

BY-LAWS
SHAMOKIN AREA HIGH SCHOOL ALUMNI EDUCATIONAL FUND

ARTICLE 1
NAME, SEAL AND OFFICES

1. **Name.** The name of this corporation is the Shamokin Area High School Alumni Association Educational Fund.
2. **Seal.** The seal of the corporation shall be circular in form and shall bear the words Shamokin Area High School Alumni Educational Fund and, in the center of the words and figures, 1959 Pennsylvania. The Board of Trustees may change the form of the seal or the inscription thereon at pleasure.
3. **Offices.** The registered office of the corporation shall be Shamokin Area High School, 2000 West State Street, Coal Township, Pennsylvania 17866.

ARTICLE II
MEMBERS AND MEETINGS OF MEMBERS

1. **Membership.** The membership of this corporation shall consist of members of the Shamokin Area High School Alumni Association.
2. **Rights of Members.** The voting rights of the membership shall be limited to the election of the Board of Trustees and to other matters brought before the membership pursuant to a resolution adopted by the Board of Trustees. The right of a member to vote on matters herein enumerated, and all of his or her right, title and interest in or to the corporation shall cease at the termination of his or her membership in the Shamokin Area High School Alumni Association or upon his or her written resignation from this corporation duly presented to the Secretary of the corporation. No member shall be entitled to share in the distribution of the corporate assets upon dissolution of the corporation.
3. **Annual Meeting of Members.** Except as hereinafter provided, the Annual Meeting of the Members of the Corporation shall be held at the same time and place as the Annual Meeting (Reunion) of the Shamokin Area High School Alumni Association. Notice of the Annual Meeting of this corporation shall be given to the members by inclusion of a written notice in the annual mailing and notice sent by the Shamokin Area High School Alumni Association to its members. If it is not possible to so include notice of the Annual Meeting in said Alumni Association mailing and notice, notice of the Annual Meeting of the members of this corporation shall be given in the same manner for giving of notice of Special Meetings of Members (Section 4, below). If it is not possible to hold the Annual Meeting of Members of this corporation at the same time and place as the Annual Meeting of the Shamokin Area High School Alumni Association or if such Association shall fail to hold an annual meeting, the Annual Meeting of the members of this corporation shall be held at such time and place as shall be approved by the Board of Trustees of this corporation with notice to the members being

given in the same manner as for giving of notice of Special Meetings of Members (Section 4, below).

4. **Special Meetings of Members.** Special Meetings of the members may be called at any time by the President and must be called by the President or Secretary upon receipt of the written request of ten (10) members of the corporation. Notice of such Special Meeting of the Members (or notice of the Annual Meeting under the special circumstances described in Section 3, above) shall be by publication in a newspaper of general circulation in the Shamokin Area at least five (5) days prior to such meeting with such notice specifying the general nature of the business to be transacted.

5. **Quorum.** Fifteen (15) members shall constitute a quorum at the Annual Meeting or duly called Special Meeting of the members of the corporation.

6. **Voting.** At every meeting of members, each member present shall be entitled to one (1) vote. Proxies shall not be allowed.

7. **Compensation.** Members shall receive no compensation for their services.

ARTICLE III TRUSTEES

1. **Purpose and Number.** The business and property of the corporation shall be controlled and managed by a Board of Trustees consisting of fifteen (15) persons, all of whom shall be members of the corporation.

2. **Election.** The Trustees shall be elected by the members of the corporation at the annual meeting of said members. Prior to said annual meeting, the President shall appoint a nominating committee and this committee shall recommend to the members a slate of candidates to fill the positions on the Board of Trustees which are properly up for election.

3. **Term.** Three (3) Trustees shall be elected each year and shall serve a term of five (5) years or until his or her successor is duly elected.

4. **Resignation.** A Trustee may resign at any time by giving written notice of such resignation to the Board of Trustees.

