

1 **BY-LAWS**  
2 **OF**  
3 **THE EDMONT SCHOOL FOUNDATION, INC.**

4  
5 **As amended through October 13<sup>th</sup>, 2016**

6  
7 **ARTICLE I**  
8 **NAME AND OBJECT OF CORPORATION**  
9

10 1.1 Name: The name of the Corporation is The Edgemont School Foundation, Inc  
11 (herein after the "Corporation"). The name "The Foundation" may be used for marketing  
12 purposes.  
13

14 1.2 Object and Purpose: The objects and purposes of the Foundation shall be to ensure  
15 and enhance the value of an Edgemont education by awarding grants that fund projects and  
16 programs that benefit Edgemont's schools and students.  
17

18 1.3 Members: The Corporation shall have no members.  
19

20 **ARTICLE II**  
21 **BOARD OF DIRECTORS**  
22

23 2.1 Powers: The business, property and affairs of the Corporation shall be managed by  
24 the Board of Directors. The directors shall act only as a Board of Directors, and the individual  
25 directors shall have no power as such. Each director shall, upon election, immediately enter upon  
26 performance of his/her duties and shall continue in office until resignation, the expiry of his/her  
27 term or until his/her successor has been duly elected and qualified.  
28

29 2.2 Qualifications: Each director shall be at least eighteen years of age and shall have  
30 such other qualifications as may be prescribed by the Certificate of Incorporation or these By-  
31 Laws.  
32

33 2.3 Number: The number of directors of the Corporation shall be not less than three nor  
34 more than twenty individuals, as fixed by the Board from time to time. The initial three Directors  
35 shall consist of three persons designated in the Certificate of Incorporation. The Board of  
36 Directors shall at all times include the Superintendent of the Edgemont Union Free School  
37 District, who shall serve on an ex officio basis, and no less than one member of the Edgemont  
38 Union Free School District Board of Education, which member shall be designated from time to  
39 time by the Edgemont Union Free School District Board of Education.  
40

41 2.4 Term: Each elected member shall serve as a Director of the Board for a term of three  
42 years. The tenure of the Board shall be staggered into three classes: Class I, Class II, and Class  
43 III so that all Directors will not have their Board membership expiring simultaneously. If,  
44 immediately following the nomination and election of the Board of Directors, the terms of office  
45 are not sufficiently staggered the Board shall amend the terms of Directors as necessary and  
46 confirmed by a majority vote of the Board present such that at least one Director shall have terms

47 of three years, at least one Director shall have terms of only two years and at least one Director  
48 shall have a term of only one year. The number of directors shall be apportioned among the  
49 classes so as to maintain the classes as nearly equal in number as possible. There shall be no term  
50 limits.

51  
52 2.5: Election: At each annual meeting, the Nominating Committee shall nominate  
53 candidates for election as Directors and, by a plurality of the votes cast, the Board shall elect  
54 such directors from among those nominated as it shall determine and the directors chosen to  
55 succeed those whose terms are expiring shall be identified as being of the same class as the  
56 directors whom they succeed.

57  
58 2.6 Expectations: Elected directors are expected to attend 60% the regularly scheduled  
59 meetings of the Board and cooperate in promoting the objects and purposes of the Corporation.  
60 Additionally, elected directors are expected to serve on at least one committee and attend a  
61 majority of the regularly scheduled committee meetings. Elected Directors are also expected to  
62 make a gift each year they are on the Board of Directors.

63  
64 2.7 Annual Meetings: The annual meeting of the Board of Directors shall be held on the  
65 second Wednesday in June or at such other time as may be fixed by the Board of Directors. All  
66 meetings of the directors shall be held in a public facility of the Edgemont Union Free School  
67 District.

68  
69 2.8 Annual Report: At each annual meeting of the Board of Directors, the Chairman and  
70 Treasurer shall present an annual report showing in appropriate detail the following:

- 71 1. The assets and liabilities, including the trust funds, of the Corporation as of the  
72 end of a twelve month fiscal period terminating not more than six months prior to  
73 such meeting;
- 74 2. The principal changes in assets and liabilities, including trust funds, during such  
75 fiscal period;
- 76 3. The revenue or receipts of the Corporation, both unrestricted and restricted to  
77 particular purposes, during such fiscal period; and
- 78 4. The expenses or disbursements of the Corporation, for both general and restricted  
79 purposes, during such fiscal period.

