

**PLEASANT VALLEY
SCHOOL DISTRICT**

**EDUCATIONAL FOUNDATION
BY-LAWS**

January 24. 2024

PLEASANT VALLEY
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ARTICLE I

PURPOSE

The purpose of the PLEASANT VALLEY SCHOOL DISTRICT EDUCATIONAL FOUNDATION is to develop, promote and finance educational programs, activities and projects for residents, students, and teachers of the Pleasant Valley School District, Monroe County, Pennsylvania.

ARTICLE II

MEMBERSHIP

This corporation shall have no members.

ARTICLE III

DIRECTORS

Section 1. POWERS AND DUTIES: All corporate powers of the Foundation shall be exercised by or under the Board of Directors.

Section 2. NUMBER OF DIRECTORS AND QUALIFICATIONS: The number of Directors constituting the whole board shall be seven (7), and the Curriculum Supervisor and Title I liaison. Members of the Pleasant Valley School District Board of Education are expressly prohibited from serving on this board as a voting member. The number of Directors who shall constitute the entire board may be decreased or increased by an amendment to the Bylaws adopted by the Directors then holding office.

Section 3. REMOVAL: The Board of Directors, by a majority vote, may at any time at a meeting expressly call for that purpose, and after due written notice to all Directors, remove any Director for misconduct, malfeasance in office, or for other good cause.

Section 4. VACANCIES: Except as otherwise stated in the Bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled by a majority vote of the Directors then holding office. A director elected to fill a vacancy shall be served 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. The Board may authorize reimbursement of reasonable expenses incurred by Board members for duties directly related to Foundation activities only if previously approved by the Board.

Section 6. TERMS OF OFFICE AND ELECTION: Each elected Director shall serve for a term of five (5) years, and until a successor is elected and qualified. One new director shall be elected each year at the Annual Meeting by a majority vote of the Directors then in office. Nominations for Director may be submitted by the Nominating Committee or by individual Board members. The initial Board of Directors shall hold office as follows: one shall hold office for five (5) years; one shall hold office for four (4) years; one shall hold office for three (3) years; one shall hold office for two (2) years; one shall hold office for one (1) year.

ARTICLE IV

OFFICERS

Section 1. NUMBER: The officers of the Foundation shall consist of President, Vice-President, Secretary, Treasurer and such other offices as the Board of Directors may from time to time elect.

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 annual meeting. 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 approval of the Board of Directors, the President shall have general supervision of the affairs of the Foundation. The President shall preside at all meeting of the Board of Directors and shall have such other duties as may be prescribed the Board. The President shall serve as an ex-officio member of all committees, with the exception of the Nomination Committee.

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 prescribed 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 Foundations and shall have authority to cause such seal to be affixed to all documents, the execution and delivery of which shall have been authorized by the Board of Directors. The Secretary shall keep current records of the names, mailing addresses and telephone numbers of all Directors. The Secretary shall perform all duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 6. THE TREASURER: The Treasurer shall have custody of the Foundation funds and securities and shall keep full and accurate records of all receipts and disbursements in the financial records of the Foundation. The Treasurer shall cause all money 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 by the Board taking proper vouchers for such disbursements. The Treasurer shall render to the President and the Board of Directors, whenever requested, an account of all transactions as Treasurer, and shall perform such duties and have other powers as may from time to time be assigned by the Board of Directors.

Section 7. REMOVAL: Any officer may be removed at any time for cause by a majority vote of the Directors in office following the guideline set forth in Article III, Section 3.

Section 8. VACANCIES: Any vacancy occurring in any office of the Foundation shall be filled by the Board of Directors following the guidelines set for in Article III, Section 4.

ARTICLE V

COMMITTEES

Section 1. COMMITTEES: Except as otherwise stated in the Bylaws, the President shall appoint the members and designate the chairperson of standing and other committees. Committees shall serve at the direction of the Board under such rules and regulations as the Board may approve.

Section 2. EXECUTIVE COMMITTEE: There shall be an Executive Committee consisting of the officers of the Board. 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 at the next meeting of the Board.

Section 3. STANDING COMMITTEE: The President may appoint a chairperson for each of the following committees:

- A. Allocations Committee: There shall be an Allocations Committee whose responsibilities shall include review of proposals and recommendations for program allocations.
- B. Fund Raising Committee: There shall be a Fund-Raising Committee whose responsibilities shall include planning for the solicitation of contributions in support of the Foundation's purposes.
- C. Nominating Committee: There shall be a Nominating Committee of not less than three (3) persons. The Nominating Committee shall present nominations for Directors and officers.

Section 4. OTHER COMMITTEES: The Board may create additional committees as necessary.

Section 5. NUMBER OF DIRECTORS ON COMMITTEES: Each committee shall be made up of at least three (3) Directors of the Foundation. Each committee shall make annual and other reports as directed by the Board.

