

Bylaws
OF
SHALLOWATER EDUCATION FOUNDATION

ARTICLE I – NAME, PURPOSE, OFFICES

- Section 1. **Name.** The Shallowater Education Foundation (the "Corporation") is a nonprofit Corporation organized under the Texas Nonprofit Corporation Law (hereinafter called the "Act"). The name of the Corporation, its corporate purpose, and the terms of its existence are set forth in the Certificate of Formation filed with the Secretary of State of Texas.
- Section 2. **Purpose.** The Corporation is organized and will be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The purposes of the Corporation include the receipt, management and expenditure of funds received from donations and grants. Within the scope of the foregoing purposes and not by way of limitation thereof, the Corporation is organized for educational and charitable purposes for the benefit of the Shallowater Independent School District.
- Section 3. **Registered Office.** The Corporation shall maintain in the State of Texas a registered office as required by the Act and the appropriate filings with the Secretary of State and Comptroller of Public Accounts shall be maintained. The registered office shall be Shallowater ISD Central Office located at 1100 Ave. K, Shallowater, Texas 79363. The Corporation may, by resolution of the Directors, change the location of its registered office to any other place within the boundaries of the Shallowater Independent School District.

ARTICLE II – BOARD OF DIRECTORS

- Section 1. **General Powers.** The business and affairs of the Corporation shall be managed and governed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts as permitted by statute or by the Certificate of Formation or by these Bylaws.
- Section 2. **Number, Term, and Qualifications.** The number of Directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors; provided, however, the number of Directors shall be no less than nine and no more than thirty-five. Initially, Directors shall be those named in the Articles of Incorporation. Thereafter, all Directors shall be appointed by majority vote of the existing directors. All appointed Directors shall hold office until the annual meeting three (3) years following his or her election and until a successor is elected, or until his or her death, resignation or removal. The Superintendent of Schools of the Shallowater Independent School District shall hold a permanent official seat as a

Director with one vote. Two (2) Trustee Representatives of the Shallowater Independent School District School Board shall hold permanent official seat as Directors with one vote each and shall be selected by the Board of Directors of the Corporation from among the elected members of the Board of Trustees of the Shallowater Independent School District. Each Permanent Director position shall hold office until his or her designated position with the Shallowater Independent School District changes or, in the case of the Trustee Representatives, until the Board of Directors names a successor or substitute Board Member. Appointed Director terms shall be staggered with approximately one-third of the appointed Director positions to expire each year. Initially, terms for Directors will be determined through a lottery system. Appointed Directors may be re-elected to successive terms.

- Section 3. **Members.** The Corporation shall have no members or shareholders. All Corporate actions shall be approved by the Board of Directors as provided in these Bylaws.
- Section 4. **Compensation.** The Board of Directors may not compensate Directors for their services as Directors. The Corporation may, by vote of the Board of Directors, reimburse Directors for actual expenses incurred related to legitimate Corporation business, including travel. The Corporation may also pay Directors for actual services rendered to the Corporation in the Director's usual occupation (ie, a Director may be paid for legal or accounting services actually rendered to the Corporation) if said Director is retained by vote of the Board of Directors. The Corporation may also pay to Directors a per diem rate in accordance with applicable provisions of the Internal Revenue Code and Internal Revenue Regulations for Directors when such Directors are traveling on Corporation business.
- Section 5. **Election of Officers and Directors.** New Directors shall be elected by the vote of the Directors then in office, and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. The Nominating Committee shall provide each Director with a list of recommended Officers and Directors prior to the annual meeting as provided for in Article V, Section 1 hereof. The slate of proposed Officers and Directors shall be presented for vote at the annual meeting. A vote of the Board of Directors shall be required to elect Officers and Directors, except as otherwise provided herein.
- Section 6. **Quorum.** A majority of the Directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors present by telephone or other electronic means may count toward the quorum. Each Director shall have one vote. The act of the majority of Directors present in person, by telephone, or by electronic transmission at which a quorum is present shall be deemed to be the act of the Board of Directors.
- Section 7. **Proxies.** Proxies shall not be allowed.
- Section 8. **Removal.** Any Director may be removed at any time with or without cause by the

vote of a majority of the Directors present at a regular or special meeting at which quorum is present.

