**Lehigh Valley (LV) Education 1st**

Corporate resolution by the board of directors of Lehigh Valley (LV) Education 1st

Lehigh Valley (LV) Education 1st was incorporated in the state of Pennsylvania during its first meeting held at the Mahoney's, 1609 Hanover Ave, Allentown, Pa. on September 20th, 2023. All board members were present.

 **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Lehigh Valley (LV) Education 1st

 (Also known as LV Education 1st).

.

**ARTICLE II. CORPORATE PURPOSE**

**Section 1. Nonprofit Purpose**

This corporation is organized exclusively for the common good and general welfare of the Community as detailed for nonprofit organizations under section 501(c)(4) of the Internal Revenue Code and does not exist to earn profit.

**Section 2. Specific Purpose**

The Lehigh Valley (LV) Education 1st mission is to serve as an educational resource organization to restore PA citizens Public Schools curriculum and educational foundations to their classic educational standards they once were.

**ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility for Membership**

Application for voting membership shall be open to any current citizen of the United States who supports the purpose statement in Article II, Section 2 and who completes a membership application form, and who pays dues in compliance with Article III, Section 2.

**Section 2. Annual Dues**

The amount required for annual dues shall be $25.00 for a period of 1 calendar year, ending on December 31 of any given year. Membership fee for new members is waived for the year they initially sign up. Dues may be changed by majority board approval.

**Section 3. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the board.

**ARTICLE IV. OFFICERS**

**Section 1. BOARD MEMBERS OF THIS ORGANIZATION SHALL POSSESS THE FOLLOWING CHARACTERISTICS DESCRIBED AS THE 4 PILLARS OF CONDUCT.**

Lehigh Valley (LV) Education 1st *was created by people driven by a desire to act with a strong moral obligation to the communities public school system and its students.*

*Our actions embrace the 4 pillars of conduct: honesty, accountability, integrity, and member participation*

*Our pledge is to always act with these principles in mind.*

**Honesty**

Honesty is sincerity. It is the basis for a strong and healthy relationship. Honest individuals take stock of individual abilities and represent their effort fairly. Honesty builds trust. It is inspirational and motivational.

**Accountability**

Accountability is the readiness or preparedness to give an explanation or justification to stakeholders for one’s judgments, intentions and actions.

It is a readiness to have one’s actions judged by others and, where appropriate, accept responsibility for errors, misjudgments and negligence and recognition for competence, conscientiousness, excellence and wisdom.

Accountability refers to the obligation to report on the usage of resources and answerability for failing to meet stated performance objectives

**Integrity**

Integrity includes honesty, transparency and accountability among core values or founding principles for all public administrations in their constitutions and relevant laws. We espouse probity, impartiality, fairness, honesty and truthfulness.

**Participation**

Member participation is a core value of this organization.

Our members are our strength and must be given the opportunity to contribute. Every member has their strengths and weaknesses. We pledge to maximize their strengths and minimize their weaknesses.

The officers of this corporation shall be the Co-Founder and Co-Founder.

**Section 2. Co-Founder**

The Co-Founders are Self-Elected as creators of Lehigh Valley (LV) Education 1st and Subsequent officers shall be elected by majority vote of the Board at the annual meeting in the month of July and no later than July 31st.

The elected members shall be seated immediately upon election.

The term of service for the office of members is one (1) year.

The maximum number of terms is three (3).

The members shall receive no compensation for service.

The members shall preside at all meetings of the membership and shall have the following duties:

a. Shall preside at all meetings of the Board of Directors

b. Shall have general and active management of the business

c. Shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed

d. Shall execute the actions of the Board of Directors

**Section 4. Webmaster**

The first Webmaster shall be elected by Co-Founders, Subsequent officers shall be elected by majority vote of the Board at the annual meeting in the month of July and no later than July 31st.

The elected Webmaster shall be seated immediately upon election.

The Webmaster shall receive no compensation for service.

The Webmaster should attend all meetings of the Board of Directors and all meetings of members.

The Webmaster shall:

1. Create and maintain the official WEBSITE, FACEBOOK PAGE, EMAIL, and all other internet applications.
2. Issue regular reports detailing updates, changes, costs, site traffic. Offer suggestions and improvements.
3. Maintain frequent contact with board members. Assist TREASURER with internet application billing and payment.

**Section 5. Secretary**

The first Secretary shall be elected by the Co-Founders of Lehigh Valley (LV) Education 1st. Subsequent officers shall be elected by majority vote of the Board at the annual meeting in the month of July and no later than July 31st.

The elected Secretary shall be seated immediately upon election.

The Secretary shall receive no compensation for service.

