

College Settlement By Laws

ARTICLE I

OFFICES, NAME AND PURPOSE

1. The principal office of the Corporation shall be located at 600 Witmer Road, Horsham, County of Montgomery, and Commonwealth of Pennsylvania. The registered office of the Corporation in the Commonwealth of Pennsylvania shall be at 600 Witmer Road, Horsham, and County of Montgomery. The Corporation may also have such offices at such other places within or without the State as the Board of Trustees may from time to time determine.
2. The Corporation shall be known as The College Settlement of Philadelphia, which may sometimes be shortened to just "College Settlement" (hereinafter, the "Corporation" or "CS").
3. Our mission is to deliver a unique camp experience to young people concentrated in the greater Philadelphia area, without regard to economic circumstances. Our programs foster personal growth and provide a safe, affordable, and nurturing place for young people to enjoy the outdoors while learning about themselves, others and the environment.

ARTICLE II

BOARD OF TRUSTEES

The responsibilities of the Board of Trustees of this Corporation are to elect new Officers, to enhance the public image of the Corporation, to help in the recruiting of new trustees and volunteers, and to monitor the programs and services of the camp by reviewing reports submitted by the Board of Trustees and its standing and ad hoc committees. The Board of Trustees is also responsible for electing new Board members.

To maintain active status on the Board of Trustees, a member must:

- obtain and maintain all required clearances;
- actively serve on at least one Board committee;
- visit the camp while it is in session at least once a year;
- be informed about College Settlement operations;
- participate in at least two board functions per year (e.g. June Supper, Annual Gala, etc.);
- attend at least 75% of Board and committee meetings, and
- make a personal financial pledge to the organization and make a good faith effort to fundraise at least the minimum amount as determined by The Board Development Committee and approved by the Board from time to time.

ARTICLE III

BOARD OF TRUSTEES

1. **Composition:** The Corporation shall be managed by a Board of Trustees. Each Trustee shall be at least 18 years of age. The Board of Trustees shall consist of no fewer than twelve (12) and no more than twenty-four (24) active members. Subject to the foregoing, the number of Trustees may be fixed from time to time by action of the Board of Trustees.

2. **Terms of Board Service:** Each Board Trustee shall be elected to a three (3) year term, upon vote of the Board of Trustees. Before re-nominating a Board member, the entire Board of Trustees shall take into consideration the Trustee's attendance at meetings and overall service and contribution to the Corporation.
 - a. No more than two family members (spouses/domestic partners, parent/child or siblings) may serve on the Board at the same time.
 - b. Family members of any full-time College Settlement employee may not serve on the Board.
 - c. Board Term Limits: Newly elected Board trustees will be eligible to serve on the Board for up to three terms. Once a Board trustee has been on the Board for three terms, the Board trustee must cycle off the Board. The member would be eligible to be considered for new Board membership after they have been off of the Board for one year.
 - d. Each Trustee shall hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his or her prior resignation or removal as hereinafter provided.
 - e. Any or all of the members of the Board of Trustees may be removed with or without cause by two-thirds (2/3) vote of all the Board of Trustees of the Corporation.
 - f. A Trustee may resign at any time by giving written notice to the Board of Trustees or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Trustees or such officer. Acceptance of such resignation shall not be necessary to make it effective.
3. **Board Vacancies:**
 - a. If a vacancy occurs or exists on the Board, any active Board trustee or the Executive Director may nominate a new candidate for approval by the Board of Trustees. After completing the Board Development Committee protocols and approved by the Board of Trustees, he or she will immediately become a Board member and begin a new 3-year term.
 - b. If the office of any officer becomes vacant, the vacancy shall be filled by election by the Board of Trustees. The newly elected officer shall fill the unexpired portion of the term in which he or she was elected.
 - c. An honorary Trustee may be appointed by resolution of the Board and must be a former active member of the Board of Trustees who has made significant contributions to the agency. An Honorary Trustee may attend Board of Trustees meetings but shall have no vote.
4. **Board of Trustees Meeting Frequency:**
 - a. All meetings of the Board of Trustees shall be held at such time and place as shall be fixed by the Board of Trustees from time to time. The Board of Trustees shall hold at least four (4) meetings per year, including the Annual Meeting of the Board of Trustees.
 - b. Written notice of all regular meetings of the Board of Trustees shall be given at least ten (10) business days prior to each meeting.
 - c. Special meetings may be called by or at the direction of the President or a majority of the Trustees then in office. Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Trustees at least ten (10) business days in advance of such meeting. The notice of any special meeting shall specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Trustee who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice.
5. **Definition of Board Quorum:** Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the active Board of Trustees (max of 24) shall

constitute a quorum. A majority of the Trustees present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Trustees shall be by a majority of the Trustees present at the time of vote, a quorum being present at such time.

