

**BYLAWS
OF
PANPBL: THE ASSOCIATION OF PROBLEM-BASED LEARNING
AND ACTIVE LEARNING METHODOLOGIES, INC.**

**Article I
Name**

The name of this corporation shall be PANPBL: The Association of Problem-Based Learning and Active Learning Methodologies, Inc., hereinafter referred to as the “Corporation.”

**Article II
Purposes**

Section 2.01. Purposes. The purposes for which the Corporation is established are as stated in its Certificate of Incorporation, to wit: The Corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2.02. Earnings. No part of the Corporation’s earnings shall inure to the benefit of any member, director, or officer, nor shall any substantial part of its activities consist in carrying on propaganda or otherwise attempting to influence legislation.

**Article III
Offices**

Section 3.01. Registered Office. The registered office of the Corporation in Delaware shall be located at 42 Amstel Avenue, 012 Purnell Hall, Newark, DE, 19716, and the registered agent in charge thereof shall be Mark A. Serva, Ph.D.

Section 3.02. Other Offices. The Corporation may also have offices at such other places as the Board of Directors of the Corporation (the “Board of Directors” or the “Board”) may from time to time appoint or the business of the Corporation may require.

**Article IV
Membership**

Section 4.01. Members. Members shall consist of those voluntary contributors who are sympathetic to the purposes of the Corporation and, who are offered membership by the Board of Directors upon receipt of their contribution. Otherwise, a contributor will not automatically become a member of this Corporation. The Board of Directors may refuse any contribution, with or without reason.

Section 4.02. Meetings. Meetings of the membership may be held and shall be set by the Board of Directors at reasonable times, with reasonable notice given to all members. A majority of the members shall constitute a quorum.

Article V
Board of Directors

Section 5.01. Number of Directors. The Board of Directors shall initially consist of eight directors (the “Directors”). Thereafter, the exact number of Directors shall be as determined from time to time by the Board, provided that any reduction in the size of the Board shall not by itself cause any Director or Directors to be removed from the Board.

Section 5.02. Election of Directors.

(a) The initial Board shall be as appointed by the sole incorporator upon the formation of the Corporation. Elections of Directors shall thereafter be held every two years, and the Members shall elect the Directors. Any Director may succeed himself or herself if properly elected. That number of individuals equaling the number of seats available on the Board, who receive the greatest number of votes in the election of Directors, shall constitute the Board from the time of their election until the earliest of the next election and any such Director’s death, resignation, or removal.

(b) If a vacancy shall occur due to the death, resignation, or removal of a Director, or due to an increase in the size of the Board, such vacancy shall be filled by an individual elected in accordance with Section 5.02(a). Such individual shall serve until the earliest of the next election and such individual’s death, resignation, or removal.

Section 5.03. Term. Directors shall serve terms of two years each.

Section 5.04. Resignation and Removal of Directors. A Director may resign at any time by delivering written notice thereof to the President of the Corporation or, if there is no President, to any other Director. Unless specified otherwise in such written notice of resignation, it shall take effect upon delivery. A Director may be removed at any time, with or without cause, by the vote of a majority of the Directors then serving on the Board.

Section 5.05. Quorum. A majority of the Directors then serving on the Board shall constitute a quorum of the Board for the conduct of business.

Section 5.06. Meetings. The Board shall meet annually. Any number of additional meetings may be held as called by any Director or Directors. Any Director may call a meeting of the Board by providing notice to the other Directors in accordance herewith. Such notice shall state the time, place, and purpose of the meeting, and shall be delivered in person, by e-mail, or by first-class United States mail. If delivered in person or by e-mail, such notice shall be delivered at least twenty-four (24) hours before such time. If delivered by first-class United

States mail, such notice shall be deposited in the United States mail at least four (4) days before such time. Any Director may waive notice. A Director shall be deemed to have waived notice if he or she attends a meeting for any purpose other than to protest the validity of the notice thereof. Any or all of the Directors may attend meetings telephonically, provided that all participants at such meeting can hear each other.

