

BYLAWS
OF
EAST STROUDSBURG EDUCATION FOUNDATION

I. PURPOSE.

- A. The specific purpose of The East Stroudsburg Education Foundation (Corporation) is to raise money to enrich the educational and co-curricular programs for students in the East Stroudsburg Area School District (District) and recognize their accomplishments by selecting and funding equipment, scholarships, programs or other activities that supplement district, community, and parent-supported efforts.

II. OFFICES.

- A. Registered Office. The registered office of the Corporation is P.O.Box 298, East Stroudsburg, PA 18301.
- B. Change of Address. The Board of Directors (Board) is hereby granted full power and authority to change the registered office of the Corporation from one location to another within Monroe County, Pennsylvania. Any such change shall be noted by the Secretary in these bylaws and shall be reported to the Secretary of State of the Commonwealth of Pennsylvania in accordance with 15 Pa. CSA 5507, but shall not require, or be considered as, an amendment to these bylaws or the Articles of Incorporation (Articles).

III. MEMBERSHIP ELIGIBILITY.

All alumni and anyone with interest in enriching the educational and co-curricular programs for students in the District and in recognizing students for their accomplishments are eligible to purchase one (1) voting membership. All prospective voting members must be alumni or full members at 21 years of age or older.

- A. Each eligible member is entitled to purchase one (1) annual membership.
- B. All members will become voting members.
- C. Each annual membership has the right to cast one vote at the annual membership meeting for the election of the Board. Each paid

member is also entitled to be nominated and elected through a general election to be held during the annual membership meeting, to any open Board position.

- D. Nomination to open Board positions will be advertised at least 60 days in advance of the annual shareholders meeting.
- E. Voluntary Purchase of Membership: The purchase of each membership is voluntary; however, voting and election rights are only available to those members who have purchased their annual membership and are in good standing with the Corporation.
- F. Membership Fee: The initial fee per membership shall be set by the elected Board at its annual meeting. The Board has the ability and right to change the value/fee per membership, with notification to the general membership within ninety (90) days of the effective date of the change of the membership fee. A membership fee must be paid in full 30 days prior to the designated election date.

IV. BOARD OF DIRECTORS. The Corporation shall have ten (10) Directors, which shall be eight (8) voting Directors, elected by the members, one (1) non-voting President, elected by the Directors and the District Superintendent, who will have a non-voting board seat, for a total number of the Board of 10. The President will be the tie-breaking vote in any event that the vote of the Directors is tied. The Directors shall collectively be known as the Board of Directors.

- A. Term of Office. Except as provided below for the initial terms of the first Directors, the term of office of each Director of this Corporation shall be two years. Successors for the Directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the years such terms expire.

At the organizational meeting of the first Directors of this Corporation, the Directors shall, by lot, classify themselves into two groups. The first group shall consist of the even-numbered Directors whose initial terms of office shall be one year. The second group shall consist of the odd-numbered Directors whose initial term of office shall be two years.

- B. Nomination. Any person may be nominated by the method of nomination authorized by the Board or by any other method authorized by law, with the exception that no standing member of the East Stroudsburg Area School District Board of Education may be elected to the Board of the Corporation while serving as a current

member of the East Stroudsburg Area School District Board of Education.

- C. Election. The Directors shall be elected by vote of the general membership who are entitled to vote under the bylaws of the Corporation as defined in Section III at each annual meeting of the membership as prescribed by Section III. a., III. b., III. c., of these bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Directors shall be eligible for election or reelection subject to the limitation that no member may serve more than two (2) consecutive terms.

- D. Absentee Ballot. For the expressed purpose of accommodating a member in good standing who cannot be in attendance at the annual election meeting, an absentee ballot may be requested and obtained only from the Secretary of the Corporation (Secretary). The absentee ballot shall be properly completed, signed, and received (not postmarked) in a sealed envelope by the Secretary no later than the date and time of the annual election meeting. The Secretary shall present all absentee ballots at the annual election meeting. Any ballot not received shall be considered a null vote.

- E. Compensation. The Directors shall serve without compensation.

- F. Meetings.
 - 1. Call of Meetings. Monthly meetings of the Board will be standing on days and times elected by the Board. Meetings of the Board may be called by the President, Vice-President or Secretary, or by any three (3) Directors.

