

## **BYLAWS OF THE WYLIE BULLDOGS EDUCATION FOUNDATION**

These Bylaws govern the affairs of the WYLIE BULLDOGS EDUCATION FOUNDATION, a nonprofit corporation organized under the Texas Business Organizations Code. 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 Texas, as the same may be amended from time to time. These Bylaws are subject to the provisions of the Certificate of Formation.

### **ARTICLE I. NAME**

The name of this corporation shall be the Wylie Bulldogs Education Foundation, hereafter “the Foundation” or “the Corporation”.

### **ARTICLE II. REGISTERED PURPOSE**

This corporation is organized exclusively for charitable and educational purposes. The Wylie Bulldogs Education Foundation has a mission of collecting and distributing gifts to promote excellence in education.

### **ARTICLE III. DURATION**

The duration of the corporate existence shall be perpetual.

### **ARTICLE IV. OFFICES**

The principal office of the Corporation in the State of Texas shall be located in the City of Abilene, County of Taylor. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

### **ARTICLE V. BOARD OF DIRECTORS**

Section 5.01. **Members:** The Corporation shall have no members. All corporate actions shall be approved by the Board of Directors provided for in these Bylaws.

Section 5.02. **General Powers.** The property, affairs and business of the Corporation shall be managed by the Board of Directors.

Section 5.03. **Property.** Directors shall not have any right title, or interest in or to any property of the Corporation.

**Section 5.04. Number Qualification and Term of Office.** The Board of Directors shall consist of not less than nine (9) nor more than seventeen (17) members, with that number being changed from time to time by the Board. Members of the first Board shall serve until the first annual meeting, to be held annually during the month of April, at which their successors are duly elected and qualified, or removed as provided in the Bylaws. At that first annual April meeting, the initial Board of Directors shall determine who shall serve for a term of three (3) years and who shall serve for a term of two (2) years, so that approximately one-third (1/3<sup>rd</sup>) of the total number board members shall be elected each year after the initial three (3) year period. No person shall serve more than two (2) consecutive terms except after an absence from the Board of Directors.

**Section 5.05 Permanent Directors.** The superintendent of the Wylie Independent School District shall hold a permanent official seat on the Foundation Board with vote, and with one (1) elementary administrator and one(1) secondary administrator selected by the superintendent, shall be added to the composition of the Foundation's Board with one (1) vote each. A school board trustee appointed by the superintendent, shall serve as a permanent official seat on the Foundation Board with one (1) vote. These four (4) Directors shall be known as Permanent Directors and all will be voting members of the Corporation.

**Section 5.06 Initial Board.** The initial Board shall consist of these members, as of June 10, 2010, and others appointed by the Chairman of the Steering Committee, namely:

Becky Rentz

Michelle Senter

Tracy Wolfe

Gary Galbraith

Terry Merck

Ray Ince

Mitch Davis, Principal

Terry Hagler, Principal

Joey Light, Superintendent Wylie I.S.D

**Section 5.07 Quorum and Manner of Acting.** Except as otherwise provided by statute or by these Bylaws, a minimum of 51% of the Directors must be present to constitute a quorum for the transaction of business at any meeting and the act of a majority of the Directors present as any meeting at which a quorum is in attendance shall constitute an act of the Board, including the adjournment. If a quorum is not present the Board may be reconvened, without giving further notice.

**Section 5.08. Meeting Attendance.** It shall be the policy of the Corporation to require attendance at all Director meetings. In the event a Director misses three (3) more consecutive meetings, the Board of Directors may, if deemed appropriate, ask for the resignation of the Director. If the Director does not resign upon request, then the removal provisions of Section 5.11 must be followed if the Board, in its discretion, decides removal is appropriate. 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. It shall be at the discretion of the Board of Directors to invoke this provision.

Section 5.09. **Resignations.** Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any Director 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 5.10. **Vacancies.** Vacancies for any reason may be filled by a majority of the Directors serving on the Board. Vacancies will be filled from nominations submitted by the nominating committee or from the floor. A Director elected to fill a vacancy shall complete the unexpired term of his predecessor. Any Director elected for less than a full term may be eligible for re-election for two(2) successive two (2) year terms. Any vacancy in the position of a permanent Director as noted in Section 5.05 shall be filled by the same person filling the school district position.

Section 5.11. **Removal.** A Director may be removed with or without cause by a majority vote of the Directors then in office. Removal shall be by vote of a majority of all Directors of the Corporation at a regular meeting or a special meeting of the Directors called for that purpose. The special meeting is noted in Section 6.04.

Section 5.12. **Proxies.** Proxies shall not be allowed or used.

Section 5.13. **Action of Board by Consent.** Any action required by the Texas Business Organizations Code 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 or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Directors or committee members, respectively, as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted. Each written consent shall conform to the requirements of the Texas Business Organizations Code as it is amended from time to time.

