

BYLAWS  
OF  
THE SCARSDALE SCHOOLS EDUCATION FOUNDATION

Adopted on May 16, 2012, by Unanimous Written Consent of Board of Directors

**BYLAWS**  
**OF**  
**THE SCARSDALE SCHOOLS EDUCATION FOUNDATION**

**ARTICLE I**

**NAME**

The name of this organization shall be THE SCARSDALE SCHOOLS EDUCATION FOUNDATION (the "Corporation").

**ARTICLE II**

**LOCATION AND BOOKS**

Section 1. Location. The principal office of the Corporation will be located in the County of Westchester, State of New York, in accordance with a determination made by the Board of Directors.

Section 2. Books. The books of the Corporation will be located at the principal office, and will include the Certificate of Incorporation of the Corporation, Bylaws of the Corporation, Minutes of the meetings of the Board of Directors and a list of the members of the Board of Directors.

**ARTICLE III**

**MEMBERS**

The Corporation shall have no members.

**ARTICLE IV**

**BOARD OF DIRECTORS**

Section 1. Powers and Duties. The Board of Directors shall have general power to manage and control the affairs, business and property of the Corporation, including but not limited to fundraising, grantmaking, finances, investments, projects and contracts. The directors shall act only as a Board of Directors, and the individual directors shall have no such power as individual directors. The Board of Directors shall exercise such management and control in a manner not inconsistent with any applicable Policies of the Scarsdale Union Free School District Board of Education, as amended from time to time, including, but not limited to, Policy No. 1500 (Public Use of School Facilities) and Policy No. 1800 (Gifts to the District or a School). The Board of Directors may appoint, engage and discharge advisors, consultants, employees and other persons to further the purposes of the Corporation, and it may exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in

accordance with the Certificate of Incorporation and these Bylaws, subject to applicable law.

Section 2. Number and Qualifications. The number of directors constituting the entire Board of Directors shall be determined by the Board of Directors but shall not be less than three individuals. Subject to this minimum, the number may be increased or decreased from time to time by resolution of the Board of Directors, but such action shall require a vote of a majority of the entire Board of Directors. No decrease in the number of directors shall shorten the term of office of any incumbent director. Each director shall be at least 18 years of age.

Section 3. Election, Term of Office, Classifications. (a) The initial directors shall be the persons listed in the Certificate of Incorporation and shall serve until the first Annual Meeting of the Board, subject to Section 4 hereof. At the first Annual Meeting of the Board at which the election of directors is in the regular course of business, the directors shall be divided into three classes with each class having as nearly as possible, if not exactly, 1/3 of the total number of directors. The terms of office of the first, second, and third classes shall expire at the first, second, and third Annual Meetings, respectively, following the Annual Meeting at which directors are first designated into classes. (b) At each Annual Meeting after directors are first designated into classes, directors shall be elected for a term of three years to replace those whose terms have expired. Any director elected or appointed to fill an unexpired term shall hold office until the next Annual Meeting at which the election of directors is in the regular order of business and until his successor is elected or qualified. Directors may be elected to any number of terms, but no director shall serve more than two consecutive three-year terms; provided directors in the initial first and second classes may serve two consecutive three-year terms immediately following their initial terms. Where there is an increase in the number of directors, such additional directors shall be designated into the foregoing three classes in a manner to maintain as nearly as possible, if not exactly, the same number of directors in each class, and such additional directors may serve two consecutive three-year terms immediately following their initial terms, but only if their initial terms are less than three years. (c) To become a director, a person shall be nominated by the Board Resource Committee or, in the absence of such committee, by a current director, and shall be elected by a majority vote of all current directors. A director whose term is expiring at any Annual Meeting of the Corporation at which an election of a director is being voted on shall be considered a current director during such meeting, but only if such director whose term is expiring is present at such meeting.

Section 4. Resignation, Removal, and Vacancies. A director may resign at any time. Such resignation shall be made in writing to the Board of Directors, or to the President or the Secretary of the Corporation. Any director may be removed for cause by the vote of a majority of all directors at a regular meeting or a special meeting of the directors called for that purpose, provided that there is a quorum of not less than a

majority present at such meeting. Any resignation shall take effect on the date of receipt of such notice, or at any later date specified therein. The acceptance of a resignation shall not be necessary to make it effective, and resignation shall discharge any accrued obligation of a director. In case of any vacancy in the Board of Directors, whether through death, resignation, removal, or increase in number of directors, a director, other than a director described in Section 5 hereof, may be elected to fill the unexpired portion of the term by a majority vote of the remaining directors.

Section 5. Place of Meetings. The Board of Directors may hold its meetings at such place or places within or without the State of New York as the Board may from time to time determine.

