not be re-elected to a Director position unless a minimum of two years has lapsed. Directors initially elected in 2007 for a one-year term may be re-elected for one additional three-year term. Any director selected to fill a vacancy on the Board of Directors may subsequently be elected to a full three-year term without waiting for the minimum of two years between terms.

**Section 12. Nominating Committee.** The President shall designate a Nominating Committee of at least three members from the current Officers and Board of Directors. The committee members shall be approved by the Board of Directors. It shall be the duty of this committee to nominate at least one candidate to fill each open position on the PAVE Board of the Directors, as well as Officer positions.

**Section 13. Elections.** The list of nominees as developed by the Nominating Committee shall be presented to the membership for election. Additional nominations may be made by petition signed by at least twenty (20) members and submitted to the PAVE secretary at least fourteen (14) days prior to the annual meeting.

## ARTICLE VI Officers

**Section 1. Officers.** The Officers of PAVE shall initially be a President, Vice President, Vice President-Education, Vice President-Gala, Secretary, Treasurer, Immediate Past President and such other Officers as may be determined by the Board of Directors. The Board of Directors may decide not to fill all offices and they may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors.

**Section 2. Election and Term of Office.** The Officers of PAVE shall be elected by the Board of Directors for a two-year term. Officers are limited to two, two-year terms in any one office. The only exception is the Treasurer who will have no term limits. Candidates for the officer positions will be selected by the Nominating Committee. Nominees must be either current or former members of the Board of Directors. Such election of officers shall be by the affirmative vote of a majority of the Directors in attendance. Incoming Officers shall be elected at the first board meeting of the new board and shall serve until their successors have been duly elected. When a board member assumes an officer position, their term as a board member ends and a new term as an officer begins.

**Section 3. Removal.** Any Officer may be removed from office at any time by the affirmative vote of two-thirds of the Directors in office, whenever in their judgment the best interests of PAVE would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

**Section 5. President.** The President shall be the principal elected officer of PAVE. The President shall appoint all standing and special committees, shall serve as a non-voting ex-officio member of all committees, and shall perform such other duties and functions as are necessary incident to the office or as may be prescribed by the Board of Directors.

**Section 6. Vice President.** The Vice President shall assist the President as necessary and appropriate and shall undertake and perform the duties and responsibilities of the office of President if such office is temporarily vacated or if the President is in absentia

**Section 7. Vice President-Education.** The Vice President-Education, subject to the approval of the Board of Directors, shall be responsible for PAVE's relationships with the education community. This shall include, but not be limited to, responsibility for understanding how PAVE can best assist the education community in furthering PAVE's purpose. The Vice President-Education shall also assist the Vice President as necessary and shall undertake and perform the duties and responsibilities of the office of Vice President if such office is temporarily vacated of if the President and Vice President are in absentia.

**Section 8. Vice President-Gala.** The Vice President-Gala shall be responsible for the PAVE Gala and other fundraising events conducted by PAVE to further the purpose of PAVE. The Vice President-Gala shall also undertake and perform such other duties and functions as are necessary from time to time or may be prescribed by the Board of Directors.

**Section 9. Treasurer.** The Treasurer shall be responsible for all funds of PAVE. They shall be responsible for monitoring and reporting the financial activities of PAVE and ensure an annual audit of the financial records. In general the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President of the Board of Directors.

**Section 10. Secretary.** The Executive Director shall serve as the Secretary of PAVE. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board of Directors. The Secretary shall be custodian of the corporate records. He shall be an ex-officio, non-voting member of the Board of Directors.

**Section 11. Immediate Past President.** The Immediate Past President shall be a member of the Board of Directors and the Executive Committee. The Immediate Past President shall serve as Chairman of the Nominating Committee. He shall serve as an Advisor to the President and perform all tasks delegated to him by the President or the Board of Directors. The term of office shall be until the next President assumes the position of Immediate Past President.

**Section 12. Executive Director.** The Board of Directors may enter into an administrative services contract with A.R.E. or some other association, individual or company to manage the affairs of PAVE. The Executive Director must keep the books and records of PAVE separate from those of any other organization. The Executive Director must keep the bank accounts and monies of PAVE separate from those of any other organization. PAVE is authorized to pay A.R.E. the fair market value for services rendered in administering the affairs of PAVE. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors and the Executive Committee.

## ARTICLE VII Committees

**Section 1. Authority.** The President, with the approval of the Board of Directors, may designate and appoint standing and ad hoc committees and task forces of PAVE.

**Section 2. Executive Committee.** The Executive Committee shall be composed of the President, the Vice President, the Vice President-Education, the Vice President-Gala, the Treasurer, the Immediate Past President, and the Secretary/Executive Director.

The Executive Committee may exercise the powers of the Board of Directors when the board is not in session.

For the purposes of a quorum, three voting members of the Executive Committee will constitute a quorum.

