

Last Amended: December 15, 2020

**BYLAWS OF THE
UPPER DAUPHIN AREA TROJAN EDUCATIONAL FOUNDATION**

ARTICLE I - PURPOSE

THE PURPOSE OF THE UPPER DAUPHIN AREA TROJAN EDUCATIONAL FOUNDATION is to develop, promote and finance education programs, activities and projects for the Upper Dauphin Area School District, Lykens, PA, for the advancement of academics, the arts, and athletics.

ARTICLE II - MEMBERS

There shall be no members, as such, of the corporation.

ARTICLE III - DIRECTORS

Section 1. POWERS AND DUTIES:

All corporate powers of the FOUNDATION shall be exercised by or under the authority of the Board of Directors.

Section 2. NUMBER OF DIRECTORS AND QUALIFICATION:

The business and affairs of this corporation shall be managed by its Board of Directors, not to exceed twenty (20) in number who shall be natural persons of full age and who need not be residents of this Commonwealth.

At all times, the members of the Board shall include the following “Designated Directors:”

- One (1) representative from the Board of School Directors of the Upper Dauphin Area School District;
- One (1) representative appointed from time to time by the Upper Dauphin Area Education Association (UDAEA);
- The Superintendent of the Upper Dauphin Area School District or his/her designee;
- Two (2) representatives from the academic, arts, and extracurricular activities of the Upper Dauphin Area School District recommended by the Superintendent; and
- Two (2) alumni from the Upper Dauphin Area School District or its predecessors.

Seven (7) of the total of twenty (20) directors will be “Designated Directors” as outlined above.

In the event that the Upper Dauphin Area Board of School Directors or the UDAEA fails to designate a representative or if any of the Designated Directors fails or refuses to serve, then the seat on the Board otherwise filled by any of the above shall not be limited or qualified by such description or designation and may consist of any person, with or without qualification, as the Board shall decide.

Section 3. REMOVAL:

The Board of Directors, by a two-thirds vote, may at any time, at a meeting expressly called for that purpose, and after due notice to all Directors, remove any director for misconduct or malfeasance in office.

Section 4. VACANCIES:

Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

Section 5. COMPENSATION:

No Director shall receive, directly or indirectly, any compensation for his or her services as Director.

Section 6. TERM OF OFFICE AND ELECTION:

Each Designated Director shall serve on an annual basis. The remaining thirteen (13) directors shall have two year terms with six (6) elected during odd numbered years and seven (7) elected during even numbered years. All directors shall serve until his or her successor shall be appointed or elected and shall qualify. Nominations for Director may be submitted by any individual Director.

ARTICLE IV - OFFICERS

Section 1. NUMBER:

The executive officers of the corporation shall be chosen by the directors, and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require.

Section 2. ELECTION AND TERM OF OFFICE:

The officers of the FOUNDATION shall be elected annually by the Board of Directors, immediately following the election of Directors, at the regular Reorganization Meeting. Officers will be elected by a majority vote of the Directors then in office. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified, and each shall be eligible to succeed himself or herself in office.

Section 3. PRESIDENT:

Subject to control of the Board of Directors, the President shall have general supervision of the affairs of the FOUNDATION. The President shall preside at all meetings of the Board of Directors, and the President shall have such other powers and duties as may be prescribed by the Board.

Section 4. VICE PRESIDENT:

In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall have such other powers and duties as may be assigned by the Board.

Section 5. THE SECRETARY:

The Secretary shall keep minutes of the proceedings of all meetings of the Board of Directors. The Secretary shall have custody of the seal of the Foundation and shall have authority to cause such seal to be affixed to, or impressed or otherwise reproduced upon all documents the execution and delivery of which on behalf of the Foundation shall have been authorized. The Secretary shall keep current records of the name, mailing address and telephone numbers of all Directors. The Secretary shall perform all duties and have such other powers as may from time to time be assigned by these bylaws, by the Board of Directors or by the President.

