

WEST SHORE FOUNDATION BY-LAWS

Adopted by the Board of Directors March 10, 2015, Amendments approved April 14, 2015, June 9, 2015

Article I - Name

The name of the organization shall be: **West Shore Foundation** (Hereinafter referred to as “Foundation”)

Article II – Offices

The registered office of the Corporation shall be at the central office of the West Shore School District. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

Article III – Seal

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

Article IV - Purpose

- SECTION 1 – Purpose:** The Foundation is an independent public charity dedicated to encouraging community-wide participation and philanthropy in order to enhance and expand enrichment opportunities for all students enrolled in the West Shore School District and to enhance long-range financial flexibility for all schools within the District.
- SECTION 2 – Mission Statement:** The West Shore Foundation is a community organization that provides financial support for the enrichment of Academics, Arts, Athletics, Technology and Leadership.
- SECTION 3 – Tax Exemption:** The Foundation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including for such purposes the making of distributions to organizations that qualify as exempt organizations under said Section or the corresponding provisions of any subsequent laws. The Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501 (b) deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).
- SECTION 4 – Funding Mechanisms:** The Foundation will secure resources from individuals, corporations, community organizations, and foundations to be distributed in accordance with the mission and funding criteria established by the Foundation.
- SECTION 5 – Distribution of Funds:** No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons except that this organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein. No substantial part of the activities of the Foundation shall be directed toward an attempt to influence legislation and the Foundation shall not participate in any political campaign on behalf of any candidate for public office.
- SECTION 6 – Dissolution of Foundation:** This organization is organized exclusively for charitable educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Foundation may be dissolved at any time by a two-thirds (2/3) majority vote of the directors of the Foundation in accordance with such procedures as they shall from time to time adopt. Upon the dissolution of this

organization, assets shall be distributed to another 501 (C) (3) organization for one or more exempt purposes within the meaning of Section 501(C) (3) of the Internal Revenue Code, or 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 distributed shall be disposed by a court of Competent Jurisdiction of the county in which the principal office of the organization is then located to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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Article V - Board of Directors

- SECTION 1 – Powers and Duties:** The business and affairs of this Corporation shall be managed by a Board of Directors.
- SECTION 2 – Number of Directors:** The number of directors shall not be less than fifteen (15) or more than twenty-one (21).
- SECTION 3 - Board Composition:** Those who are currently holding positions as Directors shall continue to hold their positions through June 30, 2018. Beginning July 1, 2018, ex-officio members of the board shall be the Superintendent and the Business Manager. Ex-officio members may include administrators, faculty representatives, and School Board members of the West Shore School District. Beginning July 1, 2018, ex-officio members shall not exceed seven (7). Additional directors shall be derived from the community at large.
- SECTION 4 - Voting Privileges:** With the exception of the Superintendent and the Business Manager, all members of Board shall have voting privileges. The Superintendent and Business Manager shall have voting rights on Committees.
- SECTION 5 – Manner of Selection and Term:** The current community members of the Board of Directors shall be divided into one-thirds, with the ending date of their term established as follows: Initial one-third – term ending June 30, 2018; Second one-third – term ending June 30, 2020; Third one-third – term ending June 30, 2022. They will be considered as having served one term. A term shall be defined as four (4) years. New directors approved prior to July 1, 2018, shall be considered to have started on July 1, 2018. Nominations for directors may be submitted by the nominating committee or by individual directors.
- SECTION 6 – Vacancies:** 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 then in office. A director elected to fill a vacancy shall be elected only for the unexpired term of the predecessor.
- SECTION 7 – 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 8 – Compensation:** No member of the Board of Directors shall receive, directly or indirectly, any compensation for his/her services as a director.
- SECTION 9 – Vacancy on Board When Member Fails to Attend Meetings or meet obligations and duties:**
The Executive Committee can recommend, without prejudice to the Board, to vacate a seat if a Board Member is not meeting the standards set forth by the Foundation.
- If any Foundation Board member shall neglect or refuse to attend three (3) successive regular meetings of the Board, without excuse, the remaining Board members may, by majority vote, declare the seat vacant and proceed to fill it in accordance with the by-laws.
- SECTION 10 – Monetary Donation:** Board Members shall make an annual monetary donation to the Foundation.

