

**BYLAWS  
OF THE SLIDELL EDUCATION FOUNDATION, INC.**

These Bylaws govern the affairs of the Slidell Education Foundation, Inc., a nonprofit corporation (the “Corporation”).

**ARTICLE I**

**OFFICES**

- 1.01 **Principal Office.** The Corporation’s principal mailing address in Texas will be located at P.O. Box 69, Slidell, Texas, 76267. The office physical address will be 17347 FM 455, Decatur, Texas, 76234. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors (“Board” or “Board Directors”) may determine. The Board may change the location of any office of the Corporation.
- 1.02 **Registered Office and Registered Agent.** The Corporation will maintain a registered office and registered agent in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

**ARTICLE II**

**BOARD OF DIRECTORS**

- 2.01 **Members.** The Corporation shall have no members. All corporate actions shall be approved by the Board of Directors as provided in these Bylaws. All rights which would otherwise rest in the members shall rest in the Directors.
- 2.02 **Management of Corporation.** The Board will manage the corporate affairs.
- 2.03 **Property.** No Director shall have any right, title, or interest in or to the property of the Corporation.
- 2.04 **Number, Tenure, and Qualifications.** The number of Directors shall be at least 5 and not more than 9. However, the number of voting Directors may be increased or decreased to any odd number, by amendment of these Bylaws. No employee of the Slidell Independent School District nor member of the Board of trustees of the Slidell Independent School District will be eligible to serve on the Board. In addition to the regular members of the Board of Directors, the persons, if any, from time to time holding the following positions shall be “ex officio” members of the Board of Directors with the right to attend meetings, receive notice thereof, and have all other privileges of regular board members except voting rights: the President or his/her designee of the Slidell Independent School District Board of Trustees, the Superintendent or his/her designee of the Slidell Independent School District, a past Member of the Foundation’s Board of Directors, and other individuals as determined by the board.
- 2.05 **Vacancies.** The Board will fill any vacancy on the Board. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

- 2.06 Annual Meeting. The annual Board meeting will be held as soon as practical and no more than thirty (30) days after the beginning of a new fiscal year at the Slidell Independent School, Slidell, Texas. Except for the first annual meeting, all subsequent annual meetings of the Board may be held without notice other than these Bylaws. The Board may, by resolution, provide for a different date, time, and location of the annual meeting without notice other than the resolution, which shall be recorded in the board minutes.
- 2.07 Regular Meetings. The Board may provide for regular meetings stating the time and place of such meetings. The meetings may be held anywhere within or without the State of Texas but shall be held at the Slidell Independent School District unless by resolution the board determines a different location for a particular meeting. No notice of regular Board meetings is required other than a memorandum stating the time and place of the meetings.
- 2.08 Special Called Meetings. Special Board meetings may be called by, or at the request of, the president or any three directors. A person or persons authorized to call a special meeting of the Board may fix any place within the State of Texas, as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the Corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these Bylaws require.
- 2.09 Notice. Mailed or electronic notice of all meetings of the Board, save and except Special Called Meetings, will be delivered to each director not less than five (5), nor more than fifteen (15) days before the date of the meeting. The purposes and agenda for regular meetings need not be stated in advance. Notice for Special Called Meetings shall be delivered to each Director not less than forty-eight (48) hours, nor more than twenty-four (24) days before the date and time of the Special Called Meeting. The notice of Special Called Meetings will state the place, day and time of the meeting, identify the person who called it, and describe the purpose or purposes for which it is called.
- 2.10 Quorum. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains; however, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is not present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.
- 2.11 Duties of Directors. Directors will discharge their duties, including any duties as committee members, when they act in good faith and in a manner they reasonably believe to be in the Corporation's best interest. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.
- 2.12 Delegating Duties. Directors may nominate and approve by affirmative vote advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire

stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

- 2.13 Interested Directors. Contracts or transactions between directors or officers who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director or officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.
- 2.14 Actions of Board of Directors. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.
- 2.15 Proxies. A director may not vote by proxy.
- 2.16 Compensation. Directors may not receive salaries or any other compensation for their services as a member of the Board. A director may serve the Corporation in any other capacity and receive compensation for professional services. Any compensation that the Corporation pays to a director will be reasonable and commensurate with the services performed.
- 2.17 Removing Directors. The Board may remove a director for cause at any time. Cause for removal of a director includes but is not limited to: (1) unexcused failure to attend three (3) consecutive Board meetings; (2) conflict of interest; (3) violation of these Bylaws; and (4) conduct that the Board determines to be inconsistent with the mission, goals, and best interest of the Corporation. A director may be removed for any reason, with or without cause, by the affirmative vote of two-thirds (2/3) of the entire Board.

