

BYLAWS of *FACET of Fairport, INC.*

Article I –

Purpose

To organize, oversee and maintain, exclusively for charitable purposes, and without profit to the corporation, educational enrichment programs for K-12 public school students in the Fairport Central School District (FCSD). These initiatives will provide additional instruction, facilities, equipment, supplies and transportation to these students. To this end, the corporation may make distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE II -

Governing Board.

- Section 1. *General Powers.* The Governing Board will manage the affairs of FACET of Fairport, Inc.
- Section 2. *Number, Term, and Qualifications.* The Governing Board will consist of at least eleven voting positions, but not more than fifteen, including the four sitting Officers of the Corporation; the five chairs of standing committees to be determined; and two independent voters who have the expertise to ensure the organization is committed to its said purpose. Governing Board Members will hold office for at least one term and until his/her successor is duly elected. The length of one term is defined as 3 years.
- Section 3. *Removal.* Any Governing Board member may be removed at any time without cause by the vote of a majority of the Governing Board members present at a meeting at which quorum is present.
- Section 4. *Vacancies.* Any vacancy occurring on the Governing Board may be filled by the affirmative vote of a majority of the remaining Governing Board members even though less than a quorum, or by the sole remaining member. A member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
- Section 5. *Conflict of Interest.* Any Governing Board member having a conflict of interest which could possibly cause such person to act other than in the best interest of FACET of Fairport, Inc. shall disclose such conflict to the

Governing Board and not have a vote on any motion related to said conflict.

Section 6. *Property Rights.* No member of the Governing Board shall have any right or interest in or to the property or assets of the corporation. Subject to the provisions of the Certificate of Incorporation, all property and assets of the corporation shall be subject to the direction, control and expenditure of the Governing Board.

ARTICLE III -

MEETINGS

Section 1. *Regular Meetings.* A regular annual meeting of the Governing Board shall be held in September at any place the Governing Board may designate.

Section 2. *Special Meetings.* Special Meetings of the Governing Board may be called at the request of the President or any two (2) other Governing Board members.

Section 3. *Alternate participation.* Any member of the Governing Board may participate in a meeting of the board by means of a conference call or similar communication allowing persons at the meeting to hear each other at the same time. Participation by such means shall constitute presence at the meeting for purposes of establishing quorum.

Section 4. *Quorum.* Two-thirds (2/3) of the members of the Governing Board currently in office shall constitute a quorum for the transaction of business at any meeting of the Governing Board. If a voting member cannot be present for a vote, they may review the documentation and register a formal vote in writing (mail or electronic) to the Secretary prior to the vote. This vote will count towards the quorum requirement.

Section 5. *Informal Action by Board Members.* Action taken by two-thirds (2/3) of the Governing Board without a meeting is nevertheless Governing Board action if written consent to the action in question is signed by all the board members and filed with the minutes of the proceedings of the Governing Board, whether done before or after the action so taken.

ARTICLE IV - OFFICERS

- Section 1. *Officers of the Corporation.* The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer.
- Section 2. *Term.* The initial officers shall consist of those named in the New York State Articles of Incorporation and are elected annually by the Governing Board at the annual meeting. Officers shall assume their official duties following the close of the annual meeting and shall serve for one year and until the election and qualification of their successors. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Governing Board for the unexpired portion of the term.
- Section 3. *Removal.* Any officer may be removed for cause by a two-thirds (2/3) vote of the Governing Board.
- Section 4. *President.* The President shall be the principal executive officer of the corporation and, subject to the control of the Governing Board, shall in general supervise and control all of the business and affairs of the corporation.
- The President shall, when present, preside at meetings of the corporation and the Governing Board, sign legal documents for FACET of Fairport, Inc. and shall be authorized to sign checks or use a debit card issued in the name of FACET of Fairport, Inc. Receipts from the debit card shall be promptly delivered to the Treasurer.
- Section 5. *Vice President.* In the absence of the President or in the event of his death, inability, or refusal to act, the Vice President, unless otherwise determined by the Governing Board, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be authorized to use a debit card issued in the name of FACET of Fairport, Inc. Receipts from the debit card shall be promptly delivered to the Treasurer. The Vice President shall perform such other duties as from time to time may be assigned to them by the President, Governing Board, or these bylaws.
- Section 6. *Secretary.* The Secretary shall: (a) take the minutes of the meetings of the Governing Board and maintain said correspondence from any other committee meetings; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and, (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President, Governing Board or these bylaws.
- Section 7. *Treasurer.* The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source

whatsoever, and deposit all such moneys in the name of the FACET of Fairport, Inc. in a bank or savings and loan association approved by the Governing Board; and (b) shall sign checks issued in the name of FACET of Fairport Inc. as authorized by the President, including but not limited to, grant checks payable to the Fairport Central School District or other organizations and reimbursement checks supported by invoices.

The Treasurer shall make a report at the annual meeting or when called upon by the President. The funds, books and records in the Treasurer's hands shall at all times be under the supervision of the Governing Board and subject to its inspection and control. Bank statements shall be available to members of the Governing Board and to the President at their request. The Treasurer shall present a financial statement as part of the report at the annual meeting and at other times as reasonably requested by the President or the Governing Board. The Treasurer shall be responsible for the maintenance of the books of account and records of the Corporation as required by the By-Laws. The Treasurer shall perform such other duties as may be delegated to him/her.

ARTICLE V -

GENERAL PROVISIONS

- Section 1. *Indemnification.* Officers as such shall not receive any stated salaries for their services, but by resolution of the Governing Board, any officer may be indemnified, to the full extent permitted by the law, for expenses and costs including attorney's fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought
- Section 2. *Fiscal Year.* The fiscal year of the corporation shall begin on the first day of July of the calendar year and will end on the last day of June of the following calendar year.
- Section 3. *Amendments.* Except as otherwise provided herein, these bylaws or the corporation's articles of incorporation may be amended or repealed and new bylaws (or amended articles of incorporation) may be adopted by the affirmative vote of two thirds of the board members then holding office at any regular or special meeting of the Governing Board at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws (or articles of incorporation) at such meeting.

Section 4. *Distribution Upon Dissolution.* Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 5. *Committees.* The Governing Board shall establish committees as they deem necessary. The Governing Board 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 District

Section 1. *Power and Appointment.* An Advisory board made up of FCSD personnel shall work with the Governing Board to represent the needs of the district. The Advisory board shall include, but not be limited to, representatives from each building in the district, a Board of Education member and a student. The Advisory board will have no voting rights and will serve without compensation.

Section 2. *Meetings.* The Advisory board will meet with the officers of FACET of Fairport, Inc. as needed and attend Governing Board meetings.

