

## **BY-LAWS**

### **HOMER EDUCATION FOUNDATION**

#### **ARTICLE I**

##### **NAME**

The name of this corporation shall be the Homer Education Foundation.

#### **ARTICLE II**

The purposes of the corporation shall be

##### **SECTION 1. Purpose**

The purpose of this Foundation is to promote the development of excellence in instruction, to encourage innovation in programming and to ensure pride in the Homer Central School District by students, staff, alumni and the greater school community. Funding will be sought from business groups, corporations, foundations and individuals at large.

These funds will not be used to provide for those portions of the present educational program which are the responsibility of the public through the annual Homer Central School District budget, nor to replace items of the educational program which would be eliminated as the result of a contingency budget. The Foundation is a separate and distinct not-for-profit corporation dedicated to provide funding in a non-discriminatory manner.

#### **ARTICLE III**

##### **PRINCIPLE OFFICE**

The principle office for the transaction of the business of the corporation shall be located at PO Box 500 Homer, New York 13077-0500.

#### **ARTICLE IV**

##### **BOARD OF TRUSTEES**

###### **SECTION 1. Management**

The Board of Trustees (Board) shall be charged with the management, programs, funds, and property of the corporation. It shall have full authority and it shall be its duty to carry out the purposes of the corporation.

###### **SECTION 2. Number of Trustees**

The Board shall consist of no less than seven and no more than fifteen trustees as determined from time to time by the Board, plus such ex-officio members as may be allowed under SECTION 5.B of these by-laws.

### SECTION 3. Quorum

A majority of the Trustees, then in office, shall constitute a quorum for the transaction of business.

### SECTION 4. Action By the Board

So long as quorum is present, the vote of a majority of the Trustees present at a meeting shall be the act of the Board, unless otherwise provided herein or by law.

### SECTION 5. Qualifications

Trustees shall have the following minimum qualifications

A. They shall be residents of the Homer Central School District, except that, at the discretion of the Board, membership may be open to nonresidents of the District who are interested in and concerned with the Homer Education Foundation. Each Trustee shall be at least eighteen years of age.

B. In addition to the foregoing, the following shall be non-voting, ex-officio members of the Board. Each shall serve for one year, renewable by appointment.

1. Homer Central School District Superintendent of Schools
2. Homer Central School District Grant Writer
3. Homer Central School District Students
  - a. One student in entering their Senior year
  - b. One student entering their Junior year. This student will serve a consecutive 2 year term.

### SECTION 6. Election and Term of Office

The election of a person to the Board of Trustees shall be by majority vote of the Board of Trustees.

Except as provided below for the initial terms of the first Trustees, the term of office of each Trustee shall be for three years, commencing upon his or her election at the annual meeting of the Board. Each Trustee shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected, or until his or her prior resignation or removal.

At the organizational meeting of the first Board of Trustees, the Trustees shall divide themselves by draw into three equal groups. The first group shall consist of the Trustees whose term of office shall be one year; the second group shall consist of Trustees whose term of office shall be two years; the third group shall consist of Trustees whose term of office shall be three years.

A Trustee shall serve no more than two consecutive terms. After a Trustee serves two consecutive terms, they must wait one full year before serving in the capacity of a Trustee. However, committee work will not be prohibited during this one year period.

## SECTION 7. Resignation

A. Trustee may resign at any time by giving written notice to the Board, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

## SECTION 8. Vacancies

Vacancies in the Board shall be filled by a majority of the remaining Trustees then in office even though less than a quorum. A successor Trustee so elected shall serve for the unexpired term of his or her predecessor.

## SECTION 9. Regular Meetings

Regular meetings of the Board shall be held quarterly at a time and place to be determined by the Board.

## SECTION 10. Special Meetings

Special meeting of the Trustees may be called for any purpose at any time by the President, Vice President, or by any four Trustees.

## SECTION 11. Annual Meeting

The annual meeting of the Board shall be held the no later than 60 days after the fiscal year begins at a place designated by the Board.

## SECTION 12. Organizational Meeting

Immediately following the annual meeting of the Board, the Trustees shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. No notice of such organizational meeting need be given.

## SECTION 13. Place of Meetings

Regular and special meetings of the Board shall be held any place designated by the Board.

## SECTION 14. Notice

Written notice of the time and place of meetings shall be delivered to each member at least four days before the date of the meeting unless it is convened for an emergency at which time phone calls will be accepted as legitimate notification of such meeting.