The Secretary shall attend all meetings of the Board of Directors and all meetings of members, and assisted by a staff member, will act as a clerk thereof.

The Secretary shall:

a. Record all votes and minutes of all proceedings and archive for future reference

b. Perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the Co-Founders.

**Section 6. Treasurer**

The first Treasurer shall be elected by the founding members of Lehigh Valley (LV) Education 1st. Subsequent officers shall be elected by majority vote of the Board at the annual meeting in the month of July and no later than July 31st.

The elected Treasurer shall be seated immediately upon election.

The Treasurer shall receive no compensation for service.

The Treasurer:

a. Shall maintain complete and accurate record of the organization’s finances and report upon request to the Board of Directors or the Co-Founders.

b. Shall assist in direct audits of the funds of the organization according to generally accepted accounting principles.

**Section 7. Election of Officers**

The Co-Founder and Co-Founder shall be elected by the Board of Directors upon its first meeting in the month of July and no later than July 31st.

The elected Co-Founders shall be seated immediately upon election.

**Section 8. Quorum**

The presence, in person or by teleconference of a simple majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

**Section 9. Removal.**

a. Any member of the Board of Directors or members may be removed for cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

b. ***WITH REFERENCE TO THE 4 PILLARS OF CONDUCT IN ARTICLE IV ABOVE:***

During a board meeting, if any board member presents evidence of a violation of these 4 principles by another board member, that member is subject to an ethics hearing by the board. Following a review of the details of the violation, a majority of the board will agree upon the appropriate action to be taken up to and including removal from the board of directors.

**Section 10. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

**Section 11. Committees**

1. Committees will be created and staffed through discussions at regular board meetings.
2. Committee Heads will be appointed by a majority vote of the board.
3. Committee Heads will serve for one year until they resign or until removed by a majority vote of the board.
4. Committee Heads duties include:
	1. Schedule at least monthly meetings at which their attendance is required
	2. Develop an assistant to act as substitute Committee Head

**Section 12. Conduct of meetings**

1. The Co-Founders will conduct the meetings according to the previously issued agenda.
2. Co-Founders will maintain order and any interruptions by unrecognized speakers or if the discussions have gotten raucous or argumentative. The Co-Founder or his/her designated (including committee chairs or their seconds) will use the squeaky gavel if in their opinion these conditions are met.
3. Meetings will be conducted according to the agenda which typically empowers one speaker at a time. The speaker will be shown the utmost respect by being allowed to report their information without interruption or grandstanding. The speakers will include members and guests.
4. At the conclusion of the agenda items, the co-founders or his/her designate will open the floor for New Business, which allows fewer restrictions and more participatory discussions.

**Section 13. Limitation of Personal Liability of Directors; Indemnification of Directors, Officers and Other Authorized Representatives**

Section 13.01. Limitation of Personal Liability of Director. 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 (a) the director has breached or failed to perform the duties of his or her office as defined in Section 13.02, *below*, and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, provided, however, that the preceding sentence shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or to the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 13.02. *Standard of Care and Justifiable Reliance.*

(a) 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 of Directors 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 statement 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 the 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 of Directors 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 case his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board of Directors, 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 in which the offices or other establishments of or related to the corporation are located, and any other pertinent factors. The consideration of those factors shall not constitute a violation of Section 7.02(a) hereof.

(c) 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 13.03. *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 or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be, or not opposed to, in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to order, settlement, conviction, or upon a pleas 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, he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 13.04. *Indemnification in Derivative Actions.* The corporation shall indemnify and person who was or is a party or who 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 a manner he or she reasonably believed to be, or not opposed to, in 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 the county in which the corporation’s registered office is located 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 13.05. *Mandatory Indemnification.* Notwithstanding any contrary provision of the articles or these by-laws, to the extent 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 13.03 or Section 13.04 above, he or she shall be indemnified against expenses (including attorneys; fees) actually and reasonably incurred by him or her in connection therewith.

Section 13.06. *Determination of Entitlement to Indemnification.* Unless ordered by a court, any indemnification under section 13.03 or 13.04 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 (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable (or, even if obtainable, if a majority vote of quorum of disinterested directors so directs) by independent legal counsel in a written opinion.

Section 13.07. *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 of Directors 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.

Section 13.08. *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.

Section 13.09. *Insurance.* The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person’s status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 13.10. *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 Section 13.

**Section 14. Miscellaneous**

a) *Checks.* All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board of Directors may from time to time designate.

b) *Contracts.* Except as otherwise provided in these by-laws, the Board of Directors may authorize any officer or officers, agent, or agents to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

c) *Deposits.* All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board of Directors shall from time to time determine.