

BY-LAWS
OF
THE WEST PERRY MUSTANG FOUNDATION

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BY-LAWS
OF
THE WEST PERRY MUSTANG FOUNDATION

ARTICLE I – NAME AND PURPOSE

Section 1.01 – Name. The name of the corporation is The West Perry Mustang Foundation (the “Foundation”), formed according to the provisions of the Pennsylvania Nonprofit Corporation Law of 1988.

Section 1.02 – Purpose. The Foundation is formed and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986 as now enacted and shall have the following purposes:

- a. To establish and operate a broad-based nonprofit community organization to seek and accept contributions from individuals, corporations, community organizations, foundations, and other entities.
- b. To provide financial assistance to West Perry School District in support of educational, cultural, and physical and emotional wellness programs in partnership with district leaders.
- c. To promote educational, cultural, civic, and charitable efforts in the region in support of positive and effective learning environments.

ARTICLE II – BOARD OF DIRECTORS

Section 2.01 – Authority. The affairs of the Foundation shall be managed by the Board of Directors of the Foundation (“Board of Directors” or “Board”) which may exercise on behalf of the Foundation all powers conferred upon, and enjoy all privileges permitted to, nonprofit corporations under the Pennsylvania Nonprofit Corporation Law of 1988.

Section 2.02 – Composition. The Board of Directors of the Foundation shall consist of not less than five (5) nor more than twenty-one (21) directors with the exact number to be set from time to time at the discretion of the Board. The Superintendent of West Perry School District (or his designee) shall be a permanent member of the board. The West Perry Education Association may select one of their members to serve on the Board of the Foundation on an annual basis. All other members of the Foundation Board of Directors shall be elected.

Section 2.03 – Initial Board Election. The Board of Directors shall initially be comprised of the founding members of the West Perry Mustang Foundation.

Section 2.04 – Manner of Election. Directors shall be elected by the Board of Directors at its annual meeting. At such meeting, a nominating committee established by the Board shall present its nominations for Directors to the Board. Nominations may also be made from the floor of the meeting of the Board.

Section 2.05 – Term of Office of Elected Directors. Each Director elected after the Initial Board shall hold office for a term of three (3) years or until earlier by resignation or removal. Each term shall commence on July 1 except for the initial terms of office or when a vacancy is filled for the balance of an unexpired term. The initial Elected Directors shall serve staggered terms as follows: three (3) Directors for one (1) year terms; three (3) Directors for two (2) year terms; and three (3) Directors for three (3) year terms. An Elected Director shall not serve more than two (2) consecutive three-year terms, plus any unexpired term, or term for less than three years, for which the Director had been initially appointed, unless an additional one-year term is approved by two-thirds (2/3) of the Board. Any Director having served two consecutive terms shall be eligible for re-election no sooner than 365 days following the final day of his last term.

Section 2.06 – Resignation and Removal. A Director may resign at any time upon written notice to the Foundation. Any Director may be removed by a two-thirds (2/3) majority vote of the Board of Directors.

Section 2.07 – Vacancies. A vacancy in the Board of Directors may be filled for the unexpired term of the vacancy by the remaining Directors.

Section 2.08 – No Compensation. A Director shall not receive any salary or compensation for services as a Director of the Foundation. The Board may authorize reimbursement of reasonable expenses incurred by Board members in connection with their responsibilities on the Board of Directors.

ARTICLE III – OFFICERS AND EMPLOYEES

Section 3.01 – General. The Foundation shall have a President, Vice-President, Secretary, and Treasurer and may have other officers as the Board shall from time to time authorize. Officers must be members of the Board of Directors. Each officer shall be elected by the Board to a one-year term at the Annual Meeting. Officers may serve unlimited consecutive terms during their time as Board members of the Foundation. Each officer shall serve at the pleasure of the Board and may be removed from office at any time without cause by a majority of the members of the Board of Directors then in office. Board members representing the school

district as Superintendent, and Education Association Member are not eligible to serve as Board officers.

Section 3.02 – President. The President (and in the absence of the President, the Vice President) shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board as provided herein. The President shall have general supervision of and general management and executive powers over all the property, operations, business, affairs, and employees of the Foundation. The President shall execute all contracts, deeds, bonds, or other instruments made by the Foundation in its name. The President shall appoint all committee members, subject to confirmation by the Board, and shall be an ex-officio member of all committees. The President shall, in the intervals between meetings, consult with the various committees, officers, and employees of the Foundation regarding the business of the Foundation.

