

**SAMPLE FORM OF BYLAWS FOR PENNSYLVANIA NON-PROFIT, NON-STOCK,
CORPORATION – WITH NON-VOTING MEMBERS**

**BYLAWS
OF**

Keystone Oaks Foundation for Educational Excellence

A PENNSYLVANIA NONPROFIT NON-STOCK CORPORATION

**ARTICLE ONE
INTRODUCTION**

Definition of Bylaws

1.01. These Bylaws constitute the code of rules adopted by the Keystone Oaks Foundation for Educational Excellence for the regulation and management of its affairs.

Purposes and Powers

1.02. This corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation.

A. **Primary Purpose.** The primary purpose of this corporation is to enhance the educational experiences of Keystone Oaks students by supporting excellence and innovation. Said corporation is organized 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.

B. **Non-Profit.** The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b)

by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. Distributions Upon Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Statement of Non Discrimination

1.03. The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

ARTICLE TWO OFFICES AND AGENCY

Principal and Branch Offices

2.01. The principal place of business of this corporation in Pennsylvania will be located at 1000 Kelton Avenue Pittsburgh, PA 15216. In addition, the corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

Registered Office

2.02. The location of the registered office of this corporation is stated in the Articles of Incorporation. This office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE THREE MANAGEMENT

Management

3.01. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of the property of the corporation and shall determine its policies. The Board of Directors shall have all power and authority to carry out the business and purposes of the corporation. The corporation will have no shareholders or voting members. The corporation is organized on a non-stock basis.

Definition of Board of Directors

3.02. The Board of Directors is that group of persons vested with the management of the business and affairs of this corporation.

Qualifications of Directors

3.03. The qualifications for becoming and remaining a Director of this corporation are as follows:

(1) Directors do not need to be residents of the Commonwealth of Pennsylvania. No more than three (3) members of the Board of Directors may live outside of the Commonwealth of Pennsylvania.

(2) At least 1 resident representative each from the communities of Castle Shannon, Dormont and Green Tree (voting members) that resides in their respective community.

(3) 1 representative from the Keystone Oaks School District, preferably an administrator with a focus on k-12 programs and curriculum. (non-voting member)

(4) Between 2-8 members who have a connection to Keystone Oaks School District (alumni, business owners, etc.) (voting members)

Student Advisory Committee

3.04 The Foundation will consult with a Student Advisory Committee occasionally on matters related to the Foundation.

Number of Directors

3.05. The number of Directors of this corporation shall be between seven (7) and thirteen (13). If the number of Directors falls to less than 7, those vacancies should not remain open for a period of longer than six months. The number of Directors shall not exceed 13, including voting and non-voting members.

Terms of Directors

3.06. The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until December 31, 2017, unless a new board is elected prior to that date. The first elected

Board of Directors will serve staggering one and two year terms, so that the terms of the first Board of Directors do not expire at the same time.

Thereafter, Directors will be elected for a term of two years. Each Director will hold office for the term for which the Director was elected and until a successor has been selected and qualified.

Directors may serve for four consecutive two-year terms, as which point the director's term ends for one two year period. After this two-year period, an individual may seek to be elected to the Board again.

Directors terms will run from January 1 through December 31. Student directors will serve one term, which will run for a period of approximately 18 months. For example, a student director who begins serving on January 1, 2018 may serve until the end of the school year in June 2019.

Vacancies on the Board

3.07. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by a majority of the remaining voting members of the Board of Directors at the next scheduled meeting of the Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Removal of a Director

3.08. A director may be removed from his/her position by a majority vote of a quorum of the voting members of the Board of Directors, for reasonable cause such as neglect of duties, including but not limited to that individual having been in absence of contact for a period of six months.

Location of Directors' Meetings

3.09. Meetings of the Board of Directors, regular or special, will be held at 1000 Kelton Avenue Pittsburgh, PA 15216 or such reasonable place or places as the Board of Directors designates by notice or by resolution duly adopted.

Regular Directors' Meetings

3.10. Regular meetings of the Board of Directors will be held at quarterly, at a minimum, on a date and time to be determined by the Board of Directors on the final meeting of the calendar year. If the date set for the meeting falls on a legal business holiday, then the meeting will be held instead on the following week. Electronic notice of the meeting dates, times and locations will be provided immediately following the final calendar meeting of the year.

Notice of Special Directors' Meetings

3.11. Electronic notice stating the place, day, and hours of any special meeting of the Board of Directors will be delivered to each Director not less than two or more than five days before the date of the meeting, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. The notice need not state the business to be transacted at, nor the purpose of, the meeting.

Call of Special Board Meetings

3.12. A special meeting of the Board of Directors may be called by any officer of the The Executive Committee.

Waiver of Notice

3.13. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

3.14. A majority of the voting members of the Board of Directors will constitute a quorum; provided that in no event will a quorum consist of less than one-third of the whole Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Members of the Board of Directors may attend meetings via conference call and voting members may cast votes via conference call.

