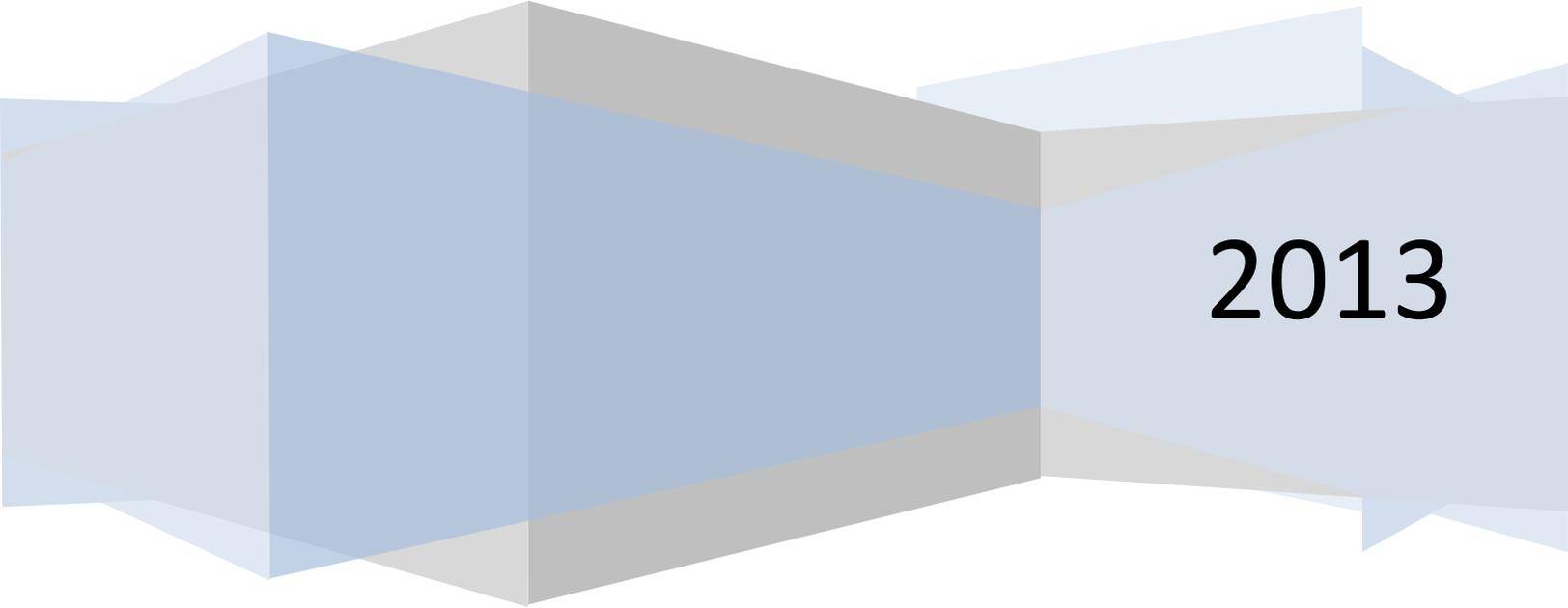


Bylaws of The Westfall Education Foundation



2013

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**BYLAWS OF
THE WESTFALL EDUCATION FOUNDATION**

Article I. ORGANIZATION

Section 1.01 Name

The name of this organization is the Westfall Education Foundation.

Section 1.02 Location

The post office address of the Westfall Education Foundation is:

The Westfall Education Foundation
19463 Pherson Pike
Williamsport, Ohio 43164

Section 1.03 Statement of Purposes and Goals

The purpose of the Westfall Education Foundation is to support the development and implementation of school improvement initiatives, model programs, award grants and scholarships, and leverage community resources to support, strengthen, and improve public education in the Westfall Local Schools. The Foundation will provide residents of the district, the extended Westfall Local Schools community, and others the opportunity to partner with the Westfall Local Schools Board of Education and the Westfall Local Schools in a common goal of improving public education. The outcome of this collaboration will be high quality educational initiatives designed to meet the needs of Westfall Local Schools' students, as identified by the school district and the individual schools.

The Westfall Education foundation exists as a separately incorporated, charitable organization. As a public charity, all contributions to the Foundation under section 501(c) (3) of the internal revenue code of 1986, as amended (the code), will receive the maximum tax deduction allowed by law.

As an independent entity, it will enhance the existing educational programs of the Westfall Local Schools. The Westfall Local Schools Board of Education shall not use the funds received by the Foundation to supplant any part of the regular operating budget.

Section 1.04 Nondiscrimination Statement

The Westfall Education Foundation and/or its duly authorized agents and bodies shall not discriminate against any individual group for reasons of race, color, creed, sex, age, culture, national origin, religion, marital status, or physical capability.