Section 3.03 – Vice-President. The Vice-President shall attend all meetings of the Board of Directors and shall act in place of, and with all authority of, the President whenever the President is unable or unavailable to act as such. The Vice-President shall perform such other duties as directed by the Board.

Section 3.04 – Secretary. The Secretary shall attend all meetings of the Board, maintain records and minutes of all proceedings of the Board, and shall act as clerk thereof. The secretary shall promptly transmit meeting minutes to all Board members following meetings of the Board. The Secretary, by virtue of his or her office shall be an Assistant Treasurer. Each officer of the Foundation by virtue of his or her office shall be an Assistant Secretary. The Assistant Secretaries shall assist the Secretary in the performance of duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board, the President, or the Secretary. The Secretary shall have custody of the records of the Foundation and the ability to certify true and correct copies of all contracts, documents, or other records of the Foundation. The Secretary shall perform other such duties as are customary to the Office of Secretary and such duties as directed by the Board.

Section 3.05 – Treasurer. The Treasurer shall be the Chief Financial Officer of the Foundation and shall have care and custody of the Foundation's funds and securities. The Treasurer shall keep an accurate record of receipts and disbursements of the Foundation in books belonging to the Foundation. Any two officers shall sign orders and checks for the payment of money, as directed by the Board. At each regular meeting of the Board, the Treasurer shall provide an accounting of the financial condition of the Foundation and of its financial transactions, including an itemized statement of transactions

Section 3.06 – Additional Officers, Agents, and Employees. The Board may appoint or employ such additional officers or assistant officers, or agents, employees, or independent contractors

as the Board deems advisable, including an Executive Director. The Board or the President shall prescribe their duties, conditions of employment, and compensation. The Board shall have the right to dismiss them at any time.

Section 3.07 – Vacancy. Any vacancy in any office shall be filled by the Board of Directors for the unexpired term of office.

Section 3.08. Removal of Officers. Any officer may be removed by persons authorized under these Bylaws to elect or appoint Officers whenever in their judgment the best interests of the Foundation will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE IV – MEETINGS OF THE BOARD OF DIRECTORS

Section 4.01 – Annual Meeting. The Annual meeting of the Board shall be held no later than the 15th of July of each year at such time and place as may be fixed by the Board (the “Annual Meeting”). The Annual Meeting shall be the annual organization meeting at which the Board shall organize itself and elect all directors and officers of the Foundation, including the Elected Directors who shall serve as the Executive Officers and approve the annual budget. Any other business may be transacted at the Annual Meeting.

Section 4.02 - Regular meetings. Regular meetings of the Board shall be held at such time and place as agreed upon by the Board from time to time. Public notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law. Whenever the time or place of meetings is changed, a notice of such action shall be communicated promptly to each Director.

Section 4.03 – Notice of Regular Meetings. Notice of the annual and any regular meetings of the Board shall be given at least five (5) days before each meeting either by mail or electronic mail, or by announcement at the prior Board meeting.

Section 4.04 – Special Meetings. Special meetings of the Board of Directors may be called by the President or Secretary or by a majority of the Directors in office with at least two (2) days prior notice given to each Director either by mail or electronic mail. Notice of special meetings shall include time, location, and a brief statement of the general nature of business to be transacted; however, any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains reference thereto, except as otherwise required by law.

Section 4.05 – Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed

equivalent to the proper giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by the Director of the time and place of the meeting.

Section 4.06 – Action by the Board. At all meetings of the Board, the presence of at least a majority of Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any time during a meeting, the meeting may be adjourned by a majority of the Directors present until a quorum shall be present. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present.

Section 4.07 – Virtual Attendance. Board members may participate in a meeting by means of telephone or computer in which all persons participating in the meeting can hear each other. Virtual participation in a meeting shall constitute presence in person at the meeting.

Section 4.08 – Action by Unanimous Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors who would be entitled to vote on such action and is filed with the Secretary of the Corporation.

Section 4.10– Rules of Order. At all meetings, the generally accepted rules of parliamentary procedure are hereby adopted for the regulation of said meetings.

