



Duquesne City Education Foundation

Proposed Articles of Incorporation and By-laws

A Presentation to the Duquesne City Elected Board of School Directors

May 12, 2020



Children: Our Greatest Natural Resource and Our Future





One Town. One Team.
One Community.





Duquesne City Education Foundation By-Laws

- ❑ ARTICLE 1: INTRODUCTION AND NAME OF NONPROFIT CORPORATION
- ❑ ARTICLE 2: PURPOSE
- ❑ ARTICLE 3: OFFICES AND AGENCY
- ❑ ARTICLE 4: MEMBERSHIP
- ❑ ARTICLE 5: DIRECTORS
- ❑ ARTICLE 6: OFFICERS OF THE FOUNDATION
- ❑ ARTICLE 7: CONFLICT OF INTEREST POLICY
- ❑ ARTICLE 8: COMMITTEES
- ❑ ARTICLE 9: OPERATION
- ❑ ARTICLE 10: AMENDMENTS TO THE BYLAWS
- ❑ ARTICLE 11: TERMINATION
- ❑ ARTICLE 12: LIABILITY AND INDEMNIFICATION



Innovation and Technology





The Duquesne City Education Foundation Mission

- The Foundation supports and strengthens the Duquesne City School District by encouraging innovation, recognizing excellence, creating vital partnerships and developing community philanthropy.
- GOAL: To support the academic and other initiatives of the School District. All programs, activities, and projects will be aligned with the School District's mission and strategic plan, with all funds directly used for district-related initiatives.



Working Together for Progress





The School is the Center of the Community







Foundation By-Laws

HIGHLIGHTS



Principal Place of Business

- Duquesne City School District
 - % Duquesne City Education Foundation
 - Administration Office
 - 300 Kennedy Avenue
 - Duquesne, PA 15110
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Definition of Membership and Management

- There shall be no members of the Foundation as such, but in lieu of, shall have a Board of Directors.
- The business of the Foundation shall be managed under the direction of its Board of Directors (“the Board”). The powers of the Foundation shall be exercised by, or under the authority of the Board, except as otherwise provided by statute, the Bylaws and Articles of Incorporation, or a resolution of the Board.



Compensation and Qualifications of Directors

- All directors shall serve without compensation.
- Each director of the Foundation shall be a natural person of full age. Directors must be eighteen years or older. At least one member of the Board of Directors should be a resident of Duquesne City, Allegheny County, Pennsylvania. Residents holding an elected municipal office within Duquesne City shall be deemed ineligible for membership on the Foundation's Board of Directors.



Number of Directors

- The number of directors, which shall constitute the whole Board of Directors, shall not be less than or more than nine. The following individuals by designation shall serve on a permanent basis and shall have authority to act on behalf of the Foundation.
- **Receiver, Duquesne City School District**
- **Superintendent of Schools, Duquesne City School District**
- **Business Manager, Duquesne City School District**
- **Member, Duquesne City Elected Board of School Directors**
- **Representative, Duquesne City Education Association (DEA)**
- **Resident, Duquesne City, Allegheny County**
- **Representative, Duquesne City School PTA**
- **Representative, Duquesne Education Support Personnel (DESPA)**
- **Duquesne City School District Alumnus**




Term of Directors and Initial Appointment of Directors

- In order to provide for staggered terms among the initial Directors and those Directors appointed within the first year of the Foundation (collectively, the “Initial Directors”), approximately half of the Initial Directors shall be appointed to a term of two years, and one-half of the Initial Directors shall be appointed to a term of three years.
- Other than the Initial Directors, each Director shall hold office for a term of three years and until a successor has been selected and qualified or until his or her earlier death, resignation, or removal.
- The initial Board of Directors shall be appointed by the Receiver of the Duquesne City School District. All other and subsequent directors shall be appointed by the Foundation Board of Directors.




