

**BYLAWS**  
**CONEMAUGH TOWNSHIP AREA SCHOOL DISTRICT FOUNDATION**



**ARTICLE I**  
**PURPOSE**

The purpose of the CONEMAUGH TOWNSHIP AREA SCHOOL DISTRICT FOUNDATION, hereto referred to as THE FOUNDATION, is to develop, promote and finance educational programs, scholarships, projects, athletic and extracurricular activities for the Conemaugh Township Area School District.

**ARTICLE II**  
**MEMBERS**

The FOUNDATION shall have no members. This entity is a partnership with the Community Foundation for the Alleghenies.

**ARTICLE III**  
**DIRECTORS**

Section 1. **POWERS AND DUTIES:** All business of the FOUNDATION shall be exercised by or under the authority of the Board of Directors.

Section 2. **NUMBER OF DIRECTORS:** The number of directors constituting the whole board shall be nine (9) and no less than three (3) ex-officio non-voting members: one member of the Conemaugh Township Area School District Board of Directors chosen by the Conemaugh Township Area School District Board of Directors, the Conemaugh Township Area School District Superintendent and a third non-voting member as determined by the Conemaugh Township Area School Foundation Board of Directors.

Section 3. **REMOVAL:** The Board of Directors, by a two-thirds vote, may at any time, at a meeting expressly called for that purpose, and after due notice to all Directors, remove any director for misconduct, malfeasance in office or for other good cause.

Section 4. **VACANCIES:** Except as otherwise stated in these Bylaws, any vacancy occurring among the elected 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 for the unexpired term of the predecessor.

Section 5. **COMPENSATION:** No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement for reasonable expenses incurred by Board members, in connection with approved Foundation business.

Section 6. TERM OF OFFICE AND ELECTION: Each elected Director shall serve for a term of six (6) years, and until a successor is elected. One-third of the Directors shall be elected each year at the Annual Meeting by a majority vote of the Directors then in office. Nominations for Director shall be submitted by the Nominating Committee. Any director replacing another director in the middle of a term of membership will be elected to complete the departing director's term on the Board.

The initial Board of Directors shall hold office as follows: one-third of said Board shall hold office for a term of six (6) years; and one-third of said Board shall hold office for a term of four (4) years; and one-third of said Board shall hold office for a term of two (2) years. The initial terms of elected Directors shall be determined by drawing lots. Any director succeeding the initial Directors shall then hold office for a term of six (6) years.

#### ARTICLE IV OFFICERS

Section 1. NUMBER: The officers of the FOUNDATION shall consist of a President, a Vice President and a Secretary. The Board of Directors may appoint other officers from time to time if deemed necessary. Any financial operations will be carried out by the Community Foundation for the Alleghenies.

Section 2. ELECTION AND TERM OF OFFICE: The officers of the FOUNDATION shall be elected bi-annually by the Board of Directors at the regular Annual Meeting. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and each shall be eligible to succeed himself or herself in office.

Section 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 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 powers and duties as may be assigned by the Board.

Section 5. THE SECRETARY: The Secretary shall keep minutes of the proceedings of all meetings of the Board of Directors. The Secretary shall keep current records of the name, mailing address, e-mail address and telephone numbers of all Directors.

Section 6. REMOVAL: Any officer may be removed at any time for cause by a two-thirds vote of all Directors then in office.

Section 7. VACANCIES: Any vacancy occurring in any office of the FOUNDATION shall be filled by the Board of Directors within 120 days.

ARTICLE  
COMMITTEES

Section 1. COMMITTEES: Except as otherwise stated in the Bylaws, the President shall appoint the members and designate the chairperson of standing and other committees.

Section 2. STANDING COMMITTEES: The President shall appoint a chairperson for each of the following committees:

- A. Allocation Committee – All members of the Board of Directors shall compose the Allocation Committee whose responsibilities shall include review of proposals and recommendations for program allocation.
- B. Fund Raising Committee – All members of the Board of Directors shall compose the Fundraising Committee whose responsibilities shall include planning for the solicitation of contributions in support of the FOUNDATION’S purposes.
- C. Nominating Committee: All members of the Board of Directors shall compose the Nominating Committee. The Nominating Committee shall present nominations for Directors and Officers.

