

**BYLAWS  
OF  
SPLENDORA ISD EDUCATION FOUNDATION, INC.**

A Non-Profit Corporation

**ARTICLE I. OFFICES**

Section 1.01. Principal Office. The principal office of the corporation in the State of Texas shall be located at Splendora ISD Administration, 23419 FM 2090, Splendora, TX 77372.

Section 1.02. Other Offices. The corporation may have such other offices, within or without the County of Montgomery, State of Texas, as the board of directors may determine.

Section 1.03. Registered and Registered Agent. The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas; and the address of the registered office may be changed from time to time by the board.

**ARTICLE II. BOARD OF DIRECTORS**

Section 2.01. General Powers. The corporation's affairs shall be managed by its board members.

Section 2.02. Annual Election. The initial Executive Board members named in the Articles of Incorporation shall serve until their successors are elected and qualified at the first election of directors unless they resign sooner. The Executive Board members for each ensuing year shall be elected by the then-current members of the corporation at the annual meeting of the board by a majority of the members present at the meeting at which a quorum is present.

Section 2.03. Special Elections. The president or the Executive Board members may call special elections at any time to fill vacancies or increase the board's membership. The place and time for conducting such special elections shall be determined under 2.08 of these bylaws.

Section 2.04. Number. The number of Executive Board members shall be a minimum of three (3) to a maximum of fifteen (15).

Section 2.05. Term of Office. Each Executive Board member shall be elected to a 3-year term of office at the annual meeting. An Executive Board member may be elected to a shorter term of office to fill a vacancy or at the discretion of 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 (unless such persons shall otherwise be elected as a regular member 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: Superintendent of Schools of the Splendora Independent School District or his or her

designee(s); and the Education Foundation Coordinator to be hired or appointed by the board members of the Foundation, SISD Board of Trustees and/or SISD employees.

Section 2.06. Annual Meeting. The annual meeting of the Education Foundation will be held in June.

Section 2.07. Regular Meetings. The Executive Board may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the board.

Section 2.08. Special Meetings. Special meetings of the Education Foundation may be called by or at the request of the president or any two Executive Board members. The person or persons authorized to call special meetings of the Executive Board may designate any place, whether within or without the State of Texas, as the place for holding any special meeting of the board called by them.

Section 2.09. Notice. Notice of any meeting under Section 2.06, 2.07 and 2.08 of these bylaws of the board shall be given at least five (5) days prior to the meeting by written notice delivered personally or sent by mail or facsimile transmission or by electronic message to each member at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed to be delivered when transmitted to a facsimile number. If notice is given by electronic message, such notice shall be deemed to be transmitted when delivered to the electronic message address provided by the member.

Section 2.10. Quorum. A majority of the members ~~in office~~ at the time of any board meeting either present or via electronic communication, shall constitute a quorum for transacting business at such meeting.

Section 2.11. Manner of Acting. The act of a majority of the members present at the meeting at which a quorum is present shall be the act of the members unless the act of a greater number is required by law or these bylaws.

Section 2.12. Vacancies. Any vacancy occurring in the Executive Board, including any vacancy to be filled by an increase in the number of members, shall be filled by the affirmative vote of a majority of the remaining members unless the board has determined to reduce the number of members and for this reason, elects no successor. An Executive Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 2.13 Compensation. Executive Board members as such shall not receive any stated salaries for their services, but by resolution of the board, any member may be reimbursed for reasonable expenses incurred in pursuing the interests of the corporation.

Section 2.14. Action By Executive Board Members Without A Meeting. Any action required by law to be taken at a meeting of members, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the members.

Section 2.15. Proxies. Proxies shall not be allowed or used.

Section 2.16. Responsibilities of Executive Board Executive Board members shall actively support the activities of the Corporation. Failure to appropriately support the Corporation may result in removal from the board by a two-thirds vote of the Executive Board. Such vote will be conducted after thirty days notice.

Section 2.17. Advisory Board. The board may appoint an "Advisory Board" to help support the activities of the Corporation. Appointments to the Advisory Board may be made at any time. Individuals appointed to the Advisory Board may serve one (1) year term of office and may be reappointed for an additional year. Nominations to the Advisory Board can be made by any member. Nominees must be approved by a majority of the board present at the meeting at which the nomination is made. The number of Advisory Board members shall not exceed fifteen (15).

### **ARTICLE III. OFFICERS**

Section 3.01. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The voting members may elect or appoint such other officers as it shall deem desirable.

Section 3.02. Election and Term of Office. Officers of the corporation shall be elected each year at the annual meeting of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected and qualified.

