

BYLAWS OF THE RIDGEWOOD PUBLIC  
EDUCATION FOUNDATION  
*A New Jersey Non-Profit Corporation*  
*January 17, 2011*

**ARTICLE I: PURPOSE**

The mission of the Ridgewood Public Education Foundation (a.k.a. the Ridgewood Education Foundation) is to enhance the quality of education in the Ridgewood Public Schools.

**ARTICLE II: SCOPE**

These bylaws are not intended to state purposes of authorize powers different from or in addition to those provided in the Certificate of Incorporation of the Ridgewood Public Education Foundation, a New Jersey nonprofit corporation (hereinafter referred to as the "Foundation").

**ARTICLE III: BOARD OF TRUSTEES**

**Section 1. General Powers.**

Except where the law, the Certificate of Incorporation or these bylaws require that action be otherwise authorized or taken, all of the business, affairs and property of the Foundation shall be managed, and all corporate powers to do all lawful acts shall be exercised, by or under the direction of the Board of Trustees.

**Section 2. Number of Trustees.**

The number of voting Trustees of the Foundation shall be not less than seven (7) nor more than thirty (30), with the exact number to be fixed within said limits by the Board of Trustees from time to time.

**Section 3: Qualification.**

The Trustees shall have such qualifications in both general and individual attributes, as the Board of Trustees shall from time to time determine, subject to the following requirements:

- (a). At least seventy-five percent (75%) of the Trustees shall be residents of Ridgewood, New Jersey and/or shall have children grandchildren currently attending the Ridgewood Public Schools.
- (b). No member of the Board of Education shall be a Trustee of the Foundation.
- (c). Neither the Superintendent of Ridgewood Schools nor his or her administrative staff shall be Trustees of the Foundation.
- (d). No person who is a candidate for or elected to, a public office shall be a Trustee of the Foundation.
- (e). No full-time teacher, permanent substitute teacher, or other full-time employee of the Ridgewood Public School system shall be a Trustee of the Foundation.

**Section 4. Ex-Officio Trustees.**

The Foundation shall have as ex-officio members the following representatives:

- Superintendent of the Ridgewood Public Schools.
- President of the Ridgewood Board of Education
- Executive Director of the Foundation
- Two (2) Ridgewood High School students, preferably from different class years, designated either by the President of the Ridgewood High School Student Congress following spring elections or by the currently acting student representatives to the Foundation.
- President of the Federated Home & School Association.

Ex-officio members shall have no right to vote, and each shall serve as an ex-officio member during the entire time that he or she holds the respective above-stated offices. An ex-officio member may appoint a delegate to represent such Trustee, either in general or for a particular meeting.

**Section 5. Election and Term of Office.**

To provide continuity, Trustees of the Foundation shall be elected by a majority of the Trustees then present at the Annual Meeting and shall serve a three-year term. Trustees' three-year terms shall be staggered to the extent possible so that no more than half (50%) of the Trustees then sitting shall come up for election in any given year.

- The Trustees shall be elected from a slate submitted by the Nominating committee at least thirty (30) days prior to the election. Nominations may also be accepted from the floor.
- Trustees may serve two consecutive three-year terms after which they may continue to be elected to serve an additional three-year term only by the consent of the majority of the Board of Trustees in attendance and voting.
- Trustees who have served at least two (2) terms, whether or not consecutive, and have stepped down may be re-nominated after at least one year has passed since the expiration of the Trustee's last term.

**Section 6. Resignation, Removal and Vacancies.**

A Trustee may resign at any time by instrument in writing to that effect filed with the Secretary or any officer of the Foundation other than himself or herself.

- A Trustee may be removed at any time by the affirmative vote of a majority or the persons then serving as Trustees at any annual, regular or special meeting of the Board of Trustees of the Foundation.
- Whenever vacancies shall occur among the Trustees, for any reason other than expiration of a term, the remaining Trustees shall constitute the Trustees of the Foundation until such vacancy is filled. The remaining Trustees may, by vote of a majority, fill any vacancy for the unexpired term.

**Section 7. Voting, Quorum and Adjournments.**

Every Trustee shall be entitled to one vote at each meeting of the Trustees of the Foundation. The presence of twenty-five percent (25%) of the trustees shall constitute a quorum, provided that any meeting duly called may, by vote of a majority of the Trustees present adjourn the meeting from time to time and place-to-place, in which case no further notice of the adjourned meeting need be given.

- At any meeting of Trustees, all questions and business shall be determined by the affirmative vote of not less than a majority of the Trustees present, except as the law, the Certificate of Incorporation or these bylaws may require the affirmative vote of a greater number of Trustees.
- Trustees may participate in a meeting of the Board of Trustees (or a Committee of the Board of Trustees) by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

**Section 8. Annual Meeting.**

The last meeting of the school year, typically held in June, shall constitute the annual meeting. The annual meeting will be held at such a time and at such a place as may be fixed by the Board of Trustees or, if it fails to do so, by the President of the Foundation. The annual meeting shall be held for the purpose of electing Trustees and Officers, reviewing the investments of the Foundation, and transacting any other business as may properly come before the meeting.

