

# **BYLAWS OF NORTHWESTERN LEHIGH** **EDUCATIONAL FOUNDATION, INC.**

## **ARTICLE I**

### **INTRODUCTION**

#### **Definition of Bylaws**

1.01 These Bylaws constitute the code of rules adopted by Northwestern Lehigh Educational Foundation, Inc. (hereafter referred to as the "Foundation") for the regulation and management of its affairs.

#### **Purposes and Powers**

1.02 The Foundation shall have the purposes, powers, and limitations set forth below:

A. The purposes of the Foundation, subject to the restrictions and limitations set forth in this article, are:

1. To receive and maintain a fund or funds, including endowment funds, of real or personal property, or both, and, to use and apply the whole or any part of the income from these funds and the principal of these funds exclusively for charitable, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

0. To promote, enhance and supplement educational programs, including social programs, health and wellness programs, and other extracurricular activities, for the benefit of the students and faculty of the Northwestern Lehigh School District (hereinafter the "School District").

0. To provide an organization to review program ideas and to make gifts and grants to the various schools of the School District and to the individual departments, teachers, students and student

groups, to further the purposes of the Foundation and of the School District; and to receive donations from donors who wish to sponsor projects at the various schools of the School District and their individual departments, teachers, students and student groups, to further the purposes of the Foundation and of the School District.

The Foundation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under said Section 501 (c) (3) of the Code, or the corresponding provisions of any future Federal tax code. The Foundation shall not carry on any other activities not permitted to be carried on by: (a) an organization exempt from Federal income tax under Section 501 (c) (3) of the Code; or (b) an organization, contributions to which are deductible under Section 170 (c) (2) of the Code, or the corresponding provisions of any future Federal tax code.

- B. Except as may be set forth in the Articles of Incorporation or the Foundation's Bylaws, the Foundation shall have whatever powers are, or may be, granted by the Nonprofit Corporation Law of 1988, or any successor legislation.
- C. The Foundation shall not set policy for the School District.
- D. The Foundation shall not compete with the functions or activities of existing clubs or associations that support the School District.
- E. No part of the net earnings of the Foundation shall inure to the benefit of any Director or Officer of the Foundation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes), and no Director or Officer of the Foundation, or any private individual, shall be entitled to share in the distribution of any of the Foundation assets on dissolution of the Foundation. The Foundation shall not carry on propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- F. The Foundation shall distribute its income for each taxable year at such time and in such a manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- G. The Foundation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- H. The Foundation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- I. The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- J. The Foundation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- K. Upon dissolution of the Foundation or the winding up of its affairs, the assets of the Foundation shall be distributed to the School District, provided the School District would qualify as a tax exempt entity under Federal and State law. In the event that the School District would not qualify as a tax exempt entity under Federal or State law, or if the School District declines the distribution of assets, then the Foundation's assets shall be distributed exclusively to charitable, scientific, literary, or educational organizations that would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code.

### **Seal**

1.03 The Foundation seal shall have inscribed thereon the name of the Foundation, the year of its organization and the words "Corporate Seal, Pennsylvania."

### **Principal Offices**

1.04 The principal place of business of this Foundation will be located at 6493 Route 309, New Tripoli, Lehigh County, Pennsylvania 18066.

## **ARTICLE II MEMBERSHIP**

### **Members**

2.01 This Foundation shall not have any paid members.

## **ARTICLE III DIRECTORS**

### **Management of the Foundation**

3.01 The Board of Directors is vested with the management of the business and affairs of this Foundation.

Upon nomination and election, the Foundation shall provide a separate document to each incoming Board member outlining Board member responsibilities, which may be modified by the Board from time to time, and the incoming Board member shall be required to review and sign to acknowledge receipt and understanding of said responsibilities. Each Board member shall also be required to complete an annual self-evaluation form and will also be asked to participate in the evaluation of the overall success of the Foundation.

### **Number of Directors and Qualifications**

3.02 The number of Directors constituting the whole Board shall be fifteen (15). The Board of Directors shall consist of at least (8) residents (at the time of election to the Board of Directors) and/or alumni of the School District. The remaining Directors shall be at-large; however, at least three (3) of the at-large Directors shall be residents of the School District, or alumni of the School District. Directors shall be natural persons at least 18 years of age.

### **Ex-Officio Members**

3.03 The Superintendent of the Northwestern Lehigh School District (or designee), the President of the Board of School Directors (or designee), and the Business Administrator (or designee) shall be ex-officio, non-voting members of the Board of Directors and shall serve in an advisory capacity only. The School District's Administrative Staff or such other person as designated by the School District's Board of School Directors shall also be an ex-officio member of the Board of Directors.

