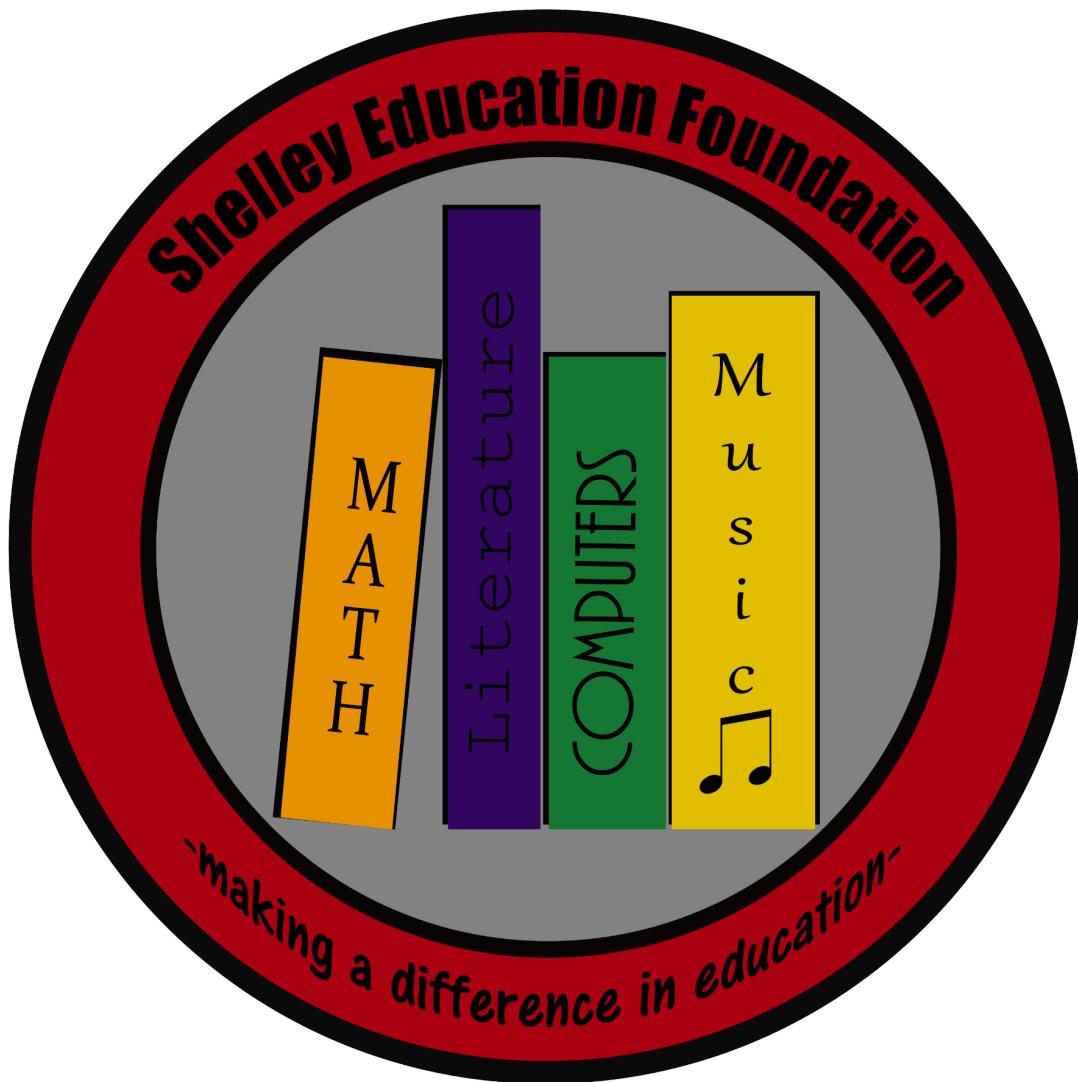


BYLAWS



Updated March 2021

**Shelley School District #60
Education Foundation**

BYLAWS

ARTICLE 1

Purposes

The Shelley School District #60 Education Foundation is to provide enrichment for all Shelley students and to promote, sponsor, and enhance educational objectives within the district.