- Section 9. **Resignation.** Any Director may resign at any time by giving written notice of resignation to the Board of Directors, to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 10. **Vacancies.** Any Director vacancy occurring may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE III - MEETINGS OF DIRECTORS

- Section 1. **Annual and Regular Meetings.** An annual meeting of the Board of Directors shall be held at such place as the Board of Directors may designate. Election of Officers and Directors as well as other usual business shall be considered. In addition, regular meetings shall be conducted as determined by the Board of Directors, but no less than six (6) times per year. All meetings shall be held within the boundaries of the Shallowater Independent School District, unless another location is approved by vote of the Board of Directors.
- Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by request of the President or any three (3) Directors.
- Section 3. **Notice of Meetings.** Whenever, under the provision of the statute or the Certificate of Formation or these Bylaws, notice is required to be given to any Director and no provision is made as to how such notice shall be given; it shall not be construed to require personal notice; but any such notice may be given in writing by mail, postage prepaid, or by electronic transmission, or by facsimile transmission addressed to such Director at his or her address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when deposited in the United States mail in a sealed envelope; addressed with postage thereon prepaid. Such notice need not specify the purpose for which the meeting is called.
- Section 4. **Attendance.** Meeting attendance is required for Directors. In the event a Director misses three (3) or more consecutive meetings, the Board of Directors may, if deemed appropriate, ask for the resignation of that Director. However, it shall also be the policy of the Corporation to attempt to accommodate the schedules of its Directors who demonstrate continuing interest in the affairs of the Corporation. In the event that a Director fails to attend six consecutive meetings, said Director may be removed by majority vote of the remaining Directors present at a meeting of the Board of Directors at which a quorum is present.
- Section 5. **Action of Board by Consent.** Any action required by the Act to be taken at a

meeting of the Directors of the Corporation or any action that may be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by a majority number of required Directors necessary to pass such action at a meeting of the Board of Directors as if all Directors were in attendance.

ARTICLE IV – OFFICERS

- Section 1. **Officers of the Corporation.** The officers of the Corporation shall consist of a President, Vice President of Development, Vice President of Programs, Vice President of Finance/Administration, Vice President of Events/Marketing, Secretary and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except that of the President and the Secretary, but no officer may act in more than once capacity where action of two or more officers is required. All officers must be Directors of the Corporation.
- Section 2. **Election and Term.** The officers of the Corporation, other than the Secretary, shall be elected annually by the Board of Directors and each officer shall hold office for one (1) year or until a successor shall be qualified and elected. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Officers may be re-elected to their position.
- Section 3. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 4. **President.** There shall be a President of the Corporation, elected by the Board of Directors. The President shall serve as the chief executive officer for the Corporation, subject to the direction and supervision of the Board of Directors, and shall have general charge of the business affairs of the Corporation. The President shall, when present, preside at meetings of the Board of Directors and in general perform all duties and have all powers incidental to the office of the President, and shall perform such other duties and have such other powers as from time to time may be assigned. The President shall sign, with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, contracts, or other instruments that the Board of Directors has authorized to be executed, unless the Board of Directors has authorized otherwise. In the absence of a President, the Vice President of Development shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board of Directors.
- Section 5. **Vice President of Development.** The Vice President of Development shall chair the Development Committee and be charged with oversight of fundraising and campaign development. The Vice President of Development shall perform other

duties and have such other powers as from time to time may be assigned by these Bylaws or by the Board or by the President. At the request of the President or in the event of the absence of the President, the Vice President of Development, unless otherwise determined by the Board of Directors, shall perform the duties of the President and preside at meetings of the Board of Directors and when so acting shall have all the powers and be subject to all the restrictions upon the President.

