

**BYLAWS
OF
Brownsboro Education Foundation
Revised May 2014**

ARTICLE I. - GENERAL

- 1.1 Purpose. Brownsboro, Texas, Independent School District (ISD) Education Foundation is a public charity and is connected to support in locating financial resources and partnerships to benefit the students, faculty, staff and administrators of Brownsboro Independent School District in Henderson County, Texas.
- 1.2 The purpose of these bylaws is to govern the affairs of the corporation. Brownsboro Independent School District Foundation was formed in the year of 2014 under that name with the Secretary of State, Austin, Texas, as well as the Internal Revenue Service, tax-exempt corporation division. This corporation is a Foundation which provides positive community awareness of school district activities, plans and goals; assists classroom teachers to implement innovation classroom programs and instructive lessons not typically paid by public funds; and helps assist the superintendent and school board fund special trials, including college access as well as strong, viable, and vital vocational certifications and educational opportunities.
- 1.3 Tax Exempt Status. The corporation shall be exempt from Federal income tax under Internal Revenue Code 501(c) (3) of the Internal Revenue Code and classified as a public charity under section 509(a) (3) of the Code. The employer

identification number is 75-2366-991 and the public charity status is 509(a) (1) and 170(b) (A) (vi). More than 50% of the donations of the Foundation shall come from ‘the public’ rather than governmental grants.

- 1.4 Registered Office and Agent. The registered agent of the corporation shall be, for the present time, the Superintendent of Brownsboro and the registered location address shall be the Brownsboro ISD Administration Building. (A verification of this status of agent and official location is determine annually by the Secretary of State’s office in Austin, Texas.)
- 1.5 As the Brownsboro ISD Foundation becomes more self-reliant, the agent will be perhaps the executive director and address as whatever the future holds for the success of the Foundation. During the initial growth years (at least the first three); the Foundation will be a guest of the school district and the office space will be part of the memorandum of understanding in exchange for private dollar donations for the public school in Brownsboro.)The school board of Brownsboro ISD is aware that a separation of the two entities is in the best interest of the school district—so that vendors do not donate to have special favors in the bidding process.

ARTICLE 2. - BOARD OF DIRECTORS

- 2.1 Management. The board of directors shall be responsible for the management of the property and activities of the corporation. The board of directors may delegate to officers, employees, agents or committees any powers that it deems advisable, but such parties shall be accountable and subject to the board of directors.

2.2 Nominations Committee. During the second quarter of each fiscal year, the Nominations Committee shall meet to determine the President-Elect for the remainder of the fiscal year and, thus, the President of the following fiscal year. Only directors who have served as a member of the executive committee shall be considered for President Elect. During the final quarter of the fiscal year, the Nominations Committee, which shall include the President Elect, will put forth a full slate of officers and directors for board vote.

2.3 Election. The directors of the corporation shall be nominated and elected by the board of directors of the corporation. Life Member status shall be given to individuals based on dedicated service to the corporation by the board of directors of the corporation.

2.4 Number. The number of directors comprising the board of directors shall be no fewer than ten and no more than twenty-five. The optimal number of directors shall be twenty-one directors—seven directors with three-year terms of service. Employees of the school district shall not be members of the charity of choice for the school district so as to avoid any and all possible conflicts.

2.5 Terms. Terms of service for the board of directors will be for three-year terms and may be elected to serve no more than two consecutive terms. A director elected to fill a vacancy will be elected for the unexpired term of the predecessor. A term limit of six consecutive years will be enforced. A director may ‘sit off’ the board one year to be re-considered for another term limit length of service.

2.6 Removal. A director may be removed with or without cause by a vote of two-thirds (2/3) of the directors present at any meeting called for that purpose. Upon non-attendance of three

(3) Board meetings, unless valid excuse is provided, the non-attending director may be removed and/or replaced by the President.

2.6 Committees. The board of directors may establish and appoint the members of any committee that it deems advisable, but such committees shall be accountable and subject to the board of directors.

2.7 No compensation. No director shall receive any compensation for serving as a director, except for reimbursement of reasonable out-of-pocket expenses.

2.8 Conflict of Interest. A form to disclose doing business with the Foundation (not necessarily the school district) will be completed by all directors every year. It is satisfactory to do business with the foundation and serve as a director; but disclosure is required.

