

# **UPPER DUBLIN EDUCATION FOUNDATION**

## **BY-LAWS**

### **ARTICLE I**

#### **NAME**

The name of the organization shall be the Upper Dublin Education Foundation (hereinafter referred to as "Foundation").

### **ARTICLE II**

#### **PURPOSE**

Section 1: Statement of Purpose: The Foundation shall be a broad-based, nonprofit community organization, whose exclusive educational and charitable purpose is to secure resources from individuals, corporations, community organizations, and foundations to be distributed to support programs and/or students in the Upper Dublin School District, which will lead to the overall improvement of the quality of education and an enhancement of community support for public education.

Section 2: Tax Exemption: The Foundation is organized exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under said Section or the corresponding provisions of any subsequent laws. The Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

Section 3: Distribution of Funds: No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, except that this organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein. No substantial part of the activities of the Foundation shall be directed toward an attempt to influence legislation and the Foundation shall not participate in any political campaign on behalf of any candidate for public office.

Section 4: Dissolution of Corporation: In the event of the dissolution of the Foundation by sale, liquidation or otherwise, all remaining assets shall, after payment or provision for payment of all liabilities of the Foundation, be distributed exclusively to the School District of Upper Dublin, or any non-profit Upper Dublin-based organization which could qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. In the event of any assets not so disposed of, they shall be disposed of by the Court of Common Pleas in the county in which the principal office of the organization is then located, exclusively for such charitable purposes or to such organization or organizations as the Court shall determine which qualify under Section

501(c)(3) of the Internal Revenue Code, as amended, but in no event shall these assets revert back to the incorporators or directors of this organization for their individual benefit.

### **ARTICLE III**

#### **MEMBERSHIP**

Foundation shall have no members.

### **ARTICLE IV**

#### **BOARD OF 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: Number of Directors: The number of directors shall not be less than twelve (12), nor more than eighteen (18), of whom a majority shall represent business and community interests. Included as permanent directors shall be the Superintendent of schools and the School District Business Manager.

Section 3: Manner of Selection and Term: Each director, except the permanent directors, shall serve for a term of three years or until a successor is elected. At the end of the first year, and thereafter, one-third of the directors shall be elected each year at the Annual meeting by a majority vote of the directors then in office. Nominations for director may be submitted by nominating committee or by individual directors.

Section 4: Vacancies: Except as otherwise stated in these by-laws any vacancy occurring among the 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 unexpired term of the predecessor.

Section 5: Quorum: A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board.

Section 6: Compensation: No director shall receive, directly or indirectly, any compensation for his or her services as director.

### **ARTICLE V**

#### **OFFICERS**

Section 1: Number and Qualifications: The officers of the Foundation shall consist of a president, a vice-president, a secretary, a treasurer, and such other officers as the board of directors may from time to time appoint.

Section 2: Election and Term of Office: The officers of the Foundation, except for the treasurer, shall be elected annually by the board of directors immediately following the election of directors, at the

regular Annual Meeting. Vacancies may be filled at any meeting of the board of directors. Each officer shall hold office for one year and until a successor shall have been duly elected and qualified.

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 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: Secretary: The secretary shall be responsible for the minutes of all meetings of the board of directors. The secretary shall perform such additional duties as shall be assigned by the board.

Section 6: Treasurer: The School District Business Manager shall be the treasurer of the Foundation. The treasurer shall be responsible for the accounting of all monies for the Foundation, including depositing/investing them in accordance with policy adopted by the board. The treasurer shall have such additional powers and duties as may be assigned by the board. The treasurer may be bonded, at the expense of the Foundation, at the discretion of the board of directors.

## **ARTICLE VI**

### **DIRECTORS AND OFFICERS LIABILITY AND INDEMNIFICATION**

Section 1: Liability: A director of the Foundation or of any other foundation entity which he serves as such at the request of the Foundation shall not be personally liable for monetary damages or any action taken, or any failure to take any action unless the director has breached or failed to perform the duties of his office as defined in Section 8363 of the Directors' Liability Act (42 Pa. C.S. 8363), and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 2: Indemnification: The foundation shall indemnify each person who is or was a director or officer of the foundation or any other foundation entity which he served as such at the request of the Foundation, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit, or proceeding (whether brought by or in the right of the Foundation or such other Foundation entity or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a director or officer of the Foundation or of such other Foundation entity, or by reason of any past or future action taken or not taken in his capacity as such director or officer, whether or not he continues to be such at the time such liability or expense is incurred, unless such person has breached or failed to perform the duties of his office which, for officers and directors, shall be as defined in Section 8363 of the Directors' Liability Act and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. "Liability " and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties. Termination of any claim or proceeding, civil or criminal, by judgment, settlement, conviction or upon any plea shall not create a presumption that a director or officer did not meet the standards of conduct set forth above except where there is

made a specific finding of a court that the action or conduct constituted recklessness or willful misconduct. Any director or officer who has been wholly successful, on the merits or otherwise, shall be entitled to indemnification as of right. Expenses incurred may be advanced by the Foundation prior to the final disposition thereof upon receipt of a promise of the recipient to repay such amount if it shall be determined that he is not entitled to indemnification under this Article. The rights of indemnification shall be in addition to any other legal or contractual rights and shall inure to the benefit of the heirs, executors, and administrators of any such person.

## **ARTICLE VII**

### **COMMITTEES**

Section 1: Committees: Except as otherwise stated in these by-laws, the president shall appoint the members and designate the chair of standing and other committees. Committees shall serve at the pleasure 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.

Section 3: Other Committees: The board may create additional committees as needed.

## **ARTICLE VIII**

### **MEETINGS**

Section 1: Annual Meeting: The Annual Meeting of the board of directors shall be held in the month of June at such date, time and place as the board of directors shall determine.

Section 2: Regular Meetings: In addition to the Annual Meeting, regular meetings of the board of directors shall be held at least quarterly and shall be called by the president or any two directors.

Section 3: Notice of Meetings: A. Notice of the Annual meeting shall be given to the directors not more than thirty (30) days, nor less than ten (10) days before the meeting.

B. Notice of regular meetings shall be given to all the directors a minimum of four (4) days prior to the meeting.

C. Waiver of Notice: The notice requirements contained in these by-laws may be waived in writing by any director. All waivers shall be made part of the minutes of the meeting.

D. Action in lieu of a meeting: Any board action required or permitted to be taken by the board may be taken without a meeting, if two-thirds (2/3) of all members of the board shall consent to such action in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the same vote of the directors at a duly convened meeting.

## **ARTICLE IX**

### **MISCELLANEOUS**

Section 1: Fiscal Year: The fiscal year shall begin July 1 and shall end June 30.

Section 2: Rules: Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws or by other specific rules of procedure adopted by the directors of the Foundation.

Section 3: Report of Directors: The president shall furnish a written report annually to all directors of the Foundation.

Section 4: Amendments: These by-laws may be amended by the affirmative vote of two-thirds (2/3) of the directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any bylaws unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting.