

Bylaws of
York Suburban Education Foundation

ARTICLE 1 – INTRODUCTION

Section 1.01. Definition of Bylaws.

These Bylaws constitute the code of rules adopted by York Suburban Education Foundation for the regulations and management of its affairs.

Section 1.02. Registered Office.

The registered office of the Organization shall be at the York Suburban School District's Education Center, 1800 Hollywood Drive, York, Pennsylvania, 17403 until otherwise established by a vote of a majority of the Board of Directors in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the Articles of the Organization.

ARTICLE 2 – PURPOSE AND POWERS

Section 2.01. Purpose

The Organization is organized exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code). Specifically, the purpose of the Organization is to benefit the students of York Suburban School District by raising funds for a permanent endowment in order to provide financial resources to enhance educational experiences and foster continued academic excellence.

Section 2.02 Powers

In addition to the specific powers and authorities set forth, the Organization shall have and possess all powers and authority generally provided or applicable to domestic nonprofit organizations under the Pennsylvania Nonprofit Organization Law of 1988, as amended, to the extent that such powers and authorities are not inconsistent with the specific purposes and powers and authorities set forth herein.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its trustees, directors, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Organization shall be the carrying on or propaganda or otherwise attempting to influence legislation and the Organization shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

Notwithstanding any other provision of these Bylaws, the Organization shall not

carry on any other activities not permitted to be carried on (1) by a Organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue Law or (2) by a Organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 3 – MEMBERS

Section 3.01. Membership

The Organization shall have no members.

ARTICLE 4 – BOARD OF DIRECTORS

Section 4.01. Definition of Board of Directors

The Board of Directors is that group of persons vested with the management of the business and affairs of this Organization.

Section 4.02. Composition of Board

The Board of Directors shall consist of not less than fifteen (15) members nor more than twenty-seven (27) members, as may be determined from time to time by resolution of the Board of Directors.

The Board of Directors shall be composed of individuals from the community who are personally committed to the mission of the York Suburban Education Foundation. The York Suburban School District Superintendent or designee shall serve as a non-voting Board Member.

Section 4.03. Terms of Office

All Directors will be elected for terms of three (3) years. Directors shall be elected at the Annual Meeting or at special meetings. The elections shall be staggered so that a minimum of one-third are annually elected.

Section 4.04. Compensation

Directors and officers may not be paid compensation for performance of their duties as Directors and officers, respectively.

Section 4.05. Resignations

Any Director of the Organization may resign at any time by giving written notice to the President or Secretary of the Organization. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.06. Vacancies

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors will be filled by appointment by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

Section 4.07. Removal

Any Director may be removed from office for cause deemed sufficient by the Board of Directors upon the affirmative vote of two-thirds of the full number of Directors then serving in office.

Section 4.08. Annual Meeting

The Annual Meeting of the Board of Directors shall be held on the regularly scheduled meeting in January of each year. At said meeting the Directors then entitled to vote shall organize itself and elect the officers of the Organization for the ensuing year and transact such other business as may properly be brought before the meeting.

Section 4.09. Regular Meetings

Regular meetings of the Board of Directors shall be held a minimum of four (4) times per year at a place that shall be designated by resolution of the Board. Written notice of any regular meeting shall be given to each Director at least five (5) days before the date of the meeting.

Section 4.10 Special Meetings

Special meetings of the Board of Directors may be conducted when called upon by the President or a number constituting at least one-half of the Board of Directors. Notice of such meetings shall be given to each Director at least twenty-four (24) hours (in the case of notice by telephone, facsimile or email) or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of this Organization, with postage prepaid. Every such notice shall state the time and location of the meeting.

Section 4.11 Waiver of Notice

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.12 Quorum of Directors

A majority of the Board of Directors then serving in office shall constitute a

quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Organization Law of 1988, the Articles of Incorporation of this Organization or any provisions of these Bylaws.

Section 4.13 Conference Telephone

One or more persons may participate in a meeting of the Board of Directors, or a committee hereof, by means of conference telephone 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.

Section 4.14 Action by Consent

Any action required by law or under these Articles of Incorporation of this Organization 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 taken, is signed by all the persons entitled to vote with respect to the subject matter of the consent, or all Directors in office, and filed with the Secretary of the Organization.

ARTICLE 5 – OFFICERS

Section 5.01 Number of Officers

The officers of this Organization shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 5.02 Election and Terms of Office

The officers of the Organization shall be elected by the Board of Directors at the Annual Meeting. Each officer shall serve for a two-year term.

Section 5.03 President

The President will, subject to the control of the Board of directors or any committees, supervise the affairs of the Organization. The President will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

Section 5.04 Vice-President

The Vice-President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

Section 5.05 Secretary

The Secretary will keep the minutes of all meetings of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or these Bylaws, and, generally perform all duties incident to the office of the Secretary and any other duties that may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned by the Board of Directors.