**Section 9. Regular Meetings.**

At least six (6) meetings of the Trustees shall be held at each year at such time and place as is determined by the President of the Foundation and set forth in the Notice of the Meeting. The purpose of regular meetings shall be to consider and act upon any matters that are proper subjects for action by the Board of Trustees.

**Section 10. Special Meetings.**

Special meetings of the Board of Trustees may be called at any time by the President of the Foundation or by any three Trustees, to be held at such a time and place to be determined by the President or the said three Trustees. Notice of each such meeting shall be given to each Trustee by letter, by e-mail or in person no less than three days prior to such meeting, which notice need not specify the purposes of the meeting. If the President deems an emergency exists, the President may call a special meeting of the Board of Trustees on telephonic notice to all Trustees. A special meeting may be held for any purpose, which would be a proper purpose for a regular meeting.

**Section 11. Notice of Waivers of Notice.** Except as otherwise provided in these bylaws, notice of each annual or regular meeting of Trustees shall be given to each Trustee by letter, by email, or in person no less than three days no more than 30 days prior to such meeting.

- Any Trustee may waive notice of any meeting either before or after the holding of the meeting. The attendance of any Trustee at any meeting (or participation in a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to have waived notice thereof.

**Section 12. Place of Meeting.**

All meetings of the board of Trustees shall be held at such place within or without the State of New Jersey as shall be specified in the notice of such meeting or waivers thereof.

**Section 13. Compensation.**

The Trustees shall not receive salaries, fees or compensation for their service as trustees or officers or their attendance at any meeting or committee meeting of Trustees. Any Trustee may be reimbursed for out-of-pocket expenses properly incurred in connection with activities of the Foundation.

**Section 14. Duality of Interest.**

A Trustee having a conflict of interest or a conflict of responsibility on any matter involving the Foundation and any business entity or person shall refrain from voting on such matter. No Trustee shall use his or her position as a Trustee of the Foundation for his or her own direct or indirect financial or other gain.

**Section 15. Action by Trustees Without Meeting.**

Any action which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by a majority of the Trustees who would be entitled to notice of a meeting for such a purpose. Any such writing shall be filed with the minutes of the proceedings of the Board of Trustees.

**ARTICLE IV: COMMITTEES**

**Section 1. General.** The Board of Trustees may appoint three or more Trustees to constitute one or more committees of the Foundation. The Board of Trustees may likewise appoint persons who are not members of the Board of Trustees as members of any committee except for the Executive, Nominating and Grant Committee.

- Except to the extent otherwise provided in these bylaws, the President shall appoint the chairperson(s) of each committee from among the Trustees appointed as members of the committee.
- The by-law establishing each such committee shall specify a designation by which it shall be known and shall fix its powers and authority. The Board of Trustees may delegate to any such committee any of the authority of the Board of Trustees, however conferred.
- Each such committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between the meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees. All actions by any such committee shall be subject to revision and alteration by the Board of Trustees.

- Any such committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

**Section 2. Standing Committees.**

There shall be the following standing committees of the Foundation, which shall be composed of at least three Trustees. All Board members shall serve on at least one committee in addition to the Grants Committee:

- a.) **The Executive Committee** shall consist of the President, Vice President, Secretary, Treasurer and Chair of the Grants Committee. The President shall be the Chair of the Executive Committee. The Executive Director shall serve as an ex-officio member of the Executive Committee. The Committee shall be the liaison between the Board of Trustees and the Ridgewood Board of Education and the Superintendent of the Ridgewood Public Schools. Except as limited by law, the Committee shall have such powers as may be delegated from time to time by the Board of Trustees, and, during the intervals between meetings of the Board of Trustees, shall have and may exercise all authority of the Board of Trustees in the management of the business, affairs and property of the Foundation.
- b.) **The Grants Committee** shall make recommendations to the Board of Trustees with respect to the use of the funds of the Foundation. All Trustees elected to the Board of Trustees, by virtue of their election, shall be members of the Grants Committee. The Ridgewood High School student designees shall be ex-officio members of the Grants Committee.
- c.) **The Nominating Committee** shall be in charge of recommending to the Board of Trustees candidates for elections as Trustees and Officers at the annual meeting.
- d.) **The Investment Committee** shall oversee the investment of the funds of the Foundation and shall, from time to time, make recommendations on the investments of the Foundation to the Board of Trustees. The Treasurer shall be a member of the Investment Committee. The Investment Committee shall be required to report on the investments of the Foundation at the Annual Meeting and at other meetings as the Board of Trustees sees fit.
- e.) **The Fundraising Committees** shall be in charge of raising funds and property for the Foundation and shall make recommendations to the Board of Trustees with respect thereto. This committee shall be responsible for oversight of all special fundraising sub-committees.
- f.) **Alumni Development**, which shall be in charge of raising funds and property from alumni of Ridgewood High School.
- g.) **The Public Relations, Marketing and Communications Committee** shall be in charge of all aspects of the Foundation's public relations, marketing and communications.