## **Term of Office**

3.04 A Director shall hold office for a term of three (3) years. A three (3) year term begins with the first meeting in December and ends at the conclusion of the annual meeting held in October each year. A "full term" shall mean a three (3) year term. A Director may serve on the Board for multiple full consecutive terms without the need for re-nomination or re-election until such time as the Director shall resign or be removed in accordance with the terms of these Bylaws.

If a Director needs to resign for personal reasons, he/she must submit a letter, in writing, to the chairperson of the Executive Committee, for action at the next Board meeting.

## **Vacancies on the Board**

3.05 All Board vacancies will be posted on the NWLEF website and an electronic application is available. Completed electronic applications are submitted to the Executive Committee and shared with the current Board of Directors for review. The Executive Committee will conduct interviews, if necessary and will make a recommendation to the Board.

## **Removal**

3.06 The Foundation Board of Directors, by a two-thirds vote, may at any time, at a meeting expressly called for that purpose or at a regular meeting for which written notice was provided to all Directors not less than three (3) days before the regular meeting that there shall be a vote to remove a Director at said regular meeting, and after due notice to all Directors, remove a Director from office for misconduct, malfeasance or other good cause, as determined by the sole discretion of the Board of Directors.

## **Compensation**

3.07 No Director shall receive, directly or indirectly, any compensation for service as a Director of this Foundation. The Board may authorize reimbursement for reasonable expenses incurred by Board members, in performance of their duties as members of the Board in furtherance of the purposes of this Foundation. Notwithstanding the foregoing, no expense shall be reimbursed unless the Board approves its incurrence in advance.

## **Annual Meeting**

3.08 The annual meeting of the Board of Directors shall be held in the month of October, each, at such date, time and place as the Board of Directors shall determine. The Board of Directors will elect Board Officers at the annual meeting for a staggered two (2) year term as provided for in Section 4.02 below.

#### **Regular Directors' Meetings**

3.09 The Board of Directors shall meet at least bi-annually, including the annual meeting.

#### **Notice of Special Directors' Meetings**

3.10 Written, printed, or electronic notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than three (3) nor more than thirty (30) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at the Director's address as it appears on the records of this Foundation, with postage prepaid. The notice shall state the business to be transacted at, or the purpose of, the meeting.

#### **Special Board Meetings**

3.11 A special meeting of the Board of Directors may be called by either the President or a quorum of the Board of Directors as defined herein.

#### **Waiver of Notice**

3.12 Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when a Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

#### **Quorum of Directors**

3.13 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 required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Foundation, or any provision of these Bylaws, shall be by a majority vote of the Directors voting at any meeting. Directors may not vote by proxy.

### **ARTICLE IV**

## **OFFICERS**

### **Executive Officers**

4.01 The Executive Officers of the Foundation shall be chosen by the Directors and shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as the needs of the Foundation may require.

### **Election and Term of Office**

4.02 Each of the Officers of this Foundation will be elected by a majority vote of the Board of Directors for staggered two (2) year terms as provided for herein. Each Officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the annual meeting of the Board of Directors. The President and Treasurer shall be elected from the Board of Directors at the annual meeting on even years and the Vice President and Secretary shall be elected from the Board of Directors at the annual meeting on odd years. Assistant Officers such as an Assistant Treasurer and Assistant Secretary, may be members of the Board of Directors, but need not be so. In any election of Officers, the Board of Directors may elect and appoint a single person to more than one office simultaneously, except that the offices of President and Secretary must be held by separate individuals. The Board of Directors may secure the fidelity of any or all such Officers by bond or otherwise.

### **President**

4.03 The President shall be the Chief Executive Officer of this Foundation and will, subject to the Board of Directors or any committees, supervise the control of the affairs of the Foundation. The President will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. The President shall preside at all meetings of the Directors and shall see that all orders and resolutions of the Board are implemented. The President shall be an EX-OFFICIO member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President.

### **Vice President**

4.04 The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Directors.

### **Secretary**

4.05 The Secretary shall keep minutes of all meetings of the Board of Directors, be the custodian of all Foundation records, give all notices as are required by law or by these bylaws, and generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these

Bylaws, or that may be assigned by the Board of Directors. The Board may also appoint an Assistant Secretary to serve as a recording secretary, or to perform such other functions as the Board may desire.