ARTICLE II

Directors

Section 1. Number. The number of Directors or such Corporation constituting the initial Board of Directors shall be twenty-nine (29), which number may be changed from time to time, by resolution of the Executive Committee of the Foundation.

Section 2. Manner of Selection. The manner of selecting members of the Board of Directors of the corporation (with exception of two members) and of filling vacancies on said board shall be by recommendation from the existing Board of Directors and by appointment by the Executive Committee. However, one of the directors shall be a member of the Board of Trustees of School District No. 60 and one other director shall be the Superintendent of School District No. 60 or his designee.

Section 3. Term. All directors shall serve for a period of three (3) years, except the member of the Board of Trustees and the Superintendent of the School District of his designee, who shall serve during their tenure of said offices; provided, however, that the initial directors shall be divided into three (3) classes whose terms of office shall expire at different times, but no term shall continue longer than three (3) years.

All directors shall serve until expiration of their respective terms and until their respective successors are elected and qualified. Directors may be appointed or elected to successive terms.

The Executive Committee of the Foundation may remove any Director at any time.

Section 4. Vacancies. Vacancies for the unexpired term of any Director shall be filled by appointment by the Executive Committee upon recommendation of the Board of Directors.

Section 5. Powers. The Board of Directors shall manage and govern the business and affairs of the Corporation and in connection therewith, the Board may exercise all the powers granted the Corporation under the Articles of incorporation.

Section 6. Meetings.

- (a) Regular Meetings. The Board of Directors shall meet on a **every-other-month** basis. The **Octoberr** meeting held each calendar year shall be the annual meeting. The time and place of each regular meeting shall be fixed by the Chairperson of the Board, and written notice of such time and place shall be given each Director at least six (6) days before the selected date. The board will meet in January, March, May, August, October, December. The board will not meet in June or July. (changed 10/2020 and amended 3/10/2021).
- (b) Special Meetings. Special meetings may be called by the Chairperson of the Board on his/her own motion, or by the written request of the Board of Directors. Written notice of the time, place, and subject matter of each special meeting shall be given to each Director at least six (6) days before the meeting date, unless such notice is waived in writing or by attendance.
- (c) Written Concurrence. Written concurrence by a member of the Board in any action taken at a meeting at which he/she is not present shall be equivalent to an affirmative vote at the meeting.
- (d) Action in Lieu of Meeting. Any Board action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall consent to such action in writing. Such Written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 7. Quorum. Six (6) or more of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; and except as may otherwise be required by law or the Articles of Corporation, the act of a majority of the Directors present at that meeting at which a quorum is present shall be the act of the Board.

Section 8. Compensation. No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement of reasonable expenses incurred by Board Members.

ARTICLE III

Officers

Section 1. Number and Qualifications. The Officer of the Corporation shall consist of a Chairperson of the Board, a Vice-Chairperson of the Board, Executive Secretary, and a Treasurer. The Board of Directors may appoint such other assistant officers as it may, from time to time, determine and may define their powers and duties.

Section 2. Election. The Officers of the Corporation shall be elected at the annual meeting to the Board of Directors and each shall hold office until the next annual meeting, or until his/her successor shall have been elected. A vacancy in any office may be filled by the Board of Directors for the balance of the vacant term.

Section 3. Duties. The duties of the Officers of the Corporation shall be as follows:

- (a) **Chairperson.** The Chairperson shall preside over all meetings of the board and shall have primary responsibility in the Corporation's relations with School District No. 60. The Chairperson shall also cooperate and consult with and advise the other officers of the Corporation in the discharge of their functions.
- (b) **Vice Chairperson.** The Vice-Chairperson shall have full authority to act for the Chairperson in his/her absence or incapacity.
- (c) **Executive Secretary.** The Executive Secretary shall be the executive officer and secretary of the Corporation and shall be responsible for the proper follow-up of plans, activities, and projects of the Corporation.
- (d) **Treasurer.** The Treasurer, upon the advice and consent of the Board, shall be responsible for the investments and general fiscal policy of the Corporation.

