

**BYLAWS
OF THE SOUTHERN YORK COUNTY SCHOOL DISTRICT FOUNDATION**

ARTICLE ONE

- 1.01. Definition of Bylaws. These Bylaws constitute the code of rules adopted by the Southern York County School District Foundation (the “Foundation”) for the regulation and management of its affairs. The scholarship component of the Foundation is called the Southern York County School District Foundation Dollars for Scholars.
- 1.02. Purposes and Powers. The purposes of this Foundation are:
- (a) To receive and administer funds and gifts by accepting, holding investing, reinvesting and administering any gift, grant, bequest, devise, benefit of trust (but not to act as trustee of any trust), and property of any sort, tangible or intangible, real, personal or mixed, or any undivided interest therein, either absolutely or jointly with any other person, persons or corporation, without limitation to the amount or value, and to use, disburse, give, transfer, convey, assign or donate such property, the income or principal thereof, exclusively to or for the benefit of Southern York County School District, York County, Pennsylvania (“Southern York County School District”), to be used for educational purposes and for the purpose of promoting the welfare of Southern York County School District; and
 - (b) (i) To give gifts or make grants or loans, to convey, assign, or transfer, any of its property outright, or upon lawful terms regarding the use thereof, to Southern York County School District or (ii) to make grants or award scholarships or make student loans to Southern York County School District students to enable them to meet the expenses of higher education, including college, vocational or technical education, following graduation from Susquehannock High School or (iii) make grants to Southern York County School District, its teachers or administrators for projects for classroom, instructional or other educational needs of the Southern York County School District or to supplement or enhance the educational programs and activities of the Southern York County School District for the benefit of its students.

ARTICLE TWO

- 2.01. Location of Registered Address. The location of the registered office of this foundation is stated in the Articles of Incorporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE THREE

- 3.01. Function of Directors. (a) The business, property and affairs of the Foundation shall be managed and controlled under the direction of its Board of Directors. All powers of the Foundation may be exercised by or under authority of the Board of Directors.
- (b) The Board of Directors shall establish procedures for receiving applications for grants and gifts from the Southern York County School District and from teachers, administrators, staff and/or students of Southern York County School District, determine the nature and amount of each Contribution, decide upon the timing and method of each gift or grant and, in general, take any further action necessary, useful, suitable or proper to use, disburse and donate the assets of the Foundation in furtherance of the charitable purposes set forth in the Article of Incorporation. If the Foundation establishes a scholarship program for Susquehannock High School students, the Board of Directors shall develop a statement of criteria for selection and awarding of such scholarships. All applicants for gifts, grants or scholarships shall complete an application form or forms developed by the Board of Directors for that purpose.
- (c) The Board of Directors shall have the power to acquire real and personal property by purchase, gift, grant, devise or bequest and to hold, own, accept and dispose of the same in furtherance of the purposes of the Foundation.
- (d) Directors shall serve without compensation.
- 3.02. Number and Qualifications of Directors.
- (a) The number of members of the Board of Directors shall be determined from time to time by resolution of the Board of Directors then serving; provided that there shall be at all times not less than 5 nor more than 25 Directors of this Foundation.
- (b) Not less than a majority nor more than 2/3rds of the Directors of the Foundation shall be elected or appointed by the Board of School Directors of Southern York County School District.
- (c) All other members of the Board of Directors of the Foundation shall be elected or appointed by the Board of Directors of the Foundation.
- (d) A prospective director's personal commitment to philanthropy and to the Southern York County School District shall at all times be an important consideration in the selection and election of Directors of the Foundation.

(e) All members of the Board of Directors shall meet at least one of the following qualifications:

- A. Maintain residency within the geographical boundaries of the Southern York County School District.
- B. Be an alumnus of Susquehannock High School or one of its predecessors.
- C. Be a member of the “school community” as determined by the Board of Directors, to include, but not be limited to, employees of the Southern York County School District, employees or owners of supporting businesses, and parents of District alumni.
- D. Board of Directors may, from time to time, adopt resolutions that appoint Susquehannock High School students to the Board as “Foundation appointed Directors” in accordance with Paragraph 3.02(c). There may not be more than two (2) such directors serving at any given time.

