

WTEF BYLAWS

ARTICLE 1 - NAMEThe name of this organization shall be The Washington Township Education Foundation, Inc., located in Gloucester County, New Jersey, a non-profit corporation. The principal office of the Corporation shall be located within the Township of Washington, Gloucester County, New Jersey.[top of page](#)

ARTICLE 2 - PURPOSEThe purpose of the Foundation shall be:

to serve as a non-profit organization operated exclusively for the charitable and educational purposes in order to secure and distribute contributions from individuals, corporations, and foundations for the ultimate benefit of the students in the Washington Township Public Schools; to carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes, without limitation, except such limitations, if any, imposed upon the use of such property, or any portion thereof, by the donor, the Certificate of Incorporation, or any other limitation prescribed by law, provided that (a) no activity shall be such as is not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding provision of the Internal Revenue Code, or as deductible under Section 170(c)(2) of such Code; (b) the foundation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for political office; and (c) no part of the net earnings of the Foundation shall go inure to the benefit of any member, Trustee or private individual.[top of page](#)

ARTICLE 3 - MEMBERS**Section 1 - Designation of Members**Membership in the Foundation shall be limited to those persons constituting the Board of Trustees of the Foundation at any given time.

Section 2 - Other Classes of MembersThe Trustees may establish, change or abolish one or more other classes of members who shall have no voting power in the Corporation, but who may have other privileges of membership on such terms and conditions as the Trustees may determine.[top of page](#)

ARTICLE 4 - BOARD OF TRUSTEES**Section 1 - Authority**All corporate powers of the Foundation shall be exercised by or under the authority of the Board of Trustees described in N.J.S.A. 15:1-7. The Board of Trustees shall have the authority:

to elect new members of the Board; to elect a President, one or more Vice-Presidents, one or more Secretaries and a Treasurer, all of whom will be elected at the Annual Corporate Meeting of the Foundation, to serve a term of one year or until a successor is selected.

to contract and pay for services of consultants, lawyers, auditors, appraisers and other such experts as may be required at any time.

to rent space when needed and as may be appropriate for Foundation use.

to decide on appropriate methods to be used to achieve the purposes of the Foundation.

to decide whether or not to accept restricted or designated gifts and to decide under what conditions such gifts shall be accepted, while maintaining consistency with Foundation purposes, objectives and intentions.

to pay all reasonable expenses in connection with securing contributions, grants, endowments, etc.

to maintain a checking account to pay Foundation expenses, the size of which shall be determined by the Board.

when necessary, to set up special checking accounts for fund raising events that require large expense payments and to turn over to the approved depository the net profits of the events.

No Trustee shall have the authority to bind or speak on behalf of the Board of Trustees, without specific authorization by the Board.**Section 2 - Number, Term of Office, Election and Qualifications**The number of Trustees shall be not less than three (3) members and not more than twenty five (25) members, with the exact number to be fixed within said limits by the Board of Trustees from time to time. The Trustees shall be elected at the Annual Meeting. The Trustees shall be divided by lot into two (2) classes, each class to serve two (2) years, and one (1) year respectively, from time of such election or until their successors are duly elected and qualified. Any Trustee may succeed himself. The Trustees thereafter elected shall serve for terms of two (2) years. Elected Trustees shall not include members of the Board of Education of the Washington Township School District, Gloucester County. Employees of the Board of Education may serve as Elected Trustees of the Washington Township Education Foundation, provided that no more than 15% of the elected Trustees are employees. The Superintendent of the Washington Township School District shall be a non-voting Trustee of the Foundation by virtue of his or her office. Except as otherwise stated in these By-laws, any vacancy occurring among the members of the Board of Trustees shall be filled by a majority vote of the Trustees then in office. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor. By a majority vote of the existing board members, additional trustees may be elected, up to the full compliment of trustees.**Section 3 - Resignation and Removal**Any Foundation Trustee may resign at any time by written resignation filed with the President of the Foundation. Any Foundation Trustee may be removed from office with cause by the affirmative vote of two-thirds (2/3) of the Foundation Trustees.**Section 4 - Compensation**No Trustee shall receive, directly or indirectly, any compensation for his or her services as Trustee. The Board may authorize reimbursement of reasonable expenses incurred by Board members in connection with attendance at board meetings and other duties.**Section 5 - Meetings**The Annual Meeting of the Board of Trustees shall be held in the month of

