

Bylaws of the Susquenita Blackhawk Foundation  
A Pennsylvania Nonprofit Corporation

ARTICLE I  
NAME, OFFICIES, PURPOSE AND FISCAL YEAR

1.01 NAME

The name of the Corporation is Susquenita Blackhawk Foundation (the Corporation)

1.02 REGISTERED OFFICE

The principal office of the Corporation shall be the Susquenita School District Office, 1725 Schoolhouse Road, Duncannon, Pa. 17020.

1.03 OTHER OFFICES

The Corporation may have such other offices in such places as the Board of Directors may from time to time designate.

1.04 PURPOSE

The purpose of the Corporation to support the educational and extracurricular activities in the Susquenita Schools through financial and in-kind resources. The Corporation is formed exclusively for charitable, religious, educational and scientific 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 the corresponding section of any future federal tax code.

1.05 FISCAL YEAR

The FISCAL YEAR Shall begin on July 1 of each year and end on June 30 of the following year.

Article II  
MEMBERS

2.01 MEMBERS

The Corporation shall have no members.

Article III  
DIRECTORS

3.01 DIRECTORS

a. General Rule:

The business and affairs of the Corporation shall be managed by its Board of Directors, which shall consist of at least twelve (12) in number who shall be of natural person of at least eighteen years of age and need not be residents of Pennsylvania.

b. Additional Directors:

Additional Director positions may be added at the discretion of the Board of Directors.

### 3.02 COMPOSITION OF THE DIRECTORS

a. Qualification:

At all times the members of the Board shall include the Superintendent of the Susquenita School District or his or her designee, a representative of the Susquenita Board of Education, the Director of Financial Affairs of the Susquenita School District or his or her designee, a representative of the Susquenita Education Association, a teacher, counselor, coach, or activity/club advisor for the Susquenita School District for a total of five (5) Designated Directors. Each Designated Director shall serve on an annual basis. In the event any of the designated directors refuses or fails to serve, the seat on the Board otherwise filled shall not be limited or qualified by such description or designation and may consist of any persons the Board shall decide.

b. Term:

All other Directors shall serve for a term of two (2) years (the Elected Directors) The Elected Directors shall serve staggered based on two classes as near to an equal number as possible

c. Initial Directors:

The incorporators shall elect the initial Board of Directors at the organizational meeting. The initial directors selected by the Incorporators shall serve for terms of one (1) or two (2) years respectively as designated by the incorporators. After this initial term they will all serve two-year terms.

### 3.03 ELECTION OF DIRECTORS

Elections for directors shall be at the first meeting of the fiscal year.

### 3.04 TERM OF OFFICE

All directors shall serve until his or her successor shall be appointed or elected; notwithstanding the foregoing, an elected Director's term shall end upon death, resignation, or removal for cause.

### 3.05 RESIGNATIONS

Any Director may resign by submitting his or her written resignation to the Secretary. Such resignations shall become effective upon its receipt by the Secretary or as otherwise specified therein.

### 3.06 VACANCIES

Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, may be filled by a majority vote of the remaining members of the Board though less than a quorum, or by a sole remaining Director, and each person so selected shall be a Director to serve for the balance of the unexpired term, and until a successor has been selected and qualified or until his or her death, resignation or removal.

### 3.07 REMOVAL OF DIRECTORS

#### a. Lack of Participation:

The Board of Directors may declare vacant the office of a director who is absent from more than fifty percent (50%) of the regular meetings of the Board of Directors occurring through a fiscal year, or if, within sixty (60) days after notice of selection, the Director does not accept the office either in writing or by attending a meeting of the Board of Directors.

#### b. Cause:

The Board, 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, entry of an order of court declaring the person to be of unsound mind, conviction of a felony or any action or inaction which, in the sole discretion of the Board, materially and adversely affects or may affect the Corporation, its operations, interests or reputation. Any Director whose removal is to be made under this section shall be entitled to appear before and be heard at the meeting of the Board following such notice of the meeting.

### 3.08 NOTICE OF MEETING

Notice of a regular meeting of the Board of Directors need not be given, except by the action of the Board of Directors establishing the places, dates, and times of regular meetings.

