

BYLAWS OF THE MIDDLETOWN AREA BLUE RAIDER FOUNDATION

ARTICLE I – PURPOSES

Section 1.1 General Purpose. The general purpose of the Middletown Area Blue Raider Foundation (hereinafter the “Foundation”) is exclusively for charitable purposes as set forth in the Articles of Incorporation. In pursuing such purposes, the Foundation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future federal tax code.

Section 1.2 Specific Purpose. The specific purpose of the Foundation is to support academic and extra-curricular programs and pursuits for the Middletown Area School District and its students. Such specific purpose shall not conflict with the general purpose provided in Section 1.1 above. Foundation activities will likely include but not be limited to:

- (a) Sale of memberships or donor designations to individuals and local corporations;
- (b) Sale of goods (such as food, apparel, etc.) through fundraising-type services;
- (c) Soliciting donations from individuals and corporations to support Foundation projects.

ARTICLE II – MEMBERS

Section 2.1 Membership. The Foundation shall have no members. Any provision of law requiring notice to, the presence of, or the vote, consent, or other action by members of the Foundation about any matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Trustees.

Section 2.2 Honorary Titles. The Foundation may create classes of “memberships,” such as contributing members or honorary members, as the Board of Trustees sees fit, but such persons shall not have the rights of members under the Pennsylvania Non-Profit Corporation Law of 1988, as amended (the “Act”).

ARTICLE III – TRUSTEES

Section 3.1 Number and Qualifications. The business and affairs of the Foundation shall be managed by its Board of Trustees, which shall consist of the number of Trustees as set from time to time.

Section 3.2 Election and Term of Office. The initial Board of Trustees shall consist of such persons as are designated by the organizer. Subsequent Trustees shall be chosen annually by the Trustees at the annual meeting of Trustees.

Section 3.3 Student and Faculty Trustees.

- (a) The Board of Trustees shall include two (2) Student Trustees who are current students of the Middletown Area High School. Such Student Trustees shall be treated as Trustees for all purposes under these bylaws, EXCEPT for the method by which they are chosen, AND in that Student Trustees shall not have the power to vote on motions before the Board of Trustees. The teachers of the Middletown Area High School shall select the Student Trustees each year prior to the August regular meeting.
- (b) The Board of Trustees shall include at least two (2) Faculty Trustees who are current teachers within the Middletown Area School District. Such Faculty Trustees shall be treated as Trustees for all purposes under these bylaws.

Section 3.4 Vacancies. Vacancies in the Board of Trustees shall be filled by the decision of the remaining Trustees at the next annual or regular meeting. A Trustee selected to fill a vacancy shall serve until the next annual meeting and until a successor is elected and qualified.

Section 3.5 Annual Meeting. An annual meeting of the Board of Trustees shall be held in each calendar year on the third Wednesday of December for the purpose of organization of the Board and election of officers.

Section 3.6 Regular Meetings. Regular meetings of the Board of Trustees shall be held on the third Wednesday of every month EXCEPT the months of December and July.

Section 3.7 Special Meetings. Special meetings of the Board of Trustees may be called by any Trustee or Officer by written notice to all Trustees. Notice via email shall be sufficient to satisfy this notice requirement.

Section 3.8 Notice of Meetings. Notice of annual and regular meetings of Trustees shall be given to each Trustee at least seven (7) days before the date of the meeting by the President. Notice of special meetings shall be given to each Trustee at any time prior to the meeting by the Trustee or Officer calling for the meeting, but if possible, at least forty-eight (48) hours in advance of the meeting, unless greater notice is required by law. Notice shall be given in writing, either personally or by sending a copy by first class mail, express mail, or electronic mail, to the Trustee at his or her address or email address appearing on the books of the Corporation. Notice of the meeting shall specify the place, day and hour of the meeting and any other information required by law.

Section 3.9 Telephone Meetings. Trustees may participate in meetings of the Board of Trustees by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Trustees so participating shall be deemed present at any such meeting.

Section 3.10 Presiding Trustee. All meetings of the Trustees shall be called to order and presided over by the President of the Board of Trustees or, if there is no President, or in the President's absence, by the Vice President, or if there is no Vice President or in the Vice President's absence, the Executive Director or, in the absence of the President, Vice President, and Executive Director,

by a Trustee of the meeting elected at such meeting by the Board of Trustees. For purposes of selecting a presiding Trustee, a quorum shall not be required.