ARTICLE IV Committees

Section 1. Standing Committees. There shall be two (2) Standing Committees of the Directors, as follows:

- (a) **Executive Committee.** The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Executive Secretary, and Treasurer. During the intervals between meetings of the Board, the Executive Committee shall have and may exercise on behalf of the Board all of the authority of the board in respect to the management of the Corporation. The Executive Committee shall report its acts to the Board at its meetings for approval.
- (b) **Finance Committee.** A Finance Committee consisting of the Treasurer and two other members of the Board of Directors, appointed by the Chairperson with the approval of the Board, shall advise with the Treasurer and the Board in regard to the investments and general fiscal policy of the Corporation.

Section 2. Other Committees. The Board of Directors may from time to time create additional committees with such powers and duties as the Board may prescribe.

ARTICLE V Execution of Instruments

Section 1. Contracts and Instruments. Contracts and other instruments (not including routine instruments) to be executed by the Corporation shall be signed, unless otherwise required by law, by the Chairperson, Vice-Chairperson, Executive Secretary, or Treasurer of the Board. The Executive Secretary, signing alone, is authorized and empowered to execute in the name of the Corporation all routine instruments arising the the day to day operation of the business of this

Corporation. The Board of Directors may authorize any person or persons, whether or not an officer of the Corporation, to sign any contract or other instruments, and may authorize any such officer or other person to delegate, in writing, all or any part of such authority to any other person or persons.

Section 2. Notes, Checks, and the Like. All notes, drafts, acceptances, checks, endorsements and all evidences of indebtedness of the Corporation shall be signed by any two of the following persons: Chairperson, Vice-Chairperson, Executive Secretary, or Treasurer and such person or persons and in such a manner as the Board of Directors may from time to time determine.

ARTICLE VI

Gifts and Contributions

Section 1. Solicitations. Contributions and gifts shall be solicited by representatives of the Corporation to promote, sponsor, and carry out the purposes of this Corporation.

Section 2. Deposits and Use of Contributions. Unless otherwise provided by the donor, all contributions received by the Corporation shall be deposited and held by the Treasurer of the Corporation and may be used and disbursed by the Board of Directors to promote, sponsor, and carry out educational activities and objectives of School District No. 60 provided, however, that no disbursement shall be made without the properly approved grant form or release of funds form.

Section 3. Restricted Gifts. Limitations and restrictions upon any grant, gift, donation, bequest or device shall be observed strictly except and unless it shall be determined by the Board of Directors or Board of Trustees of School District No. 60 that changed conditions or toher reasons shall have rendered the application of the gift, donations, bequest, or device for the purpose provided illegal, unnecessary, or impracticable, or that the purpose of the gift, donation bequest, or device have been fulfilled or become impossible of fulfillment, in which even said funds shall be administered for such other purpose of the Corporation as will best carry out the intentions of the donor testator and as may be sanctioned by law.

Section 4. Operating Expenses. Operating expenses of the Corporation shall be drayed by funds contributed directly to the Corporation.

ARTICLE VII

Liability and Indemnification

The Directors, officers, and employees of the Corporation shall not be individually or personally liable for the debts or obligations of the Corporation and shall be indemnified by the Corporation against all financial loss, damage, cost, and expenses (including attorney fees) reasonably incurred by or imposed upon them in connection with or resulting from any civil or criminal action, suit, proceeding claim or investigation in which they may be involved by reason of any

action taken or omitted to be taken by them in good faith as such Director, officer, or employee of the Corporation.

