

**BY-LAWS OF  
CRIMSON TIDE FOUNDATION**

ARTICLE 1

**Introduction**

Section 1. Name. This Corporation shall be named, known, and styled as: Crimson Tide Foundation, and shall be a non-profit corporation.

Section 2. Purpose. The purpose of the Corporation shall be to provide funds to be used to aid and support the various student activities and programs of the Pottsville Area High School, D.H.H. Lengel Middle School, and John S. Clarke Elementary Center.

Section 3. Definition of By-Laws. These By-Laws constitute the code of rules adopted by the Corporation for the regulation and management of its affairs. Every member of the Board of Directors of the Corporation shall be given a copy of the By-Laws and shall abide by them.

ARTICLE 2

**Location**

Section 1. Address. The principal office of the Corporation shall be set by the Board of Directors. The initial principal office of the Corporation shall be located at 410 Laurel Boulevard, P.O. Box 62, Pottsville, Pennsylvania 17901.

ARTICLE 3

**Basic Policies**

Section 1. Noncommercial, etc. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. No Commercial or Partisan Use of Name. Neither the name of the Corporation nor the name of any workers in their official capacities shall be used in any connection with commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the purposes and objectives of the Corporation.

Section 3. No Participation in Political Campaigns. The Corporation shall not, directly or indirectly, participate or intervene in any way, including publishing or distributing of statements, in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4. Dissolution. Upon the dissolution of the Corporation, the assets shall be distributed only to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code, or any successor section. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Schuylkill County, exclusively for such purposes of such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE 4

##### **Organization**

Section 1. Organization. The Corporation shall be governed by the Non-Profit Corporation Law of Pennsylvania, by its Articles of Incorporation and by these By-Laws. Meetings shall be conducted in accordance with Robert Rules of Order, Revised, where they do not conflict with the governing documents of the Corporation.

#### ARTICLE 5

##### **Members**

Section 1. No Members. The Corporation shall have no members.

#### ARTICLE 6

##### **Board of Directors**

Section 1. Management by Board of Directors. The management of the Corporation shall be vested in a Board of Directors, which shall be responsible for carrying out the policies, objectives and programs of the Corporation. The Board shall consist of no more than twenty-one (21) members, which shall include the officers of the Corporation. Board members and officers shall be elected by the members of the Board for a term of three (3) years each. At the first meeting of the Corporation, one-third (1/3) of the Board that is to serve shall be elected for a period of one (1) year, a second third of the Board that is to serve shall be elected for a period of two (2) years, and the final third of the Board that is to serve shall be elected for a period of three (3) years. Any term of less than three (3) years shall not count as a full term and all elections after the initial election shall be for a term of three (3) years each. The Directors shall be installed at the initial meeting of the Board of Directors and in all other cases shall be installed at the January meeting of the Board of Directors following the election of the Directors.

Section 2. Specific Powers. In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by terms of the Articles of Incorporation, and elsewhere in these By-Laws, the following specific powers are expressly conferred on the Board of Directors:

To purchase or otherwise acquire for the Corporation any property, right, or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to appoint, to remove or suspend subordinate agents or servants; to determine who shall be authorized on behalf of the Corporation, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments; to delegate any of the powers of the Board to any standing committee, special committee, or to any Officer or agent of the Corporation, with such powers as the Board may deem fit to grant, generally to do all such lawful acts and things as are not by law, or by the Articles of Incorporation, or by these By-Laws directed or required to be done by the members.

Section 3. Removal for Cause. The Board of Directors shall have the power to remove any Director for cause upon a two-thirds (2/3) vote of the members of the Board, provided that any Director whose removal is to be made under this Section shall be entitled to at least fifteen (15) days' written notice prior to such removal and shall be entitled to appear before and be heard at the next meeting of the Board following such notice.

Section 4. Vacancies. Should any vacancy occur, for any reason, on the Board of Directors, it may be filled by election by a majority vote of the Board membership on recommendation of the Nominating Committee. The person or persons so elected shall serve until the next annual election and installation of Board members elected at that election. The election for the formerly vacant position shall be for the term remaining for such position.

Section 5. Quorum. Attendance of five (5) members of the Board of Directors shall constitute a Quorum at its meetings. A majority of the vote of those in attendance shall decide action, except as otherwise provided in these By-Laws.