6. **Committees of the Board:** Standing committees of the Board shall be chaired by a trustee of the Board. Standing committees of the Board of Trustees will consist of the Executive, Board Development, Personnel, Finance, Property, Program, Recruitment and Fund Development Committees. Only Board trustees shall serve on the Executive, Personnel, and Board Development Committees. Standing committees shall make a report to the Board of Trustees at their regular meetings and/or when requested to do so. New standing committees may be created by the Board of Trustees as needed.
- a. **The Executive Committee**, chaired by the President, shall consist of all officers and one (1) to two (2) "At-Large" Executive Board trustees, so long as the total complement is an odd number, all of which are Board members. It shall transact business specifically delegated to it by the Board of Trustees and act on behalf of the Board in emergency situations.
 - b. **The Board Development Committee** shall provide ongoing review and recommendations to enhance skills and diversity of the Board of Trustees. The committee is responsible for governance, maintenance of the By-laws, nomination of a slate of officers to be voted upon at the Annual Meeting of the Trustees, the selection process for candidates for membership on the Board of Trustees, new Board Trustee orientation, and the Board succession planning process. The committee will also provide an annual evaluation of the Board's needs to the full Board of Trustees for review. The committee shall maintain the Board of Trustees Membership Handbook for presentation to the Board for approval as needed. Staff Liaison: College Settlement's Executive Director.
 - c. **The Finance Committee** shall be chaired by the Treasurer. The committee will be responsible for proposing the annual budget to the full Board for approval. All audit reports/recommendations will be provided to the Board of Trustees. The committee will also review annual audits and assure appropriate corrective actions of any adverse findings/recommendations are implemented and reported to the Board. The committee will review annual financial statements prepared by outside professionals, and assure that preparation of all tax forms is completed. The committee will meet at least annually with the investment manager for the corporation to review the portfolio and make recommendations to the Board regarding the investment results and status of the investment manager. The committee will maintain the Finance and Accounting Procedures Manual and communicate the financial health to the full Board on a regular basis. Staff Liaison: College Settlement's Executive Director
 - d. **The Property Committee** will solicit input from the Board, Executive Director, and Staff regarding property and equipment needs. It will review all capital projects and leases that are in excess of \$2,500 (three estimates required); ensure that we maintain necessary insurances on buildings, vehicles, and machinery; and assure adequate resources for proper maintenance of pools, utilities, and grounds. The committee shall ensure that all facilities are maintained and operating so that established programs can be conducted. It will also ensure that good environmental practices are in effect in maintaining the natural environment of the camp. The committee will communicate the property status to the full Board on a regular basis. Staff Liaisons: College Settlement's Executive Director and Property Manager.
 - e. **The Personnel Committee** shall be responsible for the selection process in hiring a new Executive Director and to make a recommendation to the full Board. The committee may conduct an audit of full-

time employee job performance review data and personnel files. The committee will conduct an Annual Review of the Executive Director. The committee will review and update full-time personnel policies, job descriptions, pay scales and employee benefits for recommendation to the Board of Trustees. The committee will maintain the Full-Time Employee Manual and communicate the organizational health to the full Board on a regular basis. Only Board trustees shall participate on this committee. The Executive Director shall participate at the request of the committee.