Section 1.05 Political Activity Statement

The foundation shall not engage in prohibited political activity within the meaning of section 501(h) of the code. The Foundation 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.

Section 1.06 Restrictions

No part of the assets of the Westfall Education Foundation shall be used for the benefit of, or be distributed to its members, or other private persons. The name of the foundation, or the names of any members in their official foundation capacities, shall not be used to endorse or promote a commercial concern.

Section 1.07 Goals

All money accumulated in the Foundation will be used to enrich the curriculum and provide for other needs to improve the quality of learning so every student can reach his or her potential. However, the Westfall Local Schools Board of Education is the responsible overseer of public education in the community. As such, both entities will work cooperatively.

The goals of the Westfall Education Foundation shall include but not be limited to the following:

- To serve as a community wide vehicle for education and academic awareness;
- To encourage teachers, staff, and students through mini grants and or matching programs to seek classroom solutions and enrich curriculum through innovation, research, professional growth, and supporting materials;
- To seed new ideas and approaches to teaching that support a sense of community with staff and demonstrate potential widespread application across the school system;
- To provide a vehicle for the Westfall Local Schools residents and other contributors to give money to support long-term capital, building, facility, and equipment needs;
- To support programs to encourage and increase the involvement of parents and community members in the Westfall Local Schools.
- To endow selected special programs and or district initiatives outside of the realm of normal funding such as school trips, enrichment programs, fine arts programming or summer programming;
- To endow opportunities for professional development activities for teachers and other personnel;
- To develop service learning opportunities to encourage and increase involvement of students in the Westfall Local Schools;
- To endow and administer scholarship awards for graduating seniors and other students.

Section 1.08 Statements

(a) The Westfall Education Foundation

The Westfall Education Foundation was founded in 2006 to enhance the educational programs of the Westfall Local Schools. It supports innovative programs, partnerships, and collaborations to improve the quality of education for all children in the Westfall Local Schools. The Foundation works with, but is independent of, the Westfall Local Schools.

The mission of the Westfall Education Foundation is to empower student achievement to build a strong community.

(b) Westfall Local Schools

The Westfall Local School District was established in 1964 and covers 216 square miles over Pickaway and Madison Counties in the central portion of the state of Ohio. While the school district's territory does encompass a small portion of Madison County, over 99 percent of the school district's assessed valuation is located within Pickaway County.

Article II. COMPOSITION OF THE BOARD OF DIRECTORS

Section 2.01 General Powers

The Board of Directors shall manage the business and the affairs of the Westfall Education Foundation.

Section 2.02 Appointment

All members of the Board of Directors will be elected and or appointed by a simple majority of the Board of Directors at a meeting at which a quorum is present.

Section 2.03 Composition

The Board of Directors shall be composed of not less than nine (9) members plus the Superintendent of schools and Westfall Board of Education representative who will serve in ex-officio capacities. Each officer shall hold office until his/her death, resignation, retirement, removal, disqualification or his/her successor has been elected.

The Board of Directors will strive to maintain representation for all with members consisting of community members, Westfall employees, Westfall students, and Westfall Alumni.

Section 2.04 Ex Officio Members

The Superintendent of schools and representative appointed by the Westfall Board of Education may serve in ex-officio capacities. The Westfall Board of Education may serve in ex-officio

capacities. The Westfall Education Foundation Board of Directors may appoint other persons as ex-officio members. Ex-officio members shall be entitled to notice of meetings and related business, to be present in person, to present matters of consideration and to take part in consideration of any business by the Board of Directors at any meeting thereof, but which ex-officio members shall not be counted for purposes of a quorum or for purposes of voting. The term of such appointment shall be for such time, as the Board of Directors shall designate.

Section 2.05 Emeritus Members

The Board of Directors may appoint one or more persons as Emeritus Members. The appointment as Emeritus Member shall be for life, unless otherwise provided in appointment by the Board. Emeritus Members may be invited to attend meetings of the Board and to take part in consideration of any business by the Board of Directors, but they shall not be counted for purpose of a quorum or for purposes of voting.

Section 2.06 Resignation and Removal

Any Director may resign at any time by giving written notice to the chair of the board, and unless otherwise specified, such resignation shall be effective upon delivery to the Chair of the Board.

Any director may be removed at any time with or without cause by the vote of two-thirds of Directors at a meeting in which the full board is present.

Section 2.07 Vacancies

Any vacancy occurring in the elected Directors may be filled by the affirmative vote of the majority of the remaining directors even though less than a quorum or by the sole remaining director. A director elected or appointed to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 2.08 Compensation

Directors shall serve without compensation. The board of Directors may not compensate Directors for their services as such by resolution may provide for the payment of any or all expenses incurred by the Director in attending regular and special meetings of the Board of Directors.