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

81  
82 2.9 Notice of Regular Meetings: Prior to the start of the fall, a complete schedule of  
83 meetings for the coming school year shall be distributed to the Board of Directors. Subsequently,  
84 reasonable efforts shall be made for written notice of all meetings, stating the place, date, hour  
85 and the purpose of the meeting sent by electronic mail no less than two days before such date.  
86 Also included in the notice shall be the minutes from the prior meeting. Email communication  
87 should be considered written communication herein these Bylaws and any non-email  
88 communication must be sent or delivered sufficiently before the proposed meeting or action to be  
89 effective notice.

90  
91 2.10 Special Meetings: Special meetings of the Board may be called at any time by the  
92 Chairman or by one-third of the Directors entitled to vote thereat who shall demand in writing

93 via email the call of a special meeting specifying the date and month thereof, which shall not be  
94 less than three days nor more than twenty days from the date of the written demand via email.  
95 The Secretary of the Corporation, upon receiving the written demand, shall promptly give notice  
96 via email of such meeting, or if he/she fails to do so within five days thereafter, any Director  
97 signing such demand may give such notice. The notice of a special meeting shall in all instances  
98 state the purpose or purposes for which the meeting is called; and, at any such meeting, only  
99 such business may be transacted which is related to the purpose or purposes set forth in the  
100 notice. The meeting shall be held in a public facility of the Edgemont Union Free School  
101 District.

102  
103 2.11 Quorum: A majority of the Directors entitled to vote shall constitute a quorum for  
104 the transaction of business or of any specified item of business. A majority of the directors  
105 present, whether or not a quorum is present, may adjourn any meeting.

106  
107 2.12 Action By the Board of Directors: Except as otherwise provided in Sections 2.13  
108 and 2.14 of these By-Laws, any reference in these By-Laws to action to be taken by the Board of  
109 Directors shall mean such action at a meeting of the Board of Directors. Except as otherwise  
110 expressly required by law or by these By-Laws, the vote of a majority of the directors present at  
111 the time of the vote who are entitled to vote, if a quorum is present at such time, shall be the act  
112 of the Board of Directors. In any case in which a director is entitled to vote, he/she shall have no  
113 more than, and no less than, one vote; provided, however, that the Superintendent of the  
114 Edgemont Union Free School District, serving on an ex-officio basis, shall not be entitled to any  
115 vote on any matter before the Board of Directors. Notwithstanding a proposal to make a grant  
116 representing more than \$50,000 shall not be voted upon by the Board of Directors nor effective  
117 unless such proposal shall have been considered and discussed by the Board of Directors at two  
118 consecutive meetings of the Board of Directors at each of which a quorum was present and at  
119 least two weeks shall have elapsed between such meetings unless a shorter period is sought  
120 under article 2.10.

121  
122 2.13 Newly Created Directorships and Vacancies: Both newly created directorships  
123 resulting from an increase in the number of directors and vacancies among the directors for any  
124 reason may be filled at any meeting of the Board of Directors by the vote of a majority of the  
125 directors then in office and entitled to vote thereon. A director elected by the Board to fill a  
126 vacancy shall serve until the next election of directors and thereafter until his/her successor has  
127 been duly elected and qualified.

128  
129 2.14 Removal of Directors: Except as otherwise provided by law, any director may be  
130 removed for cause by vote of the Board of Directors provided there is a majority of the entire  
131 Board of Directors at the meeting at which such action is taken. As used in these By-Laws,  
132 "entire Board of Directors" means the total of directors entitled to vote which the Corporation  
133 would have if there were no vacancies on the Board of Directors.

134  
135 2.15 Action by the Board of Directors Without a Meeting: Any action required or  
136 permitted to be taken by the Board of Directors or any standing committee thereof may be taken  
137 without a meeting if all members of the Board of Directors or of the standing committee consent  
138 via email to the adoption of a resolution authorizing the action. The resolutions and written

139 consents thereto shall be filed with the minutes of the proceedings of the Board of Directors or  
140 the committee.