- f. **The Fund Development Committee** shall establish fundraising goals and plans, including annual and capital fundraising campaigns. Assist in fundraising when requested by the Staff. Assure the Board understands and is committed to the fundraising efforts. Support Staff with public relations efforts, as requested. The committee will communicate the state of all fundraising activities to the full Board on a regular basis. Staff Liaisons: College Settlement's Executive Director and Development Director.
 - g. **The Program and Recruitment Committee** shall review, evaluate and recommend modifications to the existing outdoor school and non-overnight and day camp program portfolio, prices for all such programs and services, as well as enrollment objectives and strategies relative to the mission and strategic goals of the organization. The committee shall also maintain awareness of the competitive landscape and, when deemed necessary, recommend modification to the program portfolio (e.g. piloting new programs, discontinuing languishing programs) for the consideration of the Board of Trustees and Staff. The committee will communicate the performance of the program portfolio to the full Board on a regular basis. Staff Liaisons: Executive Director and Camp Director.
 - h. Special committees may be proposed by any active Board trustee or the Executive Director and approved by the full Board as the need arises. These special committees shall be appointed to perform certain tasks and shall be dissolved upon the completion of the duty assigned.
7. **Powers of the Board of Trustees:** The Board shall, in addition to the term and powers conferred upon them by the Articles of Incorporation and by these By-Laws, have the power to:
- a) Establish and amend from time to time all policies of the Corporation and to set goals and objectives consistent therewith;
 - b) Receive and hold by purchase, gift, devise, bequest, or grant, real or personal property for educational purposes connected with the Corporation;
 - c) Sell, mortgage, lease or otherwise use and dispose of the property of the Corporation in such manner as the Board shall deem most conducive to the prosperity of the Corporation;
 - d) Appoint and set the salary of the Executive Director and set an annual budget of compensation for all full-time employees;
 - e) Fix the fees and rates for the Corporation's outdoor school and non-overnight and day camp programs and establish an annual budget for the Corporation;
 - f) Designate depositories for the funds of the Corporation to determine the manner in which checks or drafts against an account shall be signed;
 - g) Participate in any meeting of the Board of Trustees or any committee thereof, by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another. Participation in a meeting by such means shall constitute presence in person at the meeting. Such arrangements shall be made at least one (1) day in advance of any called meeting, unless

- this requirement is waived;
- h) Establish and oversee such committees of the Board as it deems appropriate;
 - i) Ensure that all actions and policies are in accord with federal, state and local laws;
 - j) Oversee budgeted income and expenditures;
 - k) Formulate policies for the administration of the Corporation.

ARTICLE IV

OFFICERS

1. The Officers shall consist of the President, Vice President, Treasurer, Secretary, and, from time to time, an Assistant Secretary-Treasurer as needed. All officers shall be elected to serve a one (1) year term and shall be eligible for reelection.
 - a. Each officer shall hold office on a calendar year basis. The Board of Trustees will elect officers and "At-Large" board members at the Annual Meeting for the following calendar year. The Board of Trustees may remove any officer with or without cause at any time by two-thirds (2/3) vote of all the Board of Trustees of the Corporation.
2. **Role of the President of the Board of Trustees:**
 - a. The President shall preside at the meetings of the Board of Trustees and meetings of the Corporation. He/she ensures that all policies and resolutions of the Board are carried into effect, appoints committee chairs and co-chairs, and ensures a culture of collaboration across the organization. If there be no President or in his or her absence, the Vice President shall preside and, if there be no Vice President or in his or her absence, any other Trustee chosen by the Board, shall preside.
 - b. The President shall appoint the chairs of all standing and special committees. He or she shall serve as President of the Executive Committee. The President shall serve in ex officio status on all committees.
 - c. The President, in addition to the Treasurer, will, when duly authorized by the Board of Trustees, sign and execute contracts as specified in the Corporations' Finance and Accounting Procedures Manual. He or she may also sign checks, drafts, notes and orders for the payment of money, which have been duly authorized by the Board of Trustees.
 - d. The President shall serve no more than six consecutive terms.
3. **Role of the Vice President:** The Vice President shall perform the duties of the President when requested by the President, in the absence of the President or when the President is unable to perform the duties of the office.
4. **Role of the Treasurer:**
 - a. The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, in alignment with the Finance and Accounting Procedures Manual.
 - b. The Treasurer, in addition to the President, will, when duly authorized by the Board of Trustees, sign and execute contracts as specified in the Corporation's Financial and Accounting Procedures Manual.
 - c. The Treasurer will sign checks, drafts, notes and orders for the payment of money, which have been duly authorized by the Board of Trustees, as specified in the Corporation's Financial and Accounting Procedures Manual.
 - d. The Treasurer shall serve as chairperson of the Finance Committee which is responsible for monitoring all financial aspects of the camp.
5. **The Role of the Secretary:** The Secretary shall ensure that the Minutes of the Board of Trustees and the

Committee Minutes are retained in the Office of the Corporation. He or she shall have responsibility for the seal of the Corporation, and attest the same to documents duly authorized by the Board of Trustees. He or she shall ensure that all notices for the Corporation, which shall have been authorized by the Board of Trustees, are served, and shall have charge of all books and records of the Corporation.

