

BYLAWS

FREEPORT AREA SCHOOL DISTRICT FOUNDATION

ARTICLE I

PURPOSE

The purpose of FREEPORT AREA SCHOOL DISTRICT FOUNDATION (hereafter referred to as “**FOUNDATION**”) is to develop, promote and finance educational programs, activities and projects for the Freeport Area School District, Freeport, PA.

MISSION

The mission of the **FOUNDATION** is to put ideas for enhanced education into action by funding innovative programs, broadening teaching and learning opportunities, and encouraging community involvement.

ARTICLE II

MEMBERS

This corporation shall have no members.

ARTICLE III

DIRECTORS

Section 1. **POWERS AND DUTIES:** All corporate powers of the **FOUNDATION** shall be exercised by or under the authority of the Foundation Board of Directors. “Directors” shall refer to Foundation Directors and “Board” shall refer to Foundation Board.

Section 2. **NUMBERS OF DIRECTORS AND QUALIFICATION:** The number of Directors constituting the **FOUNDATION** Board shall be no less than five (5) and no more than eleven (11) appointed members plus five (5) ex-officio non-voting members: President of the Freeport Area School District School Board or Board Member designee, the Freeport Area School District Superintendent or administrative designee, Business Manager of the Freeport Area School District, the Foundation Executive Director (initially the School and Student Events Coordinator of the Freeport Area School District, and a representative of the Freeport Education Association. Initial appointments to the **FOUNDATION** Directors will made by the ex-officio members listed above.

Section 3. **REMOVAL:** The **FOUNDATION** Board, by a two-thirds vote, may at any time, at a meeting expressly called for that purpose, and after due notice to all Directors, remove any Director for misconduct, malfeasance in office, or for other good cause.

Section 4. VACANCIES: Except as otherwise stated in these By-laws, any vacancy occurring among the elected members of the Board shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

Section 5. COMPENSATION: No voting Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement for reasonable expenses incurred by Directors for duties directly relating to **FOUNDATION** activities, if preapproved by the Board.

Section 6. TERM OF OFFICE AND ELECTION: Each appointed FOUNDATION Directors shall serve for a term of three (3) years, and until a qualified successor is appointed. One-third of the Directors shall be elected each year at the Annual Meeting by a majority vote of the Directors then in office. The initial FOUNDATION Directors shall hold office as follows: five (5) members of said Board shall hold office for a term of three (3) years; three (3) of said Board shall hold office for a term of two (2) years, and three (3) members of said Board shall hold office for a term of one (1) year. The initial terms of elected Directors shall be determined by drawing lots. Any director succeeding the initial Directors shall then hold office for a term of three (3) years.

ARTICLE IV

OFFICERS

Section 1. NUMBER: The officers of the FOUNDATION shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the FOUNDATION Directors may from time to time appoint.

Section 2. ELECTION AND TERM OF OFFICE: The officers of the FOUNDATION shall be elected annually by the FOUNDATION Board of Directors, immediately following the election of Directors, at a regular meeting. Vacancies may be filled at any meeting of the FOUNDATION Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified, and each shall be eligible to succeed himself or herself in office.

Section 3. PRESIDENT: Subject to control of the Board of Directors, the President shall have general supervision of the affairs of the FOUNDATION. The President shall preside at all meetings of the FOUNDATION Board of Directors, and shall have such other duties as may be prescribed by the FOUNDATION Board of Directors. The President shall serve as an ex-officio member of all Committees, with the exception of the Nominating Committee.

Section 4. VICE PRESIDENT: In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall have such other powers and duties as may be assigned by the FOUNDATION Board of Directors.

Section 5. THE SECRETARY: The Secretary shall keep minutes of the proceedings of all meetings of the FOUNDATION Board of Directors. The Secretary shall have custody of the seal of the FOUNDATION and shall have authority to cause such seal to be affixed to, or impressed or otherwise reproduced upon all documents the execution and delivery of which on behalf of the FOUNDATION shall have been authorized. The Secretary shall keep current records of the name, mailing address and telephone numbers of all FOUNDATION Directors. The Secretary shall perform all duties and have such other powers as may from time to time be assigned by these bylaws, by the FOUNDATION Board of Directors or by the President.

