

VALLEY FORGE ELEMENTARY SCHOOL

PARENT-TEACHER ORGANIZATION

(A PENNSYLVANIA NON-PROFIT
CORPORATION)

BYLAWS

BYLAWS
of
VALLEY FORGE ELEMENTARY SCHOOL
PARENT-TEACHER ORGANIZATION

(A Pennsylvania Non-Profit Corporation)

ARTICLE I

OFFICES AND FISCAL YEAR

Section 1.01. Registered Office. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 99 Walker Road, Wayne, PA 19087, until otherwise established by a vote of a majority of the board of directors in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of the corporation.

Section 1.02. Other Offices. The corporation may also have offices at such other places within or without the United States of America as the board of directors may from time to time appoint or the business of the corporation requires.

Section 1.03. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July in each year.

ARTICLE II

BOARD OF DIRECTORS

Section 2.01. Powers. The board of directors shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the board of directors.

Section 2.02. Qualification and Selection. Each director of the corporation shall be a natural person of full age, shall be an officer of the corporation and shall meet such other qualifications as may be established from time to time by the Valley Forge Elementary School Parent-Teacher Organization (the "PTO"). In the case of any vacancy, one or more additional directors shall be selected by the PTO to fill such vacancy.

Section 2.03. Number and Term of Office. The board of directors shall equal not less than five members nor more than ten members. Each director shall hold office for a period of one-year not to exceed three years unless elected to a new position on the board, such election to a new position also to be for a period of one year not to exceed three years.

Section.2.04. Organization. At every meeting of the board of directors, the president, if there be one, or, in the case of a vacancy in the office or absence of the president, one of the following officers present in the order stated: the president-elect, if there be one, the vice-president, if there be one, or a chairperson chosen by a majority of the directors present, shall preside, and the secretary, or, in his or her absence, an assistant secretary, or in the absence of the secretary and the assistant secretaries, any person appointed by the chairperson of the meeting, shall act as secretary.

Section 2.05. Resignations. Any director of the corporation may resign at any time by giving written notice to the president or the secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.06. Vacancies. The board of directors may declare vacant the office of a director if he or she is declared of unsound mind by an order of the court, or convicted of felony, or for any other proper cause, or if within 60 days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the board of directors.

Any vacancy or vacancies in the board of directors because of death, resignation, removal in any manner, disqualification, an increase in the number of directors or any other cause, shall be filled by the PTO.

Section 2.07. Place of Meeting. Meeting of the board of directors may be held at such place within or without Pennsylvania as the board of directors may from time to time appoint, or as may be designated in the notice of the meeting.

Section 2.08. Regular Meetings. Regular meetings of the board of directors shall be held at such time and place as shall be designated from time to time by resolution of the board of directors. At such meetings, the directors shall transact such business as may properly be brought before the meeting. Notice of each such meeting shall be given to each director by telephone or email at least 24 hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 2.09. Special Meetings. Special meetings of the board of directors shall be held whenever called by the president or by two or more of the directors. Notice of each such meeting shall be given to each director by telephone or email at least 24 hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 2.10. Quorum, Manner of Acting, and Adjournment. Except as otherwise provided in Section 2.09 of this Article, and provided that notice shall have been given as provided in Section 2.08 or Section 2.09 of this Article, one-third of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the directors present at the meeting at which a quorum is present shall be the acts of the board of directors. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the corporation.

Section 2.11. Interested Directors or Officers; Quorum. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the board of directors which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (b) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors which authorizes a contract or transaction specified in this section.

ARTICLE III

NOTICE – WAIVERS - MEETINGS

Section 3.01. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by fax or email, to the address supplied by him or her to the corporation for the purpose of notice, If the notice is sent by mail or by fax, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a fax for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 3.02. Waivers of Notice. Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.04. Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or the Nonprofit Corporation Law, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 3.05. Conference Telephone Meetings. One or more persons may participate in a meeting of the board of directors or of a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV

OFFICERS

Section 4.01. Number, Qualifications and Designation. The officer of the corporation shall be a president, a vice-president, a vice-president for membership and services, a vice-president for social functions, a vice-president for fundraising, a vice-president for clubs, a secretary, a treasurer and an assistant-treasurer and such other officers as may be elected in accordance with the provisions of Section 4.03 of this Article. Any number of offices may be held by the same person. The officers of the corporation shall be natural persons of full age.

Section 4.02. Election and Term of Office. The officers of the corporation be elected in accordance with the procedures established from time to time by the PTO, and each such officer shall hold office until the next annual organization meeting of directors and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. No officer shall hold the same office for more than three consecutive years. The president shall be elected each year from among the officers of the corporation for the year in which the election is held, if there are willing candidates. If not, the position will be filled from outside the corporation.

Section 4.03. Subordinate Officers, Committees and Agents. The board of directors may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the board of directors may from time to time determine. The board of directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 4.04. Resignations. Any officer or agent may resign at any time by giving written notice to the board of directors, or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. Removal. Any officer, chair of any committee, employee or other agent of the corporation may be removed, either for or without cause, by the board of directors or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the corporation will be served thereby.

Section 4.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 4.03 of this Article, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 4.07. General Powers. All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as maybe determined by resolutions or orders of the board of directors, or, in the absence of controlling provisions in resolutions or orders of the board of directors, as may be provided in these bylaws.