### **Treasurer**

4.06 The Treasurer shall have charge and custody of all funds and securities of the Foundation 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 personal property 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 and the Board of Directors, whenever requested, an account of all the Treasurer's transactions and 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 be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors. The Treasurer shall be bonded at the expense of the Foundation.

### **Removal**

4.07 The Board of Directors, by a two-thirds (2/3) vote of all Directors then in office, may at any time, remove an Officer for misconduct, malfeasance in office, for other good cause whenever in their judgment the best interests of this Foundation will be served.

### **Vacancies**

4.08 If the office of any Officer becomes vacant for any reason, the Board of Directors shall choose a successor or successors, who shall hold office for the unexpired term of the office being vacated.

## **ARTICLE V**

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

#### **Standard of Care; Justifiable Reliance**

5.01 A Director shall stand in a fiduciary relation to the Foundation and shall perform the duties of a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Foundation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would



use under similar circumstances. In performing the duties of a Director, 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: (a) one or more Officers or employees of the Foundation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants or other person as to matters which the Director reasonably believes to be within the professional or expert competence of such person; and (c) a committee of the Board upon which the Director 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 the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted. 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 Foundation, consider the effects of any action upon employees, upon governmental agencies and upon communities in which offices or other establishments of the Foundation are located, and all other pertinent factors. 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 Foundation.

### **Personal Liability of Directors**

5.02 A Director of the Foundation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (a) the Director has breached or failed to perform the duties of a Director under this Article or the Nonprofit Corporations Law of 1988, and subsequent amendments thereto; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

### **Officers' Standard of Care**

5.03 An Officer shall perform the duties as an Officer in good faith, in a manner the Officer reasonably believes to be in the best interests of the Foundation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs the duties of an Officer shall not be liable by reason of being an Officer of the Foundation.

### **Indemnification**

5.04 The Foundation 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 proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation), by reason of the fact that the person is or was a Director or Officer of the Foundation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or proceeding if the Director or Officer acted in good faith or in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Foundation, and with respect to any criminal proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or 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 the person reasonably believed to be in, or not opposed to, the best interests of the Foundation and, with respect to any criminal proceeding, had reasonable cause to believe his conduct was unlawful. Any Director or Officer who has been wholly successful, in a proceeding, 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 of a proceeding upon receipt of a promise of the recipient to repay such amount if it shall be determined that the recipient 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 be the benefit of the heirs, executors, and administrators of any such person.

## **ARTICLE VI COMMITTEES**

### **Appointment**

6.01 The Foundation may have certain committees. Except as otherwise stated in the Bylaws, the President shall appoint the members and designate the chair of all such committees. Committees shall serve at the pleasure of the Board of Directors under such rules and regulations as the Board may approve from time to time.

### **Executive Committee**

6.02 There shall be an Executive Committee composed of the Officers of the Foundation. The mission of Executive Committee shall be to steward the Foundation to fulfill the mission of the organization.

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.

### **Standing Committees**

6.03 The Foundation shall have the following standing committees, each of which will be chaired by a Director appointed by the President:

- A. Allocations Committee: There shall be an Allocations Committee whose mission shall be to responsibly determine and allocate funds to the School District on an annual or semi-annual basis through Teacher Mini Grants, EITC, and other grant or funding opportunities in accordance with the terms of Section 8.02 below.
- B. Marketing Committee: There shall be a Marketing Committee whose mission shall be to promote understanding and acceptance of the Foundation through various marketing initiatives, including always-on marketing initiatives and the creation and execution of all collateral marketing initiatives.
- C. Community Engagement Committee: There shall be a Community Engagement Committee whose mission shall be to make recommendations to the Foundation to foster engagement, outreach and partnership with the Foundation's extended audiences inclusive of alumni, students, staff, and community families for the purpose of advancing the mission of the Foundation.
- D. Finance Committee: There shall be a Finance Committee whose mission shall be to provide short-term and long-term financial oversight for the Foundation and the Foundation's philanthropic goals. The responsibilities of the Finance Committee shall include the fact finding of the Board on matters relating to the financial administration of the Foundation and the preparation of the annual budget for presentation to the Board.
- E. Events Committee: There shall be an Events Committee whose mission shall be to conceptualize, develop, and implement events that generate revenue and community exposure.
- F. Alumni Association: There shall be an Alumni Association whose goals are to provide channels of communication between the alumni, students and staff, develop and maintain an alumni directory that will be used for communication and solicitation activities conducted by the Alumni Association, organize fundraising events to support the NWL Educational Foundation, collect and preserve NWL memorabilia and historical records thereby helping to strengthen the heritage and traditions of the school, organize social events for NWL Alumni Association members and join other groups in activities designed to promote and strengthen our Northwestern Lehigh community.