Section 3.11 Waiver of Notice. Whenever any written notice is required to be given by statute or the Articles or these Bylaws, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in it, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.12 Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Trustees, or of any committee of Trustees may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto in writing setting forth the action so taken is signed by all the Trustees, or by all of the members of such committee in office, as the case may be, and is filed with the Secretary.

Section 3.13 Quorum. A majority of the Trustees in office having authority to vote shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees.

Section 3.14 Vote. Each Trustee and Officer shall be entitled to one (1) vote. Voting by proxy is not permitted.

Section 3.15 Voting Between Meetings. If necessary, for questions which do not require debate or discussion but for which the Officers wish to get the Board's consent before making a decision, voting outside of annual, regular, or special meetings will be allowed. In such a case, an Officer will initiate such a vote by posing the question via email and providing two or more choices for the Trustees to vote on. Trustees will respond via email. For a particular choice to be binding upon the Board, a majority of the Trustees currently appointed must respond in favor of that choice. If a majority of the Trustees currently appointed does not agree on the vote or does not respond, the vote shall not be binding upon the Board or the Officers. The Board may NOT approve any expenditure of more than \$250.00 by a vote between meetings. Any expenditure of more than \$250.00 must be approved by the Board at an Annual Meeting, Regular Meeting, or Special Meeting, except as provided by Section 3.12 of the Bylaws.

Section 3.16 Interested Trustees or Officers; Quorum.

- (a) *General Rule:* No contract or transaction between the corporation and one or more of its Trustees or officers or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Trustees or officers are Trustees or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Trustee or officer is present at or participates in the meeting of the Board of Trustees which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (i) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Trustees even though the disinterested Trustees are less than a quorum; or
 - (ii) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Trustees or the members.
- (b) *Quorum*: Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a) of this section.

Section 3.17 Compensation. No Trustee shall receive a salary as such, but any Trustee may serve as an officer of the Corporation and receive compensation therefor if and to the extent the Board of Trustees shall fix salaries for officers in accordance with Section 5.9 of the Bylaws.

ARTICLE IV – COMMITTEES

Section 4.1 Appointment of Committees/Task Forces. Subject to any restrictions in applicable law, the Board of Trustees may establish committees or task forces, which shall consist of one or more Trustees or officers and shall have and may exercise the powers and authority and perform the duties explicitly delegated to it by the Board. All members and the chairperson of such committees shall be appointed by the Executive Director with the approval of the Board of Trustees.

Section 4.2 Committee Rules. Unless the Board of Trustees provides otherwise by resolution, each committee shall conduct its business and take action in the same manner as the Board conducts its business under the Articles of the Corporation and these Bylaws.

Section 4.3 Reports to Board. All action taken by the committees shall be reported to the Board no later than the next succeeding annual, regular, or special meeting of the Board.

ARTICLE V – OFFICERS

Section 5.1 Number and Qualifications. The officers of the Corporation shall be a President, Vice President, Executive Director, Secretary and Treasurer, and such other officers and assistant officers as the Board of Trustees may from time to time authorize. Any two or more offices may be held by the same person. It is not necessary for officers to be Trustees. The officer shall have such authority, and shall perform such duties in the management of the Corporation as is provided by or under the Bylaws or, in the absence of controlling provisions in these Bylaws, as is determined by the Board of Trustees.

Section 5.2 Election and Term of Office. The officers shall be elected by the Board of Trustees at its annual meeting and shall hold office until their successors are chosen or until their earlier death, disability, resignation, or removal by the Board of Trustees. Except as otherwise provided herein, each officer shall be elected to serve for a term of one (1) year, or until his or her earlier death, resignation or removal. An officer may serve for more than one term.

Section 5.3 Vacancies. A vacancy caused by the death, disability, resignation, or removal of any officer or assistant officer, or by the creation of a new office, may be filled by the Board of Trustees, and if the office is one for which these Bylaws prescribe a term, shall be filled or the unexpired portion of that term.

Section 5.4 President. The President shall be the chief executive officer of the Corporation; shall, in general, perform all duties incident to the office of President, and such other duties as may be assigned by the Board of Trustees; shall prepare an agenda for each regular and annual meeting of the Board of Trustees and send such agenda to all Board members at least three (3) days ahead of the meeting date; and shall preside at all meetings of the Board of Trustees.