141  
142 2.16 Telephonic Meetings: Any one or more members of the Board of Directors or any  
143 committee thereof may participate in a meeting of the Board of Directors or such committee by  
144 means of a conference telephone or similar communication equipment allowing all persons  
145 participating in the meeting to hear each other at the same time. Participation by such means  
146 shall constitute presence in person at a meeting.

147  
148 **ARTICLE III**  
149 **POWERS OF THE BOARD**

150  
151 3.1 Control and Supervision: The Board shall have control and supervision of all the  
152 affairs and property of the Corporation, including, but not limited to, finances, investments,  
153 projects, programs and fund-raising activities; shall exercise such control and supervision in a  
154 manner not inconsistent with the objects and purposes of the Corporation and the Certificate of  
155 Incorporation, shall make grants for the benefit of the Edgemont community, shall authorize all  
156 contracts of the Corporation and supervise the allocation of all its funds and property; shall fill  
157 all vacancies among the officers of the Corporation; and may remove from office, with or  
158 without cause, any officer.

159  
160 3.2 Annual Budget: The Board shall adopt the annual budget of the Corporation and shall  
161 specify the terms and conditions upon which the principal funds, income, and other property of  
162 the Corporation shall be invested or used, subject to and in accordance with these By-Laws and  
163 the provisions of the Certificate of Incorporation.

164  
165 3.3 Solicitation of Contributions: The Board may solicit funds. In connection with any  
166 such solicitation, the Board shall have authority to make available to all contributors the  
167 Certificate of Incorporation and these By-Laws, or excerpts thereof showing the rights and  
168 powers of the Board with respect to funds so solicited.

169  
170 In any taxable year in which the Corporation is a private foundation as described in  
171 Internal Revenue Code Section 509(a), the Corporation shall distribute its income for each  
172 taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the  
173 Code as amended, and the Corporation shall not (a) engage in any act of self-dealing as defined  
174 in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section  
175 4943(c) of the Code; (c) make any investments in such manner as to subject the Corporation to  
176 tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section  
177 4945(d) of the Code.

178  
179 **ARTICLE IV**  
180 **OFFICERS**

181  
182 4.1 Officers: At each annual meeting, the Board of Directors may elect, by a plurality of  
183 the votes cast for each office, a Chairman of the Board of Directors, a Secretary, a Treasurer, and  
184 such other officers or assistant officers as it may determine. The election or appointment of an

185 officer shall not of itself create contract rights. In the event that the Board shall elect Co-  
186 Chairmen, then, for the purpose of these By-laws, all references herein to the office of Chairman  
187 shall be deemed likewise to refer to such Co-Chairmen.  
188

189 4.2 Chairman: The Chairman shall be elected from among the members of the Board of  
190 Directors. The Chairman shall be the chief executive officer of the Corporation and shall have  
191 general supervision over the affairs of the Corporation, subject, however, to the control of the  
192 Board of Directors. Unless otherwise provided by these By-Laws, he/she shall appoint the  
193 members of all special committees, with the consent of the Board of Directors. He/she shall  
194 advise and counsel and perform such other duties as may from time to time be assigned to  
195 him/her by the Board of Directors. In general, the Chairman shall perform all the duties incident  
196 to the office of the chief executive officer of a not-for-profit corporation and such other duties as  
197 are provided for in these By-Laws or as from time to time may be assigned to the Chairman by  
198 the Board of Directors, except those duties of the Secretary of the Corporation or of any other  
199 officer corresponding thereto.  
200