## **Committee Responsibilities and Other Committees**

6.04 The Board shall provide a separate document to each Committee outlining the specific responsibilities of each Committee, which responsibilities may be modified by the Board from time to time, and may create additional committees as needed from time to time.

## **Number of Directors on Committees**

6.05 Each committee shall be made up of at least one (1) Director of the Foundation. Other Committee Members are not required to be a Director or Officer of the Foundation, and are not required to be a resident of the School District. Each Committee shall make annual and other reports to the Board of Directors as directed by the Board.

## **ARTICLE VII OPERATION**

### **Fiscal Year**

7.01 The fiscal year of this Foundation is July 1 through June 30.

### **Execution of Documents**

7.02 Except as otherwise provided herein or by law, checks, drafts, promissory notes, orders for the payment of money, or other evidences of indebtedness of this Foundation will be signed in a manner established by the Board of Directors, provided that the signatures of at least two (2) Officers are required.

A credit card account may be opened in the name of the Foundation, provided that the following conditions, which may be modified by the Board of Directors from time to time, are met: (A) The credit card account shall have a maximum credit limit of Two Thousand (\$2,000.00) Dollars; (B) A maximum of three (3) credit cards may be issued for use by two (2) Officers of the Foundation and the Development Director of the Foundation; (C) The credit card may only be used for expenditures that further the purposes of the Foundation as set forth in Article I above and in no event can the credit card be used for personal expenditures or any other expenditures; (D) Any and all purchases on the credit card must be pre-approved in the Foundation's Annual Budget or approved by Majority Vote of the Board of Directors; (E) The Officer or Development Director using the credit card shall be required to provide a receipt to the Treasurer for each expenditure charged to the credit card within one (1) month of the charge; and (F) The Treasurer of the Foundation shall be required to pay off the balance of the credit card each month and to reconcile the credit card statement and receipts each month and to ensure the expenditures comply with the conditions set forth herein. The Board of Directors may

cancel and revoke the right of any Officer or Development Director to use a credit card in the name of the Foundation at any time.

Contracts, leases, or other instruments executed in the name of and on behalf of the Foundation will be signed by the President or Vice President, and attested by the Secretary or Assistant Secretary.

### **Books and Records**

7.03 This Foundation shall keep an original or duplicate record of the proceedings of the Directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Foundation, and an original or a duplicate registrar, giving the names of the members of the Board of Directors and showing their respective addresses. The Foundation shall also keep appropriate, complete and accurate books or records of account.

### **Inspection of Books and Records**

7.04 All books and records of this Foundation may be inspected by any member of the Board of Directors, in person or by agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection. A proper purpose shall mean a purpose reasonably related to the interest of said person as a member of the Board of Directors. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member of the Board of Directors. The demand under oath shall be directed to the Foundation at its registered office.

## **ARTICLE VIII**

### **USE OF FUNDS**

#### **Disbursements**

8.01 All funds received by the Foundation, whether received in cash or in kind, shall be disbursed in accordance with the purposes of this Foundation as set forth in the Articles of Incorporation and these Bylaws. The date of disbursements shall be at such time and in such manner as determined by the Board of Directors at their discretion. Donations and gifts accepted from a donor or donors subject to conditions and/or for specific projects shall be retained and disbursed pursuant to and in accordance with the conditions of said gifts.

#### **Voting on Disbursements**

8.02 The total annual amount of allowable disbursements by the Foundation to the various schools of the Northwestern Lehigh School District and to their individual

departments, teachers, students and student groups, in accordance with the purposes stated in the Articles of Incorporation and these Bylaws, must be approved each year in the annual budget of the Foundation by a majority vote of the Directors then in office. Upon approval of the annual budget, the Allocations Committee shall be responsible throughout each year to allocate the approved total annual amount of allowable disbursements to projects that align with the Foundation's mission and Use of Funds policies.

### **Use of Funds**

8.03 Funds raised by the Foundation, regardless of their source, are not intended to substitute or replace funding for existing School District programs or to fund programs mandated by statutes, rules or regulations applicable to school districts in the Commonwealth of Pennsylvania. Rather, it is the desire and the purpose of this Foundation that its funds be used to enhance, supplement and enrich existing programs and to provide new programs and opportunities to the various schools of the Northwestern Lehigh School District and to their individual departments, teachers, students and student groups. Disbursements of the Foundation's funds shall be limited to the aforementioned groups, except that disbursements may be made to third parties for the benefit of the aforementioned groups, or may be made to a former student who was a student in the School District at the time he initially received a scholarship or grant. No 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 or political action committee or act on behalf of any candidate for public office.