Section 5.5 Vice President. The Vice President shall be an executive officer of the Corporation; shall, in general, perform all duties incident to the office of Vice President, and such other duties as may be assigned by the Board of Trustees; and shall, in the absence of the President, preside over meetings of the Board of Trustees.

Section 5.6 Executive Director. The Executive Director shall be an executive officer of the Corporation; shall, in general, perform all duties incident to the office of Executive Director, and such other duties as may be assigned by the Board of Trustees; and shall transact business on behalf of and with approval of the Board of Trustees.

Section 5.7 Secretary. The Secretary shall be custodian of the books and records of the Corporation; shall be custodian of the seal and is hereby authorized to affix the seal to all documents requiring a seal, the execution and delivery of which are duly authorized; shall record the minutes of all meetings of the Board of Trustees and shall be responsible for the giving of all notices of such meetings in accordance with these Bylaws, and shall, in general, perform such other duties as are incident to the office of secretary and as may be assigned by the Board of Trustees.

Section 5.8 Treasurer. The Treasurer shall be the financial officer of the Corporation; shall have charge and custody of, and be responsible for, all funds of the Corporation, and the books and records relating to the same, and shall deposit all such funds in the name of the Corporation in depositories selected by the Board of Trustees; shall render to the Executive Director and to the Board of Trustees, upon request, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation; shall, in general, perform such other duties as are incident to the office of Treasurer and as may be assigned by the Board of Trustees; and shall, if required to do so by the Board of Trustees, furnish bond in such form and amount and to cover such risks as the Board of Trustees may determine.

Section 5.9 Salaries. The salaries, if any, of each of the officers may be fixed from time to time by the Board of Trustees.

Section 5.10 Checks, Notes, etc. The Board of Trustees may from time to time authorize (by majority vote of a quorum at any annual, regular, or special meeting) the Officers to execute checks or other negotiable instruments on behalf of the corporation. Any payments to be made by the corporation by check or other negotiable instruments must be signed by at least two of the following officers: President, Executive Director, and Treasurer. All payments of corporate funds

in whatever form must be reported to the Treasurer as soon as practicable and be incorporated into the Treasurer's Report.

Section 5.11 Other Documents. Unless otherwise authorized by the Board of Trustees, all contracts, grants, leases, deeds, deeds of trust, mortgages, and all other documents requiring the seal of the corporation shall be executed for and on behalf of the corporation by the President and the Executive Director, and the corporate seal shall be affixed by such person and attested by the Secretary. The Board may authorize any agent to enter into any contract or to execute or to deliver any instrument on behalf of the corporation. Such authority may be general or confined to specific instances.

ARTICLE VI - LIMITATION OF PERSONAL LIABILITY OF TRUSTEES

Section 6.1 Personal Liability.

- (a) *General Rule:* A Trustee of the corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of this Subsection (a) are intended to exempt the Trustees of the corporation from liability for monetary damages to the maximum extent permitted under Pennsylvania law.
- (b) *Specific Rule:* Without limitation of Subsection (a) above, a Trustee of the corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless: (i) the Trustee has breached or failed to perform the duties of his office under the Pennsylvania Nonprofit Corporation Law and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of the preceding sentence shall not exempt a Trustee from: (i) the responsibility or liability of a Trustee pursuant to any criminal statute; or (ii) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.

Section 6.2 Modification or Repeal: The provisions of this Article may be modified or repealed by the Trustees in accordance with the procedures for amending these bylaws; provided, however, that any such modifications or repeal shall not have any effect upon the liability of a Trustee relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal.

ARTICLE VII – INDEMNIFICATION

Section 7.1 General Rule. Subject to the provisions of Section 7.2 below, the corporation shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors and administrators) who was or is a party, witness or other participant, or is threatened to be made a party, witness or other participant, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, actions by or in the right of the corporation), by reason of the fact that he is or was a Trustee or officer of the corporation, or is or was serving at the request of the corporation as a Trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar

expenses), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 7.2 Standard of Conduct. Except as provided in Section 7.4 below, indemnification shall be provided under Section 7.1 above only if it is determined in accordance with the procedure set forth in Section 7.3 below that: (i) the person seeking indemnification acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; and (ii) the act or failure to act giving rise to the claim for indemnification does not constitute willful misconduct or recklessness. Notwithstanding the foregoing, no person shall be indemnified in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; nor shall any person be indemnified in any case where indemnification under this Article is impermissible by reason of federal law.

