



Southside ISD Education Foundation Amended 2017

Article I: The Foundation

Section 1.1

The name of the Foundation is Southside ISD Education Foundation, Inc. The Foundation is organized as a non-profit corporation under the provisions of the Texas Non-Profit Corporation Act, Article 1396 of the Texas Revised Civil Statutes, and Section 501(c) (3) of the Internal Revenue Code.

Section 1.2 Purpose

The Foundation's operation shall be confined exclusively to the charitable purposes set forth in the Articles of Incorporation of this Foundation: That is, to seek, cultivate, and obtain revenues to be used for developing and expanding educational opportunities for students of Southside Independent School District ("The District"). No Party of the funds or property of this foundation shall inure to the benefit of any officer or director of this foundation upon dissolution.

Article II: Board of Directors

Section 2.1 Membership

Members of the Board of Directors shall be persons who volunteered to promote purposes and goals of the foundation. Member of the foundation must adhere by the membership pledge.

Section 2.2 Number of Membership and capacity

The Number of Directors shall be no more than thirty (30). Five (5) Directors must be present, in person, to constitute a quorum for the purpose of transacting business.

Section 2.3 Election and Term

- A. Appointed Directors. Two (2) representatives of the District shall be non-voting members of the Foundation's Board of Directors: The Superintendent of the District and two designated staff members as appointed by the Superintendent. The Executive Director shall be appointed by the Foundation's Board of Directors at any duly noticed meeting.
- B. Elected Directors. All elected Directors shall be approved by the Foundation's Board of Directors at the First meeting of the fiscal year.
- C. Term. Directors who are elected by the Foundation's Board of Directors shall serve for a term of one year, with unlimited renewal. Terms of office shall commence on the First Monday of October and terminate on October 1st.

Section 2.4 Duties

- a. **Management.** The Board of Directors shall raise funds and/or facilitate the raising of funds to advance foundation purposes and goals; shall determine the amount and due date of membership dues; shall set policy for the affairs of the Foundation; shall approve all programs and projects which require funding by the Foundation; shall approve an annual budget for the Foundation; shall designate signatories on the Foundation's bank account(s).

Shall appoint the Executive Director; and shall manage and supervise the affairs of the Foundation. Policy shall be determined through the Board's approval of resolutions and/or motions in accordance with these Bylaws and the Articles of Incorporation. All action officially taken by the Board of Directors is binding upon the Officers and all other Directors.

- b. **Election of Officers and Committee Members.** The Board of Directors shall elect the Officers of the Foundation (see section 3.1) and approve all standing committee members and chairmen each year at the first meeting of the fiscal year.

Section 2.5 Meeting and Notice

The Board of Directors shall hold regular meetings. At each regular meeting it shall hear reports from the officers, Executive Director and committee chairmen regarding the activities of the Foundation and its financial status and shall vote to approve or disapprove all programs and projects, the purpose of which is fundraising or which have been proposed for funding.

Section 2.6 Removal

Any elected Director, or the Executive Director may be removed at any regular or special meeting of the Foundation's Board of Directors by a quorum of all current Directors. Directors may be removed automatically for:

- a. Failure to pay annual dues, or donate hours
- b. Failure to attend regular meetings without excuse,
- c. Failure to attend Foundation Sponsored fundraising events without excuse, or
- d. Failure to support Foundation sponsored funding event.

Section 2.7 Vacancies

Any vacancy on the Board of Directors created by the resignation, removal or death of a Director shall be filled for the remainder of the term by the appointment or election of a new Superintendent of the District and/or his/ her appointees, or by the vote of the Directors present at a duly noticed meeting of the Board of Directors, whichever is applicable. Notice of an election by the Board of Directors to fill a vacancy of an elected Director, or in the Executive Directorship, shall be included in the call of the meeting at which the election will be conducted or the appointed approved.

ARTICLE III: Officers

Section 3.1 Number and Election

The Officers of the Foundation shall be a Chairman of the Board, Vice Chairman of the Board, Secretary, Treasurer, and such other officers as the Board, in its discretion, deems to be necessary or desirable. Officers shall be elected by the Board of Directors at the first meeting of the fiscal year. Officers shall be elected from among the members (or members-elected) of the Foundation's Board of Directors; the Executive Director may be, but need not be, a member of the Foundation's Board of Directors.

Section 3.2 Term of Office

Officers shall serve for a term of one year, or until their successors are elected and qualified. No Officer shall serve in the same office more than three consecutive terms, and for these purposes, one who has served more than one-half of a term will be credited with having served that term. Terms of office shall commence on October 1st.

Section 3.3. Nominating Committee

A nominating committee, composed of three Directors, shall be elected by the Board of Directors no later than June. The nominating committee shall nominate one eligible person for each office, and its written report shall be included in the call of the first meeting of the school year. At the first meeting of the school year, additional nominations may be made from the floor. If there are more than two nominees for an office, a plurality shall elect. Only those persons who have consented to serve may be nominated. No current Officer may serve on the nominating committee. Members of the nominating committee may not serve two years in succession.