Section 6. Annual Meeting. The Board of Directors of the Corporation shall hold a meeting at least annually. Such Annual Meeting shall be held on such day and at such time and place as the Board of Directors designates. At such meeting the Board shall receive an annual report and transact such other business as may properly come before the Board.

Section 7. Notice of Annual Meeting. Notice of the date, time and place of the Annual Meeting shall be given by mail, telephone, facsimile, electronic mail, or hand delivery to each director, not less than seven nor more than 50 days before such meeting.

Section 8. Regular Meetings and Notice of Regular Meetings. Regular meetings of the Board of Directors shall be held on such day and at such time and place as may be determined by the Board of Directors, and notice of the time and place of holding such regular meeting shall be given by mail, telephone, facsimile, electronic mail, or hand delivery to each director at least 48 hours before the meeting.

Section 9. Special Meetings and Notice of Special Meetings. Special meetings of the Board of Directors may be held at any time and place upon the call in writing of the President or other officer of the Board, or by call of any director upon written demand of not less than one-fifth of the entire Board of Directors. Notice of the time, place and purpose of every special meeting of the Board of Directors shall be given to the directors. Such notice shall be delivered by mail, telephone, facsimile, electronic mail, or hand delivery to each director at least 48 hours before the meeting, unless the meeting must be held within 48 hours due to the urgency of the matter in which case advance notice shall be given as reasonable under the circumstances.

Section 10. Quorum, Voting, and Adjournment of Meetings. (a) Unless a greater proportion is required by law, a quorum for the transaction of business at each meeting of the Board of Directors shall be a majority of the entire number of members of the Board of Directors entitled to vote but not less than two. A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before

the meeting, unless the law, the Certificate of Incorporation of the Corporation, or these Bylaws require or permit a different number. Whether or not there is a quorum at any meeting, a majority of the directors who are present may adjourn the meeting until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally called. (b) The following actions require the affirmative vote of at least two-thirds of the entire Board: (i) a purchase, sale, mortgage, or lease of real property of the Corporation (ii) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation ; or (iii) an alteration of the Certificate of Incorporation or Bylaws of the Corporation that would increase the quorum requirements or vote requirement to greater than a majority of the Board present at the time of the vote.

Section 11. Action of Board of Directors or a Committee by Written Consent or by Means of a Conference Telephone Call. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors or committee. In addition, any one or more members of the Board of Directors or committee thereof may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Waiver of Notice. Whenever any notice of a meeting of the Board of Directors is required to be given by statute, by the Certificate of Incorporation or by these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the meeting, shall be equivalent to the giving of such notice. Presence at any meeting without objection, prior to or at the meeting's commencement, to lack of notice shall also constitute waiver of required notice. Notice need not be given of an adjourned meeting.

## **ARTICLE V**

### **COMMITTEES**

#### Section 1. Standing Committees of the Board of Directors.

a. There shall be an Executive Committee. There may be the following standing committees: a Development Committee, a Grants Distribution Committee, a Finance and Audit Committee, a Board Resource Committee, and such other standing committees that the Board of Directors may establish from time to time by resolution adopted by a majority of the entire Board of Directors. Each standing committee shall consist of three or more directors, and, to the extent provided in the resolution or in these Bylaws, shall have all the authority of the Board of Directors that

lawfully is delegated to such a committee. Except as otherwise provided in these Bylaws or by resolution of the Board of Directors, the Board of Directors shall designate the members of each standing committee at the Annual Meeting of the Board of Directors for one-year terms or until their successors are designated, whichever is later. All committee members shall serve at the pleasure of the Board of Directors.

b. Executive Committee. Each officer of the corporation shall be a member of the Executive Committee, and the President of the Board of Directors shall be the chairperson of the Executive Committee. Other Executive Committee members shall be appointed by the President of the Board of Directors, subject to Board of Directors approval. The Executive Committee may act in between Board meetings to further the business and purposes of the Corporation and consistent with authority delegated to it. The Executive Committee shall have all the authority of the Board, except neither the Executive Committee or any other committee shall have authority as to the following: (i) filling of vacancies of the Board or any committee; (ii) removal of directors; (iii) amendment, repeal or adoption of Bylaws; (iv) amendment or repeal of any Board resolution which by its terms shall not be so amenable or repealable; and (v) fixing of compensation of the Directors for serving on the Board or any committee.

Section 2. Chairperson of Standing Committees. Each standing committee of the Board of Directors shall have a chairperson or co-chairpersons who shall be directors and who shall be designated by the President of the Board of Directors from among that committee's members for one-year terms or until their successors are designated. All committee chairpersons or co-chairpersons shall serve at the pleasure of the Board of Directors.