At all times the composition of the Board shall consist of at least 75% from categories A and B.

3.03. Term of Office. (a) Each Director will hold office until the expiration of his or her term or until the occurrence of any of the following events prior thereto:

- (1) Receipt by the Board of Directors of the written resignation of such Director, executed by such Director or his or her duly authorized attorney-in-fact.
- (2) His or her death or removal for cause.
- (3) The failure of such Director to attend three (3) consecutive Directors’ meetings, upon a majority vote of the other Directors.
- (4) The disability of such Director, upon unanimous vote of the other Directors.

(b) After completing his or her initial term (as set forth in subsection (c), below, in order to establish a classified Board) each Director shall be elected for a term of 3 years, provided, however, a member of the Southern York County School District Board of School Directors and the Southern York County School District Superintendent, shall serve during their tenure as a member of the Board of School Directors or as Superintendent, respectively. A Director may be re-elected at the expiration of any term.

(c) At the first meeting of the Directors of the Foundation, The Board of Directors of this Foundation shall be classified so that as nearly as possible one-third of the Directors shall be elected each year and Directors, once the

classification of the Board has been established, shall serve terms of three years each. Classification of the Board shall be accomplished by the drawing of lots at the first Board meeting, with five of the initial fifteen members of the Board choosing a lot for initial terms of one year, five of the initial fifteen members of the Board choosing a lot for initial terms of two years and the remaining three Directors choosing a lot for an initial term of three years. At each annual meeting thereafter, a number of Directors equal to the number whose terms have expired shall be elected for a term of three years. If the Board is expanded, the additional Directors' positions shall be allocated between the three classes so as to maintain the classes as nearly equal in size as possible.

- 3.04. Vacancies on the Board. Any vacancy occurring in the Board of Directors due to death, resignation, removal or disability during the term of a Director, and any directorship to be filled by reason of increase in the number of Directors, will be filled by appointment by a majority of the remaining Board of Directors, subject to the following limitations: no Director elected or appointed by the Board of Directors of Southern York County School District may be removed from office without first obtaining the written consent of the Board of School Directors of Southern York County School District and any vacancy occurring in respect of a Foundation Director elected or appointed by the Board of School Directors of Southern York County School District shall only be filled by the election or appointment of the Board of School Directors of Southern York County School District. The Southern York County School District Board of School Directors, by majority vote, may remove a Foundation Director at any time for cause. Pending the filling of any vacancy on the Board, the remaining Directors have authority to conduct the business and affairs of the Foundation. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.
- 3.05. Place of Directors' Meetings. Meetings of the Board of Directors, regular or special, will be held at such place within the geographical boundaries of the Southern York County School District as the President of the Foundation designates.
- 3.06. Annual Meetings. The annual meeting of the Board of Directors of the Foundation shall be held during the second quarter of the calendar year, i.e., during the months of April, May or June, on a day convenient for calling such meeting in each year, for the purpose of filling vacancies on the Board, if any, electing officers, and for the transaction of such other business as may properly come before the meeting. Elections by the Foundation's Board of Directors of members to serve on the Foundation's Board of Directors shall be by the affirmative vote of a majority of the members of the Board of Directors present and voting at the annual meeting of the Board of Directors.

