

BROADALBIN PERTH EDUCATION FOUNDATION, INC.
BYLAWS

ARTICLE I. NAME, PURPOSE

- Section 1. Name: The name of this organization shall be the Broadalbin Perth Education Foundation, Inc., herin and referred to in these Bylaws as “the Foundation”.
- Section 2. Purpose: The Foundation is organized exclusively for charitable and educational purposes, more specifically the Foundation shall provide funding to develop and provide community and alumni support for the enrichment of the educational process of the Broadalbin Perth Central School District.

ARTICLE II. MEMBERSHIP

- Section 1. The voting members of the Foundation shall be those individuals serving as members of its Board of Directors. Non-voting membership in the Foundation is open to individuals, corporations and other organizations interested in the objectives for which the Foundation was created. The Foundation Board of Directors may establish classes of members, such as associate, founding, sustaining, life and corporate, to encourage and recognize contributions to and support of the objectives of the Foundation.

ARTICLE III. BOARD OF DIRECTORS

- Section 1. Size and Compensation: The Foundation shall have a Board of Directors, hereinafter referred to as “the Board”, and it shall number not less than seven nor more than ten. The Board receives no compensation other than reasonable expenses.
- Section 2. Duties and Powers: The affairs of the Foundation shall be managed by the Board of Directors.
The Board of Directors is authorized to employ such persons, including an executive officer, auditors, attorneys, agents and assistance, as in the Board’s opinion are needed for the administration of the Foundation, and to pay such persons reasonable compensation and expenses thereof.
- Section 3. Regular Meetings: The Board shall meet on a quarterly basis at an agreed upon time and place. The Board President, upon his determination, may cancel a regular meeting if there is not sufficient business to be conducted that would warrant a meeting. Meetings shall be open to the public and notice of these meetings shall be posted.
- Section 4. Annual Meeting: The Board shall establish a date for an annual meeting. The meeting shall be for the purpose of the presentation of an annual report, the election of members to the Board and the transaction of any other business which may come before the meeting.
- Section 5. Special Meetings: Special meetings of the Board may be called by the Board President or at the request of three or more members of the Board. Notice of any special meeting shall be delivered from the Secretary to all members of the Board by email at least seven days before the meeting.
- Section 6. Board Elections: The Directors shall be elected by members of the Board annually. Directors will be elected by a majority vote of the current directors.

Section 7. Terms: All Board members are elected for a three-year term and may be nominated for re-election.

In order to provide for an orderly transition with a balance in the expiration of terms of office, the Board shall adopt an interim schedule in which some terms of office may be less than three years during this period.

Section 8. Removal and Resignation: Any Director may be removed with cause, by majority vote of the remaining directors. Resignation from the Board must be in writing and received by the Secretary.

Section 9. Quorum: At any meeting of the Board of Directors, majority of the Directors shall constitute a quorum for the transaction of business. Those present may adjourn the meeting despite the absence of a quorum.

Section 10. Officers and Duties: The officers of the Board shall be a President, Vice President, Secretary and Treasurer. Their duties are as follows:

The President shall preside over all meetings of the Board, appoint all committees not otherwise provided for and serve, ex-officio, as a member of all committees.

The Vice President shall assume the duties of the President in the event of the absence, failure or inability of that officer to perform them, serve as the presiding officer to the Board in the absence of the President and undertake such other tasks or responsibilities, as may be directed by the President.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall have the care and custody of and be responsible for all the funds, gifts, securities and any other property given to the Foundation and held in an account in the name of the Foundation, reporting on all activities at each Board meeting. The Treasurer shall also make and endorse in the name of the Foundation, all checks for payments, reimbursements or funds awarded, under the direction of the Board, seeing that all disbursements shall carry the signatures of any two of these: President, Vice President, Treasurer, or such other person as designated by the Board of Directors.

The Treasurer shall also chair the finance committee, assist in the preparation of the budget, and make financial information available to Board members and the public.

The Board Officers shall be elected at each Annual Meeting and shall serve a term of one year or until the date fixed for the Annual Meeting of the Board following the election of such officers and until their successors are elected.

Section 11. Vacancies: When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary ten days in advance of a Board meeting. These nominations shall be sent out to Board members to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

ARTICLE V - COMMITTEES

- Section 1. Creation of Committees: A majority of the Board may establish such committees as it deems necessary for the efficient administration and operation of the Foundation.
- Section 2. Finance Committee: The Treasurer is chair of the Finance Committee. There are an open number of members in the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.
- Section 3. Development Committee: The Development Committee has an open number of members and shall meet as often as necessary in order to develop means for soliciting donations to support the Foundation's funding priorities, according to the goals established by the Board of Directors. The responsibilities of this committee shall include, but not be limited to, the following:
1. Develop specific plans and guidelines for donations which include monetary, in-kind, planned giving, wills and bequests.
 2. Develop a plan for requesting funds from different groups in the community which shall include, but not be limited to, alumni, employees of the BPCS District, parents of students in the BPCS District, individuals in the community, business and professional groups and other Foundations.
 3. Compile and maintain a current list of established and potential donors.
 4. Provide a contribution report to the Board and give progress reports on contributions and solicitations at the regular Board of Directors meetings.
- Section 4. Awards Committee: The Awards Committee has an open number of members and shall meet as often as necessary in order to create a set of guidelines and procedures for requesting funds from the Foundation, for educational projects/programs. Not only will the Committee be responsible for accepting and evaluating proposals (to ensure they meet the agreed upon criteria), they will also determine the dollars needed, prioritize requested funds and recommend action to the Board of Directors who will then decide on which proposals will be funded, by majority vote.

ARTICLE VI - AMENDMENTS

- Section 1. These Bylaws may be altered, amended, repealed or added to by a majority vote of the Board of Directors at any annual or special meeting if a written notice of the proposed changes is provided to each Board member 30 days prior to the Annual or special meeting.

These Bylaws were approved at a meeting of the Board of Directors of the Broadalbin Perth Education Foundation, Inc. on

March 13, 2012.