 - 2. Place of Meetings. All meetings of the Board shall be held at 321 N. Courtland Street, East Stroudsburg, Pennsylvania, unless otherwise specified in the notice calling the meeting, and in all events must be held within the geographic area of the District. The Board may designate, by resolution, other places for the annual meeting or other regular meetings, from time to time.

3. Date and Time of Meetings. The annual meeting of the membership and the first meeting of the Board for that year shall be held, without notice, on the first Monday of June of each year. If any day fixed for the annual or any regular meetings of the Board falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a legal holiday. The Board has the right to change the date of the annual membership meeting and first Board meeting with notice to the general membership within sixty (60) days of the first Monday of June in any given year. The notice must be published at least three (3) times with direct notification to the general membership by U.S. Mail.
4. Special Meetings. Special meetings shall be held on at least four (4) business days notice by classification in the public newspaper, corporation website, and or posted notice through first-class mail, postage prepaid, or by personal delivery. Notice of meetings shall specify the place, day and hour of the meeting and the general nature of the business to be transacted.
5. Waiver of Notice. The transaction of business at any meeting of the Board, however called and noticed, or wherever held, shall be as though it has been taken at a meeting held after regular call and notice if:
 - a. A quorum is present; and
 - b. Either before or after the meeting, each of the Directors not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or and approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed to be given to any Director who attends the meeting without protesting, before or at its commencement, about the lack of adequate notice.
6. Quorum. A majority of the then-elected number of Directors constitutes a quorum of the Board for the transaction of business, except as may be hereinafter provided.

7. Transactions of Board. The activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. Except as otherwise provided in the Articles, in these bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal for Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the articles, or these bylaws. The Board may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation are managed and all corporate powers are exercised under the ultimate direction of the Board.
 8. Conduct of Meeting. The President, or any Director from time to time selected by the Directors present, shall preside at meetings of the Board. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, the Articles, or law.
 9. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.
- G. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members

of the Board, whether individually or collectively, consent in writing to such action. In lieu of a written consent, action may be taken based upon the verbal consent of a member or members provided that written confirmation of such verbal consent is given by such member or members within ten (10) business days of such verbal consent. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by consent shall have the same force and effect as the unanimous vote of the Board.

- H. Removal of Directors. Any Director may be removed without cause if such removal is approved by a vote of two-thirds of the members of the Board of Directors present at a meeting.
- I. Resignation of Director. Any Director may resign upon giving written notice 30 days prior to resignation date to the President, the Secretary, or the Board of Directors of the Corporation. Such resignation shall be effective 30 days after the written notice is received. A successor will be elected to take office at such time as the resignation becomes effective. A Director shall not resign should the Corporation then be left without any duly elected Director or Directors in charge of its affairs.
- J. Vacancies in the Board.
 - 1. Cause. Vacancies on the Board shall exist upon the death, resignation, or removal of any Director; upon the failure of any Director to attend three (3) consecutive meetings; whenever the number of Directors authorized is increased; and upon the failure of the members of the Board at any election to elect the full number of Directors as authorized.
 - 2. Filling Vacancies. Vacancies on the Board may be filled by members nominated and accepting to fill the vacancy until the next general election. Appointments may be made by a majority of the Directors then in office, whether or not the minimum number of Directors is present, or by a sole remaining Director.
- V. OFFICERS. The officers of the corporation shall be elected from among the elected Board. They shall be a President, Vice-President, Secretary, Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may enable it to sign instruments on behalf of the Corporation. Any number of offices may be held by the same

person, except that neither the Secretary nor the Treasurer shall serve concurrently as the President.

A. Appointment. The officers of the corporation shall be chosen by the Board at the annual meeting to serve for a term of two years. President and Secretary shall be elected in the odd-numbered years; Vice-President and Treasurer shall be elected in even-numbered years.

B. Duties of Officers.

1. President. The President shall be the general manager and chief executive officer of the Corporation and shall, subject to the control of the Board, have supervision, direction and control of the business and affairs of the Corporation. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of the Corporation, or by these bylaws, or which may be prescribed from time to time by the Board. The President is hereby authorized to exercise any right to vote or exercise a proxy to vote and to execute any contracts, agreements or evidences of indebtedness on behalf of the Corporation.

2. Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles, or by those bylaws, or as may be prescribed by the Board.

3. Secretary. The Secretary shall keep or cause to be kept at the registered office of the Corporation, or at such other place as the Board may order, a book of minutes of all meetings of the Board. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board.

4. Treasurer. The Treasurer of the Corporation shall keep and maintain in written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account

shall at all times be open to inspection by any Director of the Corporation. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board, on request, an account of all such officer's transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall see that an audit of the books by a qualified, disinterested party is done annually and upon the resignation of his/her position. The Treasurer shall perform such other and further duties as may be required from time to time by the Board or these bylaws.

- C. Resignation and Removal of Officers. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed without cause at any meeting of the Board by the affirmative vote of a majority of all the Directors present at a meeting, provided that notice of such proposed removal is given in the call of the meeting.
- VI. COMMITTEES. The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one (1) or more committees of the Directors and/or members, each consisting of at least one (1) Director, to serve at the pleasure of the Board. Appointments to such committees shall be made by a majority vote of the Directors then in office. The Board may appoint one (1) or more Directors as alternate members of the committee, or may replace any absent member of the committee. Non-Directors may be appointed to the committees by majority of the Board at a regular or special meeting of the Board.
- A. Committee Authority. Any such committee shall have all the authority of the Board except with respect to:
1. The filling of vacancies on the Board or on any committee.
 2. The amendment or repeal of bylaws or the adoption of new bylaws.
 3. The amendment or repeal of any resolution of the Board.
 4. The appointment of committees of the Board.
 5. The expenditure of Corporate funds without authority by written resolution of the Board.

6. The approval of a self-dealing transaction, as described in Section 5728 of the Pennsylvania Nonprofit Corporation Law of 1988.
7. Action on matters committed by these bylaws or by resolution of the Board to another committee of the Board.
8. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law on the Director(s).

B. Committee Organization.

1. Chairperson. One (1) member of each committee shall be appointed chair by majority vote of the committee.
2. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.
3. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
4. Rules. Each committee may adopt rules for its own governance not inconsistent with federal and state laws, these bylaws, or with rules adopted by the Board.

VII. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS.

The Corporation shall, to the maximum extent permitted under Subchapter D. Sections 5741 through 5750 of the Pennsylvania Nonprofit Corporation Law of 1988, any other applicable statute, and applicable successor statutes, indemnify each of its Directors, officers, employees, and agents who was or is a party or is threatened to be made a party to any proceeding or any threatened, impending, or completed action by or in the right of the Corporation, by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts, actually or reasonably incurred in connection with such

proceeding or action, if such person acted in good faith and in a manner which such person reasonably believed to be in the best interest of the Corporation, and in the case of a criminal proceeding, had no reasonable cause to believe that the conduct of such person was unlawful.

- VIII. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members of the Board. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time. Minutes shall be kept in written form, or by means capable of being converted into written form.
- IX. ANNUAL REPORTS AND ANNUAL STATEMENTS. The provisions set forth in Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988, or any applicable successor statute, shall apply to the Corporation with respect to the necessity of making annual reports and annual statements concerning transactions and indemnifications. The fiscal year will be from July 1 to June 30.
- X. CHECKS, DRAFTS, INDEBTEDNESS. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed and countersigned by any two (2) of the officers of the Corporation.
- XI. CONTRACTS. Except as otherwise provided in these bylaws, Directors may, by resolution, authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable for any purpose or for any amount.
- XII. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings associations, trust companies, or other depositories as the Board may select.

- XIII. GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation in accordance with rules to be adopted by the Board from time to time.
- XIV. ANNUAL REPORT. This Corporation shall, on or before April 30 of each year, file the statement required by Section 5110 of the Pennsylvania Nonprofit Corporation Law of 1988 if there had been any change in the officers of the Corporation during the preceding calendar year.
- XV. AMENDMENT TO BYLAWS. These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by a majority of the Directors present at a duly noticed regular meeting or special meeting or by unanimous written consent of all Directors, except as otherwise provided herein.

APPROVED: _____, 1996