5. **Vacancies.** Any vacancy in the Board of Trustees occurring during the period between the Annual Meetings of the members of the Corporation may be filled by a majority vote of the Board of Trustees made at any duly called meeting of said Board. Any Trustee so elected by the Board of Trustees, shall hold office until the next succeeding Annual Meeting of the members of the corporation. At such annual meeting of the members, an election will be held for a Trustee to fill the remaining unexpired portion of the term for that position.

6. **Annual Meeting.** As soon as possible after the Annual Meeting of the members of the corporation, the duly elected Trustees shall meet at such time and

place as they by resolution shall designate, for the purpose of organization, election of officers, and the transaction of other proper business. Notice of the meeting shall be as provided in this Article.

7. **Special Meetings.** Special meetings of the Board of Trustees may be called by the President or Vice-President and must be called by either of them on the written request of any member of the Board. All special meetings shall be deemed to be called for general purposes even though a specific agenda is provided.

8. **Notice of Meetings.** Notice of all meetings of the Board of Trustees shall be given by mailing the same to the residence address of each trustee at least three (3) days prior to the meeting, but such notice may be waived by any Trustee. Any business may be transacted at any meeting of the Board of Trustees. At any meeting at which every Trustee shall be present, even though without any notice or waiver thereof, any business may be transacted.

9. **Chairperson.** At all meetings of the Board of Trustees, the President, Vice President, or in their absence, a chairperson chosen by the Trustees present, shall preside.

10. **Quorum.** At all meetings of the Board of Trustees, the presence of eight of the duly elected members of the Board shall constitute a quorum. The act of a majority of the Trustees present at which there is a quorum shall be the act of the Board of Trustees (including the filing of a vacancy on the Board) except as may be otherwise specifically provided by statute or by these by-laws.

11. **Conflicts.** No Trustee may vote on any matter in which he or she may have a financial interest.

12. **Compensation.** The members of the Board of Trustees shall not receive any compensation for their services.

13. **Powers.** All of the corporate powers, except as are otherwise provided for in these by-laws and in the laws of the Commonwealth of Pennsylvania, shall be and are hereby vested in and shall be exercised by the Board of Trustees. The Board of Trustees may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

14. **Removal.** Any Trustee, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objective, or for refusal or inability to render reasonable assistance in carrying out its purposes, may be removed from office by the affirmative vote of two thirds (2/3) of the remaining duly-elected members of the Board of Trustees. Any such Trustee proposed to be removed shall be entitled to at least five (5) days written notice of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting but shall not be entitled to vote on the issue. The notice required by this section shall be sent to the said Trustee's residence address by United States First Class Mail.

ARTICLE IV OFFICERS

1. **Number.** The officers of the corporation shall be the President, the Vice President, Secretary, Treasurer, and such other offices with such powers and duties not inconsistent with these by-laws as may be appointed and determined by the Board of Trustees. Any two (2) offices, except those of the President and Vice President, may be held by the same person.

2. **Election, Term of Office and Qualifications.** The officers shall be elected bi-annually by the Board of Trustees from among their number in odd numbered years at the first meeting of the board of trustees after the annual meeting of members of the corporation and shall hold office for a term of two (2) years or until his or her successor is duly qualified. No individual shall hold the office of President for more than two (2) successive two-year terms.

3. **Vacancies.** In case any office of the corporation becomes vacant by death,, resignation, retirement, disqualification, or any other cause, the majority of the Trustees attending a duly-called special meeting shall elect a member of the Board of Trustees to fill such vacancy, and the officer so elected shall hold office and serve until the next succeeding time for election of officers as set forth in Paragraph 2 above, and until the election and qualification of his or her successor.

4. **President.** The President shall preside at all meetings of members and of the board of trustees. The President shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him or her by the board of trustees.

5. **Vice President.** At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law and the Vice President shall have such other powers as the Board of Trustees may determine, and shall perform such other duties as may be assigned to him or her by the Board of Trustees.