Section 6. THE TREASURER:

The Treasurer shall have custody of Foundation funds and securities and shall keep full and accurate records of all receipts and disbursements in books belonging to the Foundation. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall cause the funds of the Foundation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements and shall render to the President and the Board of Directors at least annually and when otherwise requested, an account of all his or her transactions as Treasurer and of the financial condition of the Foundation. The Treasurer shall perform all duties and have all powers incident to the office of Treasurer and shall perform such duties and have other powers as may from time to time be assigned by these Bylaws, by the Board of Directors, or by the President.

Section 7. REMOVAL:

Any officer may be removed at any time for cause by a two-thirds vote of all Directors then in office.

Section 8. VACANCIES:

Any vacancy occurring in any office of the Foundation shall be filled by the Board of Directors and the chosen successor shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 9. FOUNDATION EXECUTIVE DIRECTOR

The Board may appoint an Executive Director. If appointed, the Executive Director shall report to the board president and board members; direct fundraising programs; provide leadership and direction on day-to-day activities; establish and strengthen partner relationships; and represent the Foundation at functions in the community. The Executive Director is an ex-officio, non-voting member of the Board of Directors.

ARTICLE V - COMMITTEES

Section 1. COMMITTEES:

Except as otherwise stated in the Bylaws, the Board of Directors shall annually appoint the members and designate the chair of standing and other committees. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve.

Section 2. EXECUTIVE COMMITTEE:

There shall be an Executive Committee composed of the officers of the Foundation plus three board members elected for a one-year term and the Executive Director in a non-voting capacity. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the Foundation between meetings of the Board. All action taken by the Executive Committee shall be subject to ratification by the Board.

Section 3. STANDING COMMITTEES:

- A. Recognition Evaluation Committee – Responsible for the evaluation of alumni recognition programs as outlined within the Foundation Operations Manual.
- B. Major Donor Committee – Responsible for identifying and soliciting large contributions as outlined within the Foundation Operations Manual.
- C. Grant Evaluation Committee – Responsible for the evaluation of grant applications as outlined within the Foundation Operations Manual.
- D. Alumni Engagement Committee – There shall be an Alumni Engagement Committee of not less than three (3) persons. The Alumni Engagement Committee will be responsible for communication with and engagement of alumni in Foundation and school district activities.
- E. General Engagement Committee – There shall be a General Engagement Committee of not less than three (3) persons. The General Engagement Committee will be responsible for communication with and engagement of community members, businesses, school staff, parents, and students.
- F. Events Committee – There shall be an Events Committee of not less than three (3) persons. The Events Committee will be responsible for furthering the purpose of the foundation through fundraising, social, and other events.
- G. Trick or Trot Committee – There shall be a Trick or Trot Committee of not less than three (3) persons. The Trick or Trot Committee will be responsible for the execution of the annual Trick or Trot 5K race.

Section 4. FOUNDATION OPERATIONS MANUAL

The committees may develop policies and procedures for the operation of that committee or function. In the event such policies and procedures are developed, the same shall be approved by a majority vote of the Board and become part of the Foundation Operations Manual. The Foundation Operations Manual will guide the day-to-day activities of the Foundation.

Section 5. OTHER COMMITTEES:

The Board may create additional committees as needed.

Section 6. ANNUAL REPORTS:

Each committee shall make annual and other reports as directed by the Board.

ARTICLE VI - MEETINGS

Section 1. REORGANIZATION MEETING:

The Reorganization Meeting of the Board of Directors shall be held in the month of June at such date, time, and place as the Board of Directors shall determine.

Section 2. REGULAR MEETINGS:

In addition to the Reorganization Meeting, regular meetings shall be held at a minimum every two (2) months at such date, time, and place as determined by the President. The meetings shall be called by the President or any two Directors. The Secretary shall put forward a list of proposed meeting dates for the upcoming year at the Reorganization Meeting in June.

Section 3. NOTICE OF MEETINGS:

- A. Written notice of the Reorganization Meeting shall be given to the Directors at least five (5) days before the meeting.
- B. Written notice of regular meetings shall be given to all the Directors a minimum of five (5) days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if notice is delivered personally, by telephone, or electronically.

Section 4. QUORUM:

A majority of all Directors then in office shall constitute a quorum at all meetings. All action of the Board of Directors, except as otherwise provided in the Bylaws, shall be by a majority vote of the Directors present and voting at any meeting.