Section 6. Meetings. Meetings of the Board of Directors shall be held at least semi-annually and at such other times as may be necessary upon the call of the President or upon written request of two (2) members of the Board. The purpose of any special meeting shall be set forth in the request for such special meeting. The Minutes of all Board meetings, including notice of the next meeting, shall be made available to the members of the Board.

Section 7. Notice of Meetings. Notices of all meetings, annual or special, of the Board of Directors shall be by telephone or in writing and sent by facsimile transmission, electronic mail, or through the United States mail to each Director on the Board of Directors at his latest address recorded on the books of the Corporation. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in a notice of a meeting. Each Director on the Board of Directors shall

be entitled to three (3) days' notice of any special meeting, and one (1) week notice of the annual meeting.

Section 8. Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given, by the provisions of the By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be equivalent thereto. Attendance at any meeting shall also be deemed a waiver of notice thereof.

## ARTICLE 7

### **Officers**

Section 1. Officers. The Officers of the Corporation shall consist of a President, Vice President, Secretary and a Treasurer. They shall hold office until their successors are duly elected and installed. The Board in its discretion may appoint Assistant Secretaries and Assistant Treasurers and additional Vice Presidents as the Board deems necessary. In all cases, though, only the first Vice President, Secretary and Treasurer shall be part of the Executive Committee unless directed otherwise specifically by Board resolution.

Section 2. Elections. The officers shall be elected annually by the Board of Directors of the Corporation for a term of one (1) year.

Section 3. Installation. The elected officers shall be installed immediately after their election at the initial Board of Directors meeting and in all other cases at the January meeting of the Board of Directors following their election.

Section 4. Removal for Cause. The Board of Directors shall have the power to remove any Officer for cause upon two-thirds (2/3) vote of the members of the Board, provided that any Officer whose removal is to be made under this Section shall be entitled to at least fifteen (15) days' written notice prior to such removal and shall be entitled to appear before and be heard at the next meeting of the Board following such notice.

Section 5. Vacancies. Should any vacancy occur for any reason among the Officers of the Corporation, it may be filled by a majority vote of the Board of Directors membership on recommendation of the Nominating Committee. Persons so elected shall serve until the next annual election and installation of Officers following such election. In the case of a vacancy occurring in the office of President, the Vice President shall serve as President until such time as the Board elects a new President.

Section 6. Duties of President. The President shall have general supervision of the affairs of the Corporation and see that all orders and resolutions are carried into effect. The President, or in his absence the Vice President, shall preside over the meetings of the Board of Directors as hereinafter provided; the President shall be a

member ex-office of all Committees, except the Nominating Committee, and shall perform all other duties usually pertaining to the office.

Section 7. Duties of Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President subject to the provisions of Section 5 of this Article.

Section 8. Duties of Secretary. The Secretary shall keep minutes of all meetings and conduct the correspondence of the Corporation; requisite documents shall carry the official seal of the Corporation.

Section 9. Duties of Treasurer. The Treasurer shall have the custody of the funds of the Corporation. He or she shall keep full and accurate accounts of all receipts and disbursements in proper books of accounts; he or she shall deposit all monies and other valuable effects in the name and to the account or accounts of the Corporation, in such depository or depositories as may be designated by the Board of Directors, and shall pay out funds only as authorized by the Board of Directors. No officer shall obligate the Corporation without specific authority from the Board of Directors. The Treasurer shall present a Statement of Account at every meeting of the Board of Directors and at other times when requested by officers of the Corporation.

Section 10. Audit of Books. The Treasurer's accounts shall be examined annually to the satisfaction of the Board of Directors. If there shall be any change in the office of Treasurer at any time during a given fiscal year, an audit of the books by the auditor or by an auditing committee appointed by the Board of Directors, shall be made before the new Treasurer takes office.

Section 11. Official Material. All Officers shall deliver to their successors all official material in their possession within fifteen (15) days following the December Board meeting.

Section 12. Authority to Bind. Any note, mortgage, evidence of indebtedness, contract or other instrument of writing, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, partnership, limited liability company, association, or corporation, when signed by the President or Vice President and Secretary or Treasurer, of the Corporation, shall be held to have been properly executed for and on behalf of such Corporation.