### 3.09 NOTICE OF A SPECIAL MEETING

Notice of a special meeting of the Board of Directors shall be given to each Director at least three (3) days before the time at which the meeting is to be held.

### 3.10 TELEPHONE MEETINGS

Director may participate in meetings of the Board of Directors by conference telephone, video conferencing, or similar communication equipment by means of which all persons participating in the meeting can hear each other. Directors so participating shall be deemed present at any such meeting.

### 3.11 ANNUAL MEETINGS

An Annual meeting of the Board of Directors shall be held in each calendar year in July, at such time and place as the Board of Directors shall determine, for the purpose of organization of the Board and election of the officers if necessary.

### 3.12 WAIVER OF NOTICE

#### a. Written Waiver:

Whenever any written notice is required to be given under the provisions of Pennsylvania law, or the Articles or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required in this subsection, neither the business to be transacted at, nor the purpose of, a meeting need to be specified in the waiver of notice of such meeting.

#### b. Waiver by Attendance:

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a 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.

### 3.13 QUORUM

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Each Director shall have one vote.

### 3.14 UNANIMOUS CONSENT

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents in writing setting forth the

action so taken shall be signed by all the Directors in office and shall be filed with the secretary of the Foundation. Such written consent may be obtained electronically.

### 3.15 PRESUMPTION OF ASSENT

Minutes of each meeting of the Board shall be made available to each Director at or before the next succeeding meeting. Each director shall be presumed to have assented to such minutes unless his or her objection thereto shall be made to the Secretary at the meeting.

### 3.16 COMPENSATION

The Board of Directors shall not receive compensation for their services as Directors, but may be reimbursed by the Corporation for any out of pocket expenses reasonably incurred for such service.

### 3.17 APPOINTMENT OF COMMITTEES

#### a. Establishment and Power:

The Board shall establish standing committees and special committees as it deems necessary and appropriate to conduct the business and activities of the Foundation. Committees shall be established by resolution adopted by a majority of the Board of Directors. Committees will consist of one or more board members and one or more non-board members as the Board of Directors shall decide at its discretion. No such committee shall have power or authority other than in an advisory capacity. The chair of each committee established shall be a member of the Board of Directors. The President of the Board of Directors shall be member's ex-officio of all committees. All members and the chairperson of such committees shall be appointed by the President with the approval of the Board of Directors.

#### b. Term:

Each committee of the Board shall serve at the pleasure of the Board.

#### c. Reports to the Board:

All action taken by the committees shall be reported to the Board not later than the next succeeding regular meetings of the board.

### 3.18 STANDARDS OF CARE; JUSTIFIABLE RELIANCE

A director of a business Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the

Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (1) One or more officers or employees of the Corporation 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 he 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 he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

### 3.19 CATASTROPHE

Notwithstanding and other provision of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles, or these bylaws, if any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster, or any other national or local disaster, causes a majority of the Board to be incapable of acting as such because of death or other physical disability or difficulties of communications or transportation, the other Director or Directors shall constitute a quorum for the sole purpose of electing Directors to replace the Directors so incapable of acting. The Directors so elected shall serve until such replaced Directors are able to attend meetings of the Board or until the Board acts to elect Directors for such purpose. Questions as to the existence of such an emergency or disaster or as to the fact of such incapacity shall be conclusively determined by such other Director or Directors.

## ARTICLE IV FOUNDATION OFFICERS

### 4.01 OFFICERS GENERALLY

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such officers and assistant officers as the needs of the Corporation may require. The President, Vice President, Secretary and Treasurer shall be a natural person of at least eighteen years of age. They should hold their term for three years. The officers shall be chosen by the Board of Directors at the initial organizational meeting of the Foundation and at the first meeting of the fiscal year every third year after that.

#### 4.02 PRESIDENT

The President shall be the chief executive officer of the Corporation, shall serve as the chairman of the board, shall preside at all meetings of the directors, and shall have general supervision over the business and operations of the Corporation, subject however to the control of the Board Directors. The President shall sign, execute and acknowledge bonds, deeds, mortgages and contracts in the name of the Corporation. The president shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

#### 4.03 VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, perform the duties and execute the powers of the President subject to the provisions of this Article, and shall also perform such other duties as may be required by the Board of Directors of the Corporation.