Section 6. THE TREASURER: The Treasurer shall have custody of FOUNDATION funds and securities and shall keep full and accurate records of all receipts and disbursements in books belonging to the Foundation. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Foundation in such depositories as may be designated by the FOUNDATION Board of Directors. The Treasurer shall cause the funds of the FOUNDATION to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements and shall render to the President and the FOUNDATION Board of Directors whenever requested, an account of all his transactions as Treasurer and of the financial condition of the FOUNDATION. The Treasurer shall perform all duties and have all powers incident to the office of Treasurer and shall perform such duties and have other powers as may from time to time to be assigned by these Bylaws, by the FOUNDATION Board of Directors.

Section 7. FOUNDATION EXECUTIVE DIRECTOR: The duties of the FOUNDATION Executive Director are to coordinate FOUNDATION activities with those of the school district. The Executive Director is also to serve as a communication link between the FOUNDATION and the school district. (This includes the school board, superintendent, district administration, and faculty). The Executive Director is appointed by the school district Superintendent.

Section 8. REMOVAL: Any officer may be removed at any time for cause by a two-thirds vote of all FOUNDATION Directors then in office. Any Director can be removed when they incur absences of three (3) consecutive meeting without good cause.

Section 9. VACANCIES: Any vacancy occurring in any office of the FOUNDATION shall be filled by the FOUNDATION Board of Directors for the remaining term of office.

ARTICLE V

COMMITTEES

Section 1. COMMITTEES: Except as otherwise stated in the Bylaws, the President shall appoint members and designate the chair of standing and other committees. Committees serve at the pleasure of the Board under such rules and regulations as they may approve.

Section 2. EXECUTIVE COMMITTEE: There shall be an Executive Committee composed of the officers of the FOUNDATION plus one board member elected for a one-year term. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the FOUNDATION between meetings of the FOUNDATION Board. All action taken by the Executive Committee shall be subject to ratification by the FOUNDATION Board. The Executive Director shall be present at all Executive Committee meetings.

Section 3. STANDING COMMITTEES:

- A. Allocations Committee: There shall be an Allocations Committee whose responsibilities shall include review of proposals and recommendations for program allocations. This committee may consist of not more than two non-Board members.
- B. Fund Raising Committee: There shall be a Fund Raising Committee whose responsibilities shall include planning for the solicitation of contributions in support of the Foundation's purposes. This committee may consist of not more than two non-Board members.
- C. Nominating Committee: There shall be a Nominating Committee of not less than three (3) persons. The Nominating Committee shall present nominations for Directors and Officers. This committee may consist of not more than two non-Board members.

Section 4. OTHER COMMITTEES: The Board may create additional committees as needed.

Section 5. NUMBER OF DIRECTORS ON COMMITTEES: Each committee shall be made up of at least three (3) Directors of the FOUNDATION. Each committee shall make annual and other reports as directed by the Board.

ARTICLE VI

MEETINGS

Section 1. ANNUAL MEETING: The Annual Meeting of the FOUNDATION Board of Directors shall be held in the month of May at such date, time and place as they shall determine.

Section 2. REGULAR MEETINGS: In addition to the Annual Meeting, regular meetings shall be held in January and October. They shall be called by the President or any two Directors.

Section 3. NOTICE OF MEETINGS:

- A. Written notice of the Annual Meeting shall be given to the FOUNDATION

Directors at least five (5) days before the meeting.

- B. Written notice of regular meetings shall be given to all the FOUNDATION Directors a minimum of five (5) days prior to the meeting if delivered by first class mail.

Section 4. QUORUM: A majority of all FOUNDATION Directors then in office shall constitute a quorum. All action of the Directors, except as otherwise provided in the Bylaws, shall be by majority vote of those present and voting at any meeting.

Section 5. SPECIAL MEETINGS: A special meeting of the FOUNDATION Board of Directors may be called upon written request of the President, or any two Directors. Written notice of such special meeting shall be given to the Directors not less than five (5) days before such special meeting.

Section 6. WAIVER OF NOTICE: Any FOUNDATION Director may waive notice of any meeting in writing signed by said Director. However, the waiver of notice of a special meeting must include a statement of the proposal of said special meeting. Attendance by a Director at any meeting of the Board is construed as a waiver of notice thereof.