2.9 Expectations. This is a development board of directors, not a policy-making board. Each member will be asked to make at least ten contacts per year, face-to-face solicitations, asking for donations to the Foundation. Training will be given to the directors on fundraising.

ARTICLE 3. - MEETINGS OF THE BOARD OF DIRECTORS

3.1 Regular Meetings. The board of directors shall meet a minimum of four times per year. The date of the next regular meeting shall be set as the last item of business at each regular meeting, and written notice to each director shall be given at least 10 days prior to a regular meeting.

3.2 Special Meetings. Special meetings of the board of directors may be called by the president, as the president deems necessary or by the secretary upon written request of at least four directors. Written notice to each director shall be given at least 10 days prior to a special meeting. An agenda stating the purpose of the meeting shall be provided and only items on the agenda may be discussed at a special meeting.

3.3 Electronic Ballots. Some elections, such as those of officers, shall be electronic due to the timing of the needed election. Conference calls will be avoided.

3.4 Quorum and Action. All meetings shall require a quorum. A simple majority of the board of directors shall constitute a quorum. If a quorum is present at a meeting or participating in an electronic or telephone meeting, the board of directors may transact business by a simple majority vote of those present.

3.5 Electronic Ballots. A vote may be put forth by the President on behalf of the committee to the President and an electronic ballot may be used for the election. More than half of the number of directors must respond in order for the ballot to be valid. Non-response will indicate vote of “abstaining” from voting.

ARTICLE 4. - OFFICERS

4.1 Designation of Officers. The officers of the corporation shall be a president, vice-president(s), secretary and treasurer. Two directors shall be selected by the President to serve as directors-at-large on the executive committee. The immediate past president shall serve as a member of the executive committee for one year. The officers and the directors-at-large will comprise the executive

committee and meet from time to time to review board policy and direction. The same person may serve in more than one office, other than President.

4.2 Election and Terms. The officers of the corporation shall be nominated by the nominations committee as determined by the President. A slate of officers and directors shall be presented at the final board meeting of the fiscal year. Officers shall serve one-year terms and may be elected to no more than three consecutive terms in that office.

4.3 Duties of President. The president shall preside over all meetings of the board of directors and shall be the chief executive officer of the corporation. The president shall act as the duly authorized representative of the board of directors in all matters in which some other person has not been specifically designated to act. The president shall assign directors to committees as necessary.

4.4 Duties of Vice-President(s) The vice president-governance shall act in the absence of the president and provide leadership in the areas of policy and planning of the Foundation. The vice president-development shall provide leadership in the fundraising programs of the Foundation. Other vice presidents may be assigned as determined by the nominations committee. The vice president-programs will oversee events and other functions as determined by the president.

4.5 Duties of Secretary. The secretary shall ensure that accurate records are taken at each of the board of directors meetings.

4.6 Duties of the Treasurer. The treasurer shall present the financial status of the Foundation at board of directors' meetings and provide financial direction as need be.

4.7 Compensation. No officer shall receive any compensation for serving as an officer, except for reimbursement of reasonable out-of-pocket expenses.

ARTICLE 5. - INVESTMENT AND EXPENDITURE OF FUNDS

5.1 Investments. The funds of the corporation shall be invested as approved by the board of directors and maintained in the investment policy of the Brownsboro Foundation.

5.2 Expenditure of Unrestricted Funds. The unrestricted funds of the corporation shall be expended for the benefit of the Brownsboro Independent School District as determined by the board of directors.

ARTICLE 6. - MISCELLANEOUS

6.1 Fiscal Year. The fiscal year of the corporation shall begin September 1st and end August 31st.

6.2 Rules of Order. Robert's Rules of Order, as most recently revised, shall be the authority in question regarding rules of order.

6.3 No Corporate Seal. No corporate seal shall be used by the corporation.

6.5 Review Audit. The financial records of the corporation shall be at least reviewed annually by an independent certified public Accountant.

6.6 Amendments. The bylaws of the corporation may be amended by a vote of two-thirds (2/3) of the directors present at any meeting, provided however, that written notice of any proposed amendment shall be given to each director at least 30 days prior to the vote on the proposed amendment.

Superintendent

Date

School Board President

Date

Foundation Coordinator

Date