



BY-LAWS OF
CHATHAM EDUCATION FOUNDATION
AS AMENDED OCTOBER 16, 2018

PREFACE

These By-Laws are intended to govern the CHATHAM EDUCATION FOUNDATION (hereinafter referred to as the "Foundation"), a New Jersey not-for-profit corporation organized under Title 15A of the revised statutes of the State of New Jersey.

ARTICLE I
REGISTERED OFFICE AND AGENT

1.01 Registered Office and Agent The Foundation will continuously maintain a registered office in the State of New Jersey and a registered agent whose office is located at such registered office.

ARTICLE II
MISSION

2.01 Mission - Chatham Education Foundation's mission is to support educational excellence in the School District of the Chathams through parent and community donations.

ARTICLE III
MEMBERSHIP AND ANNUAL MEETING

3.01 Membership – The Foundation shall have non-voting members, designated as Volunteers. Volunteers shall be appointed at the Annual Meeting of the Foundation and the list of Volunteers may be revised at Regular meetings of the board of Trustees.

3.02 Annual Meeting – The annual meeting of the Foundation shall be held during the month of March upon not less than ten (10) days written notice. The purpose of the annual meeting shall be the election of Trustees and Officers.

3.03 Quorum – The presence at the annual meeting of the Foundation in person of a majority of the Board of Trustees shall constitute a quorum for the purposes of conducting business at such meeting.

ARTICLE IV
BOARD OF TRUSTEES

4.01 Number of Trustees, Qualifications and Terms of Office – The Board of Trustees shall consist of between twelve (12) and twenty-five (25) members. Trustees shall be elected by the Board at the Annual Meeting of the Foundation and shall hold the office of trustee for a term of three (3) years, or until the Annual Meeting following expiration of the term at which such trustee's successor shall be elected. Trustees may elect to renew for one or more additional two (2) year term(s), or other term(s) approved by the Board of Trustees.

Trustees shall be vested with voting privileges. Only Trustees shall be entitled to hold office. The Board of Trustees shall be vested with full power to administer the affairs of the Foundation. The Board of Trustees shall have the power to authorize the disbursement of the funds of the Foundation in such amounts and for such purposes as it may deem best, in accordance with the mission and rules of its Certificate of Incorporation and policies approved by the Board of Trustees. The Board of Trustees may appoint Volunteers to assist in the affairs of the Foundation. Volunteers may be invited to attend Regular meetings and Committee meetings. Volunteers shall not have voting rights.

4.02 Regular Meetings – A Regular meeting of the Board shall be held without notice immediately following and in the same place as the annual meeting of the Foundation for the purpose of and conducting such business of the Foundation as may come before the meeting. Additional regular meetings shall be held with notice to all members of the Board as to the time and place of the meeting and the business to be brought before the Board. The President and/or Executive Committee shall have the power to schedule the regular meetings of the Board of Trustees.

4.03 Action Without A Meeting – The Board may act without a meeting if, prior to such action, a majority of Board members consents in writing, including by email, to the action. All such written consents shall be filed with the Secretary of the Foundation.

4.04 Quorum – The presence in person of a majority of the Board shall constitute a quorum for the transaction of business of the Board.

4.05 Vacancies in Board – Any vacancies in the Board and any vacancies caused by an increase in the number of Trustees pursuant to a duly adopted resolution of the Board, shall be filled by the affirmative vote by all of the remaining Trustees present, even though less than a quorum of the Board, or by the sole remaining Trustee.

4.06 Resignation/Removal – Any Trustee may resign at any time. Such resignation shall be made in writing including email, addressed to the Executive Committee, and shall take effect at the time specified therein. A two-thirds (2/3) majority of the Board present at a regular meeting may remove an Officer or Trustee from the Board with or without cause.

ARTICLE V WAIVER OF NOTICE

5.01 Any notice required by these By-Laws, the Certificate of Incorporation or by New Jersey statutes may be waived in writing including email by any person entitled to notice. The waiver may be executed either before or after the event with respect to which notice is waived. Each Trustee attending the meeting without protesting the lack of proper notice shall be deemed conclusively to have waived such notice of meeting.

ARTICLE VI OFFICERS

6.01 Officers – The Officers of the Foundation shall be members of the Board of Trustees, shall consist of a President, Vice President, Treasurer, Secretary, and shall make up the Executive Committee of the Board of Trustees. The Board of Trustees may appoint additional Officers or Executive Committee Members at the Annual Meeting. Additional Executive Committee Members may also be appointed at a regular monthly meeting. The Executive Committee of the Board of Trustees shall have emergency powers to act in the interim between meetings of the Board of Trustees. Any action taken and resolutions adopted by the Executive Committee shall be submitted for ratification at the next Board of Trustees meeting. All action taken and resolutions adopted by the Executive Committee shall be subject to revision or alteration by the Board of Trustees.