201 4.3 Treasurer: If the Chairman is absent or if there is a vacancy in the office of the  
202 Chairman, then the Treasurer, or in the absence of such Treasurer, then the elected directors in  
203 order of seniority, shall perform all the duties of the Chairman and in so acting shall have all the  
204 powers of; and be subject to all the restrictions upon, the Chairman. The Treasurer shall collect  
205 and keep an account of all monies received and expended for the use of the Corporation; shall  
206 deposit or cause to be deposited sums received by the Corporation in the name of the  
207 Corporation in such depositories as shall be approved by the Board of Directors, at least one of  
208 which shall be located in the State of New York; shall make reports of the finances of the  
209 Corporation when called upon by the Chairman; shall disburse funds of the Corporation as  
210 directed by the Board; and shall cause to be kept under his or her supervision an adequate set of  
211 records in which, in accordance with customary accounting practices, all the financial  
212 transactions of the Corporation shall be promptly recorded. The Treasurer shall present at the  
213 annual meeting of the Board a report in accordance with Section 519 of the Not-for-Profit  
214 Corporation Law of the State of New York, as such section may from time to time be amended.  
215 The Treasurer shall also make from time to time during the year, as requested by the Board,  
216 interim reports to the Board on the financial transactions and condition of the Corporation and  
217 shall perform such other duties as the Board may prescribe. The funds, books and vouchers in the  
218 hands of the Treasurer shall at all times be subject to the inspection, supervision and control of  
219 the Board of Directors and the Chairman, and, at the expiration of the Treasurer's term of office,  
220 the Treasurer shall turn over to any successor Treasurer all funds, books, vouchers and other  
221 properties of the Corporation in the Treasurer's possession.  
222

223 4.4 Secretary: The Secretary shall act as secretary of all meetings of the Board of  
224 Directors, and shall keep the minutes thereof in the proper book or books to be provided for that  
225 purpose. The Secretary shall see that all notices required to be given by the Corporation are duly  
226 given, including, but not limited to, notices of all meetings of the Board. The Secretary shall  
227 have charge of the books, records and papers of the Corporation except as otherwise provided for  
228 in these By-Laws. The Secretary shall regularly check the Corporation mailbox, see that the  
229 reports, statements and other documents required by law are properly kept and filed in a shared  
230 electronic folder accessible by the Board of Directors, shall keep the seal of the Corporation, and

231 when directed to do so by the Board, shall affix the seal to instruments executed on behalf of the  
232 Corporation. The Secretary shall be the keeper of the bylaws and also keep a historical list of  
233 Directors and their respective classes. The Secretary shall perform such other duties as may from  
234 time to time be assigned to the Secretary by the Board of Directors or by the Chairman.

235  
236 4.5 Term: Each officer of the Corporation shall hold office in accordance with this  
237 Article IV, and until the next annual meeting or until death, resignation or removal, or until  
238 his/her successor shall be elected and shall qualify, whichever first occurs. Any officer may be  
239 re-elected provided, however that no Chairman may serve for more than five consecutive years  
240 in that same office from this date hereafter.

241  
242 4.6 Removal: Any officer may be removed by the Board of Directors, either with or  
243 without cause. Removal of an officer without cause shall be without prejudice to his/her contract  
244 rights, if any.

245  
246 4.7 Resignations: Any officer may resign at any time, orally or in writing, by notifying  
247 the Board of Directors. Such resignation shall take effect at the time therein specified and, unless  
248 otherwise specified therein, the acceptance of such resignation shall not be necessary to make it  
249 effective.

250  
251 4.8 Vacancies: A vacancy in the office of any officer caused by death, resignation,  
252 removal or other cause shall be filled for the unexpired portion of the term by a plurality of the  
253 votes cast by the directors at any regular or special meeting.

254  
255 **ARTICLE V**  
256 **STANDING COMMITTEES**  
257

258 5.1 Standing Committees of Directors: (a) The Board of Directors, by resolution adopted  
259 by a majority of the entire Board of Directors at each Annual Meeting, shall designate from  
260 among its members the following standing committees: a Development Committee, a  
261 Nominating Committee, a Grants and Finance Committee, a Operations Committee, and other  
262 standing committees as determined from time to time by the Board of Directors, each such  
263 committee consisting of no fewer than three or more members selected by the Board of  
264 Directors, and each of which, to the extent provided in the resolution, shall have all the authority  
265 of the Board of Directors, except that no such committee shall have authority as to the following  
266 matters:

- 267 (1) the removal of directors;  
268 (2) the filling of vacancies in the Board of Directors or on any committee;  
269 (3) the amendment or repeal of the By-Laws or the adoption of new By-Laws;  
270 (4) the amendment or repeal of any resolution of the Board of Directors which, by its  
271 terms, shall not be so amendable or repealable.

