

BY-LAWS OF THE
Quakertown Community Education Foundation, Inc.

ARTICLE I – NAME

Section 1.1 Corporate Name

The name of the corporation shall be the Quakertown Community Education Foundation, Inc., 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 mission of the Quakertown Community Education Foundation is to raise funds to be used in partnership with Quakertown Community School District and the community to enhance academic and extracurricular and co-curricular programs provided for the students.

Section 2.2 Foundation/School District Relationship

It is understood that all programs, projects and activities funded through the Foundation shall be used to promote and provide Quakertown Community School District educational programs. To that end, all programs, projects and activities sponsored by the Foundation will be in alignment with the Quakertown Community School District Comprehensive Plan, Mission Statement, and District Goals.

Section 2.3 Scope

The Quakertown Community Education Foundation is an independent non-profit community foundation formed to fund partnerships and programs that support academic and extra/co-curricular excellence. The Foundation will work toward this goal by creating partnerships with community groups, coordination with the Quakertown Community School District Alumni Association, supporting initiatives of teachers and administrators, supporting the use of innovative technologies, and bringing resource persons such as Neamand speakers and the Artists in Residence to the community. The Foundation will also sponsor programs

and events to benefit community members and to raise the image of the Foundation to the public. The Foundation may make distributions 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.

Section 2.3 Scope (continued)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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]. No substantial part of the activities of the Foundation shall be the distribution of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, 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 articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by 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) by a corporation, contributions to which are 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 corporation, 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 principal office of the 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 Quakertown Community School District, Administration Building, 100 Commerce Drive, Quakertown, PA 18951, or such address as shall be designated by the Board of Directors.

ARTICLE IV – SEALS

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

ARTICLE V – MEMBERS

All powers, obligations and rights shall reside in the 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) nor more than Fifteen (15), of whom a majority shall represent business and community interests. Included as permanent Directors shall be the Superintendent of Schools or Designee, a representative of the Board of School Directors, a representative of the Quakertown Community Education Association, and a member of the Upper Bucks Chamber of Commerce.

Section 6.3 Composition

The Board will 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 and school directors, community, alumni, business, civic and charitable organizations.

Section 6.4 Manner of Selection and Term

Each Director, except the permanent directors, shall serve a term of three years or until a successor is elected. At the end of the first year, and thereafter, 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 Executive Committee for reelection. A slate of appropriate candidates, new and returning will be presented by the Executive Committee for consideration by the full Board of Directors.

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 non-permanent Director's position may be considered vacant after absence from three 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 majority of the Directors shall constitute a quorum 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. All terms of office shall be for one year and until a successor shall have been duly elected and qualified. Officers may serve consecutive terms.

Section 7.3 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 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.

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.

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 Board of Director positions whose terms expire at the next annual Meeting. 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 create 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.

Section 9.2 Regular Meetings

In addition to the Annual Meeting, regular meetings shall be held at least semi-annually and shall be called by the President or any two Directors. At the discretion of the Executive Committee, additional meetings may be called.

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. 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.
- D. 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 2/3 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 July 1 and shall end June 30.

Section 10.2 Rules

Robert's Rules of Order (in its most recent edition on the date of its use) shall be parliamentary authority for all matters of procedure not specifically covered by these By-Laws or by other specific rules of procedure adopted by the Directors of the Foundation.

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 Amendments

These By-Laws may be amended by the affirmative vote of 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

ARTICLE XI – ADVISORY COUNCIL

The Advisory Council shall be composed of individuals who have been approved by the Board of Directors and who wish to participate in the meetings and activities of the Foundation as non-voting members.

Incorporated: May 28, 2002

Revised April 3, 2014