Section 5. SPECIAL MEETINGS:

A special meeting of the Board of Directors may be called upon written request of the President, or any two Directors. Written notice of such special meeting shall be given to the Directors not less than five (5) days before such special meeting.

Section 6. WAIVER OF NOTICE:

Any director may waive notice of any meeting in writing signed by said director. However, the waiver of notice of a special meeting must include a statement of the proposal of said special meeting. Attendance by a Director at any meeting of the Board is construed as a waiver of notice thereof.

Section 7. CONSENT OF DIRECTORS IN LIEU OF MEETING:

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing, and the writing or writings are filed with the minutes of the Board.

Section 8. ELECTRONIC PARTICIPATION

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

ARTICLE VII - EXECUTION OF INSTRUMENTS

Section 1. EXECUTION OF INSTRUMENTS GENERALLY:

All documents, instruments or writing of any nature shall be signed by the President to his capacity as President, and shall be verified, acknowledged or otherwise attested by the Secretary.

Section 2: DEPOSIT ACCOUNT

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 may approve or designate.

Section 2. CHECKS, DRAFTS, ETC.:

All checks or demands for money and notes of the corporation shall be signed by such officer(s) or director(s) as the Board of Directors may from time to time designate. All checks in amounts over \$5,000 shall require the signature of two such designated officers or directors.

ARTICLE VIII - GENERAL PROVISIONS

Section 1. CORPORATE SEAL:

The Foundation shall have a corporate seal, which shall be used in the execution of the Foundation instruments, documents and other writings. The seal shall be circular in shape with the name of the Foundation, and the year of incorporation, 2014, on the outside and the word Seal in the center.

Section 2. FISCAL YEAR:

The fiscal year of the corporation shall begin July 1 and shall end June 30 of each year.

Section 3. ANNUAL AUDIT:

The books of the Foundation and of its Treasurer shall be audited annually by an independent public accountant. Copies of each annual audit shall be filed with the Foundation's Board of Directors.

Section 4. BOND FOR TREASURER:

The Treasurer for the Foundation shall perform such duties as set out elsewhere in these Bylaws. In the performance of these duties he or she shall be in charge of the funds of the Foundation. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise, and bond shall be set by the Board, equal to the total value of funds controlled by the Treasurer during the next preceding fiscal year.

Section 5. LIABILITY INSURANCE:

The Board of Directors may provide liability insurance for all Directors and Officers of the Foundation. Liability insurance shall be in such amounts, as the Directors deem requisite for the position and function of the individuals insured. It is the purpose of this section to insure directors, officers, and employees from pecuniary loss for carrying out their duties and responsibilities as assigned by the Board.

Section 6. RULES:

Robert's Rules of Order (the most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Board of Directors.

Section 7. REPORT TO DIRECTORS:

The President shall furnish a written report annually to all Board of Directors.

Section 8. NON-PROFIT CORPORATION LAW:

As to all matters not inconsistent with the Bylaws, the provision of the Pennsylvania Non-Profit Corporation Law shall be applied or the purpose of governing the actions of this Foundation.

ARTICLE IX

GIFTS AND DONATIONS

Section 1. DONATION GUIDELINES.

The Board of Directors shall set forth guidelines and procedures for gifts and donations provided to the foundation by individuals, businesses, or other organizations. These guidelines and procedures shall become part of the Foundation Operations Manual.

Section 3. DEDICATION OF ASSETS:

The properties and assets of this non-profit corporation are irrevocably dedicated to the educational purposes of the Upper Dauphin Area School District. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or trustee of this corporation. On liquidation or dissolution, all property and assets and obligations shall be distributed and paid over to an organization dedicated to educational purposes, providing that the organization continues to be dedicated to the exempt purposes, specified in the Internal Revenue Code Section 501 (c) (3).

ARTICLE X - AMENDMENTS

Section 1. AMENDMENTS:

These Bylaws and the Articles of Incorporation of the Foundation may be amended or repealed, or new Bylaws may be adopted, by an affirmative vote of two-thirds of all persons then serving on the Board of Directors, provided that notice of the intention to amend, repeal or make addition to the Articles or Bylaws is contained in the notice of the meeting.

Adopted the _____ day of _____, 20____.

Secretary