Section 2.09 Conflict of Interest

Upon or before election, hiring or appointment, all members of the Westfall Education Foundation Board of Directors or any of its Committees will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated as appropriate.

No member of the Westfall Education Foundation Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Westfall Education foundation. Each individual shall disclose to the Board any personal interest that he or she may have in any matter pending before the Foundation and shall refrain from participation in any decision on such matter.

Any contact between a Board member and the public could be perceived as representing the Foundation. Therefore, all members of the Westfall Education foundation Board of Directors, and any of its Committees shall be mindful of this fact, even when the contact does not take place in the normal course of business.

Board members of the Westfall Education Foundation will not accept gifts, gratuities, loans, or other preferential treatment or favors from any organization or individual who has, or seeks to have, a business relationship or is/would be eligible to apply to the Foundation for grants. Any offers of a gift, a trip, a gratuity, etc. from a current or potential business source or grant recipient are to be refused and reported.

However, Board members may in the conduct of normal business relationships, be the recipients of hospitality in the form of meals, refreshments, or other social amenities provided such are not extravagant and are within general community norms for non-profit business socialization

Article III. MEETINGS OF THE BOARD OF DIRECTORS

Section 3.01 Annual Meetings

An annual meeting of the Board of Directors shall be held in the first quarter of the year – No later than March 1 – to conduct any business of the board of Directors may specify. Special meetings may be called by any member of the Board of Directors as needed.

Section 3.02 Time and Location

Meetings may be held at any time and place convenient to the Board of Directors and members. Normally such meeting will be held within the boundaries of the Westfall Local Schools district.

Section 3.03 Notice of Meeting

Written notice of the time and place of each meeting shall be given to each Director either by personal delivery, mail, telegram, fax or e-mail at least seven days before each meeting.

Notice of the time, place, and purpose of any meeting may be waived either before or after the holding of such meeting by any member of the Board of Directors and shall be recorded upon the records of such meeting.

Section 3.04 Meeting Schedule

The board of Directors shall establish the annual meeting schedule at the annual meeting.

Section 3.05 Special meetings

Special Meetings of the Board of Directors may be called by the Chair or any three Directors. Written notice of the time and place of special meetings shall be given to each Director either by personal delivery, mail, telegram, fax or e-mail at least seven (7) days before each meeting.

Section 3.06 Quorum

A majority of members of the Board of Directors must be present in order to constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 3.07 Manner of Acting

Except as otherwise provided in these bylaws, the act of the majority of the members, shall be an act of the Board of Directors. If only a quorum is present at a meeting, then two-thirds majority of vote of all members at such meeting is necessary to authorize any Board action.

Section 3.08 Proxy Voting

Members may appoint a proxy, written or electronically, to cast their votes on any matter. Proxy votes shall be in writing, delivered to the Chair of the Board, and may not be sent by a representative.

Section 3.09 Actions Without a Meeting

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting in a unanimous consent in writing, setting forth the action so taken, shall be signed by each of the members.

Section 3.10 Presumption of Assent

A Director of the Board who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her contrary vote is recorded or his/her dissent is otherwise entered in the minutes of the meeting or unless he/she shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director show voted in favor of such action.

Section 3.11 Order of Business

The order of business at any meeting of the board of Directors shall be determined by the officer of the Board acting as chair of such meeting unless otherwise determined by a vote of the majority of the members present and entitled to vote at such meeting.

Article IV. Officers

Section 4.01 Officers

The officers of the Board of Directors shall include a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary. In the event of a vacancy, the Board of Directors will appoint a successor for the remaining term.

Section 4.02 Tenure of Office

The officers of the Foundation, will be elected annually or until their successors are duly appointed by the Board of directors. Upon recommendation, an officer may serve an additional one 1 year term in that or another office. Any officer may be removed, with or without cause, by vote of two-thirds of Directors at a meeting in which the full board is present.

Section 4.03 Bonds

The Board of Directors by resolution may require any officer, agent or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or position.

Section 4.04 Duties of Officers

(a) Chair

The Chair shall be the chief executive officer of the Board and shall call and preside at all meetings. The Chair shall provide leadership to the Board and its other committees, work closely with other officers in carrying out approved programs and policies, and maintain communications to ensure proper evaluation of performance. The Chair shall have such other authorities and duties as are delegated by the Code of Regulations or as may be delegated from time to time by the Board.

(b) Vice Chair

The Vice Chair shall, in the absence of the Chair, perform the duties of the Chair and while so acting, the Vice Chair shall have all powers and authorities of, and shall be subject to the restrictions upon, the Chair. The Vice Chair shall have such other authorities and duties as are delegated by the Chair or maybe delegated from time to tome by the Board or Chair.