## SECTION 15. Adjournment

A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

## SECTION 16. Action Without a Meeting

Any action by the Board may be taken without a meeting if all Trustees, then in office, individually or collectively, consent in writing to such action. Written consent or consents shall be filed with the minutes of the proceedings of the Board.

#### SECTION 17. Removal

A Trustee may be removed from office by the Board for cause by a two-thirds vote of all Trustees then in office.

#### SECTION 18. Fiscal Year

The fiscal year of the corporation shall be January 1 to December 31.

### **ARTICLE V**

#### SECTION 1. Officers

The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board may appoint, selected from among the Trustees. One person other than the President may hold more than one of these offices. The Treasurer shall be the chief financial officer.

#### SECTION 2. Election, Term

The initial officers shall be elected at the initial meeting of the Board. Thereafter, officers shall be elected at the annual meeting of the Board for a term of one year. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected and qualified.

#### SECTION 3. Removal, Resignation, Vacancies

Any officer elected or appointed by the Board may be removed from their position by a two-thirds vote of all Trustees then in office. In the event of death, resignation or removal of an officer, the Board, in its discretion, may elect or appoint a successor to fill the un-expired term.

#### SECTION 4. President

Subject to the control of the Board, the President shall have general supervision, direction, and control of the business and affairs of the corporation. He or she shall preside at all meetings of the Board, supervise all corporate affairs and keep the Board informed. He or she shall have such other powers and duties, as may be prescribed from time to time by the Board.

#### SECTION 5. Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

#### SECTION 6. Secretary

The Secretary shall keep a full and complete record of the proceedings of the Board, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board.

#### SECTION 7. Treasurer

The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board. The Treasurer shall keep the accounts of corporate receipts and disbursements. Yearly, at the annual meeting of the Board, he or she will present a Treasurer's report of the corporation's financial status. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

### ARTICLE VI

#### AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and new By-Laws adopted by the vote of two-thirds of the Trustees at any Board meeting for which requisite notice was provided.

### ARTICLE VII

#### COMMITTEES

The Board shall create and appoint all standing and special committees and designate the duties of these committees, as it may from time to time deem necessary to promote the purposes of the corporation. Each such committee shall serve at the pleasure of the Board.

The committees will include, but will not be limited to, Executive Committee, Finance Committee, Scholarship Committee and Public Relations Committee. The committees will consist of Trustees and others appointed by the board to carry out the mission of the foundation.

### ARTICLE VIII

#### SEAL

The Seal of the corporation shall be as follows:

#### ARTICLE IX

#### CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

## **ARTICLE X**

### **INDEMNIFICATION/LIABILITY-Standard Clause**

The corporation is authorized to purchase insurance for the indemnification of all Board Members and officers.

No person who is now, or who later becomes, a Trustee shall be personally liable for any covenants, stipulations, promises, and agreements shall be had against any past, present or future Trustee; and any and all creditors of the corporation shall look only to assets of the corporation for payment.

## **ARTICLE XI**

### **RULES OF ORDER**

The rules contained in Robert's Rules of Order Revised shall govern the corporation in All cases to which they are applicable, provided they are consistent with the By-Laws or the special rules of order of the corporation.

## **ARTICLE XII**

### **COMPENSATION**

Neither the officers, Trustees, nor any members serving on committees, shall receive any salary or compensation for services rendered to the Board.

## **ARTICLE XIII**

### **DISSOLUTION PROVISION**

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or to the federal government, or to a state or local government, including the Homer Central School District for a public purpose, subject to a Justice of the Supreme Court of the State of New York.

## **ARTICLE XIV**

### **NON-INUREMENT PROVISION**

No part of the net earnings of the corporation shall inure to the benefit of any member,

trustee, director, officer of the corporation, or any private individual (except that scholarships and reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution or any of the assets on dissolution of the corporation.

#### **ARTICLE XV**

##### **RESTRICTIVE LEGISLATION PROVISION**

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code SECTION 501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

#### **ARTICLE XVI**

##### **RESTRICTIVE PURPOSES AND ACTIVITIES PROVISION**

Notwithstanding any other provision of these By-Laws, the corporation is organized exclusively for the educational, charitable, scientific, and literary purposes of the Homer Education Foundation, as specified in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under SECTION 501 (c)(3) June 22, 1998 of the Internal Revenue Code of 1986.