Section 3.4 Duties of Officers, Executive Director, and Chairmen

- a. Chairman of the Board. The Chairman of the Board shall preside at all the Board meetings, shall coordinate the activities of the Foundation's Officers and shall appoint special committees except for the nominating committee.
- b. Vice Chairman of the Board. The Vice Chairman of the Board shall preside at Board meetings in the absence of the Chairman of the Board and shall perform such other duties as are specified by the Chairman of the Board.
- c. Secretary. The secretary shall keep minutes of all meetings of the Board of Directors and Officers, shall conduct correspondence, and shall perform other duties as specified by the chairman of the Board.
- d. Treasurer. (i) The Treasurer shall supervise the receipt and deposit of all funds contributed or paid to the Foundation, shall keep a full and accurate account of all monies of the Foundation, shall submit a written balance sheet and income statement at every regular meeting of the Board of Directors, and shall perform such other duties as directed by the Chairman of the Board. (ii) The Treasurer shall place in a

- Separate interest bearing account 5% of under designated funds received, including net proceeds from fund-raising events as an endowment fund. Investment of the earned interest shall be recommended by a committee appointed for such purpose by the chairman of the Board and shall be approved by the Board of Directors.
- e. Executive Director. The Executive Director shall have responsibility for direct supervision of all activities of the foundation and shall coordinate the work of the Board of Directors, the Officers, the Friends and all committees in accordance with these Bylaws, the Article of Incorporation, and policies established by the Board of Directors. The executive Director shall recommend to the Board programs and projects to be funded by the foundation or to raise funds, shall present a written report no later than October concerning the activities of the past year and shall recommend a budget for approval by the Board of Directors at the Board's first meeting of the school year. The Executive Director shall be a voting ex officio member of all committees except the nominating committee. The Executive Director shall ensure that the Treasurer's books are audited by an independent auditor within 90 days after the end of the Foundation's fiscal year, which shall begin on October 1 and end on September 30, and shall ensure that a written audit report is presented to the Board of Directors at its first meeting of the fiscal year. The Executive Director shall adhere to the membership pledge.
 - f. Reports. Each Officer, the Executive Director and each standing committee chairman shall prepare and give a report on his/her area of activity at each regular meeting of the Board of Directors.
 - g. Disbursements. Disbursements out of the Foundation shall be made only in accordance with the Foundation's approved budget. Checks drawn on the Foundation's bank account must be signed by two officers. Notice of such meetings shall be given by the Officer calling the meeting in person or one officer and the Executive Director, who are authorized by the Board of Directors to sign checks of the Foundation, and whose signatures are on file at the pertinent financial institution..

Section 3.5 Meeting and Notice

The officers of the Foundation shall meet as a group whenever the Officers determine that a meeting is necessary or desirable. Any officer may call a meeting of the Officers. Notice of such meeting shall be given by the Officer calling the meeting in person, by email, by telephone, or by written notice to each Officer at least three days before the date of the scheduled meeting.

Section 3.6 Vacancies

Any Vacancy occurring in an elected office due to death or resignation shall be filled for the unexpired term by a person elected by the Board of Directors at a duly noticed meeting of the Board of Directors. The call of such meeting shall contain express notice that the vacancy in the unoccupied office shall be filled at the meeting.

Section 3.7 Removal

Any one or more of the Officers and/or the Executive Director may be removed at any regular meeting of the Board of Directors by resolution adopted by a quorum of all the current Directors. The Directors at such a meeting shall elect a successor for each person so removed to serve for the remainder of the unexpired terms.

Article IV: Board Committees

Section 4.1 Scholarship Committees

The Board may, by resolution, create such Scholarship committees as it deems necessary to raise and manage funds on behalf of, and to distribute scholarships for, the students of the various schools of the Southside Independent School District. Such Committees shall consist of at least four, to include at least one officer and three members of the Board of Directors. The Power and duties of such Committees shall be set forth in guidelines to be adopted for such committees by the Board. Such Committees shall keep regular minutes of their proceedings and report the same to the Board when requested by the Board. Any members of such committees may be removed, for or with cause, by the affirmative vote of a quorum. The members of each such committee shall elect a chairman of such committee.

Section 4.2 Other Committees

The Board may, by resolution passed by the Board, designate additional committees, each committee to consist of two or more Directors, and each such committee shall have such power and authority and shall perform such functions as may be provided in such resolution; provided however, such committees shall not have the power to have and exercise the authority of the Board unless it is expressly delegated to them. Such Committees shall have such name or names as may be designated by the Board and shall keep regular minutes of their proceedings and report the same to the Board when requested by the Board. Any member of a committee may be removed, for or with cause, by the affirmative vote of a quorum of the whole Board.