#### 4.04 SECRETARY

The Secretary shall attend all sessions of the Board, shall be responsible for recording all the votes of the Board of Directors and the minutes of all Board meetings as well as giving all notices of meetings in accordance of the Bylaws. The Secretary shall, in general perform such other duties as are incident to the office of the secretary and as may be assigned by the Board of Directors and by the President. The Secretary shall be the custodian of the books and records of the Corporation.

#### 4.05 TREASURER

The Treasurer shall be the financial officer of the Corporation. He or she shall have or provide custody of the corporate funds and securities, and shall collect and receive or provide for the collection and receipt of moneys earned in any manner due to or received by the Corporation. The Treasurer shall deposit all funds in his or her custody as Treasurer in the name of the

Corporation in such banks or other places for deposit as the Board of Directors may from time to time designate. He or she shall keep record of the Corporation's financial transactions. He or she shall render to the President and the Board, upon a request, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall prepare for approval of the directors at the beginning of the fiscal year, a budget in sufficient detail and with comparison to the prior year for the approval of the Board. He or she shall disburse the funds of the Corporation in accordance with the budget so approved, taking proper vouchers for such disbursements.

## ARTICLE V CONTRACTS, DEPOSITS AND FUNDS

### 5.01 DEPOSITS

All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such financial institutions as the Board directs.

### 5.02 INVESTMENT

Any funds of the Corporation which are not needed currently for the activities of the Corporation as determined by the Treasurer of the Corporation or his or her designee may, at the discretion of the Board of Directors, be invested in such instruments as are permitted in law and which terms are compatible with the cash flow needs of the Corporation.

### 5.03 ACCEPTANCE OF CONTRIBUTIONS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devices for the general purposes or for any special purpose of the Corporation.

## ARTICLE VI LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION

### 6.01 LIMITATION OF LIABILITY

To the fullest extent of Pennsylvania law, a Director of the Corporation shall not be personally liable for monetary damages for any action or failure to take action



unless the director has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

## 6.02 INDEMNIFICATION

### a. Indemnification:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suitor proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if s/he acted in good faith and in a manner reasonably believed to be in, or not opposed to the best interest of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

### b. Advancing Expenses:

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized above.

### c. Determination of Entitlement to Identification

Unless ordered by a court, any indemnification under Section a. or c. above shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the

circumstances because such representative has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (1) by the board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- (2) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- (3) by such other body as may be provided by resolution.

### 6.03 INSURANCE

The Corporation shall have the power to purchase and maintain insurance, obtain a letter of credit, act as a self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account to satisfy or secure indemnification obligations on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise.

## ARTICLE VII ANNUAL REPORT

### 7.01 REPORT

a. The President and/or Treasurer shall present annually at the first meeting of the Board of Directors of the fiscal year, a report showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds of the Corporation as of the end of the year immediately preceding the date of the report.
2. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
4. The expense or disbursements of the Corporation, 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 for the Corporation.

### 7.02 PLACE OF FILING

The annual report shall be filed with the minutes of the July meeting of the Board of Directors.

## ARTICLE VIII CONFLICT OF INTEREST

### 8.01: ESTABLISHMENT

Members of the Board of Directors and committees thereof must act in accordance with these Bylaws, and the Corporation's conflict of interest policy. The Board shall adopt and revise, an appropriate, a conflict of interest policy. Notwithstanding references to Directors, each provision of the Article VIII shall apply to all members of the Board of Directors ~~with or without voting~~ privileges and all members of any Board committees.

### 8.02 DEFINITION OF CONFLICT OF INTEREST

Subject to the conflict of interest policy, a Director shall be considered to have a conflict of interest if he or she, or persons or entities with which he or she is affiliated, has a direct or indirect interest that may impair or may reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the Corporation.