Section 7. CONSENT OF DIRECTORS IN LIEU OF MEETING: Any action required or permitted to be taken at any meeting of the FOUNDATION Board of Directors may be taken without a meeting if all members of the Board consent in writing, and the writing or writings are filed with the minutes of the Board.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 1. EXECUTION OF INSTRUMENTS GENERALLY: All FOUNDATION documents, instruments or writings of any nature shall be signed by the President in his/her capacity, and shall be verified, acknowledged or otherwise attested by the Secretary.

Section 2. CHECKS, DRAFTS, ETC.: All notes, endorsements, acceptances and all written securities of the FOUNDATION shall be signed by the President and by the Treasurer in such manner as the FOUNDATION Board of Directors may from time to time determine. All checks and drafts on accounts and transfers of funds of the corporation shall be signed by the President and by the Treasurer.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. CORPORATE SEAL: The FOUNDATION may have a corporate seal, which may be used in the execution of the Foundation instruments, documents and other

writings. The seal shall be circular in shape with the name of the Foundation, and the year of incorporation, 2012, on the outside and the word Seal in the center. Corporate Seal is an option of the FOUNDATION.

Section 2. FISCAL YEAR: The fiscal year of the corporation shall begin July 1 and shall end June 30 of each year. The annual meeting for election of officers for the upcoming year shall be held the third Monday in May.

Section 3. ANNUAL AUDIT: The books of the FOUNDATION and of its Treasurer shall be audited annually by an independent public accountant. Copies of each annual audit shall be filed with the Board.

Section 4. BOND FOR TREASURER: The Treasurer for the FOUNDATION shall perform such duties as set out elsewhere in these Bylaws. In the performance of these duties he/she shall be in charge of the funds of the FOUNDATION. The Treasurer shall be bonded annually throughout his term as Treasurer, and bond shall be in an amount set by the Board, exceeding the total value of funds controlled by the Treasurer during the next preceding fiscal year.

Section 5. LIABILITY INSURANCE: The Board may provide liability insurance for all Directors and Officers. Liability insurance shall be in such amounts as the Directors deem requisite for the position and function of the individuals insured. It is the purpose of this section to insure directors, officers, and employees from pecuniary loss for carrying out their duties and responsibilities as assigned by the Board.

Section 6. RULES: Robert's Rules of Order (the most recent edition) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors.

Section 7. REPORT TO DIRECTORS: The President, as appropriate, shall furnish a written report annually or biannually to all Directors.

Section 8. NON-CORPORATION LAW: As to all matters not inconsistent with the Bylaws, the provisions of the Pennsylvania Non-Corporation Law shall be applied for the purpose of governing the actions of this Foundation.

ARTICLE IX

GIFTS AND DONATIONS

Section 1. DESIGNATED GIFTS AND DONATIONS: Any gift or donation made to the FOUNDATION, from any person, business or corporation, may be designated for a particular program or activity which is currently being carried on by the Foundation or may be designated to a particular purpose of the Foundation such as technical training, scholarships to deserving students, cultural enrichment, or otherwise. Any designated gift, if accepted by the FOUNDATION, shall be used only for the purposes for which it has been designated. The Board is empowered to reject any gifts which it deems inappropriate.

Section 2. UNDESIGNATED GIFTS AND DONATION: Any gift or donation received by the FOUNDATION which is not designated for a particular purpose, shall be used in such manner as the Board deems best. Undesignated gifts may be merged by the FOUNDATION with other undesignated gifts and used as a single unrestricted fund.

Section 3. DEDICATION OF ASSETS: The properties and assets of this non-profit corporation are irrevocably dedicated to the educational purposes of the Freeport Area School District or trustee. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall insure to the benefit of any private person or individual or trustee of this Corporation. On liquidation or dissolution, all property and assets and obligations shall be distributed and paid over to an organization dedicated to educational purposes, providing that the organization continues to be dedicated to the exempt purposes, specified in the Internal Revenue Code Section 501(c)(3).

ARTICLE X

AMENDMENTS

Section 1. AMENDMENTS: These Bylaws and the Articles of Incorporation of the FOUNDATION may be amended or repealed, or new Bylaws may be adopted, by an affirmative vote of two-thirds of all persons then serving on the Board of Directors of Freeport Area School District, provided that notice of the intention to amend, repeal or make addition to the Articles or Bylaws is contained in the notice of the meeting.

Adopted this ____ day of _____, 2012.

These By-Laws accurately represent the manner in which our organization will be governed.

Secretary Date

President Date

Executive Director Date