**Section 3. Quorum and Manner of Acting.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VIII Inurement**

No part of the net earnings of PAVE shall inure to the benefit of, or be distributable to, its Directors, Officers, Committee Members, Employees, or other private persons, except that PAVE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

## **ARTICLE IX Finances**

### **Section 1. Contracts, Checks, Deposits and Funds.**

a. **Contracts.** The Board of Directors may authorize the Executive Director of PAVE in addition to the officers so authorized by these Bylaws, to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of, PAVE, and such authority may be general or confined to specific instances.

b. **Checks.** All checks, drafts, all orders for the payment of money, notes or other evidence of indebtedness issued in the name of PAVE shall be signed by the Executive Director of PAVE and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or Treasurer of PAVE.

c. **Deposits.** All funds of PAVE shall be deposited from time to time to the credit of PAVE in such banks, trust companies, or other depositories as the Board of Directors may select.

d. **Funds.** The Board of Directors may accept, on behalf of PAVE, any contribution, gifts, bequests or devise for any of the purposes set forth in the Articles of Incorporation or Bylaws of PAVE.

## **ARTICLE X Books and Records**

PAVE shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and of its Committees.

**Section 1 Internal Controls.** The Board of Directors shall establish policies and procedures to ensure that proper and adequate controls of PAVE's financial affairs exist.

**Section 2. Annual Financial Audit.** There shall be an annual audit of PAVE's financial

books and records by a properly accredited independent Certified Public Accountant, to be designated from time to time by the Board of Directors.

## **ARTICLE XI Waiver of Notice**

Whenever any notice whatsoever is required to be given under the provisions of the Act, PAVE's Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII Indemnification**

**Section 1. General Indemnification.** Each member of the Board of Directors and officer of PAVE now or hereafter in office, shall be, and hereby is indemnified by PAVE against any and all personal liability and reasonable expense excluding all amounts recovered through proceeds of insurance, (but including, without limitation, counsel fees and disbursements, and amounts of judgments, fines, taxes or penalties against, or amounts paid in settlement by, him) that may be incurred by such member of the Board of Directors, officer or person in connection with, or resulting from, any claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (regardless of whether made or instituted by or in the right of the corporation) or in connection with any appeal relating thereto, in which he or she may become involved, as a part or otherwise, or with which he or she may be threatened, by reason of being, or having been, a member of the Board of Directors or officer of PAVE or serving or having served in such a fiduciary capacity, or by reason of any action taken or omitted in such person's capacity as such member of the Board of Directors, officer or fiduciary, all subject as herein provided.

Without limiting or affecting the scope of the foregoing obligation, each said member of the Board of Directors, officer and person shall be fully indemnified and protected by the corporation in any action or omission to act taken in good faith in accordance with the advice, recommendation or opinion of the attorneys for the corporation, the accountants employed from time to time to supervise or audit the books and accounts of the corporation, or the actuary of any of said employee benefit plans.

No such indemnification shall be made with respect to (i) matters as to which any said member of the Board of Directors, officer or person shall be finally adjudged to have been dishonest, to have acted fraudulently or to have obtained a personal benefit at the expense of PAVE, any said other association, organization, or corporation or any such employee benefit plan in the performance of his or her duties, and (ii) amounts paid or expenses incurred in connection with the settlement of any such claim, action, suit, proceeding or appeal unless the corporation is advised by opinion of an independent counsel that said member of the Board of Directors, officer or person was not dishonest, did not act fraudulently and did not obtain any said personal benefit in the performance of his or her said duties.

The foregoing right of indemnification shall not be exclusive of other rights to which each said member of the Board of Directors, officer or person may be entitled, and shall be available whether or not such member of the Board of Directors, officer or person continues to be a member of the Board of Directors or officer of PAVE, of such other association, organization or corporation, or such a fiduciary at the time that any such liabilities and expenses are incurred, paid or satisfied.

If any provision or condition of this Section shall be determined to be invalid or void for any reason, such determination shall not affect the validity of any other provision of this Section or of these bylaws.

**Section 2. Insurance.** PAVE may purchase and maintain insurance on behalf of the Board of Directors, officers, former board members and former officers and all persons who have served at its request or by its election as a director or officer of another association, PAVE, organization or corporation or in a fiduciary capacity with respect to any employee benefit plan of PAVE against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been board members or officers of PAVE or directors or officers of such other association, PAVE, organization or corporation, or in a fiduciary capacity with respect to any employee benefit plan of the corporation, whether or not PAVE would have the power to indemnify them against such liability or settlement under the provisions of this section.

### **ARTICLE XIII Procedures and Communications**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for PAVE where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws. All communications, balloting, and notices may be sent by U.S. mail, overnight courier, facsimile, electronic mail.

### **ARTICLE XIV Amendments to Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the directors, present at any regular meeting or any special meeting, if at least fourteen (14) days written notice is given of attention to alter, amend, repeal or to adopt new Bylaws at such meeting.

Adopted this 6th day of June, 2007.