Section 3. Special Committees of the Board of Directors. The Board of Directors may create such special committees of the Board of Directors as it may deem desirable, which committees shall consist of three or more directors. Such committees shall have only the power specifically delegated to them by the Board of Directors. In each case, the members and a chairperson or co-chairpersons of such committees shall be appointed by the President for such terms as the President shall determine, and shall serve at the pleasure of the President and the Board of Directors.

Section 4. Meetings of the Committees. Such committees of the Board of Directors may make rules for the holding and conduct of their meetings. In the absence of a provision by the Board of Directors or a provision in the rules of the committee to the contrary, a majority of the members of such committee entitled to vote shall constitute a quorum for the transaction of business, and the vote of a majority of the members entitled to vote who are present at a meeting at the time of such vote (if a quorum is then present) or the unanimous written consent of all members thereof entitled to vote shall be the act of such committee.

Section 5. Advisory Committee. The Board of Directors may appoint from time to time any number of persons as advisors of the Corporation to act singly or as part of a committee or committees of the Corporation. Such advisor shall hold office at the pleasure of the Board of Directors.

## **ARTICLE VI**

### **OFFICERS AND AGENTS**

Section 1. Number and Qualifications. The Corporation shall have as officers a President, a Secretary, and a Treasurer, and may have one or more Vice Presidents and such other officers as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that the offices of President and Secretary shall be held by separate persons. The President shall be a member of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected for a one year term at the Annual Meeting of the Board of Directors and, subject to Section 4 of this Article, shall continue in office until his or her respective successor has been elected and qualified. The initial directors shall appoint the initial officers, each of whom shall serve until the first Annual Meeting of the Board of Directors, subject to Section 4 hereof.

Section 3. Other Agents. The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 4. Resignation, Removal, and Vacancies. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent of the Corporation may be removed with or without cause by a vote of the majority of the Board of Directors then in office. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors at a regular or special meeting.

Section 5. President: Powers and Duties. The President shall preside at all meetings of the Board of Directors. The President shall have general supervision of the affairs of the Corporation. The President shall keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of the Corporation. The President shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation all contracts

authorized either generally or specifically by the Board. The President shall perform such other duties as the Board of Directors shall from time to time assign.

Section 6. Vice-President: Powers and Duties. A Vice-President shall have such powers and duties as the Board of Directors may assign. In the absence of the President, a Vice-President, or Vice-Presidents in the order designated by the Board of Directors, shall perform the duties of the President.

Section 7. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings of the Board of Directors, and shall keep or cause to be kept the minutes of all such meetings in the books proper for that purpose. The Secretary shall attend to the giving and serving of all notices of the Corporation. The Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as the Board of Directors shall from time to time assign.

Section 8. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall present annually to the Board of Directors an annual report in accordance with Section 519 of the New York Not-for-Profit Corporation Law as such section may from time to time be amended. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors.

## **ARTICLE VII**

### **COMPENSATION**

No director shall receive any compensation for services as an officer or director, and no advisory committee member shall receive any compensation for services rendered to the Corporation as an advisor, except that the Board of Directors may authorize reimbursement to directors, officers or advisory committee members for actual and necessary expenses incurred on behalf of the Corporation.

## **ARTICLE VIII**

### **FISCAL YEAR**

The Board of Directors shall determine the Corporation's fiscal year.

## ARTICLE IX

### **INDEMNIFICATION AND INSURANCE**

Section 1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 of this Article.

## ARTICLE X

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized or absent other Board approval, no officer, agent, or employee shall have any power or authority to bind the Corporation, whether by any contract, engagement, or otherwise, or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 1 of this Article, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by the Treasurer or such other officer as may be designated by the Board of Directors or the Executive Committee.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other

depositories as the Board of Directors may select and deems proper for the funds of the Corporation.

Section 4. Gifts. The Board of Directors may solicit funds and may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time in such property, real, personal or otherwise, or stocks, bonds, or other securities, as the Board of Directors may deem prudent and consistent with any written investment policy governing such investments.

## ARTICLE XI

### CONFLICTS OF INTEREST

Section 1. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Definitions.

a. Interested Person. Any director, principal officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, a person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.

Section 3. Procedures.

a. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of the financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The President or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with such determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

(1) If the Board of Directors or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records and Proceedings.

The minutes of the Board of Directors and all committees with Board-delegated powers shall contain:

a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board of Directors or of the committee as to whether a conflict of interest in fact existed.

b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board of Directors or of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### Section 6. Annual Statements.

Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement that affirms that such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

### Section 7. Periodic Reviews.

To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### Section 8. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

## **ARTICLE XII**

### **AMENDMENTS**

These Bylaws may be amended by the affirmative vote of a majority of the directors in office at any meeting of the Board of Directors, provided that notice of all proposed amendments has been included in the notice of the meeting.