### 8.03: DISCLOSURE

Directors shall disclose to the Board any actual, apparent or possible conflict of interest at the earliest practical time. A Director who has made such a disclosure shall abstain from voting on such matters. The meeting minutes shall reflect that a disclosure was made and note the Director's abstention from voting. A Director who is recused may be counted for purposes of determining the presence of quorum at the meeting but still shall not be counted for determining the presence of a quorum for the requisite Board action.

### 8.04: DELINEATION

Subject to compliance with section 8.03 above, no contract or transaction between the Corporation and (i) one or more Directors, (ii) the spouse, child of household member of a Director, or (iii) any other corporation, partnership, company, association or other organization in which one or more of its directors or officers are Directors, or have a financial interest, shall be void or voidability solely for such reason, or solely because the Director is present at the meeting of the Board of Directors which authorizes the contract or transaction, if (a) the material facts as to such relationship or interest and as to the contract or transaction are disclosed or known to the Board as set forth above and the Board in good faith authorizes the contract or transaction by the affirmative vote of the disinterested Directors; or (b) the contract or

transaction is fair as to the Corporation as of the time is authorized approved or ratified by the Board of Directors.

#### 8.05: AFFIRMATION

In accordance with the conflict of interest policy, every Director shall complete and sign a disclosure form on an annual basis and update that form as promptly as possible following knowledge of conditions that may create a conflict of interest.

### ARTICLE IX DISSOLUTION

#### 9.01 DISSOLUTION AND DISBURSEMENT

In the event that the Foundation shall be dissolved or liquidated, no surplus funds shall be used for private inurement to any person. The Board, after paying or making provision for payment of all of the known liabilities of the Foundation shall distribute all assets ~~shall~~ to another organization or organizations organized and operated exclusively for charitable, scientific or educational purposes, provided that at such time the recipient qualifies as an organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision for any future United States Internal Revenue law as the Board of Directors shall determine.

### ARTICLE X AMENDMENTS

#### 10.01: AMMENDING THE BYLAWS

The Directors may alter, amend, suspend or annul these bylaws at any regular meeting, subject to the provisions below:

- a. Any proposal to alter, amend, suspend or annul these bylaws must be made known to the directors in writing at least ten days in advance of the regular meeting.
- b. Any amendment, suspension or annulment of the bylaws shall be adopted by two-thirds vote of the quorum at a regular meeting of the board.
- c. Unless otherwise provided, any amendment, suspension or annulment of these bylaws shall be in effect immediately upon adoption.

### ARTICLE XI MISCELLANEOUS

#### 11.01 CONTRACTS

- a. General Rule:

Except as otherwise provided by these bylaws or Pennsylvania Law, the Board of Directors may authorize any officer or agent to enter onto any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### 11.02 CORPORATE SEAL

The Board may adapt a corporate seal which shall have inscribed thereon the name "Susquenita Blackhawk Foundation", the year 2020 and the words "Corporate Seal, Pennsylvania".

#### 11.03 EXECUTION OF NOTES, CHECKS, CONTRACTS AND OTHER INSTRUMENTS

All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit) guarantees, and all evidences of the indebtedness of the Foundation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Foundation, shall be signed by two of the three of the following: the President, Vice President, and the Treasurer. All expenditures are to be authorized by the Board. Facsimile signatures on checks may be used if authorized by the board. If circumstances preclude prior Board approval, the Board may authorize reimbursement upon presentation of proof of purchase.

#### 11.04 VOTING SECURITIES OWNED BY FOUNDATION

Securities owned by the Corporation and having voting power in any other Corporation shall be voted by the President or Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon such other person. Any person authorized to vote such securities shall have. The power to appoint proxies, with general power of substitution.

#### 11.05 CORPORATE RECORDS

The Corporation shall keep complete and accurate record of the minutes of the proceedings of the Directors, the Bylaws, including all amendments thereto to date and an original or a duplicate register, giving the names of members of the Board of Directors, and showing their respective addresses. The Corporation shall also keep appropriate, complete, and accurate records of account. The records provided for herein shall be kept at either the registered office of the Corporation in the Commonwealth, or at such other location the Board shall determine. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within reasonable time.