Article VI - Officers

- SECTION 1 – Positions and Qualifications:** The officers of the Foundation shall consist of a President, Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time appoint. Such officers may come from the Board of Directors.

- SECTION 2 – Election and Term of Office:** The officers of the Foundation shall be elected at the Annual meeting of the Board. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office for two years and until a successor shall have been duly elected and installed. Current Officers shall hold office through June 30, 2018.
- SECTION 3 – President:** Subject to the 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 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 – Secretary:** The Secretary shall be responsible for the minutes of all meetings of the Board of Directors and Members. The Secretary shall perform such additional duties as shall be assigned by the Board.
- SECTION 6 – Treasurer:** The Treasurer shall be responsible for the accounting of all monies of the Foundation, including depositing and investing them in accordance with all policies adopted by the Board. He/She shall render to the Directors, at the regular meetings of the Board, or whenever they require it, an account of all transactions. The Treasurer shall have such additional powers and duties as may be assigned by the Board. The Treasurer may be bonded, at the expense of the Foundation, at the discretion of the Board of Directors. Checks or demands for money and notes of the Corporation shall be signed by the Treasurer and/or Business Manager, or the Board appointed representative.

Article VI - Directors' And Officers' Liability And Indemnification

SECTION 1 – POWERS AND PERSONAL LIABILITY:

- a) **General Rule:** Unless otherwise provided by statute, all powers vested by law in the Foundation and all other business and/or affairs of the Foundation shall be exercised by or under the authority of the Board of Directors.
- b) **Standard of Care - Justifiable Reliance:** Any director shall stand in fiduciary relation to the Foundation and shall perform his/her duties in good faith and in a manner the director reasonably believes to be in the best interests of the Foundation. Thereby, any director shall use such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports, financial statements and/or other financial data, as prepared or presented by any of the following:
- (1) One or more officers or employees of the Foundation whom the director reasonably believes to be reliable and competent in the matters presented.
 - (2) 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
 - (3) A committee of the Board upon which the director 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 the director has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.
- c) **Consideration of Factors in Discharging the Duties of Their Respective Positions:** The Board of Directors, committees of the Board, and/or individual directors may, in working towards the best interests of the Foundation, consider the effects of any action upon employees, participants in Foundation activities, local communities as well as any other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b).

- d) **Presumption:** 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 interest of the Foundation.
- e) **Personal Liability of Directors:**
- (1) A director shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take action, unless:
 1. the director has breached or failed to perform the duties of his/her office under this section; and
 2. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
 - (2) The provisions of paragraph (1) shall not apply to the responsibility or liability of a director pursuant of any criminal statutes or the liability of a director for payment of taxes pursuant of local, State, or Federal law.
- f) **Notification of Dissent:** A director who is present at a meeting of the Board of Directors, or of a committee of the board, at which action on any Foundation matter is taken shall be presumed to have assented to the action taken unless he/she takes one or more of the action noted below:
- Had his or her dissent entered into the Minutes of the meeting
 - Files a written dissent of the action with the Secretary before adjournment
 - Files a written dissent immediately after adjournment

The right to dissent shall not apply to a director who voted in favor of the action.

Nothing in this section shall bar a director from asserting that the Minutes of the meeting incorrectly omitted his/her dissent if, promptly upon receipt of a copy of such Minutes, the director notifies the secretary in writing, of the asserted omission or inaccuracy.

SECTION 2 – INDEMNIFICATION:

SECTION 2.1 – Scope of Indemnification:

- a) **General Rule:** The Foundation shall indemnify a representative against any liability in connection with any proceeding in which such indemnified representative may be involved as a party or by reason of the fact that such person is, or was, serving in an indemnified capacity. Such indemnification shall include, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or other act so giving rise to strict or product liability, except:
- (1) where such indemnification is expressly prohibited by applicable law;
 - (2) where the conduct of the indemnified representative, having been finally determined pursuant to Section 2.6 or otherwise, has;
 - (a) constituted willful misconduct or recklessness within the meaning of 15 PA C.S. 513(b) and 1746(b) and 42 PA C.S. 8365(b).or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from conduct; or
 - (b) received from the Foundation a personal benefit to which the indemnified representative was not legally entitled;
 - (3) to the extent such indemnification has been determined in a final adjudication pursuant to Section 2.6 to be otherwise unlawful.
- b) **Partial Payment:** If an indemnified representative is entitled to indemnification in respect of portion, but not all, of any liabilities to which such person may be subject, the Foundation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

c) **Presumption:** The termination of a proceeding by judgment, order, settlement, or conviction or upon plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

d) **Definitions:** (for purposes of this Article):