Section 5.14. **Compensation.** The Directors shall serve without compensation or for compensation, as the Board may determine from time to time to be in the best interest of the Corporation. Nothing herein shall be construed to prevent a Director from being reimbursed for preauthorized expenses in carrying out authorized activities of the organization.

## **ARTICLE VI. MEETINGS**

Section 6.01. **Place of Meeting.** The Board of Directors may hold its meetings at such place or places, within the State of Texas, as it may choose.

Section 6.02. **Annual Meeting** During the month of April, the annual meeting of the Corporation shall be held for the purpose of the election of officers of the Corporation and any other business or transactions as shall come before the meeting. Notice of the annual meeting shall be given in writing by the Secretary to all Directors not less than ten (10) days prior to meeting.

Section 6.03. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place, within the State of Texas, as the Board may determine by resolution adopted by a majority of the members of the Board of Directors. Notice of regular meetings shall be given by the Secretary not less than three (3) days prior to the meeting. Notice of meetings may be mailed, emailed or delivered through a phone call.

Section 6.04. **Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or 25% of the Directors. Notice of each such special meeting shall be mailed or emailed to each Director, addressed to the Director at his or her residence or usual place of business, at least five (5) days before the day on which the meeting is to be held, or delivered personally or by telephone, no later than two (2) days before the day on which the meeting is to be held, except as otherwise provided by these Bylaws. Each such notice shall state the time, place, and purpose of the meeting. Any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors of the Corporation then in office shall be present thereof (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened) or waive such notice in writing before at, or after such meeting.

## **ARTICLE VII. OFFICERS**

Section 7.01. **Officers.** The officers of the Corporation shall be a President, one (1) or more Vice-Presidents, a Secretary, and a Treasurer. Any two (2) or more offices, except those of Chair and Secretary, may be held by the same person.

Section 7.02. **Election, Term of Office and Qualification.** All officers shall be elected by the Directors of the Corporation at the annual meeting except in the case of officers appointed in accordance with the provisions of Sections 7.07 or 7.12. Each shall hold office for a period of one (1) year, with the exception of the President serving a two (2) year term and until his successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. In the advent an officer's resignation, another officer shall be elected to fill the unexpired term. All officers shall be Directors.

Section 7.03. **Resignation.** Any officer may resign at any time by giving written notice to the President or the Secretary of the Corporation. It shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.04. **Election and Removal.** Election of an officer shall not, of itself, create any contract rights. Any officer elected by the Board of Directors may be removed by a majority vote of the Board whenever in its judgment, the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.05. **Duties of Officers.** The duties of officers shall be such as are usually attached to such offices and in addition thereto, such further duties that may be

designated from time to time by the Board of Directors.

Section 7.06. **Employees.** The officers, when so authorized by the Board of Directors may employ such personnel as may be essential to carry on the day-to-day business of the Corporation, and shall be empowered to pay reasonable compensation for services so rendered in the the furtherance of the purposes set forth in the Articles of Incorporation.

Section 7.07. **Vacancies.** A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 7.08 **President.** The President may not be an employee or agent of the Wylie Independent School District. The President shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a president other than the President of the Board to preside at meetings of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. He with the proper signature of one other duly qualified officer of the Corporation, may execute and deliver in the name of the Corporation, any deeds, mortgages, contracts, open bank accounts or execute instruments pertaining to the business of the Corporation including without limitation, any instruments necessary or appropriate to enable the Corporation to donate income or principal of the Corporation to or for the account of any organizations, causes, and projects described in the Certificate of Formation of the Corporation which the Corporation was organized to support. He shall perform such other duties as may from time to time be assigned to him by the Board of Directors.

Section 7.09. **Vice President.** The Board of Directors may appoint a Vice President or more than one Vice President. Any Vice President shall not be an employee or agent of the Wylie Independent School District. Each Vice President, if any, shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice Presidents shall succeed to their power and duties in the order designated by the Board of Directors.

Section 7.10 **Secretary.** The Secretary shall not be an employee or agent of the Wylie Independent School District. The Secretary shall give or cause to be given, notice of all meetings of the Directors and all other notices required by law or by these Bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall record all of the proceedings of the meetings of the Directors in a book provided for that purpose, and he or she shall perform such other duties as may be assigned to him by the Trustees or the President, and in general, shall perform all duties incidental to the office of the Secretary.

Section 7.11 **Treasurer.** The Treasurer shall not be an employee or agent of the Wylie Independent School District. The Treasurer shall give or cause to be kept accurate records of all funds drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors by resolution,

shall from time to time designate. He shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation. He shall have cause to be rendered to the President and the Directors, wherever required, an account of all his transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, and in general, shall perform all duties incident to the officer of the Treasurer.