272 (b) Members of all committees shall serve, during the fiscal year in which elected, at the  
273 pleasure of the Board of Directors. The chairperson of each committee shall be appointed by the  
274 Chairman of the Corporation, with the consent of the Board of Directors, at the annual meeting  
275 of the Corporation and hold office in accordance with this Article IV, and until the next annual

276 meeting or until death, resignation or removal, or until his/her successor shall be elected and  
277 shall qualify, whichever first occurs.

278 (c) The Development Committee shall distribute an annual solicitation to, among others,  
279 the residents of the Edgemont Union Free School District, manage the Alumni Walkway, and  
280 oversee any other fund-raising activity, including but not limited to events and online campaigns.

281 (d) The Nominating Committee shall identify, cultivate and recruit new Directors to serve  
282 on the Corporation Board of Directors.

283 (e) The Grants and Finance Committee shall review all grant requests submitted to the  
284 Corporation and report to the Board of Directors on their review within 60 days of receipt of the  
285 grant application. The committee shall also manage the Corporation assets and direct the  
286 Corporation investment strategy.

287 (f) The Operations Committee shall manage the donor database and the Corporation  
288 website and social media accounts. It shall see that all donations made to the Corporation are  
289 properly logged into the database and that all donors are properly acknowledged for their gifts.  
290 Each new quarter the operations committee shall distribute a list of new donors and their gift  
291 amount since the prior meeting for review and use by the Board of the Directors. The Chairman  
292 shall also make available from time to time during the year, as requested by the Board, lists of  
293 historical donor information or other information stored in the database.

294 (g) The Board of Directors may designate one or more directors as alternate members of  
295 any such committee, who may replace any absent member or members at any meeting of such  
296 committee.

297 (h) The Board of Directors may create such special committees as it may deem desirable.  
298 The members of such committees shall be appointed by the Chairman of the Corporation, with  
299 the consent of the Board of Directors. Special committees shall have only the powers specifically  
300 delegated to them by the Board of Directors and in no case shall have powers which are not  
301 authorized for standing committees.

302  
303 5.2 Organization; Meetings of Committees: The Secretary shall be a member of the  
304 Operations Committee. The Treasurer shall be a member of the Grants and Finance Committee,  
305 as long as there is no professional conflict of interest. All committees may adopt rules governing  
306 the time of, the method of calling or holding their meetings, and the conduct of their affairs. All  
307 committees shall keep a record of their acts and proceedings and shall report thereon to the  
308 Board of Directors.

309  
310 5.3 Quorum and Manner of Acting: A majority of the voting members of a committee  
311 shall constitute a quorum for the transaction of business, and the act of a majority of those  
312 present at a meeting at which a quorum is present and entitled to vote thereon shall be the act of  
313 the committee. Except as otherwise provided in Sections 2.15 and 2.16 of these By-Laws, the  
314 members of a committee shall act only as a committee.

315

316

317

318

**ARTICLE VI**  
**CONTRACTS: GRANTS**

319

320 6.1 Contracts: Except as otherwise provided by law, the Board of Directors may, prospectively or retroactively, authorize the Chairman and Secretary, or, prospectively, authorize

321 any other officers or agents of the Corporation, in the name and on behalf of the Corporation, to  
322 enter into any contract. Any such authority may be general or confined to specific instances.  
323

324 6.2 Signatory: All checks, notes, drafts, acceptances, or contracts of the Corporation may  
325 be signed or endorsed by one or more officers or other agents of the Corporation as the Board  
326 may designate from time to time. Additionally, if a check is for an amount in excess of \$10,000,  
327 than it must be signed or endorsed by two or more officers of the Corporation.  
328

