

By-Laws of the Eagle Foundation

ARTICLE I – OFFICES AND FISCAL YEAR

1. The registered office of the corporation shall be at 6746 Carlisle Pike, Mechanicsburg, Cumberland County, Pennsylvania.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.
3. The fiscal year of the corporation shall begin on the 1st day of January in each year.

ARTICLE II –SEAL

1. The corporation seal shall have inscribed thereon the name “Eagle Foundation”, the year 1996 and the words “Corporate Seal, Pennsylvania”.

Article III – MEMBERS

1. There shall be no members, as such, of the corporation.

Article IV – DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors, not to exceed twenty (20) in number who shall be natural persons of full age and who need not be residents of this Commonwealth.

At all times, the members of the Board shall include one (1) representative from the Board of School Directors of the Cumberland Valley School District, one (1) representative appointed from time to time by the Cumberland Valley Education Association (CVEA), the Superintendent of the Cumberland Valley School District or his/her designee and two (2) representatives from the academic, arts, extracurricular and athletic activities of the Cumberland Valley School District recommended by the Superintendent and the immediate past President of the corporation, for a total of five (5) “Designated Directors” of the total of twenty (20). In the event that the Board of School Directors or the CVEA fails to designate a representative or if any of the Designated Directors fails or refuses to serve, then the seat on the Board otherwise filled by any of the above shall not be limited or qualified by such description or designation and may consist of any person, with or without qualification, as the Board shall decide. Each Designated Director shall serve on an annual basis. The remaining 15 directors shall have two year terms with seven (7) elected during odd numbered years and eight (8) elected during even numbered years. All directors shall serve until his or her successor shall be appointed or elected and shall qualify.

2. The incorporators shall elect the initial Board of Directors of the corporation at the organization meeting.

3. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Article or by these By-Laws directed or required to be exercised or done by any other body.
4. The regular meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting or meetings. An annual meeting of the Board of Directors shall be held within the month of September each year. At which time a Board of Directors and officers shall be elected and other such business as properly brought before the meeting may be conducted. If the annual meeting shall not be held within six months after the designated time, any member of the Board may call such meeting.
5. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least two (2) days prior to the day named for the meeting, unless waived in writing by said director.
6. 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 for all purposes. Each Director shall be entitled to one (1) vote. Any action which may be taken at the meeting of the directors may be taken without a meeting, if a consent or consents in writing, including via electronic mail, setting forth the action so taken shall be provided by 60 % of the directors in office, with such action to be recorded by the Secretary of the corporation.
7. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise only those powers and authority given to it by the Board of Directors, and in no event shall any committee have any power or authority as to the following:
 - (a) The adoption, amendment or repeal of the By-Laws.
 - (b) The amendment or repeal of any resolution of the Board.
 - (c) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.
 - (d) The execution of contracts binding the corporation.
 - (e) The filling of vacancies on the Board;
 - (f) The exercise of any power or authority vested in the Board of Directors by these by-laws or the Nonprofit Corporation Law of 1988.
8. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

9. The Board of Directors shall have the authority to fix the compensation of directors for their services as such, and a director may also be a salaried officer of the corporation.
10. The Board of Directors, by affirmative vote or two-thirds of all the members of the Board, may suspend or expel a member of the Board for cause after an appropriate hearing.
11. The Board of Directors may declare vacant the office of a director if he or she is declared of unsound mind by an order of court or is convicted of a felony, or if within thirty (30) days after notice of his selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-Laws may specify.
12. A director of the corporation shall stand in a fiduciary relation 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 her or she reasonably believes to be in the best interest 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 by any of the following:
 - 1) One or more officers or employees of the corporation who 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 said director does not serve, duly designated in accordance with law, as to matters within its designated authority, which 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 of directors, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees and upon communities in which offices or other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

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 interest of the corporation.

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:

- 1) The director has breached or failed to perform the duties of his or her office under this paragraph.

- 2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this paragraph shall not apply to: (1) The responsibility or liability of a director pursuant to any criminal statute; or (2) the liability of a director for the payment of taxes pursuant to local, state or Federal law.

