

## **By-Laws of The PSADA Foundation, Inc.**

### Article I - Name of Foundation

The Foundation shall be known as The Pennsylvania State Athletic Directors Association Foundation (hereinafter referred to as the “Foundation”).

### Article II – Purpose

The purpose of the Foundation is to pursue resources and revenue streams to expand and fund educational services in support of the Pennsylvania State Athletic Directors Association (hereinafter referred to as the “Association”), and the Association’s members.

### Article III – Members

There shall be no members of the Foundation.

### Article IV – Directors

Section 1. The business and affairs of this Foundation shall be managed by its Board of Directors, not to exceed twenty (20) in number and who shall be a resident of this Commonwealth.

Section 2. The composition of the Board of Directors shall consist of the executive board of the Association and all past-presidents who are active members of the executive council.

Section 3. The regular meetings of the Board of Directors shall be held in conjunction with the scheduled meetings of the PSADA Executive Council.

Section 4. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business. Each Director shall be entitled to one (1) vote.

Section 5. The Board of Directors shall, by affirmative vote or two-thirds vote, after due notice to all Directors, remove any Director for misconduct, malfeasance in office, or for other good reason.

Section 6. The Board of Directors may establish one or more committees to consist of one or more Directors of the Foundation. Any such committee shall have and may exercise only those powers and authority given to it by the Board of Directors. Each committee of the Board shall serve at the pleasure of the Board.

Section 7. No Director shall receive, directly or indirectly any compensation for his or her services as Director. The Board may authorize reimbursement for reasonable expenses incurred by Board members, in connection with attendance at Board meetings.

Section 8. The term of office and election and/or appointment of Board members shall follow the succession of officers within the PSADA organization in accordance to its constitution and by-laws.

#### Article V - Officers

Section 1. The officers of the Foundation shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer, and such other officers as the board of Directors may from time to time appoint.

Section 2. The officers of the Foundation shall be elected every two (2) years by the Board of Directors at the regular annual summer meeting. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified, and each shall be eligible to succeed himself or herself in office.

Section 3. The Chairman shall preside at all meetings of the Board; he or she shall have active management of the affairs of the Foundation; subject to the control of the Board of Directors. The Chairman shall serve as an ex-officio member of all committees, and shall have such other duties as may be prescribed by the Board.

Section 4. In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman. The Vice-Chairman shall have such other power and duties as may be assigned by the Board.

Section 5. The Secretary shall attend all Board meetings and record all votes, minutes and proceedings of each meeting. The Secretary shall keep current records of the names, mailing addresses, e-mail addresses and telephone numbers of all Directors. The Secretary shall perform such other duties as may be prescribed by the Board or Chairman, under whose supervision he or she shall be.

Section 6. The Treasurer shall have custody of the Foundation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation, and shall keep the moneys of the Foundation in a separate account to the credit of the Foundation. The Treasurer shall cause the funds of the Foundation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursement and shall render the Chairman and the Board of Directors whenever requested, an account of all transactions as Treasurer and of the financial condition of the Foundation. The Treasurer shall perform all duties and have all powers incident to the office of Treasurer and shall perform such duties and other powers as may from time to time be assigned by the By-Laws, by the Board of Directors.

Section 7. Any officer may be removed at any time for cause by a three-fourths vote of all Directors then in office.

Section 8. Any vacancy occurring in any office of the Foundation shall be filled by the Board of Directors.

#### Article VI – Executive Director

The Executive Director of the Association shall serve as Executive Director of the Foundation. The Executive Director shall carry out the day to day activities of the Foundation.

#### Article VII – Committees

Section 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. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. Committee members need not be members of the Board of Directors.

