

BY LAWS

GLENDALE SCHOOL DISTRICT EDUCATION FOUNDATION

ARTICLE I

PURPOSE

The purpose of THE GLENDALE SCHOOL DISTRICT EDUCATION FOUNDATION is to develop, promote and sustain financially the educational programs, activities and opportunities for the Glendale School District, Flinton, Pennsylvania

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 Board of Directors.

Section 2. **NUMBERS OF DIRECTORS AND QUALIFICATIONS:** The number of directors constituting the whole board shall be nine (9) and the following ex-officio non-voting members, who are invited to meeting in an advisory capacity: the President of the Glendale School District Board of Education, the Glendale School District Superintendent, the Business Manager of the Glendale School District, and the Executive Director of the Glendale Education Foundation.

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

Section 4. **VACANCIES:** Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Directors 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 un-expired term of the predecessor.

Section 5. **COMPENSATION:** No 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 the Board members, in connection with attendance at Board meetings.

Section 6. TERM OF OFFICE AND ELECTION: Each elected Director shall serve for a term of five years, and until a qualified successor is appointed and elected.

ARTICLE IV

OFFICERS

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

Section 2. ELECTION AND TERM OF OFFICE: The officers of the FOUNDATION shall be elected annually by the Board of Directors at the regular Annual Meeting in September. Vacancies may be filled at any meeting of the 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 meeting of the Board of Directors, and shall have such other duties as may be prescribed by the Board. 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 Board.

Section 5. THE SECRETARY: The Secretary shall keep minutes of the proceedings of all meetings of the 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 addresses, telephone numbers and email addresses of all Directors. The Secretary shall perform all duties and have such powers as may from time to time be assigned by these bylaws, by the 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 depositories as may be designated by the 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 Board of Directors whenever requested, an account of all his/her transactions as Treasurer and of the financial condition of the Foundation. The Treasurer shall prepare a report to all Board of Directors for each of the meetings, with an annual FOUNDATION Fiscal Report to be completed sometime after July 1st of each year. The Treasurer shall perform all duties and have all the 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 Board of Directors.

Section 7. REMOVAL: Any officer may be removed at any time for just cause by a three-fourth vote of all Directors then in office.

Section 8. VACANCIES: the Board of Directors shall fill any vacancy occurring in any office of the Foundation.

ARTICLE V

COMMITTEES

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

Section 2. EXECUTIVE COMMITTEE: There shall be an Executive Committee composed of the officers of the Foundation. 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 Board. All action taken by the Executive Committee shall be subject to ratification by the Board at the next subsequent meeting.

Section 3. STANDING COMMITTEES: These committees shall be full board participation, under the direction of the President.

- A. POLICY/PLANNING COMMITTEE: There shall be a Policy Committee whose responsibilities shall be to ensure that policies are being updated and utilized, as well as Planning for the future of the Foundation.
- B. FUNDRAISING/FINANCE COMMITTEE: There shall be a Fund Raising Committee whose responsibilities shall include planning for the solicitation of contributions in support of the Foundation's allocations and purposes.
- C. GRANT/SCHOLARSHIP COMMITTEE: There shall be a Grant/Scholarship Committee whose responsibilities shall be to evaluate teacher mini-grants for preliminary funding, and evaluate/assess student scholarship applicants during their written and oral presentations of their community or school-improvement projects.
- D. OTHER COMMITTEES: The Board shall create additional committees as needed.

ARTICLE VI

MEETINGS

Section 1. ANNUAL MEETING: The Annual Meeting of the Board of Directors shall be held during the month of September on the last Monday of the month.

Section 2. REGULAR MEETINGS: In addition to the Annual Meeting, regular meetings shall be held throughout the year in February, April and October; and 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 Directors at least five (5) days before the meeting.
- B. Written notice of regular meetings shall be given to all the Directors a minimum of five (5) days prior to the meeting if delivered by first class mail or a minimum of forty eight (48) hours prior to the meeting if notice is delivered personally, by telephone or email.

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

Section 5. SPECIAL MEETINGS: A special meeting of the 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 a special meeting.

Section 6. WAIVER OF NOTICE: Any 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. It is the responsibility of each Director to contact the Executive Director if he/she plans to miss any scheduled regular or special meeting.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 1. EXECUTION OF INSTRUMENTS GENERALLY: All documents, instruments or writings of any nature shall be signed by the President in his capacity as President, 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 Board of Directors may from time to time determine. All checks and drafts on accounts and transfer of funds of the corporation shall be signed by *any two* of the four officers.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. CORPORATE SEAL: The Foundation shall have a corporate seal, which shall be used in the execution of the Foundation instruments, documents and other writings. The seal shall be circular in shape with name of the Foundation, and the year of incorporation, 2002, on the outside and the word “Seal” in the center.

Section 2. FISCAL YEAR: The fiscal year of the corporation shall begin July 1 and shall end June 30 of each year.

Section 3. AUDIT: An independent public accountant shall audit The Books of the Foundation and of its Treasurer during any year that profits exceed the IRS requirement (\$50,000) to file the mandatory Form 990 statement. Copies of each annual audit shall be filed with the Foundation Board of Directors.

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 should be bonded annually throughout his/her 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: While the Federal Volunteer Liability Limitation Act of 1997 protects individuals serving on boards of organizations such as school foundations, the Board of Directors may provide liability insurance for all Directors and Officers of the Foundation should the FOUNDATION find itself in a position in which the potential for liability is increased. 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 and officers from pecuniary loss for carrying out their duties and responsibilities as assigned by the Board.

Section 6. RULES: Roberts Rules of Order (the most recent edition at the date of its use) 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 of the Foundation.

Section 7. REPORT TO DIRECTORS: The President shall furnish a verbal report at each meeting to all Directors of the Foundation—assisted by the Executive Director of the Foundation.

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 writing, scholarships to deserving students, cultural enrichments, or otherwise. Any designated gift, if accepted by the Foundation, shall be used for only the purposes for which it has been designated. The Board is empowered to reject any gifts that it deems inappropriate, following the rules denoted by the FOUNDATION Gift Acceptance Policy.

Section 2. UNDESIGNATED GIFTS AND DONATIONS: Any gift or donation received by the Foundation which is not designed for a particular purpose, shall be used by the Foundation 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 are irrevocably dedicated to the educational purposed of Glendale School District. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or trustee of this corporation. On liquidation or dissolution, all property and assets shall be distributed and paid over to an organization dedicated to education purposes—such as the Glendale School District--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 affirmation vote of two-thirds of all persons then serving on the Board of Directors, provided that notice of the intention to amend, repeal and make addition to the Articles or Bylaws is contained in the notice of the meeting.

Adopted this twenty-eighth day of September, 2015.

President

Secretary

GEF CORPORATE SEAL