6. **The Role of the Assistant Secretary-Treasurer:** The Assistant Secretary-Treasurer shall perform the duties of the Secretary or Treasurer when the Secretary or Treasurer is unable to perform the duties of the Office. He/she shall serve as a member of the Finance Committee.
7. **The Role of an “At-Large” Board Member:** An “At-Large” board member shall serve as a member of the Executive Committee.

ARTICLE V

ELECTIONS

1. At each Annual Meeting, the Board of Trustees shall elect officers to hold office for the next calendar year. Twelve-month terms for elected officers shall commence on January 1st of the following year.
 - a. The Chair of the Board Development Committee shall report at the Annual Meeting, at which time he/she will present the slate of names for officers of the Corporation. Additional officer nominations may be made from the floor.
 - b. The presented slate of officers shall be elected by two-thirds (2/3) vote of all the Board of Trustees of the Corporation, unless floor nominations occur.
 - c. If there is more than one nominee for any one office, that election shall be by written secret ballot, returned by hand, and counted in the presence of the Board of Trustees. In order to be elected, a nominee must receive the highest number of votes.

ARTICLE VI

MISCELLANEOUS

1. The Corporation shall keep, at the principal office of the Corporation, complete and correct records and books of account, and shall keep Minutes of the proceedings of the members, the Board of Trustees, or any committee appointed by the Board of Trustees, as well as a list or record containing the names and addresses of all members.
2. The Corporate seal shall be in such form as the Board of Trustees shall, from time to time, prescribe.
3. The fiscal year of the Corporation shall commence January 1st of each year or as otherwise fixed by the Board of Trustees from time to time, subject to applicable law.
4. The Corporation shall admit people of any race, color, gender, sexual orientation and identity, national and ethnic origin to all the rights, privileges, programs and activities offered by the Corporation. It shall not discriminate on the basis of race, color, gender, sexual orientation and identity, national and ethnic origin in administration of its curriculum policies, admissions policies, program policies, any other CS administered programs, or in its administrative offices, staff, contractors and Board of Trustees.

ARTICLE VII

INDEMNIFICATION

1. Each person who at this time is or shall have been a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his heirs, executors and administrators, shall be indemnified by the Corporation in accordance with, and to the full extent permitted by Pennsylvania law as in effect at the time of the adoption of this By law, or as such law may be amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any such trustee, officer, employee, agent or other person may be entitled in any capacity as a matter of law, or under any bylaws, agreement, vote of shareholders or directors, or otherwise. If authorized by the Board of Trustees, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by Pennsylvania law as in effect at the time of the adoption of this by-law or as such law may be amended from time to time.
2. No person who is or was a Trustee of this Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Trustee, unless (I) the Trustee has breached or failed to perform the duties of Office as set forth in Section 8363 of the Pennsylvania Directors' Liability Act 1 Act No. 1986-145), and (II) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, subject to the limitations provided for in the Act.
3. The Corporation shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in 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 reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, as provided for under applicable state law, if such person has been successful on the merits and otherwise in any such action or, upon a determination in the specific case that such indemnification is proper in the circumstances because he or she has met the applicable standard of conduct under state law. The Corporation shall purchase and maintain insurance for the purpose of indemnification on behalf of all members of the Board of Trustees or any other person as the Corporation deems appropriate to the full extent permitted.

ARTICLE VIII

AMENDMENTS

These By-laws may be amended by two-thirds vote of the members of the Board present at a stated or special meeting of the Board. Due notice of the meeting, including a copy of the amendment, or amendments, proposed shall be sent to the members of the Board at least ten (10) business days in advance of the call to vote.