

[Chapter Name]

Bylaws Adopted [Date]

**ARTICLE I: The Chapter**

**1.1 Status** – The [Name] Chapter of Freedoms Foundation of Valley Forge (the Chapter) is a subsidiary organization of Freedoms Foundation at Valley Forge (the Foundation) and, as such, shares in the Foundation’s 501(c)(3) tax exempt status. The Chapter shall be governed by Foundation’s **Policies Governing Chapters**, these **Bylaws**, and any **Chapter Policies and Procedures** (the Governing Documents). The Chapter in all of its actions shall abide by the non-partisan policy of the Foundation.

**1.2 Purpose** – The purpose of the Chapter is to support the Mission Statement of the Foundation, primarily by sponsoring student and teacher participation in the on-campus and other programs of the Foundation. The Chapters may also engage in local events and programs as approved by the Foundation.

**ARTICLE II: Officers and Directors**

**2.1 Powers and Duties** – The business of the Chapter shall be managed by the Chapter Board of Directors (the Board), consisting of not less than three members, including a President, Treasurer and Secretary, and other Officers and Directors as approved by the Board. The Officers shall have the following duties:

**2.1.1 President** – The President shall preside at all Board Meetings. Subject to the direction of the Board, the President shall have general supervision, direction, and control of the business and Officers of the Chapter; be an ex officio member of all committees; have the general powers and duties usually vested in the chief executive officer of a nonprofit organization; and have such other powers and duties as may be prescribed by the Board.

**2.1.2 Secretary** – The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board of Directors; shall assure that appropriate notice is given for all meetings of the Board; be the custodian of all books, records, papers and property of the Chapter; and shall perform such other duties as the Board may prescribe or as the President may delegate.

**2.1.3 Treasurer** – The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and Foundation as requested, but not less than once a year; and shall perform such other duties as the Board may prescribe or as President may delegate.

**2.2 Election and Term of Directors** - Directors shall be elected by the Directors and any Members with voting privileges at the Annual Meeting of the Chapter and shall serve for a term of three

years. If a Director is elected between Annual Meetings, his or her term shall begin immediately and extend for three years from the next Annual Meeting. No Director shall serve more than two terms, unless approved by two-thirds of the Directors.

**2.2.1 Student Directors** – The Board, by majority vote, may appoint one or more high school juniors or seniors as Student Directors to serve a term of one year, provided that the number of Student Directors shall never exceed 1/3 of the total number of qualified Directors serving.

**2.3 Election and Term of Officers** – Officers shall be elected by the Directors and any Members with voting privileges at the Annual Meeting of the Chapter and shall serve for a term of one year. No officer shall serve more than three consecutive terms without a vote of 2/3 of the Directors then qualified to vote.

**2.4 Resignation or Removal** – An Officer or Director may resign at any time, by written notice to the President or Board. Any Officer or Director may be removed from office with or without cause by a majority vote.

### **ARTICLE III: Meetings**

**3.1 Annual Meeting** – The Chapter shall have an Annual Meeting of all Officers, Directors and any Members qualified to vote for the purpose of electing new Officers and Directors and approving the annual budget. The time and place of this and other meetings shall be designated in the Policies and Procedures.

**3.2 Additional Meetings** – The Officers and Directors shall meet no less than quarterly, including the Annual Meeting.

**3.3 Quorum & Voting** – A quorum, consisting of a majority of all Directors, shall be necessary for any decisions requiring a vote of the Board. Participation may be in person or via remote video or audio conferencing. Any action presented for vote at a Board Meeting where a quorum is present will require the favorable vote of a majority of the Directors present to be approved.

### **ARTICLE IV: Committees**

**4.1 Executive Committee** – The Board may create an Executive Committee, including the President, Secretary, Treasurer and such other Officers and Directors as deemed necessary, to conduct the day-to-day affairs of the Chapter, and delegate to it the necessary powers for that purpose.

**4.2 Other Committees** – The President or Board may create and give charge to committees to plan and direct specific activities or events approved by the Board. All actions of such committees shall be subject to the approval of the Board.

**ARTICLE V: Director Liability and Indemnification**

5.1 General Rule - An Officer or Director shall not be personally liable for monetary damages for any action taken as an Officer or Director, or for failure to take any action, unless:

- A. The Director has breached or failed to perform the legal duties of his/her position, or
- B. The breach or failure to perform constitutes self-dealing, willful misconduct, recklessness, a criminal act, or failure to pay taxes.

**5.2 Indemnification** – The terms of indemnification, reimbursement or advance of expenses incurred shall be made according to the terms outlined in the Chapter’s Officers and Directors Insurance policy and the Governing Documents.

**ARTICLE VI: Amendments**

**6.1** The Bylaws may be amended at any meeting of the Board by the affirmative vote of two-thirds (2/3) of all of the Directors provided that written notice, including a copy of all proposed amendments, had been sent to the Directors at least 10 days prior to the meeting.

Adopted this [Date].

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Chapter President

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Chapter Secretary