Section 4.08. The President. The president shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the board of directors. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation; shall have general authority to sign checks on behalf of the corporation, including the sole and exclusive authority to sign checks representing reimbursements and/or disbursements to the treasurer, excepting that the president shall not be authorized to sign checks to the president, such authority resting solely with the treasurer; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to him or her by the board of directors.

Section 4.09 The Vice-President. The Vice President will be the second in command of the corporation under the President and shall perform the duties of the president when the president is not available and should otherwise perform those duties assigned to him or her by the president. The Vice President will hold their position for one year with the understanding that they will move into the President's position the following year for a one year term as President*.

*The Vice President may choose to serve as President for two years but must decide & commit halfway through their Vice President term. If a two year commitment has been made, no new Vice President will be elected during the first year of the President's two year term.

Section 4.10. The Vice-President for Membership and Services. The vice-president for membership and services will oversee the recruitment and selection of all volunteer positions for the corporation and administer of all school services functions as sponsored by the corporation.

Section 4.11. The Vice-President for Social Functions. The vice-president for social functions shall oversee the planning and administration of all social functions sponsored by the corporation.

Section 4.12. The Vice-President for Fundraising. The vice-president for fundraising shall oversee the planning and administration of all fundraising events and activities sponsored by the corporation.

Section 4.13. The Secretary/Communications Coordinator. The communications coordinator shall attend all meetings of the board of directors and shall record all the votes of the directors and the minutes of the meetings of the boards of directors and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; shall have responsibility for the administration of the Sunshine Fund; and, in general, shall perform all duties incident to the office of communications coordinator, and such other duties as may from time to time be assigned to him or her by the board of directors or the president.

Section 4.13. The Treasurer. The treasurer shall oversee the financial affairs, financial record keeping and the custody of the funds or other property of the corporation; shall assure that all funds of the corporation are deposited in such banks or other places of deposit as the board of directors may from time to time designate; shall oversee the reporting of the corporation's financial condition, assets, liabilities, receipts and expenditures; and shall discharge such other duties as may from time to time be assigned to him or her by the board of directors or the president. The treasurer shall have the authority to sign checks on behalf of the corporation, excepting that the treasurer shall have no authority to sign checks payable to the treasurer. The president of the corporation shall be the sole individual having authority to sign checks payable to the treasurer.

Section 4.14. The Assistant Treasurer. The assistant-treasurer shall perform the duties of the treasurer in the absence of the treasurer, together with such other duties as shall be assigned to him or her by the president or the treasurer. The assistant-treasurer shall not have the authority to sign checks on behalf of the corporation.

Section 4.15 The Vice-President for Clubs. The clubs coordinator shall oversee the determination and scheduling of all student clubs throughout the school year. The clubs coordinator will perform background checks on potential club instructors, have them sign all necessary waivers and manage instructor payments.

Section 4.16 The Publishing Center Coordinator. The Publishing Center Coordinator shall oversee all of the functions of the Publishing Center including the collection, production, publication and dissemination of student writings.

Section 4.16. Officers Bonds. The president, treasurer and assistant treasurer are required to give a bond for the faithful discharge of his or her duties. Other board members have the option of giving a bond.

ARTICLE V

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 5.01. Limitation of Personal Liability of Directors. A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) the director has breached or failed to perform the duties of his or her office as defined in Section 5.02 below; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section 5.01 shall not apply to:

- (x) the responsibility or liability of a director pursuant to any criminal statute; or
- (y) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 5.02. Standard of Care and Justifiable Reliance.

- (a) A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the board or directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - (i) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
 - (iii) A committee of the board of directors upon which he or she does not serve, duly designated in accordance with law, as to matters within its

designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- (b) In discharging the duties of their respective position, the board of directors, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities in which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section 5.02.
- (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 5.03. Indemnification in Third Party Proceedings. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other of the fact that her or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if her acted in good faith and in a manner reasonably believed to be in, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action , suit or 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 person did not act in good faith and in a manner which her or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 5.04. Indemnification in Derivative Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation , or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred in connection with the defense or settlements of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in , or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the

performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Chester County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 5.05. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 5.03 or Section 5.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 5.06. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 5.03 or 5.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or
- (b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5.07. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in paragraphs 1 through 3 above.

Section 5.08. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 5.09. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred, by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 5.10. Reliance on Provisions. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VI

MISCELLANEOUS

Section 6.01. Corporate Seal. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the board of directors.

Section 6.02. Review of Financial Records. The board of directors shall determine, each year, the advisability of having the financial records of the corporation reviewed by an independent third party. In those instances where the board determines that a review is in order, the review shall be performed by an independent party having no involvement with or in any way related to any officer or member of the board of the corporation.

Section 6.03. Contracts. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.04. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the board of directors shall from time to time determine.

Section 6.05. Amendment of Bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting or directors. Such proposed amendment, repeal or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

Section 6.06. Check Signing. Except as otherwise expressly provided herein, the president and the treasurer shall be the sole and exclusive individuals having the power to sign checks and the treasurer and assistant treasurer may issue drafts on behalf of the corporation. 2011 Addendum to Check Signing: If the President is unavailable for an extended period of time, the Treasurer has the authority to ask other bonded board members to sign a check. Additional bonded board members with check signing authority in addition to the President and Treasurer shall not exceed four persons.