**ARTICLE V: OFFICERS**

**Section 1. Number.**

The Officers of the Foundation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Executive Director shall serve as an ex officio Officer. The Board of Trustees may elect such other Officers and Assistant Officers as may be necessary.

**Section 2. Election, Term of Office, Removal, Vacancies.**

Officers of the Foundation shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees and shall hold office until the next annual meeting and/or until their successors are elected and qualified. The Board of Trustees may remove any Officer at any time by a vote of the majority of Trustees at a meeting where a quorum is present. The Board of Trustees may fill any vacancy in any office occurring from whatever cause.

**Section 3. President.**

The President shall be the chief executive officer of the Foundation, shall preside at all meetings of the Board of Trustees and of the Executive Committee, shall have general supervision of the business, affairs

and property of the Foundation, shall execute any contracts, notes deeds or other papers requiring the President's signature, shall have such duties as may from time to time be required of the President of the Board of Trustees.

**Section 4. Vice President.**

The Vice President shall have the powers of the President during the absence or incapacity of the President or when there is a vacancy in the office of President and shall perform such other and further duties as may from time to time be required by the Board of Trustees, the Executive Committee of the President.

**Section 5. Secretary.**

The Secretary shall keep minutes of all meetings and proceedings of the Board of Trustees and of the Executive Committee, shall make proper record of the same and furnish copies of such minutes to the President prior to the next meeting of the Board of Trustees or Executive Committee.

**Section 6. Treasurer.**

The Treasurer shall have general supervision of all finances. The treasurer shall receive and have charge of all monetary bills, notes, deeds, leases, mortgages, insurance policies and other property belonging to the Foundation, and shall perform such other and further duties as may from time to time be required by the Board of Trustees, the Executive Committee or the President.

The Treasurer shall cause to be kept adequate and correct accounts of all the business transactions of the foundation, shall prepare or cause to be prepared a full report concerning the finances of the Foundation and shall oversee the audit. The treasurer shall report on the finances of the Foundation at a minimum on a quarterly basis, at each annual meeting of the Board of Trustees, and on the expiration of the term of office shall turn over to the succeeding Treasurer or to the Board of Trustees all property, books, papers and money of the Foundation.

**Section 7. Executive Director.**

The Executive Director shall be the chief operating officer of the Foundation and shall serve at the pleasure, and subject to the direction, of the Board of Trustees. The Executive Director shall have such duties as may be determined by the Board of Trustees.

**Section 8. Other Officers and Assistants.**

Other officers, if any, whom the Board of Trustees may elect shall have such authority and perform such duties as may be determined by the Board of Trustees. Assistant officers, if any, shall act under the direction of their superior Officers and shall be vested with all of the powers, or be required to perform any duties, of their superior Officers in their absence, and they shall perform such other and further duties as may from time to time be required of them by the Board of Trustees.

**Section 9. Surety Bonds.**

In case the Board of Trustees shall so require, any Officer or agent of the Foundation shall execute to the Foundation a bond in such sum and with such surety or sureties as the Board of Trustees or the Executive Committee may direct, conditioned upon the faithful performance of his or her duties to the Foundation, including the responsibility for negligence and the accounting for all property, moneys or securities of the Foundation which may be entrusted into his or her hands.

**ARTICLE VI: INDEMNIFICATION**

The Foundation shall indemnify to the full extent permitted by the laws of the State of New Jersey as from time to time in effect any person who was or is a party or is threatened to be made a party to, or otherwise requires representation by counsel in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not an action by or in the right of the Foundation), by reason of the fact he or she was a trustee or officer of the Foundation, or, while serving as a Trustee or officer of the Foundation, is or was serving at the request of the Foundation, as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity. The right to indemnification conferred by this, Article VI, shall also include the right of such persons to be paid in advance the Foundation for their expenses to the fullest extent permitted by the laws of the State of New Jersey as from time to time in effect. The right to indemnification conferred on such persons by this, Article VI, shall be a contract right.

**ARTICLE VII. AMENDMENTS**

These bylaws may be adopted, amended, or repealed at any meeting of the Board of Trustees by an affirmative vote of a majority of the Trustees who are then in office, provided that notice of the general nature or subject matter of the alteration or amendment shall have been given in the notice of the meeting, or, without a meeting, by the written consent of at least two-thirds of Trustees who are then in office.