- (1) **“indemnified capacity”** means any and all past, present, and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Foundation or as fiduciary or trustee of another foundation, corporation, partnership, joint venture, trust, employee benefit plan, or other entity or enterprise;
- (2) **“indemnified representative”** means any and all directors and officers of the Foundation and any other person designated as an indemnified representative by the Board of Directors of the Foundation (which may include any person serving at the request of the Foundation, as a director, officer, employee, agent, fiduciary, or trustee of another foundation, corporation, partnership, joint venture, trust, employee benefit plan, or other entity or enterprise);
- (3) **“liability”** means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense, of any nature (including, without limitation, attorneys’ fees and disbursements);
- (4) **“proceeding”** means any threatened, pending or completed action, suit, appeal, or other proceeding of any nature whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Foundation, a class of its security holders or otherwise.

SECTION 2.2 – Proceedings Initiated by Indemnified Representatives: Notwithstanding any other provision of this Article, the Foundation shall not indemnify under this Article an otherwise indemnified representative for any liability incurred in a proceeding initiated by the person seeking indemnification. However, this shall not be deemed to include counter claims or affirmative defenses. In addition, the Foundation shall not indemnify an otherwise indemnified representative who is participating in (as an intervener or amicus curia) in such a proceeding. This position shall hold unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This section does not apply to a reimbursement of expenses incurred in successfully prosecuting or defending arbitration under Section 2.6 or otherwise successfully prosecuting or defending the right of an indemnified representative granted by or pursuant to this Article.

SECTION 2.3 – Advancing Expense: The Foundation shall pay the expenses, including attorney’s fees and disbursement fees, incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 2.1 or of a proceeding initiated by, or participated in, by an indemnified representative who has authorization of the Board pursuant to Section 2.2. This payment shall occur even if it is ultimately determined, pursuant to Section 2.6, that such representative is not entitled to be indemnified by the Foundation pursuant to this Article. The financial ability of an indemnified representative to repay any such payment shall not be taken into consideration in the determination to make such an offer.

SECTION 2.4 – Securing of Indemnified Obligations: To effect, satisfy, or secure the indemnification obligations provided herein, or otherwise, the Foundation may upon Board approval, maintain insurance, obtain a letter of credit, act as a self-insurer, create a reserve, trust, escrow, cash collateral, or other fund or account. It may also enter into indemnification agreements, pledge or grant a security interests in any assets or properties in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against security holders, officers, and directors and shall not be subject to being voided.

SECTION 2.5 – Payment of Indemnification: An indemnified representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been delivered to the Secretary of the Foundation.

SECTION 2.6 – Arbitration:

- a) **General Rule:** Any dispute related to the right of indemnification, contribution or advancement of expenses as provided under this Article, except with respect to indemnification for liabilities arising under the Securities Act of 1933, that the Foundation has undertaken to submit to a court for adjudication, shall be decided by arbitration in the metropolitan area in

which the principal executive offices of the Foundation are located at the time. Such arbitration shall be in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the Foundation, the second of whom shall be selected by the indemnified representative, and the third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if arbitration cannot commence under the rules of the American Arbitration Association, or if one of the parties fails or refuses to select an arbitrator or if the arbitrators selected by the Foundation and the indemnified representative cannot agree on the selection of the third arbitrator within thirty (30) days after such time as the Foundation and the indemnified representative have each been notified of the selection of the other's arbitrator, then necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area.

- b) **Burden of Proof:** The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof.
- c) **Expenses:** The Foundation shall reimburse an indemnified representative for the expenses, including attorneys' fees and disbursement fees, incurred in unsuccessfully prosecuting or defending such arbitration.
- d) **Effect:** Any award entered by the arbitrators shall be final, binding, and not subject to appeal and such judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Foundation shall be entitled to interpose as defense of any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 2.1 (1) (2) in a proceeding not directly involving indemnification under this Article.