- 3.07. Notice of Annual Meetings. Notice of the time, place and purpose or purposes of the annual meeting shall be served, either personally or by mail, not less than ten (10) nor more than thirty (30) days before the meeting upon each member of the Board of Directors of the Foundation and, if mailed, such notice shall be directed to the Director at his or her address as it appears on the books of the Foundation, unless he or she shall have filed with the Secretary of the Foundation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.
- 3.08. Regular Directors' Meetings. The Directors shall meet at regular intervals at least four times a year and shall maintain written minutes of all meetings.
- 3.09. Call of Special Board Meetings. A special meeting of the Board of Directors may be called by either:
- (a) The President.
 - (b) Any two members of the Board of Directors.
 - (c) A majority of the Board of school Directors of Southern York County School District.
- 3.10. Notice of Meeting. The secretary shall give notice to each Director of each regular and special meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a Director when it is delivered personally to, left at the residence or usual place of business of a Director, sent by a facsimile transmission to the last telephone or facsimile number of the Director appearing on the records of the Foundation, upon deposit if mailed to the address of the Director as it shall appear on the records of the Foundation not less than five (5) days nor more than fifteen (15) days before the date of the meeting. Notice may also be given to a Director by telephone, provided such notice is personally delivered to the Director by telephone and provided further a written copy of such notice shall be mailed to the address of the Director as it shall appear on the records of the Foundation not later than 24 hours after the telephone conversation during which the notice is delivered to such Director. Unless the Bylaws or a resolution of the Board of Directors provide otherwise, the notice need not state the business to be transacted at or the purpose of any regular or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any Director who attends, or to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement made at the meeting so adjourned.

- 3.11. Quorum of Directors. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, unless a greater number is required under any other provision of these Bylaws. A Director who dissents at a meeting from a decision of the majority of the Directors and thereafter files his or her dissent in writing with the Secretary of the Foundation shall be exonerated from all liability with respect to that particular decision and shall be held harmless from said liability by the non-dissenting Directors.

ARTICLE FOUR

- 4.01. Roster of Officers. The Officers of the Foundation shall be a President, a Secretary and a Treasurer.
- 4.02. Selection of Officers. The President, Secretary and Treasurer of this Foundation will be elected and appointed annually by the Board of Directors and such officers will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular annual meeting of the Board of Directors.
- 4.03. Multiple Officeholders. In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals. Officers shall be selected from among the directors of the Foundation and two or more members of the same immediate family may not hold officer positions simultaneously.
- 4.04. President. The President will be the Chief Executive Officer of this Foundation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Foundation. The president will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.
- 4.05. Secretary. The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

- 4.06. Treasurer. The Treasurer will have charge and custody of all funds of this Foundation, will deposit, invest, transfer and disburse the Foundation's investment funds and assets as required by any resolution or policy adopted by the Board of Directors under Article Six of these Bylaws, will keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, will render reports to the Directors, as the Directors may direct or the law requires, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- 4.07. Other Officers. The Foundation may have such other officers, agents, representatives and employees as the Board of Directors may deem necessary or convenient, including one or more Vice Presidents, Assistant Secretaries, and/or one or more Assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors, may from time to time determine and, unless the Board of Directors determines otherwise, those powers and duties which are customary for their respective offices, so far as is consistent with these Bylaws, any resolution of the Board of Directors and applicable law.
- 4.08. Removal. The Southern York County School District Board of School Directors, by majority vote, may remove an officer of the Foundation at any time, for cause.

ARTICLE FIVE

- 5.01. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Foundation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.
- 5.02. Action by Consent. Any action required by law or under the Articles of Incorporation of this Foundation or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Foundation.
- 5.03. Telephonic Conferences. One or more Directors may participate in a meeting of Directors by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and

the names of the participants in the conferences are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at a meeting.

ARTICLE SIX

- 6.01. Investment Manager. The Foundation may, but is not required to, engage one or more Investment Managers to provide investment management advice and services.
- 6.02. Investment Policy. The Board of Directors of the Foundation may, with the advice and assistance of an Investment Manager, develop an Investment Policy consistent with the Articles of Incorporation, the Internal Revenue Code and other applicable law. The purpose of the Investment Policy is to guide the Investment Manager(s) in the performance of its or their respective duties. The Investment Policy shall be reviewed at least annually by the Board of Directors and shall be communicated to the Treasurer, and to the Investment Manager(s), if any.
- 6.03. Investment of Assets. The assets of the Foundation shall be invested and managed in accordance with the Foundation's Investment Policy and any written Investment Management Agreement between the Foundation and the Investment Manager.

ARTICLE SEVEN

- 7.01. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each of which shall consist of two or more Directors and such other persons as are named in the resolution. Only to the extent expressly provided in said resolution, and not restricted by law, shall a committee have and exercise the authority and act on behalf of the Board of Directors in the management of the Foundation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of each committee.
- 7.02. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 7.03. Chairman. One member of each committee shall be appointed Chairman.