January at such date, time and place as the Board of Trustees shall determine. In addition to the Annual Meeting, regular meetings shall be held at least quarterly and shall be called by the President. A schedule of the quarterly meetings will be established at the Annual Meeting.**Section 6 - Special Meetings**Special meetings of the Board of Trustees may be called for any purpose and at any time, by the President, or by a majority of members of the Board of Trustees.**Section 7 - Notice of Meetings**Notice of the Annual Meeting shall be given to the Trustees not more than thirty (30) days nor less than ten (10) days before the meeting. Notice of regular and special meetings shall be given to all the Trustees a minimum of four (4) days prior to the meeting. The notice requirements contained in these By-Laws may be waived in writing by a majority of the Trustees. All waivers shall be made part of the minutes of the meeting.**Section 8 - Quorum**The presence of one-half (1/2) of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of those present at any meeting at which there is a quorum shall be the act of the Foundation, except as may be otherwise specifically provided by statute.**Section 9 - Voting**At every meeting, each elected Foundation Trustee shall be entitled to one vote in person.**Section 10 - Duality of Interest**A member of the Board of Trustees having a conflict of interest or conflict of responsibility on any matter involving the Foundation and any other business entity or person, shall refrain from voting on such matter. No member of the Board of Trustees shall use such position for his or her own direct or indirect financial gain.**Section 11 - Action in Lieu of A Meeting**Any Board action required or permitted to be taken by the Board may be taken without a meeting, if two-thirds (2/3) of all members of the Board shall consent in advance to such action in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the same vote of the Trustees at a duly convened meeting. [top of page](#)

ARTICLE 5 - OFFICERS**Section 1 - Election, Term of Office, Resignation and**

RemovalThe Officers of the Foundation shall be a President, one or more vice-presidents, one or more Secretaries and a Treasurer, and such other Officers as the Board may from time to time determine. The Officers shall be elected at the Annual Meeting of the Foundation Board of Trustees from among the elected members of the Board of Trustees and shall hold office for a one (1) year term or until their successors are elected. All Officers of the Foundation shall hold their respective positions at the pleasure of the Board and may be removed by the Board of trustees with cause. Any Officer of the Foundation may resign at any time by written resignation filed with the President of the Foundation. In the event of death, disability, removal or resignation of any Officer of the Foundation, the Board of Trustees shall elect a successor to serve out his or her unexpired term.**Section 2 - President: Powers and Duties**Subject to the control of the Board of Trustees, the President shall be the Chief Executive Officer of the Foundation and have general supervision of the affairs of the Foundation. The President shall preside at all meetings of the Board of Trustees and shall have such other duties as may be prescribed by the Board of Trustees. The President shall serve as an ex-officio member of all committees, with the exception of the Nominating Committee.**Section 3 - Vice-President (s): Powers and Duties**At the request of the President, or in the event of his or her absence or disability, the Vice-President (or Vice-Presidents in the order of designated seniority) shall perform the duties, and possess and exercise the powers of

the President; and to the extent authorized by law, any such Vice-President shall have such other powers as the Board of Trustees may determine and shall perform such other duties as may be assigned by the Board of Trustees.

Section 4 - Recording Secretary: Powers and DutiesThe Recording Secretary shall have charge of such books, documents and papers as the Board of Trustees may determine and shall have custody of the corporate seal. The Recording Secretary shall attend and keep the minutes of all meetings. He or she may, together with the President or any Vice-President, sign in the name of or on behalf of the Foundation, and when so authorized or ordered by the Board of Trustees, may affix the seal of the Foundation. The Secretary shall, in general, perform all the duties incident to the office of Secretary and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 5 - Corresponding Secretary: Powers and DutiesIt shall be the duty of the Corresponding Secretary to notify all members of special meetings; to circulate all general materials approved by the President. She/he shall maintain a complete file of all of the correspondence of the Foundation.