ARTICLE VI

MEETINGS

Section 1. ANNUAL MEETING: An Annual Meeting of the Board of Directors shall be held at such date, time and place as the Board of Directors shall determine.

Section 2. REGULAR MEETING: In addition to the Annual Meeting, regular meetings may be held. They shall be scheduled by the President or any two (2) Directors.

Section 3. NOTICE OF MEETINGS:

- A. Written notice of the Annual Meeting shall be given to the Directors at least five (5) days before the meeting.
- B. Written notice of the 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 of a minimum of forty-eight (48) hours prior to the meeting if notice is delivered personally or by telephone.

Section 4. QUORUM: A majority of all Directors in office shall constitute a quorum at all meetings. A quorum must be present to convene a meeting. All action of the Board

of Directors, except as otherwise provided in the Bylaws, shall be a majority vote of the Directors present and voting at any meeting.

Section 5. SPECIAL MEETINGS: A special meeting the Board of Directors may be called upon written notice of the President or any two (2) 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 directors 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.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 1. EXECUTION OF INSTRUMENTS GENERALLY: All documents, instruments or writings of any nature shall be signed by the President and shall be verified, acknowledged or otherwise attested by the Secretary.

Section 2. CHECKS, DRAFTS, ETC.: All notes, endorsements, acceptances, and all written securities of the Foundation shall be signed by the President and by the Treasurer in such manner as the Board of Directors may from time to time determine. All checks and drafts on accounts and transfers of funds of the corporation shall be signed by any the following members of the Board of Directors, the President, Vice-President, or the Treasurer, in accordance with the insurance policy and bond.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. CORPORATE SEAL: The Foundation shall have a corporate seal, which may be used in the execution of the Foundation instructions, documents and other writings. The seal shall be circular in shape with the name of the Foundation, and the year of incorporation (1994), 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 end June 30 of each year.

Section 3. ANNUAL AUDIT: The financial records of the Foundation shall be audited every five years by an independent public accountant or Certified Public Accountant and annually by an internal financial committee. Copies of each annual audit shall be filed with the Board of Directors.

Section 4. BOND FOR TREASURER: The Treasurer shall be bonded annually throughout the term as Treasurer, and the bond shall be in the amount set by the Board, at least in excess of the total amount of funds administered by the Treasurer during the next succeeding 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 such amounts as the Directors deem proper for the position and function of the individuals insured. It is the purpose of this section to insure Directors, officers and employees against all activities constituting duties and responsibilities as assigned by the Board.

Section 6. RULES: Robert's Rules of Order (the most recent edition at the dates of its use) shall be the parliamentary authority for matters of procedure not specifically covered by these Bylaws or by other specific rules or procedure adopted by the Directors.

Section 7. REPORT TO DIRECTORS: The President shall furnish a written report annually to all Directors of the Foundation.

Section 8. NON-CORPORATION LAW: As to all matters not inconsistent with the Bylaws, the provisions of the Pennsylvania Non-Corporation Law shall be applied for the purpose of governing the actions of this Foundation.

ARTICLE IX

GIFTS AND DONATIONS

Section 1. DESIGNATED GIFTS AND DONATIONS: Any gift or donation made to the Foundation, from any person, business, or corporation, may be designated for a particular program or activity which is currently being administered by the Foundation. These programs include, but are not restricted to, technical training; scholarships to deserving students; cultural enrichment; or other activities sponsored by the Foundation. Any designated gift, if accepted by the Foundation, shall be used only for the purposes for which it has been designated. The Board is empowered to reject any gifts which it deems inappropriate.

Section 2. UNDESIGNATED GIFTS AND DONATIONS: Any gift or donation received by the Foundation which is not designated for a particular purpose shall be used by the Foundation in such a manner as the Board deems necessary to carry out the purpose of the Foundation. Undesignated gifts may be merged by the Foundation with other undesignated gifts and used as a single unrestricted fund.

Section 3. DEDICATION OF ASSETS: The properties and assets of this nonprofit corporation are irrevocably dedicated to the educational purposes of the Pleasant

Valley School District. No portion of the earnings, properties, or assets of this corporation, on dissolution or otherwise shall inure to the benefit of any private person or individual or member or officer of this corporation. On liquidation or dissolution, all property and assets shall be distributed and paid over to a similar organization dedicated to educational purposes, providing that said organization qualifies as exempt as specified in the Internal Revenue Code Section 501(c)(3).

ARTILE X

AMENDMENTS

Section 1. AMENDMENTS: These By-laws and the Articles of Incorporation of the Foundation may be amended or repealed, or new By-laws may be adopted, by any affirmative majority vote 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 By-laws is contained in the notice of the meeting prior to adoption.

Adopted the ____27th____ day of ____June,_____, 1997.

And amended on the ____24th____ day of ____January, _____. 2024.

Foundation President  Date: _____

Foundation Secretary:  Date: January 24, 2024