ARTICLE V - FINANCE

Section 5.01 – Receipts. All receipts of the Foundation shall be deposited to the credit of the Foundation in such insured financial institution as may be designated from time to time by the Board of Directors.

Section 5.02 – Fiscal Year. The fiscal year of the Foundation shall begin on the first of July each year.

Section 5.03 – Budget. The Treasurer shall present to the Board an operating and capital budget for the ensuing year in sufficient time to be considered and acted upon by the Board, no later than the final meeting of the fiscal year. Upon its adoption, the President shall be authorized to operate the Foundation in accordance therewith. The Board may amend the budget at any time.

Section 5.04 – Audit. The Board of Directors may appoint an independent certified public accounting firm to audit the accounts and records of the foundation.

ARTICLE VI – GENERAL PROVISIONS

Section 6.01 – Execution of Notes, Checks, Contracts and other Instruments. All documents and instruments requiring execution by the Foundation may be signed by the President, Vice President, Secretary, or the Treasurer.

Section 6.02 – Offices. The principal business office of the Foundation shall be at PO Box 171, Shermans Dale, PA 17090. The Foundation may have offices at such other places within the commonwealth of Pennsylvania as the business of the Foundation may require.

Section 6.03 – Corporate Seal. No seal shall be necessary to validate any instrument otherwise properly executed on behalf of the Foundation. The Foundation nevertheless reserves the right to adopt a seal to be used on corporate instruments as it sees fit.

Section 6.04 – Annual Report. The President and Treasurer shall present an annual report to the Board in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation law of 1988.

Section 6.05 – Non-Discrimination. The Foundation shall be non-discriminatory in all policies, operations, and activities.

Section 6.06 – Additional Policies and Procedures. The Board may create and implement additional policies and procedures of the Foundation, but at a minimum shall maintain the following policies: (1) conflict of interest; (2) whistleblower protection policy; (3) document retention/destruction policy; and (4) gift acceptance policy. In the event of any inconsistency between these by-laws and policies, these by-laws shall control.

ARTICLE VII - LIMITATION ON PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION

Section 7.01 - Limitation on Liability. A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (i) the Director has breached or failed to perform the duties of his or her office as defined below; and
- (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 7.02 - Standard of Care and Justifiable Reliance. A Director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (i) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in matters presented;
- (ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
- (iii) A committee of the Board upon which he or she does not serve duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. In discharging the duties of their respective positions, the Board, committees of the Board, and individual Directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Article. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 7.03 - Indemnification in Third Party Proceedings. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he

or she acted in good faith and in a manner reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.04 - Indemnification in Derivative Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Perry County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 7.05 - Mandatory Indemnification. Notwithstanding any contrary provision of the Articles or these Bylaws to the contrary, in the event that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either section 7.03 or 7.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.06 - Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 7.04 or 7.05 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (i) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- (ii) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested

Directors so directs, by independent legal counsel in a written opinion.

Section 7.07 - Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized above.

Section 7.08 - Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 7.09 - Reliance on Provisions. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VIII – AMENDMENT AND TERMINATION

Section 8.01 – Amendments. The By-Laws of the Foundation may be amended, altered, or repealed and new by-laws adopted, by a two-thirds (2/3) vote of the entire Board at any regular or special meeting. No action shall be taken to amend these by-laws unless written or electronic notice of, and a copy of, the proposed amendment(s) shall be given to the Directors at least ten (10) days prior to the meeting.

Section 9.02 – Termination. The existence of the Foundation may be terminated by a vote of four-fifths (4/5) of the Board of Directors of the Foundation present at a duly called meeting where a quorum is present and the vote for termination has been communicated to all Board members at least seven (7) days prior to the meeting.

In the event that the Foundation shall be terminated or dissolved, the Board, after paying or making provision for payment of all of the known liabilities of the Foundation, may transfer or dispose of the Foundation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Foundation's Board, have purposes similar to those of the Corporation or (b) the federal government. or to a state or local government for such purposes.

CERTIFICATION OF THE SECRETARY

The undersigned hereby certifies that he is the duly elected secretary of The West Perry Mustang Foundation (the "Corporation") and that the foregoing By-laws were revised by the Corporation on November 20, 2025

Elizabeth Place

Secretary