Section 6 - Treasurer: Powers and DutiesThe Treasurer shall have the custody of all funds, property and securities of the Foundation, subject to such regulations as may be imposed by the Board of Trustees. When necessary or proper, the Treasurer may endorse on behalf of the Foundation for collection checks, notes and other obligations and shall deposit the same to the credit of the Foundation as such bank or banks or depository as the Board of Trustees may designate. The Treasurer shall approve all receipts and vouchers, and together with such other Officer or Officers, if any, as shall be designated by the Board of Trustees, shall sign all checks of the Foundation 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 Foundation. The Treasurer shall make such payments as may be necessary and proper to be made on behalf of the Foundation and shall enter regularly on the books of the Foundation., to be kept by him or her for that purpose, full and accurate account of all moneys and obligations received and paid or incurred by him or her for or on account of the Foundation, and shall exhibit such books at all reasonable times to any Foundation Trustee on application of the Officers of the Foundation. The Treasurer shall submit an annual report at the Annual Meeting as well as such other reports as may be required by the Board of Trustees from time to time. He or she shall, in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Trustees. The Treasurer shall be bonded.[top of page](#)

ARTICLE 6 - COMMITTEES

Section 1 - AppointmentExcept as otherwise stated in these By-Laws, the President shall appoint the members of standing and other committees. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve.

Section 2 - Standing CommitteesThere shall be a Finance Committee, the responsibilities of which shall include fact-finding for the Board on matters relating to the financial administration of the Foundation and preparation of the annual budget for presentation to the Board. The Treasurer shall serve on the committee ex-officio. There shall be a Program Committee, the responsibilities of which shall include recommending to the Board of Trustees what programs the Foundation should undertake on behalf of the Washington Township Public School District. There shall be a Fund Development Committee, the responsibilities of which shall include planning for the solicitation of contributions in support of the Foundation's

purposes. There shall be an Executive Committee comprised of the Officers of the Board and shall meet at the convenience of the President of the Foundation. There shall be a Nominating Committee of not less than three (3) persons, which shall present nominations for Trustees and Officers. There shall be a Public Information Committee, the responsibilities of which shall include planning a program to promote understanding and acceptance of the Foundation by the community. **Section 3 - Other Committees** The President and the Board of Trustees may create additional board committees and citizen advisory committees, as needed. [top of page](#)

ARTICLE 7 - FINANCES Funds of the Foundation shall be deposited in a bank under national or state supervision. The Board of Trustees shall authorize an appropriate individual or individuals to sign negotiable instruments on behalf of the Foundation. There shall be an annual audit by an independent accounting firm within ninety (90) days of the close of the fiscal year. The fiscal year for the foundation shall be January 1 through December 31 of each year. [top of page](#)

ARTICLE 8 - INDEMNIFICATION (a) The Foundation shall indemnify a corporate agent against the agent's expenses and liabilities in connection with any proceeding involving the corporate agent because the agent is or was a corporate agent, other than a proceeding by or in the right of the corporation, if the corporate agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the corporation or, in respect to any criminal proceeding, the corporate agent had no reasonable cause to believe the conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the corporate agent did not meet the applicable standards of conduct set forth above.

