



**BY-LAWS OF THE
WEST CHESTER AREA EDUCATION FOUNDATION**

ARTICLE I - NAME

Section 1.1 Corporate Name

The name of the corporation shall be the West Chester Area Education Foundation hereinafter referred to as the Foundation.

Section 1.2 Fund Names

The Board of Directors may from time to time approve the names of the funds to be administered by the Foundation for the schools.

ARTICLE II- PURPOSE

Section 2.1 Mission Statement

The Foundation is an independent non-profit organization whose mission is to supplement creative, meaningful, real world experiences to students in the West Chester Area School District (hereinafter "District").

Section 2.2 Foundation School District Relationship

It is the goal of the Foundation to support educational experiences that connect district curriculum to real world experiences. To that end, programs, projects and activities sponsored by the Foundation will be in alignment with the District Strategic Plan and the District Mission Statement.

Section 2.3 Scope

The Foundation is organized exclusively for educational purposes including, but not limited to, soliciting, accepting, receiving and distributing contributions to programs that supplement creative, meaningful, real world experiences to students in the District. The Foundation shall make available mini-grant funding and scholarship support to District students for programs that make connections between the real world and curriculum and make financial contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Foundation reserves the right to refuse any contribution it may deem not to be in the best interests of the Foundation.

No part of the net earnings of the Foundation shall serve to benefit or be distributable to its members, trustees, officers, or private persons, with the exception that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 501(c)(3). The Foundation shall be prohibited from distributing propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any other activities not permitted by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a corporation with contributions deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principle corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE III - OFFICES

The principal office of the Foundation shall be located at the West Chester Area School District-Spellman Education Center, 782 Springdale Drive, Exton PA 19341, or such address as shall be designated by the Board of Directors.

ARTICLE IV — SEALS

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words, “Corporate Seal, Pennsylvania.”

ARTICLE VI- MEMBERS

All powers, obligations and rights shall reside in the Foundation Board of Directors.

ARTICLE VI- DIRECTORS

Section 6.1 Powers and Duties

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

Section 6.2 Number of Directors

The number of Directors shall not be less than nine (9), no more than twenty-four (24), of whom a majority shall represent business and community interests. Included as Directors shall be the District Superintendent of Schools or Designee, a member of a local Chamber of Commerce, at least one District Administrator, one District retiree, one alumna and one student.

Section 6.3 Composition

The Directors shall be chosen from individuals having an interest in excellence in education. Their qualification to serve will be based upon their knowledge of educational and community needs. Members shall be drawn from various groups to include: students,

parents, teachers, school administrators, community, alumni, business, civic and charitable organizations.

Section 6.4 Manner of Selection and Term

Each Director, except the District Superintendent and/or designee, shall serve a term of three years, for up to three (3) consecutive terms. One-third of the non-permanent Directors shall be elected each year at the Annual Meeting by a majority vote of the Directors present. Nominations for Director shall be submitted by the Nominating Committee to the Executive Committee not less than thirty (30) days prior to the Annual Meeting. Current members, whose terms are ending, may submit their names to the Nominating Committee for reelection. A slate of appropriate candidates, new and returning, shall be presented by the Executive Committee for consideration by the full Board of Directors at the Annual Meeting.

Section 6.5 Vacancies

A vacancy may be created by written resignation of a member from the Board of Directors. At the discretion of the Board, a Director's position may be considered vacant after absence from three (3) consecutive meetings. Except as otherwise stated in these By-Laws, any vacancy occurring among the members of the Board of Directors shall be filled by a majority vote of the Directors present at the next meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

Section 6.6 Quorum

A minimum of five (5) Directors must be present either in person or by way of electronic media for the transaction of business at any meeting of the Board. Directors may not vote by proxy.

Section 6.7 Compensation

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

ARTICLE VII- OFFICERS AND EXECUTIVE DIRECTORS

Section 7.1 Number and Qualifications

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

Section 7.2 Election and Term of Office

The Officers of the Foundation shall be elected annually by the Board of Directors immediately following the election of the Directors, at the regular Annual Meeting. The President and Vice President shall be elected from the membership of the Board of Directors. The Secretary and Treasurer may, but are not required to, be elected from the membership of the Board of Directors. The terms of office for all officers shall be for one year and until a successor has been duly elected and qualified. The President and Vice President may serve up to three (3) consecutive one (1) year terms. There is no limitation on the number of consecutive one (1) year terms the Secretary and Treasurer may serve.