Section 3.03. Removal. Any officer elected or appointed by the board may be removed by the board whenever, in the Board's judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 3.04. Vacancies. A vacancy occurring in any office due to death, resignation, removal, disqualification, or other cause, may be filled by a majority vote of the board for the unexpired portion of the term of office left vacant.

Section 3.05. President. The president shall be the principal executive officer of the corporation and shall, in general, supervise the business and affairs of the corporation. He or she shall preside at all meetings of the board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board, by these bylaws, or by statute to some other officer or agent of the corporation;

and, in general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 3.06. Vice President. The Vice President shall not be an employee, trustee, agent or member of the Board of Trustees of the Splendora Independent School District. The Vice President 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 by the Board, the Vice President shall perform the duties of the President and preside at meetings of the Board and when so acting, shall have all the powers and be subject to all the restrictions upon the President

Section 3.07. Treasurer. If required by the Board, the treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board shall determine. He or she shall have charge and custody and be responsible for all funds and securities of the corporation; receive and give receipt for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Section 3.08. Secretary. The secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be the custodian of the corporate records of the corporation; and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board.

Section 3.09. Education Foundation Coordinator. The Board may appoint and determine, from time to time, the duties and responsibilities of an Education Foundation Coordinator. The coordinator shall maintain the Corporation's documents; prepare annual reports for the board of directors; contribute to the planning and implementation of Corporation events; manage and administer scholarships, grants, donations and scholarship awards; and any other duties the Board may assign to him or her.

#### **ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 4.01. Contracts. The Board may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these bylaws, 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 4.02. 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 such officer or officers, agent or agents, of the corporation per bank signature card. Checks totaling over \$1,500.00 require written approval. Checks for reimbursement of expenses must be signed by an approved signatory other than recipient. In the absence of such determination by the board, such instruments shall be signed by the president and countersigned by the treasurer of the corporation.

Section 4.03. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4.04. Gifts. The Board may accept on behalf of the corporation but not individually any contribution, gift, bequest, or devise for the general purpose, or for any special purpose, of the corporation.

Section 4.05. Fiscal Agents. This corporation may designate such fiscal agents, investment advisors and custodians as the Board may select by resolution. The Board may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

#### **ARTICLE V. PURPOSE OF THE SPLENDORA ISD EDUCATION FOUNDATION, INC.**

Section 5.01. Purpose. The primary purpose of the Splendoria ISD Education Foundation, a non-profit Corporation, shall be the following:

- A. Aid in the fulfillment of teaching and service functions of the Splendoria ISD Independent School District by providing funds;
- B. Make grants and loans of any corporate property for the purposes of furthering the educational purposes of the corporation;
- C. Solicit, accept, administer and disburse gifts, grants, and bequests of property of every kind and to hold said property in such manner as the corporation deems appropriate for furthering the purpose of the corporation;
- D. Receive grants from government and other sources and to disburse such grants for support of education and educational projects of the Splendoria Independent School District;
- E. Make distribution to the Splendoria Independent School District or any exempt organization, exempt from federal taxation, whose purpose is to support the Splendoria Independent School District; and
- F. Generally support the furtherance and advancement of the teaching field in Splendoria Independent School District.

#### **ARTICLE VI. MISCELLANEOUS**

Section 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.

Section 6.02. Fiscal Year. The fiscal year of the corporation shall end on June 30 of each year.



Section 6.03. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these bylaws, a waiver thereof in writing, signed by the person or person entitled to such notice either before or after the occurrence of the event or transaction described therein, shall be deemed equivalent to the giving of the required notice.

## **ARTICLE VII. INDEMNIFICATION AND INSURANCE**

Section 7.01. Indemnification. The corporation shall indemnify 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) by reason of his or her actions or omissions within the scope of his or her official capacity as a director, officer, employee or agent of the corporation, to the full extent permitted under Texas state law, in effect from time to time.

Section 7.02. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against as such, whether or not the corporation would have the power to indemnify such person against such liability under the provision of paragraph 7.01 of these bylaws.


## **ARTICLE VIII. AMENDMENTS**

Section 8.01. Power to Amend Bylaws. The bylaws of the corporation may be amended, repealed, or added to, or new bylaws may be adopted, by the affirmative vote of two-thirds of the Board at a duly called meeting for which the proposed amendments have been set forth in the notice of such meeting.

## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of the Splendora ISD Education Foundation and that these Bylaws constitute the Corporation's Bylaws. The Bylaws were duly adopted at a meeting of the Board held on July 16<sup>th</sup> 2024

Dated: July 16<sup>th</sup>, 2024

  
Secretary of the Corporation