

**BYLAWS  
of the  
~Greenville Educational Foundation~  
Greenville Central Schools**

A Fund of the Community Foundation for the Capital Region, Inc.

**ARTICLE I  
ESTABLISHMENT AND PURPOSE**

The Greenville Educational Foundation (the Foundation) is established to enhance and support the educational mission of the Greenville Central School District (the District). The Foundation shall be a part of the Community Foundation for the Greater Capital Region, Inc. (CFGCR).

The goal of the Foundation is to enrich the overall educational process of the District by funding programs and projects that traditionally are not or would not be financed through local tax dollars or other public resources reflected in the annual school budget. Monies raised by the Foundation will be used to support programs and projects that fall outside the scope of the annual budget and might not be initiated or continued without supplemental private funding.

The Foundation shall solicit donations, grants, and contributions from the public and from private sector foundations and governmental and philanthropic organizations to enhance and support the various District constituencies. Property donated to the Foundation shall be designated to the following primary categories:

- 1) General support to the district for areas which fall outside the annual budget;
- 2) Historical preservation of the Potter Hollow School House; and
- 3) Designated funds and subcategories as deemed appropriate by the Board of Trustees.

It is the purpose of the Foundation to reinforce and build upon the strengths and underlying educational philosophy of the District. Therefore, the Trustees shall at all times consult with the District to assure that the Foundation's policies, activities, and programs support and further district goals and objectives.

**ARTICLE II  
TRUSTEES OF THE FUND**

**Section A  
Power and Appointment**

The Foundation shall act through and be managed by a Board of Trustees initially appointed by the Planning Committee of the Foundation. This committee (of Trustees) shall be appointed by the Board of Education and accepted by the Board of the CFGCR. Appointments shall occur from a list of candidates that may be composed of alumni, parents of students, community members, teachers, administrators, support staff, Board of Education member (one), and students. To the extent possible, at least one individual from each category shall be appointed, and all future Boards of Trustees shall be comprised of the same categories of individuals. All Trustees shall serve without compensation, remuneration, or gifting of any type.

**Section B:****Number and Term of Office**

There will be a minimum of five (5) and a maximum of thirteen (13) Trustees of the Board. Trustees who are students of the Greenville Central School District shall serve for a term of one year. Except for those Trustees who are students, Trustees will serve for terms of three years. The term will begin on October 1 and end September 30.

**Section C****Term of Initial Trustees**

In order to establish a rotating Board of Trustees, initially one-third of the Trustees will be appointed for one (1) year, one-third for two (2) years, and one-third for three (3) years.

**Section D*****Ex Officio* Member of the Board of Trustees**

The Superintendent of the District or designee shall be an *Ex Officio* member of the Board of Trustees.

**Section E****Responsibility**

The responsibilities of the Trustees shall include but not be limited to:

- 1) the establishment of fund-raising procedures for the Foundation;
- 2) determination of funds to be distributed;
- 3) adoption of application procedures for funding;
- 4) review of applications;
- 5) recommendation of applications for funding;
- 6) adoption of procedures to evaluate the effectiveness of funded activities; and
- 7) issuance of reports about the results of funded activities.

**Section F****Vacancies**

Any vacancy occurring on the Board of Trustees will be filled by a majority vote of the remaining members of the Board of Trustees, with approval by the Board of the CFGCR.

**Section G****Removal**

Trustees may be removed for cause by a majority vote taken by paper ballot of the remaining members of the Board of the Foundation with approval of the Board of the CFGCR.

**Section H****Conflict of Interest**

Any Trustee having a conflict of interest that could possibly cause such person to act other than in the best interest of the Foundation shall disclose such conflict in writing to the Board of Trustees. In such case, the Trustee shall not vote or use the Trustee's personal influence on the matter, but the Trustee may be counted in determining the quorum for the meeting.

## **Section I**

### **Past President Member of the Board of Trustees**

The Board of Trustees shall annually have the authority to appoint a past president or past presidents non-voting positions. The past president(s) shall give guidance and recommendations to the Board.

## **ARTICLE III**

### **OFFICERS, EMPLOYEES AND AGENTS**

#### **Section A**

**Officers:** The officers of the Board of Trustees shall be a President, Vice-President, Secretary, and Treasurer.

#### **Section B**

**Election and Term:** Officers shall be elected by a majority vote of the Trustees then in office, at the October meeting. Officers shall serve for a one-year term.

#### **Section C**

**Employees and Other Agents:** The Board of Trustees may appoint employees and other agents to serve at the pleasure of the Board of Trustees and have the authority, perform the duties, and receive the compensation, if any, determined by a vote of the Trustees.

#### **Section D**

**Vacancies:** The Board of Trustees may elect a successor to fill a vacancy in any office, and the person elected shall serve until the next annual meeting of the Board of Trustees and the election of his or her successor.

#### **Section E**

**Removal:** Any officer of the Board of Trustees may, by paper ballot vote of a majority of the entire Board, be removed as an officer with or without cause.

