

## Horizons at The Episcopal Academy

### By-Laws as of January 14, 2013 and Amended May 6, 2019

#### Article 1 – Board of Trustees

**Section 1.1 GENERAL POWERS.** Subject only to any limitations provided in the applicable laws of the Commonwealth of Pennsylvania and in these By-Laws, the management and control of all powers of Horizons at The Episcopal Academy (“Horizons”) shall be vested in the Board of Trustees (“Board”) who shall from time to time determine the mission, philosophy and strategic direction, and create such policies, rules and regulations governing the operation and management as the Board shall from time to time determine in accordance with the provision of these By-Laws.

**Section 1.2 ELECTIONS AND TERM.** Elections shall occur at the Annual Meeting. Trustees shall elect the Term Trustees. No Term Trustee shall be eligible for reelection as a Term Trustee after the completion of *three* successive full three-year terms until the expiration of one year after his or her last term of office as a Term Trustee, provided, however, that such one-year hiatus shall not apply if such Term Trustee is also an officer of the Board or a Chair of a Committee of the Board.

**Section 1.3 VACANCIES.** Vacancies on the Board may be filled at any meeting of the Board, provided that the Candidate’s nomination is sent to each Trustee at least ten (10) days prior to the meeting at which the election is to take place.

**Section 1.4 NUMBER.** The Board shall at no time consist of fewer than eight (8) trustees or more than thirty (30) trustees. The number of trustees may be increased or decreased from time to time by amendment to the By-laws.

**Section 1.5 EX-OFFICIO and NON-VOTING TRUSTEES.** The Head or Assistant Head of School of The Episcopal Academy shall serve as an ex officio voting member of the Board. The Horizons Executive Director shall serve as an ex officio, non-voting member of the Board. Ex-officio members shall hold office for as long as he or she holds their respective positions.

*Any Trustee who has served as a Founding Trustee or for a total of 6 years or more and demonstrated significant dedication to the organization may become a Trustee Emeritus upon*

*recommendation of the Board Chair and election by a majority of the Board. Voting for Trustees Emeriti will take place at least 3 months after the Trustee's term has ended*

*Trustees Emeriti will be non-voting members of the Board and serve terms as determined by and at the discretion of, the Board.*

**Section 1.6 RESIGNATION.** Except as otherwise required by law, any Trustee of Horizons may resign at any time by giving written notice to the Board or to the Executive Director or to the Secretary. Such resignations are effective at the time specified in the notice, and unless otherwise specified therein, no acceptance shall be necessary to make it effective.

**Section 1.7 REMOVAL.** Any Trustee may be removed from office with or without cause at any time by a vote of the majority of the trustees then in office, provided that such action is taken at a meeting of the Board of Trustees called expressly for that purpose.

## **Article 2 – Meetings**

**Section 2.1 ANNUAL MEETING.** An Annual Meeting of the Board shall be held each year at such time and place as may be determined by the Board. The purposes of the Annual Meeting are for the election of Trustees, the election of Officers, and the transaction of such other business as may properly be brought before the meeting. The Annual Meeting may be held in conjunction with a Regular Meeting of the Board.

**Section 2.2 REGULAR MEETINGS.** The Board shall hold at least four Regular Meetings, including the Annual Meeting, each year at such times and places as may be designated by the Board. Not less than thirty (30) days written notice of the time and place of the annual meeting and all Regular Meetings shall be given to all Trustees.

**Section 2.3 SPECIAL MEETINGS.** Special Meetings of the Board may be held upon the request of the Chair or if three Trustees so request. At least ten (10) days notice of any Special Meeting shall be given in writing to each Trustee stating the purpose for which the Meeting is called.

**Section 2.4 QUORUM.** At all Meetings of the Board, the presence of at least a majority of the Trustees with power to vote shall constitute a Quorum.

**Section 2.5 PARTICIPATION.** Trustees may participate in a meeting of the Board through the use of conference telephone or similar communications equipment as long



as all Trustees participating in such meeting can hear one another. A Trustee's participation in a meeting in accordance with the Section 2.5 shall constitute that Trustee's presence in person at such meeting for all purposes, including determining whether a quorum exists.

**Section 2.6 ACTION BY DIRECTORS WITHOUT MEETING.** Any action required or permitted to be taken by the Board may be taken without a meeting if all the Trustees shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

**Article 3 – Officers Section 3.1 OFFICERS.** The officers of Horizons shall be a Chair of the Board, the Executive Director and such other officers as the Board may from time to time elect.

**Section 3.2 TERMS OF OFFICE.** The officers, other than the Executive Director, shall be elected each year at the Annual Meeting of the Board, to take office on July 1 following the Annual Meeting, and shall continue in office for two years or until their successors are elected and qualified. Vacancies may be filled by the Board at any Regular or Special Meeting.