(b) The Foundation shall indemnify a corporate agent against the agent's expenses in connection with any proceeding by or in the right of the corporation to procure a judgment in its favor which involves the corporate agent by reason of being or having been the corporate agent if the corporate agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the corporation. However, no indemnification shall be provided in respect to any claim, issue or matter as to which the corporate agent was liable to the Foundation; and (c) Notwithstanding the provisions of Paragraph (a) and (b) above, the Foundation shall indemnify a corporate agent against expenses to the extent that the corporate agent has been successful on the merits or otherwise in any proceeding or in defense of any claim, issue or matter therein. (d) Any indemnification under the above subsections may be made by the corporation, only as authorized in a specific case, upon a determination that indemnification is proper in the circumstances because the corporate agent has met the applicable standard of conduct as set forth above. The Foundation shall make this determination:

(1) By the board of trustees or a committee thereof at a meeting at which is present a

quorum determined without including trustees who were parties or otherwise involved in the proceeding, acting by a majority vote of trustees who were no parties to or otherwise involved in the proceeding.(2) If the quorum is not obtainable, or, even if obtainable and the quorum of the board of trustees or committee by a majority vote of the disinterested trustees directs, by independent legal counsel, in a written opinion, the counsel to be designated by the board of trustees.

(e) The Foundation may pay the expenses incurred by a corporate agent in connection with a proceeding, in advance of the final disposition of the proceeding, as authorized by the board of trustees, upon receipt of an undertaking by or on behalf of the corporate agent to repay the amount unless it shall ultimately be determined that he agent is entitled to be indemnified as provided above. (f) Notwithstanding the provisions of the above paragraph, no indemnification shall be made to or on behalf of the corporate agent if a judgment or other final adjudication adverse to the corporate agent establishes that his acts or omissions:

(1) were in breach of his duty of loyalty to the corporation or its members;(2) were not in good faith or involved a knowing violation of law; or(3) resulted in receipt by the corporate agent of an improper personal benefit.

(g) For purposes of this Article:

(1) "corporate agent" means any person who is or was a trustee, officer, employee or agent of the indemnifying corporation or of any constituent corporation absorbed by the indemnifying corporation in a consolidation or merger and any person who is or was a trustee, officer, employee or agent of any other enterprise, serving as such at the request of the indemnifying corporation, or of the constituent corporation, or the legal representative of the trustee, officer, employee or agent;

(2) "Expenses" means reasonable costs, disbursements and counsel fees;

(3)"Liabilities" means amounts paid or incurred in satisfaction of settlements, judgments, fines, and penalties; and

(4) "Proceeding" means any pending, threatened or completed civil, criminal, administrative or arbitative action, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to the action, suit or proceeding

(h) This Article is intended to provide the broadest form of indemnification of corporate agents permitted by New Jersey law. The provisions of this Article shall therefore be automatically amended to the extent that such New Jersey law may hereafter be amended. [top of page](#)

ARTICLE 9 - DISSOLUTIONUpon the dissolution or other termination of the Foundation, no part of the property of the Foundation or any of the proceeds shall be

distributed to or inure to the benefit of any of the Trustees or Officers of the Foundation, but all such property and proceeds, subject to the discharge of valid obligations of the Foundation, shall be distributed exclusively to other charitable or educational organizations which then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.[top of page](#)

ARTICLE 10 - PARLIAMENTARY PROCEDURE Robert's Rules of Order, in its most recent edition at the date of its use, shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws or by other specific rules of procedure adopted by the Trustees of the Foundation.[top of page](#)

ARTICLE 11 - AMENDMENT OF BY-LAWS The By-Laws of the Foundation may be amended by two-thirds (2/3) vote of all the Foundation Trustees at an Annual or Regular Meeting of the Board, provided notice of the character of the proposed amendment shall have been given to the Trustees at least twenty (20) days before such amendment/s is voted upon. Such amendments shall be consistent with the purpose, objectives and intentions of the Foundation. The Recording Secretary of the Foundation shall, at all times, keep in the office of the Foundation, a true and correct copy of the By-Laws adopted February 10, 1997[top of page](#)

MISSION STATEMENT The Washington Township education foundation is an independent, community-based, non-profit organization which seeks to set an example of community involvement in and support for Washington Township public schools. The foundation seeks to assist the Washington Township school district by securing private sector resources and community support for (1) enhancing the educational experiences of students; (2) preparing students for higher education and the world of work; and (3) other purposes for which public funding is not available.[top of page](#)