##### Section 2. Standing Committees

- A. Allocation Committee: This committee shall be responsible for establishing a priority list of needs, based on the strategic plan, for the association which the Foundation could support.
- B. Governance Committee: This committee shall be constantly involved in the recruitment of qualified individuals and the review of personnel needs for all aspects of the Foundation. A Finance and Audit section must insure that all reporting requirements are met and published in the Annual Report.
- C. Fund Development Committees shall consist of the following:
  - 1. Traditional Fund Raising Committee shall be responsible for giving campaign, endowments and grants.
  - 2. Corporate and Community Business Committee shall have strong community and business relationships and shall be responsible for special events, golf tournaments, soliciting “in-kind” services and developing community partnerships.
  - 3. Public Relations Committee shall creatively promote, communicate, market, and improve the image of the PSADA Foundation within the member schools, districts and strategic alliances.
  - 4. Information and Technology Committee shall have excellent computer skills to manage information technology, database, donor giving records, web-site design and management.

Section 3. Each committee shall be made up of at least three (3) Board of Directors of the Foundation and shall make annual and other reports as directed by the Board.

#### Article VIII– Transaction of Business

Section 1. All documents, instruments or writings of any nature shall be signed by the Chairman in his capacity as Chairman, and shall be verified or otherwise attested by the Secretary.

Section 2. All notes, endorsements, acceptances and all written securities of the Foundation shall be signed by the Chairman and by the Treasurer in such manner as the Board of Directors may from time to time determine. All checks and drafts on accounts and transfer of funds of the Foundation shall be signed by the Chairman and by the Treasurer.

#### Article IX – General Provisions

Section 1. The Foundation shall have a corporate seal, which shall be used in the execution of the Foundation instruments, documents and other writings. The seal shall be circular in shape with the name of the Foundation, and the year of incorporation on the outside and the word Seal in the center.

Section 2. The fiscal year of the Foundation shall begin July 1 and shall end June 30 of each year.

Section 3. The books of the Foundation shall be audited annually by an independent public accountant. Copies of each annual audit shall be filed with the Foundation’s Board of Directors.

Section 4. The Treasurer shall be bonded annually throughout his term as Treasurer, and bond shall be in an amount set by the Board, exceeding the total value of funds controlled by the Treasurer during the next fiscal year.

Section 5. The Board of Directors may provide liability insurance for all Directors and Officers of the Foundation. It is the purpose of this Section to insure directors and officers from pecuniary loss for carrying out their duties and responsibilities as assigned by the Board.

Section 6. Robert’s Rule of Order shall be observed for all matters of business conducted by the Board.

Section 7. The Chairman shall furnish a written report annually to all Directors of the Foundation.

Section 8. The provisions of the Pennsylvania Non-Corporation Law shall be applied for the purpose of governing the actions of this Foundation.

#### Article X – Gifts and Donations

Section 1. Any gift or donation made to the Foundation, from any person, business or corporation, may be designated for a particular program or activity which is currently being carried on by the Foundation such as student leadership training, student-athlete scholarships, coaching education instructor training, coaching education, urban/rural outreach programs for athletic directors, new athletic director mentorship programs, and leadership training courses for new athletic directors. Any designated gift, if accepted by the Foundation, shall be used only for the purposes for which it has been designated. The Board is empowered to reject any gift which it deems inappropriate.

Section 2. Any gift or donation received by the Foundation which is not designated for a particular purpose, shall be used by the Foundation in such manner as the Board deems best.

Section 3. The assets of this non-profit Foundation are irrevocably dedicated to the educational purposes of the Pennsylvania State Athletic Directors Association. No part of the net earnings, or assets of this Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or trustee of this Foundation. On liquidation or dissolution, all assets and obligations shall be distributed and paid over to an organization dedicated to educational purposes, providing that the organization continues to be dedicated to the exempt purposes, specified in the Internal Revenue Code Section 501(C)3.

#### Article XI – Amendments

Section 1. These By-Laws and the Articles of Incorporation of the Foundation may be amended or repealed, or new By-Laws may be adopted , by an affirmative vote of two-thirds of all persons then serving on the Board of Directors, provided that notice of the intention to amend, repeal or make addition to the Articles or By-Laws is contained in the notice of the meeting.