Section 7.3 President

As delegated by 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 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 7.4 Vice-President

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

Section 7.5 Secretary

The Secretary shall act as secretary of all meetings of the Board of Directors, and shall be responsible for the minutes of all such meetings. The Secretary shall perform such additional duties as shall be assigned by the Board.

Section 7.6 Treasurer

The Treasurer shall be responsible for the accounting of all monies for the Foundation including depositing/investing them in accordance with policy adopted by the Board. The Treasurer shall have such additional powers and duties as may be assigned by the Board. The Treasurer shall be bonded at the expense of the Foundation and at the discretion of the Board of Directors.

Section 7.7 Presiding at Meetings

In the absence of both the President and Vice President, any other officer of the Foundation may preside at the Board Meeting.

ARTICLE VIII- COMMITTEES

Section 8.1 Committees

Except as otherwise stated in these By-Laws, the President shall 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. The District Superintendent or designee shall serve as ex-officio member of all committees.

Section 8.2 Executive Committee

There shall be an Executive Committee composed of the Officers of the Foundation. 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 8.3 Nominating Committee

A Nominating Committee shall be appointed by the President not less than sixty (60) days prior to the Annual Meeting. The Nominating committee shall be composed of not less than three (3) Directors of the Foundation. The Nominating Committee shall endeavor to find appropriate candidates, including current members, to fill all vacant Director positions. The nominations for Director shall be submitted by the Nominating Committee to the Executive Committee not less than thirty (30) days prior to the Annual Meeting.

Section 8.4 Other Committees

The Board may establish additional committees as needed.

ARTICLE IX - MEETINGS

Section 9.1 Annual Meeting

The Annual Meeting of the Board of Directors shall be held in the month of October, at such time and place as the Board of Directors shall determine. At the Annual Meeting, the Board shall review the mission, vision, and values statements and develop new outcome measures and performance indicators to be set forth in the Board's Strategic Plan.

Section 9.2 Regular Meetings

In addition to the Annual Meeting, regular meetings shall be held no less than semi-annually and shall be called by the President or any two Directors. Generally, the Board will hold its regular meetings in December, February, April and September, in addition to the Annual Meeting. At the discretion of the Executive Committee, additional meetings may be called or regular meetings cancelled when there is no business to be conducted.

Section 9.3 Notice of Meetings

- A. Notice of the Annual Meeting shall be given to the Directors not more than sixty (60) days, nor less than (10) days before the meeting.
- B. Notice of regular meetings shall be given to all the Directors a minimum of five (5) days prior to the meeting.
- C. Notice of actionable items and information about actionable items to be voted upon shall be distributed to the Board for evaluation five (5) days prior to any meetings.
- D. Waiver of Notice: The notice requirements contained in these By-Laws may be waived in writing by any Director. All waivers shall be made part of the minutes of the meeting.
- E. Action in lieu of a meeting: Any Board action required or permitted to be taken by the Board may be taken without a meeting, if two-thirds of all members of the Board shall consent to such action in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the same vote of the Directors at a duly convened meeting.

ARTICLE X - RULES OF ORDER

Section 10.1 Fiscal Year

The fiscal year shall begin January 1 and shall end December 31.

Section 10.2 Rules

Robert's Rules of Order (in its most recent edition on the date of its use) shall be used as a guideline to conduct meetings. Meetings do not have to follow Robert's Rules exactly; however, Robert's Rules will be followed for action items taken by the Board.

Section 10.3 Report of the Directors

The President shall be responsible for the preparation of a written annual report coinciding with the fiscal year. The report will be made available to all Directors prior to the annual meeting.

Section 10:4 Annual Report

Annual report and minutes of meetings will be made available upon request. Minutes of meetings will be available through the Foundation Website.

Section 10.5 Amendments

These By-Laws may be amended by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any By-Laws unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting.

By-Laws Adopted: 2010

Revised: 1/19/2011, 9/13/2013, 12/13/2017, 06/19/2019, 6/22/2022, 6/21/2023