## ARTICLE 8

### **Committees**

Section 1. Standing Committees. Members of the following standing committees are to be appointed annually by the President. All committees shall be responsible to the Board of Directors.

a. ***Executive Committee.*** This Committee shall consist of the officers of the Corporation and such number of Directors as may be necessary to have a membership of five (5) persons. This Committee shall assist the officers in the formulation of policies between meetings of the Board of Directors.

b. ***Fundraising Committee.*** This Committee shall consist of the Treasurer and such other number of people as may be appointed by the President. This Committee shall recommend to the Board ways for additional fundraising.

c. ***Nominating Committee.*** This Committee shall consist of three (3) Directors to be appointed by the President and shall choose its own chairperson. The Nominating Committee shall be responsible for submitting to the Board of Directors a slate of candidates to fill vacancies on the Board of Directors and a slate of candidates for the offices of the Corporation in January of each year. This Committee shall be responsible for training new Board members as to the work and purpose of the Corporation.

Section 2. **Other Committees.** The President may appoint such regular and ad hoc committees as may be required to fulfill the purposes and objectives of the Corporation. In addition, a majority of the Directors may direct the President to appoint special committees.

Section 3. **Committee Members.** The President may appoint people to the above Committees that are not members of the Board of Directors.

Section 4. **Quorum.** The Quorum for any committee meeting shall be a majority of the committee members on that committee, and decisions must have the support of a majority of the committee members present for such meeting.

## ARTICLE 9

### **Nomination and Election Procedures**

Section 1. **Nomination Procedures.** The Nominating Committee members shall be appointed no later than June and their names published to the Board of Directors. The Board may make suggestions to the President for nominations to any member of the committee. A slate of Officers and Directors shall be recommended to the Board of Directors at the January Board meeting. Nominations for positions to be filled shall be made only after obtaining the consent of the proposed nominee. This shall apply to nominations made on a petition or from the Board of Directors directly.

Section 2. **Election Procedures.** The officers and the Directors of the Corporation to be elected for any given year shall be elected as follows: nominations made by the Nominating Committee, together with nominations for any position submitted on petition of no fewer than three (3) members of the Board of Directors and received by the Nominating Committee on or before November 1, shall be placed on the

ballot which shall be used for election purposes at the January meeting of the Board of Directors. Additional nominations for any position may be made directly by Directors at said meeting.

Section 3. Voting Procedures. Voting may be by ballot, mail, electronic mail, telephone, or any reasonable means determined by the Board of Directors. Elections for Directors need not be by ballot, except upon demand made by a member of the Board at the election or before the voting begins. Each position shall be filled by a vote of the majority of the members of the Board present at the meeting. Ballots shall be tallied by the chairman of the Nominating Committee and results shall be announced immediately.

Section 4. Number of Votes. Every member of the Board of Directors shall be entitled to one (1) vote.

## ARTICLE 10

### **Amendments**

Section 1. Amendment of By-Laws. The members of the Board of Directors shall have the right to amend these By-Laws by a two-thirds (2/3) vote of the Directors who are present in person at any regular or special meeting duly convened. This shall only be after notice to all members of the Board of Directors of the purpose of such meeting in writing thirty (30) days' prior to the date of the regular or special meeting.

## ARTICLE 11

### **Indemnification**

Section 1. Indemnification of Directors, Officers, etc. The Corporation shall indemnify any person who was or is a party or threatened to be made a part of any threatened, pending, or completed action, suit, or proceeding (including the actions by or in light of the Corporation to procure a judgment in its favor), by reason of the fact that he or she 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, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually or reasonably incurred, if such person has been successful in the merits or otherwise in any such action, or upon a determination in the specific case that such indemnification is proper in the circumstances because he or she has met the standard of conduct applicable as set forth in the Pennsylvania Non-Profit Corporation Law. The Corporation may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Pennsylvania law.

## ARTICLE 12

### **Miscellaneous Provisions**

Section 1. Qualifications of Officers and Directors. Officers and members of the Board of Directors shall be adult citizens of the United States of America.

Section 2. Method of Conducting Meetings. Committee and Board of Directors meetings can consist also of electronic mail, telephone conferences, or conferences with similar communications equipment, provided that all persons participating in the meeting can communicate with each other.

Section 3. Official Seal. This Corporation shall have a seal, upon which shall be inscribed the name of the Corporation, the year of its creation, and the words "Corporate Seal, Pennsylvania".