#### **Section F**

##### **Duties of Officers**

- 1) **President:** The President shall be Chief Executive Officer of the Foundation and shall preside at all meetings. The President shall exercise, subject to control by the Trustees of the Foundation, the general supervision of the affairs of the Foundation.
- 2) **Vice-President:** The Vice-President, in the absence of the President, shall perform the duties and be vested with the authority of the President.
- 3) **Secretary:** The Secretary shall record the minutes of all proceedings of the Trustees, maintain proper records, and shall keep such books as required by the Trustees, CFGCR, and as required by law or regulation. A copy of all minutes will be forwarded to the Board of Trustees, the Board of Education, and CFGCR within ten days of the meeting and corrected minutes the same. The Secretary shall respond to requests for information with approval of the Board of Trustees.
- 4) **Treasurer:** The Treasurer shall serve as liaison with the CFGCR and report on the Foundation's financial affairs. The Treasurer shall maintain a record of all donors

and the amount or value of each donation and forward all donations to the CFGCR on at least a monthly basis. When necessary and proper, the Treasurer may endorse checks, notes or other obligations, as is necessary, for collection on behalf of the Foundation or CFGCR. The Treasurer shall submit a statement of the financial condition of the Foundation and/or CFGCR at quarterly meetings. He or she shall compile a list of all donors for the previous year, with the amount or value of each donation, to be presented at the annual meeting. The Treasurer shall participate in training as required by the Trustees, the Board of Education, and or the CFGCR. There is no remuneration for attendance at such training.

## **ARTICLE IV MEETINGS**

### **Section A**

**Establishment of Meetings:** The Board of Trustees shall establish a regular time, date, and location for meetings, except that the annual meeting shall occur in October of each year. Such meetings shall be open to the public. Notice of regular meetings shall be posted in the District Office. A Trustee must be present to vote and any action of the Trustees requires approval by a majority of the Trustees, excluding *Ex Officio* Trustees, present.

### **Section B**

**Annual Meeting:** The Board of Trustees shall establish a date in October for an annual meeting. The meeting shall be for the purpose of the presentation of an annual report and the transaction of any other business that may come before the meeting.

### **Section C**

**Special Meetings:** Special meetings of the Trustees may be called by the President of the Board of Trustees or at the request of three or more members of the Board of Trustees. Notice of any special meeting shall be delivered to all members of the Board of Trustees and *Ex Officio* members, at least 48 hours before the meeting and posted in the District Office.

### **Section D**

**Quorum:** A majority of the Trustees, other than *Ex Officio* Trustee(s), shall constitute a quorum for the transaction of business at any meeting.

### **Section E**

**Action By The Board of Trustees:** A member of the Board of Trustees must be present at a meeting to vote, and any action of the Trustees requires approval by a majority of the Trustees present. *Ex Officio* Trustees shall not be entitled to vote, and whenever these bylaws refer to a vote of the Trustees, an *Ex Officio* Trustee shall not be considered a Trustee for purposes of that vote.

## **ARTICLE V COMMITTEES**

The Board of Trustees shall establish such committees as it deems necessary. It shall designate the purpose and function of any committee it creates. The President shall appoint the Chairperson of any established committee.

**ARTICLE VI  
RELATIONSHIP WITH THE DISTRICT**

**Section A**

**Trustees:** The Board of Trustees shall seek input from the Superintendent of Schools, the Board of Education, and other relevant members of the Greenville educational community in seeking to fill vacant positions on the Board of Trustees.

**Section B**

**Fundraising:** The Board of Trustees shall make every effort to assure that its fundraising does not duplicate or encroach upon other groups within the Greenville educational community.

**Section C**

**Grant Procedures:** All applications for grants, and/or awards, purchases, and donations from the Foundation shall be reviewed by the Greenville Board of Education, or the Chief Executive Officer of the Board of Education, prior to being acted upon by the CFGCR to assure that the proposals do not violate the educational mission or policies of the District and that the proposals would enhance or support the educational mission of the District. If the Board of Education and/or Chief Executive Officer informs the Trustees that the proposal is in violation of the District's mission or policies or the proposal would not support or enhance the educational mission of the District, the proposal will not be submitted to the CFGCR for approval, unless it is first amended and approved to mitigate those objections and/or violations. The selection of programs and projects to fund and the order and amount in which they are funded shall lie within the sole discretion of the Trustees of the Foundation. The Trustees shall periodically transmit written recommendations with respect to the programs and projects to be funded to the Board of Directors of the CFGCR for approval and disbursements. If the CFGCR transfers money, materials, equipment, or other assets to a grant recipient in support of a particular program or project, the recipient will provide the Trustees of the Foundation with an evaluation in a form acceptable to the Trustees.

**ARTICLE VII – RELATIONSHIP WITH THE COMMUNITY FOUNDATION**

**Section A**

**Legal Relationship:** The Foundation is a constituent fund of the Community Foundation for the Greater Capital Region, Inc. (CFGCR). As such, it benefits from the CFGCR's status as a Not-for-Profit Corporation under the laws of New York State and a tax-exempt public charity under the Internal Revenue Code.

**Section B**

**Grant Procedures:** The Board of Trustees of the Foundation shall periodically submit to the CFGCR proposals for grants to be funded.

**ARTICLE VIII  
AMENDMENTS**

These bylaws may be amended by a vote of two-thirds (2/3) of the Trustees, except those bylaws defining the relationship with the Greenville Central School District, the Greenville Central

School District Board of Education and Chief Executive Officer, if a written notice of the proposed changes is provided at least fifteen (15) days prior to the meeting. Any amendment of these bylaws is subject to the approval of the Foundation.

#### **ARTICLE IX – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order ~ Current Edition shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Adopted: June 2006

Amended: May 3, 2007; May 5, 2012; September 6, 2012; September 2, 2015; October 3, 2018