Section 7.12 **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 a manner, have such duties and hold their offices for such terms as may be determined by a resolution of the Board of Directors. No agent or school employee of Wylie Independent School District shall serve as an officer.

Section 7.13. **Election Procedure.** The Nominating Committee shall provide each Director with a list of officers not less than thirty (30) days prior to the annual meeting. The slate of proposed officers shall be presented for vote at the annual meeting. A vote of the Board of Directors shall be required to elect officers. All officers, with the exception of the President, shall be elected annually by the Board of Directors for a term of one year. The President shall serve a two year term of office.

## **ARTICLES IIX. COMMITTEES**

Section 8.01. **Standing Committees,** of which there may be one or more, whose duties and authority shall be determined by the Board. Standing Committees of the Corporation shall be as follows:

(a) **The Executive Committee,** to be composed of a maximum of five (5) Directors, shall be charged with the duties of managing the Corporation in the ordinary course of business, employment of personnel and the general handling of the affairs of the Corporation. The Executive Committee shall be comprised of those persons who hold the offices of President, Vice President(s), Secretary, Treasurer, and one (1) current director at-large, recommended by the Executive Committee and ratified by the Board of Directors.

(b) **The Nominating Committee,** shall be charged with the duty of making nominations to the Board of Directors for elective offices and for vacancies on the Board of Directors. Such nominations shall not preclude the right of additional nominations being made at any meeting of the Board where an election is being considered. The Nominating Committee shall be composed of the Wylie I.S.D. Superintendent, a representative of the Wylie I.S.D. Board of Trustees, and at last three (3) foundation Directors, who shall be appointed by the Board of Directors.

(c) **The Special Projects Committee** shall be charged with the duty of managing the special projects to be undertaken by the Corporation in accordance with its purpose and overseeing the use of any special project funds and properties committed to its care and the performance of such other duties as may be imposed upon it or authorized by the Board of Directors.

(d) **Special Committees**, which the Board of Directors may from time to time authorize, to be appointed by the President. The Board of Directors shall specify the number of persons composing such special committees and the terms and duties of such special committees. While the membership of the special committees need not be composed entirely of members of the Board of Directors, at least a majority of members of each special committee shall be Directors.

Section 8.02. **Chair and Vice Chair.** The Chairman and Vice Chairman of each committee shall be appointed by the President of the Corporation.

Section 8.03. **Term of Office.** Each member of a committee shall continue to serve on the committee until the next annual meeting of the Directors and until a successor is appointed. However, the term of a committee member may terminate earlier if a committee member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy shall serve for the unexpired portion of the previous committee member's term.

Section 8.04. **Committee Meetings.** Committee meetings shall be called and presided over by the Chairman of the committee, or in his absence or disability, by the Vice Chairman or in case of absence and/or disability both the Chairman and Vice Chairman by any member thereof after reasonable notice to all of the committee members. Committees shall meet as often as necessary to properly discharge their duties. A simple majority of committee members present in person shall constitute a quorum for any committee meeting and a simple majority vote of those present and voting at any committee meeting at which a quorum is present shall constitute the action or report of the committee meeting.

Section 8.05. **Reference to Committees.** While it shall not be required, it is recommended, when applicable, that matters be referred to appropriate committees for consideration and recommendations prior to Board action.

Section 8.06. **Action in Lieu of Meeting.** If all members of a committee consent in writing to any action, such action shall be as valid as if authorized at a meeting of the committee. Such consent, setting forth the action so taken, shall be filed with the minutes of the proceedings at the next committee meeting.

Section 8.07. **Other Committees.** The President of the Board of Directors shall appoint other Committees, both permanent and temporary, as the need arises.

## **ARTICLE IX. PERSONAL LIABILITY**

This Corporation may designate such fiscal agents, investment advisors and custodians as the Board of Directors may select by resolution. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

## **ARTICLE X. 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. Refer to the written “Investment Policy Statement” adopted July 19, 2010.

## **ARTICLE XI. POLICY WITH RESPECT TO DISTRIBUTION OF PRINCIPAL, INCOME AND RELATED MATTERS**

Section 11.01 **Annual Distributions.** It shall be the policy of this Corporation to make annual distributions for one or more of the educational purposes for which it is organized, including administrative expenses and amounts paid to acquire an asset used (or held for use) directly in carrying out one or more of its purposes, in an amount determined by the Board of Directors to be appropriate.

Section 11.02 **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, with respect to all grants and distribution.

Section 11.03. **Expenditure Responsibility.** Through its Board of Directors, this Corporation shall exercise “expenditure responsibility”, as defined in Section 4945 (h) (1) and (2) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, with respect to all grants and distribution.

Section 11.04 **Reasonable Return.** The Board of Directors shall take steps to assure that each Director, agent, or custodian of the unrestricted funds that are part of this Corporation will administer them in accordance with accepted standards of fiduciary conduct to produce a reasonable (as determined by the Board of Directors) return.