### ARTICLE III

#### OFFICERS

- 3.01 Officer Positions. The Corporation's officers will be a president, a vice president, a secretary, and a treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices.
- 3.02 Election and Term of Office. The Corporation's officers will be elected annually by the Board at selected and qualifies. An officer may be elected to succeed himself or herself in the same office.
- 3.03 Removing Officers. Any officer elected to the Board may be removed by the affirmative vote of

3.04 Vacancies. The Board may nominate and approve by affirmative vote a person to fill a vacancy in any office for the unexpired portion of the officer's term.

3.05 President. The President is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the Board. execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The President will perform other duties prescribed by the Board and all duties incident to the office of president.

3.06 Vice President. When the president is absent or cannot act, the Vice President will perform the will perform other duties assigned by the President or Board.

3.07 Treasurer. The treasurer will:

- (a) Have charge and custody of—and be responsible for—all the Corporation's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or President directs.
- (d) Have responsibility for disbursement of funds to discharge the Corporation's obligations. However, funds may be drawn from the Corporation or its accounts only upon the signature of at least two persons identified in section 5.03 below.
- (e) Maintain the Corporation's financial books and records.
- (f) Prepare periodic and annual financial reports.
- (g) Serve as the Chair of the Investment Committee
- (h) Perform other duties as assigned by the President or the Board.
- (i) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.

3.08 Secretary: The secretary will:

- (a) Give all notices as provided in the Bylaws or as required by law and proved all supporting documentation for matters to be acted on at each meeting.
- (b) Take minutes of the meetings of the Board and keep the minutes as part of the corporate records.
- (c) Maintain custody of corporate records and seal.
- (d) Affix the Corporate seal to all documents as authorized.

- (e) Keep a register of the mailing address and email address of each director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the President or Board.
- (g) Perform all duties incident to the office of Secretary.

#### ARTICLE IV COMMITTEES

4.01 Establishing Committees. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee and appointing or removing members of a committee. A committee will include at least one director and may include persons who are not directors. The Board may delegate to the president its power to appoint and remove members of a committee. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.
- (f) Adopt a plan for distributing the Corporations assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest. As defined in paragraph 5.05.
- (j) Take any action outside the scope of authority delegated to it by the Board.

4.02 Term of Office: Each committee member will continue to serve on the committee until the next annual meeting of the Board. However, a committee member's term may expire earlier if the committee is terminated, or if the 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 on a committee will serve for the unexpired portion of the terminated committee member's term.

- 4.03 Chair and Vice-Chair. Each committee will elect its own vice chair unless these Bylaws identify a chair ex officio. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice chair will perform the chair's duties. When a vice chair acts for the chair, the vice chair has all the powers of – and is subject to all the restrictions on – the chair.
- 4.04 Notice of Meetings. Mailed or electronic notice of a committee meeting will be delivered to each member of a committee not less than five (5), nor more than thirty (30), days before the date of the meeting. The notice will state the place, day, and time of the meeting, and purpose or purposes for which it is called.
- 4.05 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.
- 4.06 Quorum and Actions of Committee. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members will be required to constitute the act of the committee. No action may be approved without the vote of at least a majority of the number of committee members. If a quorum is not present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.
- 4.07 Proxies. A committee member may not vote by proxy.
- 4.08 Compensation. Committee members may not receive salaries or other compensation for their services.
- 4.09 Rules. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

## ARTICLE V

### TRANSACTIONS OF CORPORATION

- 5.01 Contracts. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.
- 5.02 Deposits. All the Corporation's funds will be deposited to the credit of the Corporation in federally insured banks, trust companies, or other depositories that the Board selects.
- 5.03 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by two (2) 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 determination by the Board of Directors, such instruments shall be signed by the President and countersigned by the Treasurer of the Corporation.
- 5.04 Gifts. The Board may accept on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may

make gifts and give charitable contributions not prohibited by these Bylaws, the article of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

- 5.05 Prohibited Acts. As long as the Corporation exists. Directors, officers, or committee members acting individually and/or collectively of the Corporation shall not:
- a) Do any act in violation of these Bylaws or a binding obligation of the Corporation;
  - b) Do any act with the intention of harming the Corporation or any of its operations;
  - c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business;
  - d) Receive an improper personal benefit from the operation of the Corporation;
  - e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business;
  - f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
  - g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business;
  - h) Use the Corporation's name (or any substantially similar name) and/or funds to support any political campaign;
  - i) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## ARTICLE VI

### BOOKS AND RECORDS

- 6.01 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. The books and records include:
- a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
  - b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.