Article V: Waiver of Notice

Meeting of the Board of Directors, officers and any committee may be held without the required notice having been given if each member of the Board, Officers or member of the pertinent committee, as applicable either attends the meeting or executes a written waiver of notice of such a meeting.

Article VI: Alternatives to Meetings

Section 6.1 Electronic Meetings

Members may be allowed to meet via Google Hangout, Skype or other forms of meeting. Members may also take vote by conducting a poll through electronic voting. This will allow members who are not all present to vote via email, text message, skype or any other form of electronic voting.

Section 6.2 Telephone Conference

Any meeting contemplated by these Bylaws be held by telephone conference instead of in person if (i) all persons participating in the telephone conference can hear each other; and (ii) all persons entitled to notice of the meeting have been duly notified of the electronic conference and have been given the opportunity to participate in the electronic conference or have executed a written waiver of such notice.

Section 6.3 Email voting and notifications

The Southside Education Foundation may take account members decisions by voting on various topics and upcoming events via email. They may also be notified of changes in the agenda or of changes to the meeting via email.

Section 6.4 Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors, Officers, or any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by each member of the Board, member of the pertinent committee, or Officer as applicable.

Article VII: Parliamentary Authority

Each meeting held by the board of Directors, Officers, or any committee shall be conducted according to the procedures to be established by the chairman of each such meeting; provided, however, that in the event of any dispute Robert's Rules of Order, Newly Revised shall control.

Article VIII: Indemnification of Directors and Officers:

- (a) Indemnity. To the extent permitted by applicable law and except as provided in section (b) of this Article, the Foundation shall indemnify and hold harmless any Director or Officer for (i) costs and expenses (including attorney's fees)' (ii) amounts paid in settlement, (iii) judgments (iv) fines actually and necessarily incurred by s/he in connection with any claim asserted against him by reason of his being or having been a Director or Officer of the Foundation.
- (b) Exceptions. The Foundation shall not indemnify any Director or Officer in connection with any matter with respect to which such Director or Officer (i) Did not conduct himself in good faith; (ii) improperly received a personal benefit; (iii) has been adjudged liable to the Foundation; (iv) could not reasonably have believed that his conduct was in the Foundation's best interest; or (V) had reasonable cause to believe that his conduct was unlawful.
- (c) Advance Payments. Reasonable costs and expenses incurred by a past or present Director or Officer who was or is threatened to be made a named defendant or respondent in any proceeding may be paid or reimbursed by the foundation in advance of the final deposition of the proceeding if (i) the Foundation receives an affidavit by the Director or Officer stating his good faith belief that he is entitled to indemnification from the Foundation under this Article; (ii) the foundation receives a written undertaking by the Director or Officer to repay the amount advanced if it is ultimately determined that he/she is not so entitled to indemnification; and (iii) the facts in order to utilize those in making the determination whether to advance any payment under This Section (c) would not preclude indemnification under this article.
- (d) Determination of Liability. It is intended that the provisions of this Article be self-executing and have the force of a contractual indemnification. As a matter of corporate decision making, however any determinations required to be made under Sections (a), (b) and (c) of this Article shall be made by a majority vote of the quorum of Directors consisting of Directors who were not named as a defendants or respondents in the relevant proceeding. In the event that such a quorum cannot be established, then such determinations shall be made by all of the Directors of the Foundation (excluding from the deliberations of the Directors all the Directors who were named defendants or respondents in the relevant proceeding).
- (e) Partial Indemnity. Those making determinations pursuant to section (d) of this Article may determine that a Director or Officer has met the standards set out in sections (a), (b), and (c) of this Article as to some matters, but not as to others and may be reasonably prorate the amounts to be indemnified.
- (f) Insurance. The Foundation shall purchase and maintain insurance on behalf of any person who is a Director or Officer of the Foundation against any liability incurred by him in such position, whether or not the Foundation would otherwise be empowered to indemnify him against such liability under this article.

Article IX: Seal

The Foundation shall have no seal and the imprint of a seal shall not be required to evidence acts of the Foundation.

Article X: Matters Not Covered in Bylaws and Articles of Incorporation

The Provisions of the Texas Non-Profit Corporation Act, Article 1396 of the Texas Revised Civil Statutes, shall apply to all matters not mentioned in the Articles of Incorporation or these Bylaws, insofar as said Provisions are consistent with the Articles of Incorporation and these Bylaws.

Article XI: Relationship with Southside ISD School District

Physical facilities of the District and services of District personnel shall not be available to the Foundation except on the same terms and conditions as such facilities and services are available to other similar, non-profit organizations, groups, and projects. All expenses incurred by the Foundation shall be paid by the Foundation and none shall be paid by the District.

Article XII: Amendment of Bylaws:

These Bylaws may be amended only (i) by the written consent of all Directors, or (ii) at a duly noticed meeting of the Board of Directors, by the affirmative vote of a quorum of all the members of the current Board of Directors. The call of such meeting shall contain the text of the proposed Bylaws amendment.