Section 5.06 Treasurer

The Treasurer will have charge and oversight of all funds of this Organization and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Organization's properties and business transactions, render reports and accountings to the Directors as required by the Board of Directors or by law. The Treasurer will perform in general all duties incident to the Office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, by these Bylaws or which may be assigned by the Board of Directors.

Section 5.07 Appointive Officers

The Board of Directors may appoint other officers to perform such duties as are assigned to them by the Board. Such appointed officers shall hold their offices subject to the review of the Board.

Section 5.08 Removal of Officers

Any officer elected or appointed to office may be removed by the Board of Directors, upon the affirmative vote of two-thirds of the full number of Directors then serving in office, whenever in their judgment the best interests of this Organization will be served. However, any removal will be so without prejudice to any contract rights of the officer so removed.

Section 5.09 Vacancies

A vacancy in any office for any reason may be filled during any meeting in the manner prescribed in the Bylaws for election or appointment to the office. Such vacancy shall be filled for the unexpired portion of the term.

ARTICLE 6 – EMPLOYEES

Section 6.01 Authorization to Hire Employees

The Board of Directors may employ, have as independent contractors or contract for individuals who may assume the management of the Organization and who shall be responsible to the Board for executing the policies of the Board of Directors. They shall serve at the pleasure of the Board.

ARTICLE 7 – COMMITTEES

Section 7.01 Definition of Committees

This Organization may have certain committees, which shall include an Executive Committee and may include such other committees as the Board of Directors may from time to time hereinafter establish. Initially, in addition to the Executive Committee, there shall be a Finance Committee, a Governance Committee, a Resource Development Committee, and a Fund Distribution Committee. Each committee shall have and exercise some prescribed authority of the Board of Directors in the management of this Organization. However, no committee will have the authority of the Board in reference to affecting any of the following:

1. Submission to the Board of Directors of any action requiring approval of the Board of Directors under the Nonprofit Organization Law of 1988.
2. Filling of vacancies on the Board.
3. Adoption, amendment or repeal of Bylaws.
4. Amendment or appeal of any resolution of the Board.
5. Action on matters committed by Bylaws or resolution of the Board to another committee of the Board.

Section 7.02 Appointment of Committees

The Board of Directors may authorize the creation of one or more committees and delegate to these committees the specific and prescribed authority of the Board of Directors in the managements of this Organization. However, the creation of such committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. The President shall appoint the Chair of each Committee authorized by the Board of Directors, except the Finance Committee, which shall be chaired by the Treasurer. The Chair of each committee shall be a member of the Board of Directors; however, other appointed members of any committees, except for the Executive Committee, need not be Directors of the Organization.

Section 7.03 Executive Committee

The President shall be the chair of the Executive Committee, which shall consist of the officers of the Organization and the Immediate Past President. The President or any two (2) other members of the Executive Committee may call a meeting of the Executive Committee. The President or other persons calling the meeting shall give or cause to be given, written notice to each member of the Executive Committee of the date, time, place and purpose of the meeting at least two (2) days before the scheduled meeting. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. The Executive Committee shall act only in the interval between meetings of the Board of Directors and shall, except to the extent otherwise provided herein or determined by the Board of Directors, have all

authority of the Board of Directors other than the authority to fill the vacancies in the Board of Directors. The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board of Directors. At each meeting of the Executive Committee, all questions and business shall be determined by a majority vote of those present, or without a meeting, by a writing signed by all of its members.

Section 7.04 Finance Committee

The Finance Committee shall consist of the Treasurer of the Organization and other persons as recruited by the Treasurer, who shall serve as Committee Chair. The Finance Committee shall be responsible for overseeing the investment of the funds of the Organization in addition to preparing the budget and establishing the financial policies of the Organization.

Section 7.05 Governance Committee

The President shall appoint a chair of the Governance Committee, who in turn, shall recruit a minimum of five (5) persons to serve on the Committee. The Governance Committee shall be responsible for identifying potential Board members; recruiting and nominating suitable prospective Board members for consideration by the Board of Directors; periodically assessing the contributions of existing Board members and their potential re-nomination; and, assessing, at least annually, the membership and functioning of the Board of Directors as a whole and to recommend such changes in composition and process as it may deem appropriate to the Board of Directors.

Section 7.06 Resource Development Committee

The President shall appoint a chair of the Resource Development Committee, who in turn, shall recruit individuals to serve on the Committee. The Resource Development Committee shall be responsible for planning and implementing the solicitation of contributions, including endowments and grants, in support of the Organization's purposes.

Section 7.07 Fund Distribution Committee

The President shall appoint a chair of the Fund Distribution Committee, who in turn, shall recruit individuals to serve on the Committee. The York Suburban School District Superintendent or designee shall serve as a Fund Distribution Committee Member in a non-voting capacity as specified in Section 4.02. The Fund Distribution Committee shall manage a resource distribution process in conformance to the purpose of the Organization. The Committee shall be responsible for monitoring the effectiveness of all initiatives and recommending continuation funding to the Board of Directors.