- 7.04. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7.05. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 7.06. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.
- 7.07. Dollars for Scholars Program Committee. The Board of Directors shall establish a Dollars for Scholars Program Committee which shall be responsible for ensuring that the Foundation meets all of the requirements of the Affiliate Provider Agreement and the Affiliate Provider Standards as amended by the Board of Directors
- 7.08. Awards Selection Committee. The Board of Directors shall establish an Awards Selection Committee to review and recommend scholarship award recipients. The Awards Selection Committee shall: (a) be comprised of not fewer than three members, (b) be comprised entirely of members selected by the Board of Directors, and (c) not be controlled, directly or indirectly, by any combination of donors to this corporation, any such donors' designees or representatives, or any related party of a donor, as a result of such persons constituting a majority of the committee members or otherwise being in a position to direct the committee's decisions. The Awards Selection Committee may include community representatives, as well as directors. The Awards Selection Committee shall comply with the Scholarship Awards Policy and other policies of the Foundation.

ARTICLE EIGHT

- 8.01. Discretionary Indemnification. The Foundation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completing action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she 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 him in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order,

settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonable believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal act or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Indemnification under this Article shall not be made by the Foundation in any case where the alleged act or failure to act giving rise to the claim for indemnification is determined by a court or by the Foundation's Board of Directors to have constituted will misconduct, recklessness or self-dealing.

- 8.02. Advancement of Expenses. To the extent that a director or officer of the Foundation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 8.01 or in defense of any claim, issue or matter therein, he or she shall, as determined by the Board of Directors from time to time, be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by him or her in connection therewith.
- 8.03. Procedure. Any indemnification under Section 8.01 (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard or conduct set forth in Section 8.01. Such determination shall be made (i) 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 (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs on the basis of a determination that indemnification is properly made by independent legal counsel in a written opinion.
- 8.04. Advance Payments. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this Article Eight.
- 8.05. Nonexclusivity of Remedy. The indemnification provided by this Article Eight shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer,

employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

- 8.06. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of another Foundation, or who is or was serving at the request of the Foundation as a Director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him against such liability asserted against him and incurred by him in any such liability under the provisions of this Article Eight.

ARTICLE NINE

- 9.01. Fiscal Year. The fiscal year of this Foundation shall be the twelve-month period ending June 30 of each year.
- 9.02. Books and Records. This Foundation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors.
- 9.03. Inspection of Books and Records. All books and records of this Foundation may be inspected by any Director for any proper purpose at any reasonable time on written demand.

ARTICLE TEN

- 10.01. Amendments to the Bylaws.
- (a) Subject to statutory limitations, any provision contained in these Bylaws may be altered or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the members of the Board of Directors of the Foundation in office and present at any regular or special meeting of Directors at which a quorum is present throughout. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change. A written summary of the substance of each proposed amendment to the Bylaws of the Foundation shall be set forth in a written notice of the meeting given to each member of the Board of Directors at least 30 days prior to the scheduled meeting date at which time such proposed changes are to be considered for approval.
- (b) Notwithstanding anything contained in these Bylaws to the contrary, a Bylaw which affects the interests of Southern York County School District may be

altered, repealed or amended only if the written consent of the Southern York County School District Board of School Directors is first obtained.

10.02. Amendments to the Articles of Incorporation.

- (a) The Articles of Incorporation of the Foundation may be amended by the affirmative vote of a majority of the members of the Board of Directors in office and present at any regular or special meeting of the Directors at which a quorum is present and acting throughout. A written summary of the substance of each proposed amendment to the Articles of Incorporation of the Foundation shall be set forth in a written notice of the meeting given to each member of the Board of Directors at least 30 days prior to the scheduled meeting date at which time such proposed changes are to be considered for approval.

- (b) Notwithstanding anything contained in these Bylaws to the contrary, a provision of the Articles of Incorporation which affects the interests of the Southern York County School District may be altered, repealed or amended only if the written consent of the Southern York County School District Board of School Directors is first obtained.