6. **Secretary.** The Secretary shall have charge of such books, documents, and papers as the Board of Trustees may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board of Trustees and members of the corporation. The Secretary shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, and such book shall be open for inspection as prescribed by law. The Secretary may sign with the President or Vice President, in the name and on behalf of the corporation, any contracts or agreements authorized by the board of trustees, and when so authorized or ordered by the Board of Trustees, the Secretary may affix the seal of the corporation. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned to him or her by the Board of Trustees. The Secretary shall notify the proper

officer or committee of the Shamokin Area Alumni Association of the vacancies on the Board of Trustees which are to be filled by election to be held at the Annual Meeting.

7. **Treasurer.** The Treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Trustees. The Treasurer may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Trustees may require. When necessary or proper, the Treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Trustees may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Trustees, the Treasurer shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Trustees or by these by-laws to some other officer or agent of the corporation. The treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation

8. **Salaries.** The officers of the corporation shall serve without salary or other compensation.

9. **Removal.** Any officer may be removed from office by the affirmative vote of at least ten (10) Trustees present at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the board of trustees at such meeting.

ARTICLE V AGENTS AND REPRESENTATIVES

The Board of Trustees may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Trustees may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.

ARTICLE VI CONTRACTS

The Board of Trustees, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver and instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Trustees, no officer, agent, or employee shall have any power or authority to bind the

corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VII VOTING UPON STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Trustees, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Trustees may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall commence January 1 of each year and end December 31 each year.

ARTICLE IX PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, trustee, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over to such eleemosynary institutions upon such terms and conditions and in such amounts and proportions as the Board of Trustees may impose and determine, to be used by such eleemosynary institutions receiving the same for such similar or kindred purposes as are set forth in the certificate of incorporation of the corporation and any and all amendments thereto.

ARTICLE X INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the

class of investments which a trustee is or may hereafter be permitted by law to make or any similar restrictions.

ARTICLE XI PURPOSES

1. The purposes of the corporation are to create a fund to be raised by contributions for the purpose of awarding scholarships in institutions of higher learning to graduates of Shamokin Area High School and to administer any other scholarship or award funds for the benefit of graduates of Shamokin Area High School (or its successor by whatever name or designation the same might have).

2. In carrying out the general purposes of the corporation, the secretary shall set up a fund to be known as the Shamokin Area High School Alumni Association Educational Scholarship Fund. Contributions to the corporation for that fund and contributions without designation shall be placed in this fund. The secretary may set up such other funds as necessary to administer contributions which are made for a specific purpose other than the general Educational Scholarship Fund.

3. **Scholarship Fund.** There shall be awarded annually to graduates of the Shamokin Area High School such scholarships as the Board of Trustees may designate from time to time, to be used by the winners of competitive testing toward their tuition fees in institutions of higher learning. The term "institutions of higher learning" shall be defined by an appropriate resolution of the Board of Trustees. The Board of Trustees shall adopt rules and regulations governing the holding of the competitive testing and the eligibility of candidates therefor.

4. **Trustee.** The Board of Trustees shall have the power in accordance with the Nonprofit Corporation Law of Pennsylvania to transfer any part of its property or assets, in trust, to a corporate trustee which shall be a bank and trust company or a trust company, incorporated under the laws of Pennsylvania, or a national banking institution duly organized and having its principal office in Pennsylvania and to authorize such corporate trustees to invest and reinvest property and assets, subject to same powers, restrictions, and obligations with respect to investment or reinvestment of such property and assets as are applicable to the corporation, and to pay over the net from income therefrom to this corporation at least semi-annually or at more frequent intervals if so agreed: provided, however, that such transfer, in trust, may at any time be revoked by action of the Board of Trustees.

ARTICLE XII AMENDMENTS

1. **By Trustees.** The Board of Trustees shall have power to make, alter, amend and repeal the bylaws of the corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular or special meeting, except as otherwise provided by law. All by-laws made by the Board of Trustees may be altered, amended, or repealed by the members.

2. **By Members**. The by-laws may be altered, amended, or repealed at any meeting of members of the corporation by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

APPROVED at a special meeting of the Board of Trustees of the Shamokin Area High School Alumni Association Educational Fund held March 7, 2011.