ARTICLE 8 – OPERATIONS

Section 8.01 Fiscal Year

The fiscal year of this Organization shall be January 1 to December 31.

Section 8.02 Execution of Documents

Except as otherwise provided by law, authorization to sign checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Organization shall be annually designated by the Board of Directors. Contracts, leases or other instruments executed in the name and on behalf of the Organization will be signed by the President or Vice-President and countersigned by the Secretary or Treasurer and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

Section 8.03 Books and Records

This Organization will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and various committees. The Organization will keep at its registered office a register giving the name, address of each Director and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Organization.

Section 8.04 Inspection of Books and Records

All books and records of this Organization may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

Section 8.05 Nonprofit Operations

This Organization will not have or issue shares of stock. No dividend will be paid and no part of the income of this Organization will be distributed to its Directors or officers.

Section 8.06 Loans to Management

The Organization shall make no loans to any of its Directors, officers or staff members.

Section 8.07 Contracts

The Board of Directors may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

Section 8.08 Loans

Except for items being purchased in the ordinary course of business, no loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.09 Deposits

All funds of the Organization not otherwise deployed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 9 – NONDISCRIMINATION

Section 9.01 Nondiscrimination

All officers, directors, committee members, employees, and persons served by this Organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, disability, sexual preference or national origin.

ARTICLE 10 – CONFLICT OF INTEREST

Section 10.01 Definition

A conflict of interest may exist when the interests or concerns of any director, officer, or staff member, or said person's immediate family, or any party, group or organization in which said persons hold a position as an employee, officer, director or partner, may be seen as competing with the interests or concerns of the Organization.

Section 10.02 Disclosure

Each member of the Board of Directors and staff must disclose in writing to the Board any possible conflict of interest. This disclosure must be annually updated.

Section 10.03 Compliance

When such conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested director shall bring it to the attention of the Board of Directors. The interested director may, at the discretion of the President, participate in any discussion but shall not vote on the particular matter.

ARTICLE 11 – INDEMNIFICATION

Section 11.01 Limitation of Personal Liability of Directors

A Director of the Organization shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by Chapter 57, Subchapter B of the Pennsylvania Nonprofit Organization Law of 1988, as in effect at the time of the alleged action or failure to take action by such Director.

Section 11.02 Standard of Care and Justifiable Reliance

A Director of the Organization shall stand in a fiduciary relationship to the Organization, and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a) One or more officers or employees of the Organization whom the Director reasonably believes to be reliable and competent in the matters presented;
- b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
- c) A committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interests of the Organization, consider the effects of any action upon employees, upon persons with whom the Organization has business and other relations and upon communities which the offices or other establishments of or related to the Organization are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Organization.

Section 11.03 Preservation of Rights

Any repeal or modification of this Article by the Organization shall not adversely

affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Organization and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 11.04 Mandatory Indemnification of Directors and Officers

The Organization shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the Pennsylvania Nonprofit Organization Law of 1988), each Director or officer (including each former Director or officer) of the Organization who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Organization, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Section 11.05 Mandatory Advancement of Expense to Directors and Officers

The Organization shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or officer of the Organization referred to in Section 11.04 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 11.04 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such director or officer shall be paid by the Organization in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by the Organization as provided in Section 11.07 hereof.

Section 11.06 Permissive Indemnification and Advancement of Expenses

The Organization may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Organization, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding referred to in this Section 11.06 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Organization as provided in Section 11.07

hereof.

Section 11.07 Scope of Indemnification

Indemnification under this Article shall not be made by the Organization in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57 of the Pennsylvania Nonprofit Organization Law of 1988, or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 11.08 Miscellaneous

Each Director and officer of the Organization shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Organization and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arouse from any threatened, pending or completed action by or in the right of the Organization. Any repeal or modification of this Article by the Board of Directors of the Organization shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 11.09 Definition of Authorized Representative

For the purpose of this Article, the term "authorized representative" shall mean a Director, officer, employee or agent of the Organization or of any Organization controlled by the Organization, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Organization or by any Organization controlled by the Organization, or a person serving another Organization, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Organization.

Section 11.10 Insurance

The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization or is or was serving at the request of the Organization as a director, officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Organization would otherwise have the power to indemnify such person against such

liability.

Section 11.11 Reliance on Provisions

Each person who shall act as an authorized representative of the Organization shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE 12 – MISCELLANEOUS

Section 12.01 Amendment of Bylaws

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by vote of a (2/3 of the Board of Directors of the Organization) in office at any regular or special meeting. Such proposed amendment, repeal or new Bylaws, or summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

Section 12.02 Dissolution

Upon dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code) or shall be distributed to the Federal, State or Local Government for public purpose.

Adopted: September 18, 2008

Amended: June 17, 2010