ARTICLE V – OFFICERS

1. The executive officers of the corporation shall be chosen by the directors, and shall be a President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of two years and until his or her successor is chosen and shall have such authority as shall from time to time be prescribed by resolution of the Board. Any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.
2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any given, of any person so removed.
3. The President shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the directors; he or she shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He or she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He or she 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. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The Secretary shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.
5. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit 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 prior years for 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, and shall render to the President and directors, at the regular meetings of the Board, or

whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer is also authorized to make other expenditures as necessary in addition to budgeted amounts as may be necessary, except that any such amounts in excess of \$500 individually, shall be approved by a quorum of directors at any duly convened meeting of the Board of Directors.

ARTICLE VI – VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies in the Board of Directors, including resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his or her successor is elected by the other members of the Board of Directors.

ARTICLE VII – COMMITTEES

1. The Board shall establish standing committees and special committees as it deems necessary and appropriate to conduct the business and activities of the Foundation.
2. By adopting these By-Laws the Board authorizes the establishment of a committee known as the Alumni Association Committee to form an Alumni Association with the Chair and Vice-Chair of the Committee being members of the Foundation Board and being selected and approved by the Foundation Board. The Alumni Association Committee shall consist of chair persons of sub-committees of the Alumni Association who do not have to be members of the Foundation Board. The chair persons of the subcommittee shall be selected by the Chair and Vice-Chair and shall serve at the discretion of the Chair and Vice-Chair.
 - (a) The Alumni Association Committee shall establish a mission statement for the Alumni Association and shall designate the sub-committees that shall be created to carry out the mission of the Association, such as Membership, Newsletter, Homecoming/activities, Program, Finance.
 - (b) The mission statement and the committee structure of the Alumni Association shall be approved by the Foundation Board.
 - (c) The Alumni Association shall conduct its activities in concert with the Eagle Foundation and shall not engage in activities or programs contrary to the purposes of the Foundation.
 - (d) The Alumni Association shall use the tax exempt status of the Foundation in conducting its financial affairs but shall have a separate accounting system which specifically applies to the income and expenses of the Association. Gifts and programs of the Association shall be funded, however, through the Eagle Foundation. The Alumni Association shall establish its membership fees subject to the approval of the Foundation Board.

ARTICLE VIII – BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate record of the proceedings of the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate register, giving

the names of the members of the Board of Directors, and showing their respective addresses. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at such other location as the Board shall determine.

2. Every member of the Board of Directors shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the register books and records of account, and records of the proceedings of the directors and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Board of Directors. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member of the Board of Directors. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth.

ARTICLE IX – TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors.
2. All checks or demands for money and notes of the corporation shall be signed by such officer(s) or director(s) as the Board of Directors may from time to time designate. All checks in amounts over \$5,000 shall require the signature of two such designated officers or directors.

ARTICLE X – ANNUAL REPORT

1. The President and Treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:
 - (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
 - (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - (c) 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.
 - (d) The expenses 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 or for the corporation.

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

ARTICLE XI – NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his or her address appearing for the purpose of notice. If the notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Whenever any written notice is required to be given under the provisions of the statute or the Articles of By-Laws of this corporation, 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 by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. 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.

ARTICLE XII – INDEMNIFICATION

1. 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, suit or 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 director, officer or representative of the corporation, or is or was serving at the request of the corporation as 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 or her in connection with such action, suit or proceeding if he or she 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 or her 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.
2. Notwithstanding any contrary provision of the Articles or the By-laws, to the extent 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 Paragraph 1, above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
3. Unless ordered by a court, any indemnification under Paragraph 1, 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:

- (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
 - (b) 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.
- 4. 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 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 she is entitled to be indemnified by the corporation as authorized in Paragraphs 1 through 3, above.
- 5. 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.
- 6. The corporation shall have the power to purchase and maintain insurance 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 against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.
- 7. 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 XIII – MISCELLANEOUS PROVISIONS

- 1. One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- 2. Except as otherwise provided in these By-laws, the Board may authorize any officer or officers, agent or agents, to enter into 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.
- 3. 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 depositaries as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time determine.
- 4. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association,

or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (2) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this paragraph.

5. In the event of a sale or dissolution of the Foundation no surplus funds shall be used for private inurement to any person.

ARTICLE XIV – AMENDMENTS

1. By-laws may be adopted, amended or repealed by the vote of members of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.

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