SECTION 2.7 – Contribution: If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the Foundation shall contribute to the coverage of such liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

SECTION 2.8 – Mandatory Indemnification of Directors, Officers, Etc.: To the extent that an authorized representative of the Foundation has been successful on the merits of his or her position, or otherwise, in defense of any action or proceeding referred to in 15 PA C.S. 1741 or 1742 or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

SECTION 2.9 – Contract Rights; Amendment or Repeal: All rights under this Article shall be deemed a contract between the Foundation and the indemnified representative pursuant of which the Foundation and each representative intend to be legally bound. Any repeal, amendment, or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

SECTION 2.10 – Scope of Article: The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute or agreement. The indemnification, contribution, and advancement of expenses provided by or granted pursuant to this Article shall continue to the person who ceased to be an indemnified representative and shall inure to the benefit of their heirs, executors, administrators, and personal representatives of such person.

SECTION 2.11 – Reliance of Provisions: Each person who shall act as an indemnified representative of the Foundation shall be deemed to be doing so in reliance upon the rights provided in this Article.

SECTION 2.12 – Interpretation: The provisions of this Article are intended to constitute by-laws as authorized by 15 PA C.S. 513 and 1746 and 42 PA C.S. 8365.

Article VIII - Committees

SECTION 1 – Committees: Except as otherwise stated in these by-laws, committees will be formed by Board consensus. Except as otherwise stated in the by-laws, the President may appoint the members and designate the chair of standing and

other committees as necessary, or the chair may be elected by the committee members. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. Committees must contain at least one representative from the Board of Directors, and may include persons who are not members of the Board. All action taken by committees shall be subject to ratification by the Board.

SECTION 2 – Executive Committee: There shall be an executive committee composed of the officers and selected Board members of the Foundation.

SECTION 3 – Standing Committee: Standing committees shall include at least the following: **Governance, Finance, Allocations, Fund Development, Public Relations/Marketing/Communications, and Alumni.**

SECTION 4 – Other Committees: The Board may combine, create additional and subdivide committees as needed.

Article IX - Meetings

SECTION 1 – Annual Meeting: The annual meeting of the Board of Directors shall be held in the month of June at such time, date, and place as the Board of Directors shall determine. The annual budget for the upcoming fiscal year shall be approved at the annual meeting.

SECTION 2 – Regular Meetings: Regular meetings will be held at least six (6) times per year between September and May. In addition to the annual meeting, regular meetings of the Board of Directors shall be at such time, date, and place, as the Board of Directors shall determine. Financial reports will be reviewed at regular meetings.

SECTION 3 – Special Meetings: Special meetings will be held at the request of the President or a majority of the Directors in office whenever there is business that must be acted upon before the next regularly scheduled meeting. Notice of special meetings shall be given to the Board of Directors no less than three (3) days before the meeting. All other requirements of regular meetings shall be in effect for special meetings. No business may be transacted at a special meeting that was not contained in the notice of such meeting.

SECTION 4 – Executive Committee Meetings: Executive Committee meetings may be held between scheduled Board meetings. The Executive Committee may also meet at the call of the President or any two officers to conduct business of the Foundation between meetings of the Board.

SECTION 5 – Committee Meetings: Committee meetings shall be held as necessary at the determination of the chair of the committee or the Board representative.

SECTION 6 – 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 (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.

SECTION 7 – Virtual Participation: One or more Directors or Members may participate in a meeting of the Board or of a committee of the Board by means of a conference telephone or similar equipment by means of which all persons participating in the meeting can hear all participants.

Article X - Annual Report

SECTION 1 – Financial Report: Within one hundred twenty (120) days after the close of the fiscal year of this corporation, the Executive Director or Finance Committee shall present annually to the Board of Directors of the Foundation a report showing in appropriate detail the following, which shall then be filed with the Minutes of the meeting of the Board and available to Members:

- a. The assets and liabilities, including the trust funds of the Foundation as of the end of the fiscal year immediately preceding the date of the report.

- b. The principal changes in assets and liabilities of the Foundation, including trust funds, during the year immediately preceding the date of the report.
- c. The revenue of receipts of the Foundation, both unrestricted and restricted, to particular purposes of the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- d. The expenses or disbursements of the Foundation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Foundation.
- e. The number of Members of the Foundation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report and a statement of the place where the names and addresses of the current Members may be found.

