

# **-Halifax Wildcat Education Foundation-**

## Organizational Blueprint

**Mission:** The mission of the Halifax Wildcat Education Foundation is to secure funding to enrich, enhance, and expand the academic opportunities of the students in the Halifax community.

**Vision:** Enhance, Expand, and Enrich Opportunities for All Students

### **-BY LAWS-**

The Halifax Wildcat Education Foundation

#### **ARTICLE I**

##### MISSION

**Mission:** The mission of the Halifax Wildcat Education Foundation is to secure funding to enrich, enhance, and expand the academic opportunities of the students in the Halifax community.

#### **ARTICLE II**

##### MEMBERS

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 authority of the Board of Directors.

Section 2. **NUMBER OF DIRECTORS AND QUALIFICATION:** The number of voting directors constituting the whole board shall not exceed nine (9) members. The board shall also include at least four ex-officio non-voting members: The President of the Halifax Area School District School Board or his or her designee, the Halifax Area School District Superintendent, the Foundation Executive Director, and a representative from the Halifax Alumni Association. These ex-officio members will be appointed yearly by the Board of Directors.

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 or ex-officio member for misconduct, malfeasance in office, or for other good cause.

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 elected Director shall serve for a term of three (3) years, and until a successor is elected and qualified, or until his or her earlier death, resignation or removal. One-third of the Directors 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. Directors are permitted to serve multiple terms. Terms shall begin on January 1 after election at the annual meeting.

Section 7. TERM OF OFFICE FOR INITIAL BOARD AND OFFICERS. For the inaugural Board of Directors, which shall be the initial Board for Foundation, and in order to provide consistency in the Board and continuity in the operation and management of the Foundation, the inaugural terms of three Directors shall be designated as 1 year positions and shall begin on the date of appointment and end on December 31 of the first full calendar year thereafter. The inaugural terms for three different Directors shall be designated as 2 year positions and shall begin on the date of appointment and end on December 31 of the second full calendar year thereafter. The inaugural terms for three different Directors shall be designated as three (3) year positions and shall begin on the date of appointment and end on December 31 of the third full calendar year thereafter. All future Directors shall serve three year years as specified in Section 6 above. This shall provide for staggered vacancies and elections for positions of the Board thereafter.

Section 8. CONFLICT OF INTEREST. Whenever a Director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall have an affirmative duty to do all of the following: a) fully disclose the nature of the interest; and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Foundation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE IV**

### **OFFICERS**

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

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 Annual Meeting. Officers will be elected by a majority votes 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 all meetings of the Board of Directors, and shall have such other duties as may be prescribed by the Board. The President shall serve as an ex-officio member of all Committees, with the exception of the Nominating 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 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.

Section 6. **THE TREASURER:** The Treasurer shall have stewardship 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.

Section 7. **REMOVAL:** An officer may be removed at any time for cause by a two-thirds vote of all Directors in office.

Section 8. **VACANCIES:** Any vacancy occurring in any office of the Foundation shall be filled by a majority vote of the Board of Directors.

## **ARTICLE V**

### **COMMITTEES**

Section 1. **COMMITTEES:** The Board of Directors shall create committees as needed.

## **ARTICLE VI**

### **MEETINGS**

Section 1. **ANNUAL MEETING:** The Annual Meeting of the Board of Directors shall be held once a year, generally in October, at a specified date, time, and location.

Section 2. **REGULAR MEETINGS:** In addition to the Annual Meeting, regular meetings shall be held as needed.

Section 3. NOTICE OF MEETINGS: Appropriate notice of the Annual Meeting and all regular meetings shall be given to all members of the Board of Directors not less than five days before such meetings.

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 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: A 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 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.

## **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. CHECKS, DRAFTS, ETC: All notes, endorsements, acceptances, and written securities of the Foundation shall be signed by at least two officers.

## **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 on the outside and 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 reviewed annually by an independent auditor. Copies of each annual review 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 the Bylaws. In the performance of these duties he shall be in charge of the funds for the Foundation. The Treasurer shall be bonded annually throughout his or her term as Treasurer, at the cost of the Foundation, and bond shall be in the amount set by the Board, exceeding the total value of funds controlled by the Treasurer during the next preceding fiscal year.

Section 5. LIABILITY INSURANCE: The Board of Directors shall 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) 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 Directors of the Foundation.

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

Section 8. NON-PROFIT CORPORATION LAW: As to all matters not inconsistent with the Bylaws, the provision of the Pennsylvania Non-Profit Corporation Laws 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 carried on by the Foundation or may be designated to a particular purpose of the Foundation such as educational programming, equipment, supplies, scholarships to deserving students, cultural enrichment, or otherwise. Any designated gift, if accepted by the Foundation, shall be used only for the purposes for which it has been designated, unless the donor has not provided sufficient direction to permit use of the donation. In that event, the Board is authorized to designate that donation consistently with Foundation's Donor-Designated Contributions Policy. 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 manner, as the Board deems best, consistent with the mission of the

Foundation as specified here in. 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 non-profit corporation are irrevocably dedicated to the educational purposes of Halifax Communities That Care. No part of the net earnings, properties or assets of this corporation on dissolution or otherwise, shall insure to the benefit of any private person or individual or trustee of this corporation. On liquidation of 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**

**NON-DISCRIMINATION**

Section 1. No person shall be denied membership in the Halifax Wildcat Education Foundation based on age, race, color, national origin, religion, ancestry, sex, disabling condition, sexual orientation, or economic status.

**ARTICLE XI**

**AMENDMENTS**

Section 1. AMENDMENTS: These Bylaws and 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 of Bylaws is contained in the notice of the meeting.

Adopted the \_\_\_\_\_ day of \_\_\_\_\_, 2016

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Director

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Director

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Director

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Director

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Director