## **ARTICLE XII. BOOKS OF RECORD, AUDIT, FISCAL YEAR, BOND**

Section 12.01. **Books and Records.** The Board of Directors of this Corporation shall cause to be kept:

- (a) records of all proceedings of the Board of Directors and Committee thereof;
- (b) all financial statements of this Corporation;
- (c) Articles of Incorporation and Bylaws of this Corporation and all amendments thereto;
- (d) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.



Section 12.02. **Audit and Publication.** The Board of Directors shall cause the records and books of account of the Corporation to be reviewed or audited at least once each fiscal year in such a manner as may be deemed necessary or appropriate and also shall make such inquiry as the Board of Directors deems necessary or advisable into the condition of all trusts and funds held by any agent or custodian for the benefit of this Corporation. The Directors shall retain any such person or firm for such purposes as they deem appropriate. Not later than six (6) months after the close of each fiscal year of this Corporation, the Board of Directors shall furnish to the Board of Trustees of Wylie I.S.D., copies of the Corporation's financial statements for its immediately preceding fiscal year and may, if determined necessary or appropriate by the Board of Directors, cause such a financial statements to be published in one or more local newspapers having a general circulation and distribution, as may be selected by the Board of Directors.

Section 12.03. **Fiscal Year.** The fiscal year shall begin on January 1 and end on December 31 of each year.

Section 12.04. **Bond.** The Corporation shall obtain bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Directors.

### **ARTICLE XIII. TRANSACTIONS OF THE CORPORATION**

Section 13.01. **Contracts.** The President with the proper signature of one other duly qualified officer of the Corporation may execute and deliver any contract or execute any instrument in the name of and on behalf of the Corporation as cited in Section 7.08.

Section 13.02. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Certificate of Formation, state or federal law, and any requirement for maintaining the Corporation's federal and state tax status. Refer to the "Gifts Policy Statement".

Section 13.03. **Conflicts of Interest.** The Corporation's affirmative policy shall be to require that all 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 13.04. **Nonprofit Operation.** The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or officers without the exchange of full consideration.

### **ARTICLE XIV. WAIVER OF NOTICE**

Wherever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Texas, such notice may be waived in writing, signed by the person or as

persons entitled to said notice, whether before, at, or after the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the record of the Corporation, with postage thereon prepaid.

## **ARTICLE XV. IDEMNIFICATION AND INSURANCE**

Section 15.01. **Indemnification and Representation.** The Corporation shall indemnify and provide for the defense of 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 (other than an action by or in the right of the Corporation) as a result of his actions or omissions within the scope of his official capacity for the Corporation as a Director, officer, employee, or agent of the Corporation, to the full extent permitted under Texas state law, as in effect from time to time.

Section 15.02. **Insurance.** The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Article XV. Section 15.01 of these Bylaws.

## **ARTICLE XVI. AMENDMENTS**

The Board of Directors may amend this Corporation's Certificate of Formation and these Bylaws to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Certificate of Formation or Bylaws, may be adopted at such meeting a quorum being present, upon receiving the affirmative vote of not less than two-thirds of the whole number of Directors. However, amendment of Article II (Purpose) of the Certificate of Formation may be made only with the unanimous approval and resolution of all Directors.

## **ARTICLE XVII. MISCELLANEOUS PROVISIONS**

Section 17.01 **Governing Law.** The Bylaws of the Corporation shall be governed by and construed in accordance with the laws of the State of Texas.

Section 17.02 **Severability.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the validity, illegality, or unenforceability shall not affect any other provisions and the Bylaws shall be construed as if the invalid, illegal, or

unenforceable provision had not been included in the Bylaws.

Section 17.03. **Gender.** Whenever the context requires, all word in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural nouns shall include the singular.

Section 17.04. **Diversification.** It is the aim and intent of the Wylie Bulldogs Education Foundation to reflect and embrace racial, religious and gender diversification within all levels of its governing body, staffing, grant recipient allocation and selection processing including vendor selections and corporate sponsors.

**ARTICLE XIX. DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIX. INCORPORATOR(S)**

The incorporators of this corporation, WYLIE BULLDOGS EDUCATION FOUNDATION, are: Mrs. Becky Rentz, President of the Foundation and Mr. Joey Light, Superintendent of Wylie Independent School District.

The undersigned incorporators certify that they execute these articles for the purposes herein stated.

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Signature	Date
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Signature	Date
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The undersigned certifies that he is the Secretary of the WYLIE BULLDOGS EDUCATION FOUNDATION and that the foregoing Bylaws were duly adopted as The Bylaws of the Corporation on June 21 , 2010.

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Name	Secretary
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**BYLAWS**

**OF THE**

**WYLIE BULLDOGS EDUCATION FOUNDATION**

Developed  
June- July 2010