**Section 3.3 POWERS AND DUTIES OF OFFICERS.** In addition to the duties normally incident to each office, the duties of these officers shall be as follows:

Chair of the Board – The Board Chair shall preside at all meetings of the Board, shall be a member ex officio of all Committees and shall perform such other duties on behalf of Horizons as may be directed by the Board.

Executive Director – The Executive Director shall be subject to the direction of the Board, shall perform the duties of the chief executive of Horizons. The management of the business affairs of Horizons shall be under the direction of the Executive Director.

Subordinate Officers – The Board may elect or authorize the appointment of such officers other than those hereinbefore mentioned as the business of Horizons may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these By-Laws, or as the Board may from time to time authorize or determine.

**Article 4 – Committees Section 4.1 ESTABLISHMENT.** The Board Chair or the Board may establish Committees with such authority and duties as may from time to time be reasonably deemed appropriate.

**Section 4.2 MEMBERS.** The Board Chair is empowered to appoint as members of Committees individuals who are not Trustees, and such members of staff or such other persons as the Board Chair deems proper.

**Section 4.3 REPORTING.** The Committees shall report directly to the Board or Board Chair as appropriate.

## **Article 5 – Personal Liability and Indemnification**

**Section 5.1 LIABILITY.** A trustee or member of a Board Committee of Horizons shall not be personally liable for monetary damages as Trustee for any action taken, or any failure to take any action, unless: (a) said party has breached or failed to perform the duties of office under Section 5712 of Title 15 of the Pennsylvania Consolidated Statutes Annotated (relating to the standard of care and justifiable reliance of Directors); and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. However, the provisions of this Section 5.1 shall not apply to: (a) the responsibility or liability of a Trustee or Member of a Board Committee pursuant to any criminal statute, or (b) the liability of a Trustee or Member of a Board Committee for the payment of taxes pursuant to local, state or federal law.

**Section 5.2 INDEMNIFICATION.** Horizons shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (whether or not by, or in the right of, Horizons) by reason of the fact that the party is or was a representative of Horizons, against actually and reasonably incurred expenses, including attorney's fees, judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as Officer or Trustee or Member of a Board Committee and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity. No persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

**Section 5.3 EXPENSES.** Expenses incurred by a person entitled to indemnification



pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by Horizons in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by Horizons.

**Section 5.4 CONTINUATION.** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Trustee or employee or representative of Horizons and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 5.5 OTHER RIGHTS.** This Article shall not be exclusive of any other right or obligation, which Horizons may have to indemnify any person as a matter of law.

## **Article 6 – Amendment**

These By-Laws may be amended at any meeting of the Board at which a majority of the Board with power to vote is present, by a vote of a majority of the full Board, provided that a copy of the proposed amendment shall have been mailed to each member of the Board at least ten days prior to such meeting.

## **Article 7 – Miscellaneous and Charitable Matters**

**Section 7.1 CHARITABLE PURPOSE.** As Horizons is incorporated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, no substantial part of its activities shall involve carrying on propaganda or otherwise attempting to influence legislation. It shall not participate or intervene (including publishing or distributing statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**Section 7.2 BENEFIT TO OFFICERS AND TRUSTEES.** No part of the net income or assets of Horizons shall ever inure to the benefit of or be distributed to its Trustees, Officers, or other private persons. However, Horizons shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes so set forth herein and in the Articles of Incorporation. In the event of the sale, dissolution or other termination of Horizons, no part of its property nor any right to the proceeds thereof shall be used for the benefit or other private inurement of any such Trustees, Officers or other persons.

**Section 7.3 DISSOLUTION.** In the event of the dissolution of Horizons, for any reason, any and all assets of Horizons, no matter from what sources the same may have been received or derived, shall under no circumstances inure to the benefit of any private person or persons. Upon dissolution of Horizons, the Board shall, after paying or making provision for the payment of all of the liabilities of Horizons, dispose of all the assets of Horizons exclusively for purposes consistent with the purposes of Horizons in such manner as the Board shall determine, to one or more organizations designated by the Board, each of which organizations shall be organized and operated exclusively for religious, charitable, educational or scientific purposes and each of which at the time of such designation and disposition shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Section 7.4 CONFLICT OF INTEREST.** Each member of the Board is expected to protect the interests of Horizons as a tax-exempt, nonprofit and charitable organization in all transactions, contracts, partnerships and arrangements. Trustees agree to act in a manner that will ensure that there are no actual, apparent or potential conflicts between their personal interest and the Horizons' interest. A Trustee shall be considered to have conflict of interest if such member or a member of his/her family had existing or potential financial interests, direct or indirect, that impairs or might reasonably appear to impair such member's independent unbiased judgment in the discharge of his/her responsibilities to Horizons.

Each Trustee shall by written certification make full disclosure to the Board annually with respect to any actual, apparent or potential conflict of interest, and shall provide updates with respect to changes in circumstances.

No Trustee shall vote on any matter where an actual, apparent or potential conflict of interest has been deemed. The minutes shall reflect a record of any votes taken in connection with proceedings.