### **Unrestricted Use of Funds**

8.04 Unless otherwise required by a donor, all funds received by the Foundation shall be placed in an unrestricted account, and shall be used by the Board of Directors as it deems to be in the best interests of the Foundation, provided such use shall be consistent with the purposes of the Foundation, the Articles of Incorporation, and these Bylaws.

### **Restricted Use of Funds**

8.05 Funds received from donors for a specific purpose shall be expended consistent with that purpose. In order to facilitate donations, the Board of Directors shall establish separate account ledgers for support of the areas of: academics, health and wellness activities, and visual and performing arts. Funds received specifically for support of any of the foregoing shall be added to the account ledger for that particular area, and such funds shall be distributed only in support of that area. The Foundation shall not be required to maintain separate deposits for the funds, and may hold deposits in non-interest bearing accounts, if the Board of Directors believes such is necessary for the economical administration of the Foundation. The Board of Directors of the

Foundation may create restricted accounts in other areas in addition to those listed herein. The Board of Directors may, for any reason, and at the Board's sole discretion, refuse any donation conditioned upon a restricted use.

## **ARTICLE IX AMENDMENT**

### **Modification of Bylaws**

9.01 The power to alter, amend or repeal these bylaws, or to adopt new bylaws, to the extent allowed by law, is vested in the Foundation Board of Directors. Modification of the bylaws and the adoption of new bylaws shall only occur upon the affirmative vote of two-thirds (2/3) of the Directors in office. In the event the Board desires to modify or adopt new bylaws at a meeting, then written notice shall be given to each Director at least two (2) weeks prior to the meeting that the purpose or one of the purposes, of the meeting is to consider the modification of the bylaws, or the adoption of new bylaws. There shall be included in or enclosed with the notice, a copy of the proposed Amendment or a summary of the changes to be effected thereby. Any change in the bylaws shall take effect when adopted, unless otherwise provided in the Resolution effecting the change. Such action may be taken at any regular or special meeting duly convened after notice of that purpose.

## **ARTICLE X MISCELLANEOUS PROVISIONS**

### **Telecommunications**

10.01 One or more persons may participate in a meeting of the Board by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in the meeting pursuant to this section shall constitute presence in person at meeting.

10.02 In the absence of a quorum at a Board meeting, voting via email or other verifiable means of communication by a Board Member on an action item that must be approved prior to the next full Board meeting will be allowed in unique and limited situations, at the discretion of the President or Vice President of the Foundation.

**ARTICLE XI  
REPORTS**

**Financial Annual Report**

11.01 The President and Treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:

A. The Foundation's assets, including endowment funds and restricted accounts, and liabilities, of the Foundation as of the end of fiscal year immediately preceding the date of the report.

B. The principal changes in assets, including endowment funds and restricted accounts, and liabilities during the year immediately preceding the date of the report.

C. The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of this report, including a separate report for each fund or account held by or for the Foundation.

D. The expenses or disbursements of the Foundation, for both general and restricted purposes, during the year immediately preceding the date of the report, including a separate report for each fund or account held by or for the Foundation.

E. This report shall be filed with the minutes of the annual meeting of the Board of Directors.

**ARTICLE XII  
DISSOLUTION**

**Occurrences of Dissolution**

12.01 The Foundation shall be dissolvable in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, or any successor statute.

**ARTICLE XIII  
EMPLOYMENT**

**Staff/Employees**

13.01 The Board of Directors may employ or contract with a Development Director, and with other persons or entities as might be needed to carry out the objectives of the Board.



13.02 The Development Director shall be responsible to carry out the policies of the Board of Directors and for the day-to-day management and operation of Board as outlined in the job description. The Development Director may be a Director of the Corporation, but may hold no other office while Development Director.

13.03 The Development Director shall report to the Executive Committee and be subject to annual performance reviews.

13.04 Compensation shall be recommended to the Board of Directors by the Executive Committee and must be approved by a majority vote of the Directors then in office.

The undersigned, being Secretary to the Foundation, certifies that these Bylaws were adopted by the Board of Directors of the Foundation on the 7<sup>th</sup> day of February, 2022 in New Tripoli, Pennsylvania.

Date Secretary