Section 7.3 Procedure. Except as provided under Section 7.4 below, indemnification under Section 7.1 above (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Section 7.2 above. All such determinations shall be made in accordance with the following procedure:

- (a) *Method of Determination:* All determinations shall be made: (i) by the Board of Trustees by majority vote of a quorum consisting of Trustees who were not parties to the action, suit or proceeding in respect of which indemnification is sought; or (ii) in the event that such a quorum is not obtainable, or, even if obtainable, a majority of such quorum so directs, by Independent Counsel in a written opinion to the Board of Trustees, a copy of which shall be delivered to the person seeking indemnification.
- (b) *Selection and Payment of Independent Counsel:* In the event that a determination is to be made by Independent Counsel, such Independent Counsel shall be selected by the Board of Trustees and the law firm or person so selected shall be subject to the approval of the person seeking indemnification, which approval shall not be unreasonably withheld. The corporation shall pay all reasonable fees and expenses of the Independent Counsel. For purposes of this Article, "Independent Counsel" shall mean a law firm, or a member of a law firm, that is experienced in matters of corporation law and that has not in the immediately preceding five years been retained to represent the corporation, the person seeking indemnification or any other party to the action, suit or proceeding giving rise to the claim for indemnification.
- (c) *No Presumption:* The termination of any action, suit or proceeding referred to in Section 7.1 above or of any claim, issue or matter therein, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that a person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation or that the act or failure to act giving rise to the claim for indemnification constitutes willful misconduct or negligence.

Section 7.4 Successful Defense. Notwithstanding any other provision of this Article, to the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.1 above or in defense of any claim, issue or matter therein, he

shall be indemnified by the corporation against all expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses) actually and reasonably incurred by him in connection therewith.

Section 7.5 Advance Payment of Expenses. Subject to such terms, conditions and limitations, if any, as the Board of Trustees may in its discretion determine to be appropriate, the corporation shall advance all reasonable expenses (including attorneys' fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit or proceeding referred to in Section 7.1 above upon receipt of an undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined upon final disposition of such action, suit or proceeding that he is not entitled to be indemnified by the corporation under the provisions of this Article. Notwithstanding the provisions of the preceding sentence, the corporation shall not be required to make any advance payment of expenses (or to make any further advance if one or more advances shall have been previously made) in the event that a determination is made by the Board of Trustees that the making of an advance or further advance would be inappropriate in the circumstances.

Section 7.6 No Duplication of Payments. The corporation shall not be liable under this Article to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that the person seeking indemnification has otherwise actually received payment under any insurance policy, contract, agreement or otherwise. In the event that the corporation makes an advance payment of expenses to or on behalf of any person, such person shall repay to the corporation the amount so advanced, if and to the extent that he subsequently receives payment therefor under any insurance policy, contract, agreement or otherwise.

Section 7.7 Insurance. The corporation may purchase and maintain at its own expense one or more policies of insurance to protect itself and to protect any Trustee, officer, employee or agent of the corporation or of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in such capacity, whether or not the corporation would have the authority to indemnify such person against any such expense, liability or loss under this Article or under the laws of the Commonwealth of Pennsylvania.

Section 7.8 Non-exclusivity. The right to indemnification and to the payment of expenses incurred in defending against or otherwise responding to any action, suit or proceeding in advance of its final disposition as set forth in this Article shall not be exclusive of any other rights which any person may now have or hereafter acquire under any agreement, vote of shareholders, vote of disinterested Trustees, or under any applicable law or under Articles of Incorporation of the corporation, or otherwise.

Section 7.9 Survival of Rights. The indemnification rights provided to a person under the provisions of this Article shall continue after such person ceases to be a Trustee or officer of the corporation or of another entity, as to any action taken, any failure to take action, or any events which occurred while such person was a Trustee or officer of the corporation or of another entity.

Section 7.10 Modification or Repeal. The provisions of this Article may be modified or repealed in accordance with the procedures for amending these bylaws; provided, however, that any such modification or repeal shall not have any effect upon the indemnification rights of any person as

they relate to any action taken, any failure to take action, or events which occurred prior to the effective date of such modification or repeal.

ARTICLE VIII – AMENDMENTS

Section 8.1 Amendments or Repeals. These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of all Trustees then in office.

ARTICLE IX – MISCELLANEOUS

Section 9.1 Fiscal Year End. The fiscal year end of the Corporation shall be June 30th.