Other By-laws and Provisions

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- ❑ Nominations and Election of Directors
 - ❑ Responsibilities of Directors
 - ❑ Resignation of Directors
 - ❑ Removal of Directors
 - ❑ Vacancies
 - ❑ Meetings of the Board of Directors
 - ❑ Place of Meetings
 - ❑ Notice of Meetings

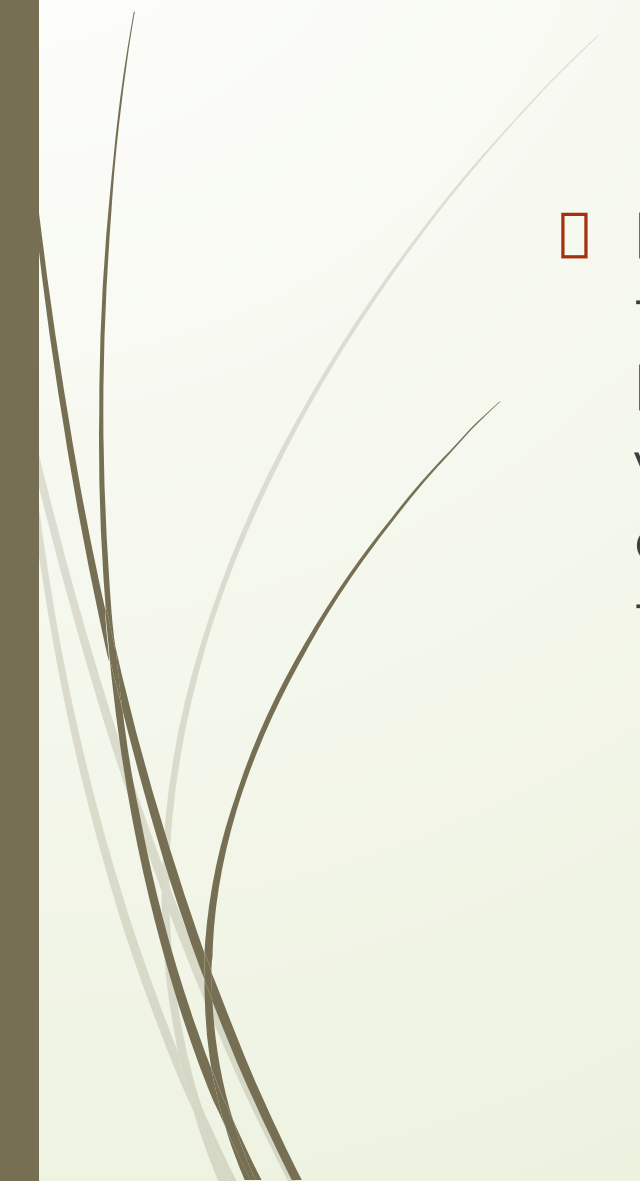


Other By-laws and Provisions

- Quorum
 - Votes
 - Conference Telephone Meetings
 - Conduct of Meetings
 - Action in Lieu of Meeting
 - Call of Special Meetings
 - Waiver of Notice
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Conflict of Interest

- Directors must abstain from voting on matters affecting family or other close relatives as defined by the Pennsylvania Ethics Act, 65 Pa. Cons. Stat. Ann. § 1102 or where members of the Board of Directors are employees of said companies having a business relationship with the Foundation.
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Officers of the Foundation / Election Term

The Executive Committee

- The officers of the Foundation shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Director of the Foundation, a non-voting member of the Foundation, shall also be an Officer of the Foundation.
- The Executive Committee shall be comprised of the Officers of the Foundation and shall serve in the capacity of the Oversight Committee. The Executive Committee shall act in place of the Board of Directors in an emergency. All such actions shall be communicated to the Board of Directors at its next meeting.
- The officers of the corporation shall be elected annually by the Board of Directors. The term for the Executive Committee, with the exception of the Executive Director, shall be for one year after the annual meeting.



Foundation Board Officers and Executive Director Responsibilities

- The By-laws provide a description of responsibilities for each Board Officer and the Executive Director.
- The Executive Director shall be appointed by and serve at the pleasure of the Foundation Board for a term of office under terms and conditions determined by the Board of Directors. The initial term of office shall be for a period of four (4) consecutive years.
- The Executive Director shall conduct the routine, day-to-day business of the Foundation and shall have general and active management of the business of the Foundation. The Executive Director shall serve as an ex-officio member of all committees. The Executive Director shall also perform other such duties as may be prescribed from time to time by the Board of Directors.



Appointment of Chairpersons and Committees by the Foundation President

- Nominating Committee
 - Audit and Oversight Committee
 - Creation of Ad-Hoc Committees
 - Elimination and Consolidation of Committees
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Other By-laws and Provisions

- Operations
 - Amendments to the Bylaws
 - Termination
 - Liability and Indemnification
 - By-laws shall be reviewed for updates every four years
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Questions and Answers
Duquesne City Education Foundation