

Bylaws
OF
CHISHOLM TRAIL EDUCATION FOUNDATION

ARTICLE I – NAME, PURPOSE, OFFICE

- Section 1. **Name.** The Chisholm Trail Education Foundation (the “Corporation”) is a nonprofit Corporation organized under the Texas Business Organizations Code (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. 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 Crowley 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 512 Peach Street; Crowley, TX 76036. The Corporation may, by resolution of the Directors, change the location of its registered office to any other place within the boundaries of the Crowley 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 (9) and no more than thirty-three (33). Initially, Directors shall be those named in the Certificate of Formation. 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 Crowley Independent School District shall hold a permanent official seat as a Director with one vote. One (1) Trustee Representative of the Crowley Independent School District Board of Trustees shall hold permanent official seats as a Director with one vote and shall be selected by the Board of Directors of the Corporation from among the elected members of the Board of Trustees of the Crowley Independent School District. Each Permanent Director position shall hold office until his or her designated position with the Crowley Independent School District changes

or, in the case of the Trustee Representative, until the Board of Directors names a successor or substitute Trustee Representative. 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.** Appointed 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 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 of which all persons participating in the meeting can communicate concurrently with each other 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 and time 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 Crowley 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, 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, or 50 percent of the meetings in a calendar year, 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.

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/Governance, Vice President of Events/Marketing, Secretary, Superintendent of Schools 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 one 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 Superintendent of Schools 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 and Governance Committee and shall: (a) have charge and oversight of compliance to the Bylaws and other Corporate documents; (b) 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 (c) in general perform all of the duties incident to the office of Treasurer such as tax compliance, annual reporting, audit oversight 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 and 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 that need 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. The Executive Committee and the Nominating Committee shall be standing committees. Members of these two standing committees must be Directors of the Corporation with the composition for each detailed below. Additional standing committees include the Development Committee, the Program Committee, the Events/Marketing Committee and the Finance/Governance Committee. Committee Chairs for the 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.

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, the Superintendent of Schools, 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, Superintendent of Schools, and at least three (3) Directors who shall be appointed by the President.

- Section 2. **Terms and Meeting.** Committee members shall serve one (1) year and may be re-elected. The Chair of Ad Hoc committees is to be appointed by the President. Committee Chairs may call meetings of their committees 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. The Corporation maintains the right to refuse gifts, devises and bequests that the Board of Directors determines are not in keeping with its mission. 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 Crowley Independent School District. It shall be the policy of this Corporation to make distributions at least annually 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.

Section 8. **No Self-Dealing.** It shall be the policy of this Corporation not to engage in any act which would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

ARTICLE VII - GENERAL PROVISIONS

Section 1. **Indemnification and Insurance.** A Director's liability shall be limited to the full extent provided for in the Act. Any person who at any time serves or has served as a Director, officer, employee or agent of the Corporation, or in such capacity at the request of the Corporation for any other Corporation, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, court costs, expert witnesses, and other reasonable expenses, actually and necessarily incurred in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold the Director liable by reason of the fact that he or she was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which may have become liable in any such action, suit, or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by these Bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due.

Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of these Bylaws.

In addition to the foregoing, the Board of Directors shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another Corporation, partnership, joint

venture, trust or other enterprise against any liability asserted against the Director and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

- Section 2. **Fiscal Year.** The fiscal year of the Corporation shall be January 1 – December 31.
- Section 3. **Corporate Seal.** The Corporation may have a corporate seal of a design and form to be determined by the Board of Directors, but such a seal is not required.
- Section 4. **Books and Records.** The Corporation shall keep correct and complete books and records proceedings of the Board of Directors, which shall include minutes, financial statements, corporate documents and other items as deemed necessary in officiating the business of the Corporation. The books, records and papers of the Corporation shall be at all times, during reasonable business hours, subject to inspection by any Director. The Certificate of Formation and the Bylaws of the Corporation, as amended, shall be available for inspection at the principal office of the Corporation.
- Section 5. **Audit and Annual Report.** The records and books of account of this Corporation are to be audited at least once in each fiscal year in such a manner as may be deemed necessary or appropriate by the Board of Directors. No later than six (6) months after the close of each fiscal year of this Corporation, the Board of Directors shall prepare an annual accounting of the Corporation's financial statements for its immediately preceding fiscal year. The Corporation Vice President of Finance/Governance shall be responsible for preparing and timely filing all necessary accounting reports required by the Internal Revenue Service to obtain and maintain the Corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
- Section 6. **Dissolution.** In the event that the Corporation is dissolved, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, transfer the assets of the Corporation to the Crowley Independent School District.
- Section 7. **Conflict of Interest.** The Corporation's affirmative policy shall be to require that all actual or potential conflicts be discussed promptly and disclosed fully to the Board of Directors and all other necessary parties. Any Director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Directors may from time to time, establish such rules and regulations in furtherance of this policy, as deemed appropriate.
- Section 8. **Governing Law.** The Bylaws of the Corporation shall be governed by and construed in accordance with the laws of the State of Texas.
- Section 9. **Diversification.** Chisholm Trail Education Foundation strives to reflect and embrace racial, religious and gender diversification within all levels of its governing body, staffing, grant recipient allocation and selection process including vendor selections and corporate sponsors.
- Section 10. **Amendments.** Except as otherwise provided herein, these Bylaws or the Corporation's Certificate of Formation may be amended or repealed and new

Bylaws (or amended Articles of Incorporation) may be adopted by the affirmative vote of two thirds of the Directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws (or Articles of Incorporation) at such meeting.

The undersigned certifies that he/she is the Secretary of the Chisholm Trail Education Foundation and that the foregoing Bylaws of the Corporation were duly adopted, at the duly called meeting of the Corporation held on August 21, 2014.

Secretary

President

Original Bylaws adopted: August 21, 2014