ARTICLE FOUR OFFICERS

Roster of Officers

4.01. The Officers of this Corporation will consist of the following personnel:

- (1) A President.
- (2) Vice President
- (3) A Secretary.
- (4) A Treasurer.
- (5) Such other officers as the Board may determine.

Officers must be voting members of the Board of Directors. Non-voting members may not hold an officer position.

Selection of Officers

4.02. Each of the Officers of this Corporation will be elected and appointed annually by the Board of Directors. Each Officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the regular meeting of the Board of Directors taking place on the first calendar quarter of each year.

Multiple Officeholders

4.03. In any election of Officers, the Board of Directors may elect and appoint a single person to more than one office simultaneously [, except that the offices of President and Secretary must be held by separate individuals].

President

4.04. The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

Vice President

4.05. A Vice President if elected will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Directors.

Secretary

4.06. The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors.

Treasurer

4.07. The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the Members as required by the Board of Directors or by Members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors.

Removal of Officers

4.08. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint Officers whenever in their judgment the best interests of this Corporation will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE FIVE MEMBERS

Eligibility for Membership

5.01 The Corporation shall have one (1) class of non-voting Members. This class shall consist of the general public, who shall have contributed the minimum dues amount each year to be determined by the Board of Directors. In addition, the Board shall have authority to establish and grant honorary or free Memberships. Membership in the Corporation is non-transferable and non-assignable.

Membership Dues

5.02 The Board of Directors shall determine any dues requirements applicable to Members of the Corporation.

Non-Voting Membership

5.03 Members of the Corporation are non-voting, but may have input to the Board of Trustees, may nominate officers or Directors to the Board of Directors, and may participate in committees for the Corporation.

Meetings

5.04 The President or Board of Directors may convene meetings of the Members at a designated date and time circulated by general publication, electronically, or via mailings to the Members.

ARTICLE SIX INFORMAL ACTION

Waiver of Notice

6.01. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the

waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

Action by Consent

6.02. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE SEVEN COMMITTEES

Definition of Executive Committees

7.01. This Corporation may have certain Committees, each of which will consist of one or more Directors. Each Executive Committee will have and will exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no Committee will have the authority of the Board in reference to affecting any of the following:

- (1) Filling of vacancies in the Board.
- (2) Adoption, amendment, or repeal of Bylaws.
- (3) Amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Appointment of Committees

7.02. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Executive Committees and delegate to these Committees the specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of Executive Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

ARTICLE EIGHT OPERATIONS

Fiscal Year

8.01. The fiscal year of this corporation will be from January 1 through December 31.

Nonprofit Operations

8.02. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers.

Budget.

8.03. The Board of Directors shall prepare and adopt a budget at its first meeting each year.

Annual Financial Statement.

8.04. The corporation shall prepare an Annual Report for distribution to board members.

Fiscal Policy.

8.05. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

Seal.

8.06. The corporation will not use a common seal. The signature of the name of the corporation by an officer of the board shall be legal and binding.

**ARTICLE NINE
LIMITATION ON PERSONAL LIABILITY
OF DIRECTORS AND INDEMNIFICA**

Limitation on Liability.

9.01. A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (i) the Director has breached or failed to perform the duties of his or her office as defined below; and
- (ii) 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.

Standard of Care and Justifiable Reliance.

9.02. A Director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the board upon which he or she may serve in good faith, in a manner he or she 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 or her 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:

- (i) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in matters presented;
- (ii) 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;
- (iii) A committee of the board upon which he or she 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. In discharging the duties of their respective positions, the board, committees of the board, and individual Directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Article. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Indemnification in Third Party Proceedings.

9.03. 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 attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner 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 no reasonable cause to believe his 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.

Indemnification in Derivative Actions.

9.04. 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 or suit by or in the right of the corporation to procure a judgment in its favor 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 attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Allegheny County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Mandatory Indemnification.

9.05. Notwithstanding any contrary provision of the Articles or these Bylaws to the contrary, in the event that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either section C or D above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Determination of Entitlement to Indemnification.

9.06. Unless ordered by a court, any indemnification under Section 9.04 or 9.05 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 he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (i) by the board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- (ii) 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.

Advancing Expenses.

9.07. 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.

Indemnification of Former Representatives.

9.08. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Reliance on Provisions.

9090. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

**ARTICLE TEN
AMENDMENT**

Modification of Bylaws

10.01. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the Board of Directors.

The undersigned certifies that these above Bylaws were
Approved and Adopted by the Board of Directors of the Corporation effective
As of September 13, 2017, and
Have been entered into the Minute Books of the Corporation

By:



, Secretary