Section 3. OTHER COMMITTEES: The Board may create additional committees as needed.

- A. Each committee shall be made up of at least three (3) Directors of the FOUNDATION. Each committee shall make reports as directed by the Board.

ARTICLE VI  
MEETINGS

Section 1. ANNUAL MEETING: The Annual Meeting of the Board of Directors shall be held in the month of JUNE at such date, time and place as the Board of Directors shall determine.

Section 2. REGULAR MEETING: In addition to the June Annual Meeting, regular meetings shall be held at least three times per year in September, January, and April.

Section 3. NOTICE OF MEETINGS:

- A. Written notice of all meetings shall be given to all the Directors a minimum of five (5) days prior to the meeting or a minimum of forty-eight (48) hours prior to the meeting if notice is delivered personally or by telephone.
- B. Minutes of actions taken will be forwarded to all Directors within five (5) business days of the meeting.

Section 4. QUORUM: A majority of all Directors shall constitute a quorum at all meetings. All actions of the Board of Directors, except as otherwise provided in the Bylaws, shall be by a majority vote of the Directors present and voting at any meeting.

Section 5. SPECIAL MEETINGS: A special meeting of the Board of Directors may be called upon by request of the President.

ARTICLE VII  
EXECUTION OF INSTRUMENT

Section 1. EXECUTION OF INSTRUMENTS GENERALLY: All instruments of writings, including requests for disbursements of funds from the Community Foundation for the Alleghenies, shall be signed by the President and shall be verified, acknowledged or otherwise attested by the Secretary.

ARTICLE VIII  
GENERAL PROVISIONS

Section 1. FISCAL YEAR: The fiscal year of the Foundation shall begin July 1 and shall end June 30 of each year.

Section 2. ANNUAL AUDIT: The books of the FOUNDATION shall be audited annually through the Community Foundation for the Alleghenies. The officers of the Conemaugh Township Area School District Foundation are authorized to obtain an independent annual audit at their discretion.

Section 4. RULES: Roberts Rules of Order (the most recent edition at the date of its use) shall be the parliamentary authority for matter of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Foundation.

Section 5. REPORT TO DIRECTORS: The Community Foundation for the Alleghenies shall furnish an annual report to all Directors of the Conemaugh Township Area School District Education Foundation.

ARTICLE IX  
GIFTS AND DONATIONS

Section 1. DESIGNATED GIFTS AND DONATIONS: Any gift or donation made to the FOUNDATION, from any person, business or corporation, may be designated for a particular program or activity which is currently being carried on by the FOUNDATION or may be designated to a particular purpose of the FOUNDATION to develop, promote and finance educational programs, scholarships, projects, athletic and extracurricular activities. Any designated gift, if accepted by the FOUNDATION, shall be used only for the purposes for which it has been designated. The Board is empowered to reject any gifts which it deems inappropriate.

Section 2. UNDESIGNATED GIFTS AND DONATIONS: Any gift or donation received by the FOUNDATION which is not designated for a particular purpose shall be used by the FOUNDATION in such manner as the Board deems best. Undesignated gifts may be merged by the FOUNDATION with other undesignated gifts and used as a single unrestricted fund.

Section 3. DEDICATION OF ASSETS: The properties and assets of this non-profit Foundation are irrevocably dedicated to the educational purposes of the Conemaugh Township Area School District. No part of the new earnings, properties or assets of this Foundation, on dissolution or otherwise shall inure to the benefit of any private person or individual or trustee of this foundation. On liquidation or dissolution, all property and assets and obligations shall be distributed and paid over to an organization dedicated to educational purposes, providing that the organization continues to be dedicated to the exempt purpose, specified in the Internal Revenue Code Section 501 (C) (3).

ARTICLE X  
AMENDMENTS

Section 1. AMENDMENTS: These Bylaws may be amended or repealed, or new Bylaws may be adopted, by an affirmative vote of 2/3 of all persons then serving on the Board of Directors, provided that notice of the intention is contained in the notice of the meeting.

Adopted the \_\_\_\_\_ day of \_\_\_\_\_, 2012.

\_\_\_\_\_  
Secretary