6.02 Election – The Officers, including the President, Vice President, Treasurer and Secretary, shall be elected immediately following the election of Trustees at the Annual Meeting of the Foundation. One person may hold two (2) or more offices.

6.03 Term of Office - The President, Vice President, Treasurer, Secretary shall be elected to serve for a term of one (1) year, and shall be eligible for reelection to that office.

6.04 Duties and Authority of President – The President shall, subject to the authority of the Board, and in accordance with policies and procedures, have general charge and supervision over and responsibility for the affairs of the Foundation. The President may enter into and execute in the name of the Foundation agreements or other instruments in the course of affairs of the Foundation, and such other instruments which are authorized by the Board. The President, along with the Treasurer, shall have check signing authority.

6.05 Duties and Authority of Vice President – A Vice President shall stand in the place and stead of the President at the request of the President or when he/she is unwilling or unable to perform his/her duties. In the absence of a Vice President, the President may request another officer to stand in his/her place and stead when he/she is unwilling or unable to perform his/her duties.

6.06 Duties and Authority of Treasurer – The Treasurer shall have custody of the funds of the Foundation, shall cause to be kept regular books of the Foundation, and shall perform such other duties and possess such other powers as are incident to that office and as shall be assigned by the President or by the Board. The Treasurer shall also prepare or cause to be prepared annual tax return filings.

6.07 Duties and Authority of Secretary – The Secretary shall keep or cause to be kept minutes of meetings of the Foundation and of the Board. The Secretary shall preserve the minutes of the Foundation in accordance with the records retention and destruction policy.

ARTICLE VII AMENDMENTS TO AND EFFECT OF BY-LAWS: TAXABLE YEAR

7.01 Force and Effect of By-Laws – These By-Laws are subject to the provisions of the New Jersey Not-For-Profit Corporation Act and the Foundation’s Certificate of Incorporation, as amended from time to time. In the event that any provisions of the within By-Laws are

inconsistent with the provisions of that Act or the Certificate of Incorporation, the provisions of that Act or the Certificate of Incorporation shall govern.

7.02 Amendment to By-Laws – These By-Laws may be altered, amended or repealed by the Board by an affirmative vote of two-thirds (2/3) of those present at a regular meeting.

7.03 The Taxable Year – The taxable year of the Foundation shall end on the 30th day of June each year.

ARTICLE VIII PURPOSES and DISSOLUTION

8.01 Purposes –The Board shall operate in accordance with the Certificate of Incorporation of the Foundation. Any proposed distribution of charitable grants or gifts shall be approved by the Board by an affirmative vote of two-thirds (2/3) of those present. Foundation grants and gifts to the School District of the Chathams shall be submitted for approval to the Board of Education.

8.02 Dissolution – The Foundation shall exist perpetually. In the event of the dissolution of the Foundation, the assets of the Foundation shall be distributed for one or more exempt purpose of Section 501(c)(3) of the Internal Revenue Code or 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.

ARTICLE IX MISCELLANEOUS

9.01 Accounts –The Board shall determine the banks or other financial institutions where accounts of the Foundation shall be maintained and the persons authorized to access those accounts.

9.02 Limitation of Liability and Indemnification – Neither the Board, as a whole, nor any of its Trustees or agents shall be liable for losses due to any action or inaction except to the extent of direct losses resulting solely from the bad faith, willful misconduct, malfeasance, or fraud of the Board, its Trustee(s), or its agents, respectively, in the performance of their duties, roles, or obligations as a member or agent of the Board. To the maximum extent permitted by law, the Foundation shall indemnify and hold harmless the Board, the Trustees, and their agents from and against any losses (including legal fees and costs to enforce this provision) that they suffer, incur, or pay as result of any third party claim, except to the extent of losses resulting solely from the bad faith, willful misconduct, malfeasance, or fraud of the Board, its Trustee(s), or its agents, respectively, in the performance of their duties, roles or obligations as a member or agent of the Board.

The foregoing amended bylaws were adopted by unanimous approval of the Board of Trustees and certified by the Secretary of the Chatham Education Foundation at the meeting held on October 16, 2018.

Cheryl Whitney (Secretary)

Amanda Feeman (President)