329 6.3 Grants: In October of each year, the Corporation will request that the Board of  
330 Education provide the Corporation with a list of priority interest areas for projects to be  
331 considered by the Corporation as funding targets. In the fall of each year the Corporation will  
332 begin a grant cycle during which any member of the Edgemont community may propose one or  
333 more projects for funding consideration. Subject to the approval of the Board of Directors of the  
334 Corporation, the Grants and Finance Committee of the Corporation's Board of Directors shall  
335 recommend which of such projects will receive funds from the Corporation, based on such  
336 criteria as Board of Education priorities, available funds, and such other factors as the  
337 Corporation deems relevant and appropriate; provided that no funds for a project shall be  
338 distributed by the Corporation prior to the approval of funding of such project by the Board of  
339 Education.  
340

341 **ARTICLE VII**  
342 **COMPENSATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**  
343

344 7.1 Compensation of Directors and Officers: No compensation shall be paid by the  
345 Corporation to any director or officer for services as such.  
346

347 7.2 Indemnification of Directors and Officers: The Corporation shall, to the fullest extent  
348 permitted by Article 7 of the New York Not-For-Profit Corporation Law, as the same may be  
349 amended and supplemented, indemnify any and all persons whom it shall have power to  
350 indemnify under said Article from and against any and all of the expenses, liabilities, or other  
351 matters referred to in or covered by said Article, and the indemnification provided herein shall  
352 not be deemed exclusive of any other rights to which any person may be entitled under the  
353 Certificate of Incorporation, resolution of directors, agreement or otherwise, as permitted by said  
354 Article, as to action in any capacity in which he/she served at the request of the Corporation.  
355

356 **ARTICLE VIII**  
357 **BOOKS AND RECORDS**  
358

359 8.1 Where Books are Kept: Correct and complete books and records of account and  
360 minutes of the proceedings of the Board of Directors and each committee of the Board shall be  
361 kept at the principal office of the Corporation. Additionally records of accounts and minutes of  
362 the proceedings of the Board of Directors and each committee of the Board shall be stored on a  
363 shared electronic folder accessible by all the members of the Board of Directors.  
364

365 **ARTICLE IV**  
366 **ANNUAL AUDIT**



367  
368 9.1 Audit: The Corporation's books of account shall be audited annually, at the cost of the  
369 Corporation.

370  
371 **ARTICLE X**  
372 **FISCAL YEAR**

373  
374 10.1 Fiscal Year: The fiscal year of the Corporation shall be July 1 through June 30

375  
376 **ARTICLE XI**  
377 **CORPORATE SEAL**

378  
379 11.1 Corporate Seal: The Board of Directors may adopt a Corporate Seal, alter such seal  
380 at its pleasure and authorize it to be used by causing a facsimile to be affixed or impressed or  
381 reproduced in any other manner.

382  
383 **ARTICLE XII**  
384 **OFFICE**

385  
386 12.1 Office: The office of the Corporation shall be located in the State of New York,  
387 County of Westchester, at such address as may from time to time be fixed by the Board of  
388 Directors.

389  
390 **ARTICLE XIII**  
391 **USE OF NAME**

392  
393 13.1 Use of Name: All uses of the name "The Edgemont School Foundation, Inc." or  
394 "The Foundation" or "ESF" by third parties for any purpose shall be subject to prior written  
395 approval by the Corporation. All approved uses of the name shall be subject to a written  
396 agreement between the Corporation and the party involved. The Corporation actively shall  
397 endeavor to prevent unauthorized use of its name by third parties who fail to obtain approval. In  
398 the event of unauthorized use of the name, the Corporation shall take such steps as it deems  
399 necessary to obtain compliance with these provisions, including the payment of damages when  
400 deemed appropriate by the Board.

401  
402 **ARTICLE XIV**  
403 **AMENDMENTS**

404  
405 14. 1 Amendments: These By-Laws or any one or more of the provisions thereof may, at  
406 any annual, regular or special meeting of the Board of Directors, be amended by changing,  
407 altering, suspending, supplementing or repealing the same; provided, however, that (a) no By-  
408 Law by which more than a majority vote shall be required for any specified action by the Board  
409 of Directors shall be amended, changed, altered, suspended, supplemented or removed by a  
410 smaller vote than that required for action thereunder, and (b) unless required by law, Section 7.2  
411 of these By-laws may be amended only on the approval of three-quarters or more of the current  
412 appointed Board.