- (a) Prudent Care. Such indemnification is subject to the condition that a majority of the quorum of the Board of Directors comprised of those Directors who are not parties to such action, suit, proceeding claims, of investigation, or if there be no such quorum, independent counsel selected by a quorum of the entire Board of Directors, shall be of the opinion that a person involved exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances, or that such person took or omitted to take such action in reliance upon advice of counsel for the Corporation upon information furnished by an officer or employee of the Corporation and accepted in good faith by such person.
- (b) Benefit. The indemnification provided herein shall insure to the benefit of the heirs, executors, or administrators or any director, officer, or employee and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by the Board.
- (c) Coverage. Ultimately the liability coverage that the school district carries will serve as an umbrella to cover any and all liability normally covered by such a policy.

ARTICLE VIII

Audit and Fiscal Year

After the close of each fiscal year the Board of Directors shall review all corporate assets and accounts and will cause the accounts to be audited by a board approved auditor every three or four years as deemed necessary.

Section 1. Fiscal year. The Fiscal Year shall begin July 1 and shall end June 30.

Section 2. Report to Directors. The Chairperson shall furnish a report annually to all directors and the Board of Trustees of School District No. 60.

Section 3. Amendment. These bylaws may be amended by the affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any bylaws unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if the notice is delivered personally.

MISSION STATEMENT

The Shelley School District #60 Education is to provide enrichment for all Shelley students, and to promote, sponsor, and enhance educational objectives within the district's schools.

POLICIES (Updated April 1998)

December 17, 1993: Parent-Teacher Organizations cannot request Foundation Funding. The two organizations can jointly fund a project.

February 2, 1994: Time donations may be counted for membership in the Heritage Club, but they cannot be used for tax deduction purposes. An exception may be time that is donated by a professional in his field that could actually be billed to the Foundation and a receipt given. That person would have to handle the tax deduction process for himself. Otherwise there are not to be receipts written for in kind time donations.

February 2, 1994: Donations cannot include a teachers name, but can be donated under a class or a class project. The donations have to go to the project they are donated for or the designator can have the donation returned after receiving suggestions for an alternate project.

February 1995: The Foundation will not fund trips for teachers to go to seminars.

March 1, 1995: The FOundation will not fund individuals going to the Down Under Bowl because this will benefit only one student which does not meet the Foundation's mission statement of enhancing education.

April 5 and September 7, 1995: If donated funds are sitting in an account for 6 months or more, the donator will be contacted to redirect their money if they so desire.

September 7, 1995: If there are outstanding Report on Use of Funds for more than 3 months since the check was issued, the FOundation will hold further approval for funding for the projects at that school until those outstanding reports are received.

September 7, 1995: A school's "general fund" will be allocated for projects for that school at the discretion of the FOundation board of directors. Although we certainly need the school's input into what direction to take with those funds, they are undesignated and can be used to fill any grant request from that school.

May 15, 1996: An organization that has \$500 or more in its account may request for the FOundation to purchase a CD for a minimum of 1 year. Each request will be reviewed on a case by case basis and will need board approval. The FOundation's objective is to move the money to the organizations as soon as possible and not hold it in accounts.

May 15, 1996: The Foundation will NOT pay for trips for teachers or for individual students. Our mission statement is to promote educational objectives which would benefit the most students. The board feels that trips do not meet this objective.

December 4, 1997: We will no longer give family passes for school sports events in return for donations. Doing so may cause tax problems.

January 15, 1998: The October meeting will be the Annual Meeting for the Foundation. Election of officers will be held at that meeting.

January 9, 2019: Amendment for Bylaw Article II Section 8:
Compensation: No Director shall receive, directly or indirectly, any compensation for his or her services as Director. *However, an independent accountant or bookkeeper may be employed at the board's discretion.* Also, the Board may authorize reimbursement of reasonable expenses incurred by Board Members.

March 10, 2021:

Section 6. Meetings.

- (e) Regular Meetings. The Board of Directors shall meet on a **every-other-month** basis. The **October** meeting held each calendar year shall be the annual meeting. The time and place of each regular meeting shall be fixed by the Chairperson of the Board, and written notice of such time and place shall be given each Director at least six (6) days before the selected date. The board will meet in January, March, May, August, October, December. The board will not meet in June or July. (changed 10/2020 and amended 3/10/2021).