Section 5.07. Action of the Board. Subject to the provisions of Section 5.02(a), any action or resolution approved or adopted by a majority of the Directors attending a meeting at which a quorum is present shall be the action or resolution of the Board.

Section 5.08. Board Action by Written Consent. Notwithstanding anything to the contrary contained in these Bylaws, any action that may be taken at a meeting of the Board may be taken without notice and without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors and filed with the minutes of the proceedings of the Board.

Article VI **Board Duties and Powers**

The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, by the Certificate of Incorporation, or by these Bylaws directed or required to be exercised or done by the members. Without limiting the generality of the foregoing, the powers of the Board shall include the power to authorize increases in the Corporation's indebtedness and to mortgage and pledge its assets.

Article VII **Officers**

Section 7.01. Required Officers. The Corporation shall have a President, a Secretary, and a Treasurer. The Corporation shall further have such other officers, if any, as the Board may determine. Any number of offices may be held by the same person.

Section 7.02. President. The President shall be the senior officer of the Corporation. He or she shall have general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of President. The President shall from time to time make or cause to be made such reports of the affairs of the Corporation as the Board may require.

Section 7.03. Secretary. The Secretary shall attend all sessions of the Board (except and to the extent that the Board may determine from time to time to exclude the Secretary) and all meetings of the members and act as clerk thereof; and shall record all the votes and minutes thereof in books to be kept for that purpose. The Secretary shall perform such other duties as may be prescribed by the Board or by the President. The Secretary shall keep in safe custody the

corporate seal of the Corporation, if any, and may affix the same to any instrument requiring it and attest the same.

Section 7.04. Treasurer. The Treasurer shall attend all sessions of the Board (except and to the extent that the Board may determine from time to time to exclude the Treasurer) and all meetings of the members and keep in banking institutions all money of the corporation. The Treasurer will also sign—together with the President—checks and other banking and financial documents and make authorized payments and accept receipts due to the Corporation. The Treasurer will also develop an annual budget and present the budget when requested.

Section 7.04. Delegation of Officer's Duties. Unless otherwise provided in these Bylaws or in a resolution of the Board, any officer may delegate duties to his or her assistant (if any) appointed by the Board. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate or authorize the delegation of such officer's powers or duties, for the time being, to any person.

Section 7.05. Election of Officers. The officers of the Corporation shall be elected to three-year terms by the Board. Nominations for the offices may be made by any Director.

Article VIII **Records**

Section 8.01. Corporate Records. The Corporation shall keep at its registered office in Delaware or at its principal place of business wherever situated an original or duplicate record of the proceedings of the Board; the original or a copy of the Bylaws, including all amendments and alterations thereto to date; and a register giving the names and addresses of the Directors. The Corporation shall also keep complete and accurate books or records of account.

Section 8.02. Right of Inspection. Every Director shall, upon written demand, have a right to examine for any proper purpose, in person or by agent or attorney, during the usual hours for business and at the place where such books and records are kept, the books and records of account, and the records of the proceedings of the Board, and to make copies or extracts therefrom.

Section 8.03. Execution of Written Instruments. All contracts, deeds, mortgages, obligations, documents, and instruments, whether or not requiring a seal, may be executed by the President. All checks, notes, drafts, and orders for the payment of money shall be signed by such one or more officers or agents as the Board may from time to time designate.

Article IX **Irrevocable Dedication; Dissolution and Reversion**

Section 9.01. Irrevocable Dedication. The Corporation is not organized, nor shall it be operated, for a pecuniary gain or profit. The property, assets, profits, and net income of the

Corporation are irrevocably dedicated to religious, charitable, scientific, and educational purposes, and no part of the profits or net income shall inure to the benefit of any officer, Director, or member thereof.

Section 9.02. Dissolution. Should the Corporation cease to act and be dissolved, its property and assets then remaining shall be paid over to and become the property of a charitable organization designated by the Board; provided, however, that payment shall be made hereunder only to such corporations, trusts, foundations, or other organizations as are organized and operated exclusively for religious and/or charitable educational or scientific purposes that are exempt from federal income tax under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code.

ADOPTED, this 5 day of April, 2019.