

BYLAWS

THE HAZLETON AREA EDUCATION FOUNDATION

ARTICLE 1

PURPOSE

The purpose of THE HAZLETON AREA EDUCATION FOUNDATION is to develop, promote and finance educational programs, activities and projects for the Hazleton Area School District, Hazleton Township, PA.

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. **NUMBER OF DIRECTORS AND QUALIFICATION:** The number of directors constituting the whole board shall be nine (9) plus at least four ex-officio non-voting members: the President of the Hazleton Area School District School Board or his or her designee, the Hazleton Area School District Superintendent, the Foundation Executive Director, and the President of the Hazleton Area School Alumni Association or his or her designee (when established). The originating Directors shall be appointed by the Hazleton Area School Board and their terms of office shall commence on the effective date of their appointment. Three members shall serve for one year, three for two years, and three for three years. Thereafter, whenever a vacancy has occurred by reason of the expiration of the term of any member, the vacancy shall be filled in accordance with Section 4 of these bylaws.

Section 3. **REMOVAL:** The Board of Directors, by a two-thirds vote, may at any time, at a meeting expressly called for the 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 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.

Section 5. **COMPENSATION:** No Director shall receive, directly or indirectly, any compensation for his or her services as Director.

Section 6. **TERM OF OFFICE AND ELECTION:** Each elected Director shall serve for a term of three (3) years, and until a successor is elected and qualified, or until his or her earlier death, resignation or removal. 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 the Nominating Committee or by individual Board members. No director shall serve more than two (2) consecutive terms. Any director who has previously served on the Board for more than three (3) years shall be eligible for re-election to the Board so long as at least one (1) year has elapsed since the expiration of his or her prior term of service. This section notwithstanding, the current members of the Board of Directors shall be eligible to serve out the remainder of his or her term as it exists at the time of this amendment so as to preserve the staggering of service originally provided for in this section.

ARTICLE IV

OFFICERS

Section 1. **NUMBER:** The officers of the FOUNDATION shall consist of 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 shall be elected annually by the Board of Directors, immediately following the election of Directors, at the regular Annual Meeting. Officers will be elected by a majority vote of the Directors then in office. 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 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 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 address and telephone numbers of all 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 Board of Directors or by the President.

Section 6. **THE TREASURER:** The Treasurer shall have custody of the 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 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 of the Board of Directors whenever requested, an account of all his or her 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 as assigned by these Bylaws, by the Board of Directors.

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

Section 8. **VACANCIES:** Any vacancy occurring in any office of the Foundation shall be filled by the Board of Directors

ARTICLE V

COMMITTEES

Section 1. **COMMITTEES:** Except as otherwise stated in the Bylaws, the President shall appoint the members and designate the chair and other standing 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 plus three board members 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 Board. All action taken by the Executive Committee shall be subject to ratification by the Board.

Section 3. **STANDING COMMITTEES:**

- A. Projects Committee: There shall be a Projects Committee whose responsibilities shall include review of proposals and recommendations for program allocations.
- B. Finance Committee: There shall be a Finance Committee whose responsibilities shall include planning for the solicitation of contributions in support of the Foundation's Purposes.

- 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.

Section 4. Each standing committee may develop policies and procedures for the operation of that committee. In the event such policies and procedures are developed, the same shall be approved by a majority vote of the Board.

Section 5. OTHER COMMITTEES: The Board may create additional committees as needed.

Section 6. 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 Board of Directors shall be held in the month of June as such date, time and place as the Board of Directors shall determine.

Section 2. REGULAR MEETINGS: In addition to the Annual Meeting, regular meetings shall be held at least quarterly in January, April, 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 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 a meeting if notice is delivered personally or by telephone.

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 by 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 (2) 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 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 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 Board of Directors may be taken without a meeting if all members of the Board consent in writing, and the writings are filed with the minutes of the Board.

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 to his or her 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 Executive Director and the President or the Treasurer in such manner as the 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 Executive Director and the President or the Treasurer.

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 the name of the Foundation, and the year of incorporation, 2012, 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 end June 30 of each year.

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 Foundation's 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 or she shall be in charge of the funds of the Foundation. The Treasurer shall be bonded annually throughout his or 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:** The Board of Directors may provide liability insurance for all Directors and Officers of the Foundation. 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 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 written report annually to all Directors of the Foundation.

Section 8. **NON-PROFIT CORPORATION LAW:** As to all matters not inconsistent with the Bylaws, the provision of the Pennsylvania Non-Profit 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, unless the donor has not provided sufficient direction to permit use of the donation. In the event, the Board is authorized to designate that donation consistently with the Foundation's Donor-Designated Contributions Policy. The Board is empowered to reject any gifts, which it deems inappropriate.

Section 2. **UNDESIGNATED GIFTS AND DONATIONS:** Any gift or donation received by the Foundation which is not designated 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 of this non-profit corporation are irrevocably dedicated to the educational purposes of the Hazleton Area 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 of dissolution, all property and assets and obligations shall be distributed and paid over to an organization dedicated to educational purposes, providing that the organization continue 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, 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 the _____ day of _____, 2015.

Secretary