CORPORATE RECORDS

OF

THE ERIE COUNTY VOCATIONAL-TECHNICAL FOUNDATION

****

INCORPORATED UNDER THE LAWS

OF THE

COMMONWEALTH OF PENNSYLVANIA

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LAW OFFICES OF
KNOX McLAUGHLIN GORNALL & SENNETT, P.C.
120 WEST TENTH STREET
ERIE, PENNSYLVANIA 16501

BYLAWS

ARTICLE I - OFFICES

1. The registered office of the Corporation shall be at 8500 Oliver Road, Erie, Pennsylvania 16509.

2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the Corporation require.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE III - MEMBERS

1. This Corporation shall have no individual members. Only School Districts of the Commonwealth of Pennsylvania may be members or apply for membership in the Corporation.

2. No authority shall be conferred upon the members except as otherwise specifically provided for in these Bylaws.

3. The initial members of the Corporation shall be those School Districts identified in Article IV.4 below.

4. New members may be added with the approval of the Board of Directors.

5. There shall be no annual, special or other meetings of the Members.

6. Membership in this Corporation is nontransferable and non-assignable.

7. Members of the Corporation shall have only those powers or privileges which are expressly set forth in these Bylaws and shall have no power of responsibility to vote on amendments to the Articles of Incorporation, Bylaws, liquidation, dissolution or other fundamental changes as described by the Nonprofit Corporation Law. All action with regard to such matters shall be effective if taken by the Board of Directors.

ARTICLE IV - DIRECTORS

1. The business and affairs of this Corporation shall be managed by a Board of Directors.

2. Each Director shall be a natural person of full age who need not be a resident of this Commonwealth.

3. The initial Directors of this Corporation will be ten (10) in number.

4. The initial membership of the Board shall be determined by each of the following School Districts appointing one (1) person to serve on the Board of Directors of the Corporation:

Fairview School District

Fort LeBoeuf School District
General McLane School District
Girard School District
Harbor Creek School District
Iroquois School District
Millcreek Township School District
North East School District
Northwestern School District
Wattsburg Area School District

The School District appointing a representative to serve on the Board may, at the discretion of that School District from time to time, remove its representative, cancel the appointment and designate a successor representative to the Board. Any vacancy on the Board of Directors occurring as a result of a vacancy in the representation of any of the above positions shall be filled by appointment of the School district which has lost representation by reason of the vacancy. Each representative appointed to the Board shall serve for a term of one (1) year or until a successor is appointed.

5. From time to time, at the discretion of the Board of Directors, new School Districts may become members. School Districts will appoint one (1) person to serve on the Board.

6. A new Director, selected to fill the vacancy shall serve for the unexpired term of the predecessor in office.

7. Meetings of the Board of Directors, regular or special, shall be held at the registered office of this Corporation or at any other place within or without the Commonwealth of Pennsylvania, as provided, or such place or places as the Board of Directors designates by resolution duly adopted.

8. Regular meetings of the Board shall be held without notice at the registered office of the Corporation, at such time as shall be determined by the Board.

9. Special meetings of the Board may be called by the President without prior notice to each Director, either personally or by mail or by telegram or by telephone; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the Directors in office.

10. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Directors and shall be filed with the Secretary of the Corporation.

11. Directors as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board PROVIDED, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V - OFFICERS

1. The officers of this Corporation shall consist of a President, Secretary and Treasurer. The Board of Directors may also choose a Chairperson of the Board and/or a Vice-President and such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board. Any number of offices may be held by the same person. It shall not be necessary for the officers to be Directors.

2. All officers and agents of the Corporation shall serve without salary.

3. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. The officers of the Corporation shall hold office for one (1) year and until their successors are chosen and have qualified.

4. The President shall be the chief executive officer of the Corporation unless such authority is conferred by the Directors upon a Chairperson of the Board; shall preside at all meetings of the Directors; shall have general and active management of the business of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. The President shall execute all contracts requiring a seal, under the seal of the Corporation. The President shall be EX-OFFICIO a member of all committees, and shall have the general powers and duties

of supervision and management usually vested in the office of the President of a corporation.

5. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision the Secretary shall serve. The Secretary shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.

6. The Treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.

7. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI - INFORMAL ACTION

1. Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or these Bylaws a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

2. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE VII - OPERATIONS

1. The fiscal year of this Corporation shall extend from July 1 to June 30.

2. There shall be kept at the registered office or principal place of business of the Corporation an original or duplicate record of the proceedings of the Directors, and the original or a copy of its Bylaws, including all amendments or alterations thereto to date, certified by the Secretary of the Corporation.

3. Every Member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books or records of account, and records of the proceedings of the members and Directors, and make copies or extract therefrom. A proper purpose shall mean a purpose reasonably related to such School District's interest as a Member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the Member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business.

4. This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Members, Directors or officers. However, the Corporation may pay compensation in a reasonable amount to Members, officers or Directors for services rendered.

ARTICLE VIII - COMMITTEES

1. This Corporation may have Committees, each of which will consist of one or more Directors, which Directorial Committees will have and exercise some prescribed authority of the Board of Directors, in the management of this Corporation. However, no such Committee will have the authority of the Board in reference to affecting any of the following:

(a) Admission of Members.

(b) Filling of vacancies of the Board.

(c) Adoption, amendment or repeal of Bylaws.

(d) Amendment or repeal of any resolution of the Board.

(e) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

2. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Directorial Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation.

ARTICLE IX - MISCELLANEOUS PROVISIONS

1. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

2. One or more Directors or members may participate in a meeting of the Board, or of a committee of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

3. Any payments made to an officer or employee of the Corporation such as a salary, commission, bonus, interest, rent, or entertainment expense incurred, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or employee to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or employee, subject to the determination of Directors, proportionate amounts may be withheld from future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE X - ANNUAL STATEMENT

The Board of Directors shall present annually to the Member representatives on the Board a report, verified by the President and Treasurer, or by a majority of the Directors, showing in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(5) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

ARTICLE XI - AMENDMENTS

The power to amend and/or repeal these Bylaws is expressly vested in the Board of Directors. These Bylaws may be amended or repealed by a majority vote of the Board of Directors, at any regular or special meeting of Directors.

ARTICLE XII - INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

1. The Corporation shall indemnify to the full extent required by law, and may indemnify or agree to indemnify to the full extent permitted by law (to such extent and upon such conditions as the board of Directors shall, in its sole discretion, deem appropriate), 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, by reason of that person's being or having been a director, officer, employee or agent of the Corporation or of any other enterprise at the request of the Corporation.

2. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person to repay such amount if it shall ultimately be determined that said person is entitled to be indemnified by the Corporation.

3. To further effect, satisfy or secure the indemnification provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account,

enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and Directors and shall not be subject to voidability.

4. Any rights granted pursuant to the provisions of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested Directors or otherwise both as to action in an indemnified capacity and as to action in any other capacity.

ARTICLE XIII - OPERATING POLICY

It shall be the operating policy of the Corporation that gifts or contributions to the Corporation shall not relate to, alter, modify, adjust or in any manner affect the bidding process conducted by the any School District participating in the management or operation of the Corporation's affairs. The Corporation has been established to provide the Erie County Technical School with finances for charitable educational projects that may not normally be funded through participating School District operating budgets.

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