- c) Minutes of the proceedings of the Board, and committees having any of the authority of the Board.
  - d) A list of the names and addresses of the directors, officers, any committee members of the Corporation.
  - e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
  - f) A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.
  - g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
  - h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.
- 6.02 Inspection and Copying. Any director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. The inspection may take place at a reasonable time after the Corporation receives a proper written request. The Board may establish reasonable copying fees which may cover the cost of materials and labor. The Corporation will provide requested copies of books or records as defined by appropriate statute after receiving the proper written request.
- 6.03 Public Access to Records. If members of the public properly request access to corporate books and records, the Corporation will provide such records in accordance with the Texas Public Information Act, Texas Government Code section 552.001 et. seq., or any other applicable state or federal law. Additionally, the Board may establish reasonable copying fees, which may cover the costs of materials and labor.

## ARTICLE VII

### FISCAL YEAR

- 7.01 The Corporation's fiscal year will begin on the first day of July of the calendar year and will end on the last day in June of the following year.

## ARTICLE VIII

### INDEMINIFICATION

- 8.01 When Indemnification if Required, Permitted, and Prohibited.
- a) The Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, employee, or other person authorized to transact business on behalf of the Corporation.



- b) The Corporation may indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. In the case of a criminal proceeding, notwithstanding Section 8.04 of these bylaws, any such director, officer, committee member, employee, or agent of the Corporation will only be indemnified for the costs of his or her legal defense after an acquittal. The Corporation will not pay for the legal defense of anyone who is found guilty of any criminal violations.
  - c) The Corporation will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not named as a party to the proceeding.
- 8.02 In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 8.01 (a) and (b) above.
- 8.03 Extent and Nature of Indemnity. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.
- 8.04 Procedures Relating to Indemnification Payments. Before the Corporation may pay any indemnification expenses (including attorneys' fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:
- a) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
  - b) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
  - c) If such a quorum cannot be obtained and such a committee cannot be established, by special legal counsel selected by the Board by the same vote as provided in subparagraphs (a) or (b) above.
- 8.05 The Corporation will pay expenses before final disposition of a proceeding only after determining that any finding to be made in the proceeding cannot preclude indemnification. This determination will be made in the manner described in 8.04 above.
- 8.06 The Corporation will not be required to make any determination concerning indemnification until the person seeking indemnification notifies the Corporation in writing of his or her request and

provides the Corporation with a written affirmation stating that he or she has met the standard of conduct necessary for indemnification under these Bylaws.

## ARTICLE IX

### NOTICES

- 9.01 Notice by Mail or Electronic Mail. Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail or electronic mail. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by electronic mail, a notice is deemed delivered when accepted by the internet provider and addressed to the person at his or her e-mail address as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the Secretary of the Corporation.
- 9.02 Signed Waiver of Notice. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.
- 9.03 Waiving Notice by Attendance. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE X

### SPECIAL PROCEDURE CONCERNING MEETINGS

- 10.01 Meeting by Telephone or Electronically through Internet. The President, at his or her discretion, may permit any board member or officer to be present, participate, and vote or object (if eligible to vote) at any special called meeting by means of a conference telephone or similar mechanism by which all others present or participating by telephone or internet at such meeting can hear the person or persons participating by telephone.
- 10.02 Decision without Meeting. Any decision required or permitted to be made at a meeting of the Board or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter and placed in the Corporation's minute book.
- 10.03 Ratification. Nothing in these minutes will preclude the Corporation from ratifying the act of an individual Board member or other representative by the quorum vote of the Board at the next regular meeting after the act has occurred.

## ARTICLE XI

### NONDISCRIMINATION

11.01 In the administration of Foundation programs and activities, the Foundation shall not discriminate on the basis of race, religion, ethnicity, gender, national origin, age, sexual preference, or sexual orientation.

ARTICLE XII

AMENDING BYLAWS

12.01 These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by two-thirds (2/3) vote of the Board. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted will include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

13.01 Legal Authorities Governing Construction of Bylaws. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

13.02 Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

13.03 Headings. The headings used in the Bylaws are for convenience and may not be considered in constructing the Bylaws.

13.04 Number. All singular words include the plural, and all plural words include the singular.

13.05 Parties Bound. The Bylaws will bind and inure to the benefit of the directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Slidell Education Foundation, Inc., and that these Bylaws constitute the Corporation’s Bylaws. These Bylaws are duly adopted by the unanimous consent of the Board of Directors at a meeting on \_\_\_\_\_.

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Slidell Education Foundation, Inc.

Secretary