Article XI - Operations

SECTION 1 – Fiscal Year: The fiscal year of the Foundation shall extend from July 1st to June 30th.

SECTION 2 – Records Retention and Access: There shall be kept at the registered office or other appointed offices a record of the proceedings of the Directors ~~and Members~~, the By-Laws, and all policies, including all amendments or alterations thereto to date. Annual Reports and a register of the membership shall also be kept, giving the names of the Members and their respective addresses. Directors and Members have a right to examine the records.

SECTION 3 – Stocks: The Foundation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income shall be distributed to its Directors or Members.

Article XII - Contributions, Investment, Asset Protection, And Allocations

SECTION 1 – Contributions:

The Foundation shall accept contributions, gifts, grants, or in-kind services at the discretion of the Foundation. It will not accept gifts that do not comply with the purpose and mission of the Foundation. Real property, personal property, in-kind gifts, non-liquid securities, and contributions whose sources are not transparent or whose use is restricted in some manner, must be reviewed prior to acceptance due to the special obligations raised or liabilities they may pose for the Foundation. Any designated gift, if accepted by the Foundation, shall be used only for the purposes for which it has been designated except as noted below. The Board is empowered to reject any gifts which it deems inappropriate. The Foundation will respect the intent of the donor relating to gifts for restricted purposes and those relating to the desire to remain anonymous. With respect to anonymous gifts, information about the donor will be restricted to the Board of Directors and only those staff members with a need to know.

The Foundation will provide acknowledgments to donors meeting requirements and refrain from providing advice about the tax or other treatment of gifts and will encourage donors to seek guidance from their own professional advisors if they are requesting assistance with tax or other treatment of gift.

The Foundation shall have the power, from time to time, to designate various funding divisions of contributions for the purpose of separately identifying and safeguarding the assets contributed by various donors to such divisions. This will be done to insure the application of such assets and/or the income there-from for the purposes for which such divisions are created and for which contributions are made. Notwithstanding the foregoing, upon the unanimous vote of the Directors of the Foundation, a portion or all of the assets of any funding division may, at any time in the future, be transferred to another funding division, if it is determined that the original purposes of such funding division cannot reasonably be carried out with the assets allocated thereto. Among the funding divisions to be established by the Foundation shall be the General Fund, which shall be a general division for accumulation of assets contributed by donors to the Foundation without specific designation. By way of example only, other funding divisions which might be established by the Foundation could include: a division for the funding of programs and equipment relating to computer technology; a division for funding the purchase of

musical instruments or in support of the music program; a division for the funding of specified athletic programs and equipment; and/or a division for capital improvements.

The West Shore School Board has the final approval regarding its acceptance of funds for projects that affect the West Shore School District.

SECTION 2 – Investment of Assets: The Foundation shall invest contributions received from donors in accordance with policies to be established by the Foundation. The Foundation shall have the power to invest assets of the various funding divisions separately or in the aggregate, or in various combinations thereof, so long as the assets from each separate funding division and the income generated therefrom can be separately identified and segregated for allocation purposes. The Board of Directors may utilize the services of the School District or may appoint a financial institution or investment advisor for purposes of investing the assets held by the Foundation. Any such utilization of services or appointment may be terminated by the Foundation at any time with or without cause. Any such financial institution or investment advisor may appoint a representative to attend meetings of the Board of Directors but shall have no vote at such meetings.

SECTION 3 – Asset protection: In consultation with appropriate professional resources, the Foundation shall insure against theft and casualty losses to the organization, carry out suitable protection and maintenance of property, building and equipment, avoid actions that would expose the organization, its Board, or staff to claims of liability, receive, process and disburse funds under controls that are sufficient to maintain basic segregation of duties to protect bank accounts, income receipts and payments.

SECTION 4 – Allocations: The Foundation shall make distributions at least as frequently as annually, in support of its educational goals. In making distributions, the Foundation shall take into account the desires and goals, if expressed, by donors in making contributions to the Foundation; the needs of the School District; and the recommendations of the Allocations Committee, if so established.

Article XIII - Amendments

The power to amend and/or repeal these By-Laws is expressly vested in the Board of Directors. They may be amended or repealed by a majority vote of the Board of the Directors at any annual, regular or special meeting of Directors.