(c) Treasurer

The Treasurer shall have supervision of all funds of the Foundation. The Treasurer shall have such other authorities and duties as are delegated by the code of Regulations or as may be delegated from time to time by the Board or the Chair.

(d) Secretary

The Secretary shall take or cause to be taken minutes of all meetings of the Board of Directors. The Secretary shall be the custodian of all records and reports of the Board. The Secretary shall have such other authorities and duties as are delegated by the Code of Regulations or as may be delegated from time to by the Board or the Chair.

Article V. COMMITTEES

Section 5.01 Composition

The Board of Directors may, by resolution, designate an Executive committee and/or one or more other ad hoc committee, each of which shall consist of not less than three (3) members, which ad hoc committee shall have and exercise the authority of the Board of Directors to the extent provided in such resolution. The designation of such ad hoc committee and the delegation thereto of such authority shall not operate to relieve the Board of Directors, or any individual member, of any responsibility imposed by law. Each ad hoc committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board of Directors and shall be subject to the control and direction on the Board of Directors. The Board of Directors may not delegate to each such ad hoc committee any of the authority of the Board of Directors for filling vacancies on the Board of Directors or in any other committee. The Board of Directors may designate any individual to serve on an ad hoc committee.

The Standing committees of the Board are:

Finance/Budget Committee

Grants/ Scholarship committee

Executive Committee

Development Committee

Special Projects Committee

Field of Dreams Committee

Fundraising Committee

Article VI. AMENDMENT AND REVIEW

Section 6.01 Amendment

The By Laws may be amended, or new Regulations may be adopted, at regular, annual, or special meetings of the members of the Board of Directors by a two-thirds majority vote of all members of the Board. Written notice of the proposed amendment shall be given to each Advisory Board member either by personal delivery, mail, telegram, fax, or e-mail at least thirty (30) days prior to any action on the proposed amendment.

Section 6.02 Periodic Review

A special committee appointed by the Chair of the Board of Directors shall review the By Laws periodically. The committee shall recommend revisions as are considered necessary.

Article VII. CONTRACTS, LOANS, CHECKS DEPOSITS AND GIFTS

Section 7.01 Contracts

The Board of Directors may authorize by resolution, any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general confined to specific instances.

Section 7.02 Loans

No Loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.03 Checks and Drafts

All Checks and drafts or other orders for the payment of money, issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation as to be determined by resolution of the Board of Directors. In absence of such resolution, such instruments shall be signed by the treasurer and countersigned by the Chair or designated member of the Foundation.

Section 7.04 Deposits

All funds of the Foundation not otherwise employed shall be deposited in such depositories as adopted by the Board of Directors.

Section 7.05 Gifts

The Board of Directors may accept, on behalf of the Foundation, any contribution, gift, bequest, or devise for their general purpose or for any special purposes of the Foundation. The Board of Directors may also decline to accept any gift to the Foundation.

Article VIII. DISSOLUTION

Section 8.01 Distribution Upon Dissolution

The decision to dissolve the Foundation must be approved by the unanimous vote of all members of the Board of Directors. Upon dissolution, all of the Foundation's assets shall, after all of its liabilities and obligations have been discharged, be distributed to the Pickaway County Community Foundation to support charitable needs within the Westfall Local School District, or shall be conveyed to such an organization(s) within the boundaries of the Westfall Local School District which promotes the general purpose for which the Foundation was formed, as designed by a majority vote of the Directors holding office, provided that such an organization(s) qualifies as an exempt organization(s) under Section 501 (c) (3) of the Code or like designation at the time of dissolution and distribution.

Article IX. MISCELLANOUS

Section 9.01 Fiscal Year

The Fiscal year of the Foundation shall be fixed by the Board of Directors. September 1 – August 30 Tax Year

Section 9.02 Required Records

The officers, agents, and employees of the Westfall Education foundation shall maintain such books, records, and counts of the Foundation's business and affairs as required by the laws of the State of Ohio. The Foundation shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the Foundation shall be at all time, during reasonable business hours, be subject to inspection by any Director. The articles of incorporation and the bylaws of the

Foundation shall be available for inspection by any member the principal office of the Foundation.

Article X. IDEMNIFICATION

Section 10.01 Indemnification

Any person who at any time serves or has served as a director, officer, employee or agent of the Foundation or in such capacity by resolution of the Board of Directors for any other corporation, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the Foundation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Board of Directors of the Foundation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Foundation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of this bylaw.

Section 10.02 Insurance

The Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation director, officer employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

Adopted: _____