- Section 6. ***Vice President of Programs.*** The Vice President of Programs shall chair the Program Committee and be charged with oversight of program identification and implementation. The Vice President of Programs shall perform such other duties and have such other powers as from time to time may be assigned by these Bylaws or by the Board or by the President.
- Section 7. ***Secretary.*** The Secretary of the Corporation shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (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 (if applicable) and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized (if applicable); 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 by the President or by the Board of Directors.
- Section 8. ***Vice President of Finance & Governance.*** The Vice President of Finance & Governance shall chair the Finance & Governance Committee and 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 Corporation in such depositories as shall be selected; and (b) in general perform all of the duties incident to the office of Treasurer such as tax compliance, annual reporting and such other duties as from time to time may be assigned by the President or by the Board of Directors, by these Bylaws, or as required by the Act or other applicable law.
- Section 9. ***Vice President of Events & Marketing.*** The Vice President of Events & Marketing shall chair the Events & Marketing Committee and shall (a) disseminate to the public information concerning the activities, goals, growth and programs of the Corporation through publishing in the local media and other publications; and (b) coordinate event activities of the Corporation by collaborating with other committees of the Corporation or individuals.
- Section 10. ***Superintendent of Schools.*** The Superintendent of Schools shall serve as a member of the officers of the Corporation. The Superintendent shall serve to provide information to the Board of Directors regarding the District's vision and priorities and recommend projects and programs to the Board of Directors support.

Section 11. **Other Officers.** The Corporation may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Directors.

ARTICLE V – COMMITTEES

Section 1. **Standing and Special Committees.** The Board of Directors or President may establish one or more Ad Hoc committees, appoint committee chairs and members, and determine the purpose and authority thereof. Standing Committees shall be the Executive Committee and the Nominating Committee. Members of Ad Hoc Committees do not need to be Directors. Members of these two (2) standing committees must be Directors of the Corporation with the composition for each detailed below.

The Executive Committee shall be charged with the duties of managing the Corporation in the ordinary course of business, the general handling of the affairs of the Corporation, and the carrying out of the purposes of such other duties as may be imposed upon it or authorized by the Board of Directors when not in session. The Executive Committee shall consist of the Officers of the Corporation and one (1) Director at large. The Director at Large on the Executive Committee shall be determined by a majority vote of the Board of Directors present at a meeting where a quorum is present.

The Nominating Committee shall be charged with providing nominations to the Board of Directors for elective offices and for vacancies in the Board of Directors. Such nominations shall not preclude the right of additional nominations being made at any meeting of the Board of Directors where an election of an officer or a Director is being considered. The Nominating Committee shall be composed of the Secretary, Trustee Representative, and at least three (3) Directors who shall be appointed by the President.

Additional standing committees include the Development Committee, the Programs Committee, the Events & Marketing Committee, and the Finance & Governance Committee. Committee Chairs for these additional standing committees are detailed in Article IV, Sections 4-10 and must be Directors of the Corporation. Members of additional standing committees and Ad Hoc Committees do not need to be Directors.

Section 2. **Terms and Meeting.** Committee members shall serve one (1) year and may be re-elected. The Chair of the committee is to be appointed by the President. The Chair may call meetings of the committee as deemed appropriate.

ARTICLE VI – FIDUCIARY RESPONSIBILITY

- Section 1. **Fiduciary Responsibility.** It shall be the policy of this Corporation that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds and other assets held or administered by this Corporation.
- Section 2. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 3. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 4. **Checks and Drafts.** All checks, drafts, or other orders for the payment of moneys, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Vice President of Finance and countersigned by the President.
- Section 5. **Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Board of Directors may select.
- Section 6. **Gifts.** Gifts, devises and bequests may be made to the Corporation by naming or otherwise identifying the Corporation as the recipient and by a majority vote of the Board of Directors to receive said gifts, devises and bequests. Each contributor by making a gift, devise or bequest to the Corporation accepts and agrees to all terms of its Certificate of Formation and these Bylaws. Gifts may be merged by the Corporation with any other gift(s) and used as a single fund, or if the Board of Directors deems best, a gift(s) may be designated and retain its (their) identity in a separate fund(s).
- Section 7. **Distributions.** Distributions shall fund programs and projects that are aligned with the mission, strategic plan and educational philosophy of the Shallowater Independent School District. It shall be the policy of this Corporation to make distributions for one or more of the educational purposes for which it is organized, including administrative expenses and amounts paid to acquire an asset in an amount determined by the Board of Directors. Distribution of funds shall be made without discrimination of the age, sex, color, religious affiliation, disability or national origin of the individuals or programs to be benefited thereby.