

# Union R-XI Foundation

Revision

And

Amended Version

Of the

Bylaws

Adopted January, 1994

Revision of the Bylaws of 1986

Amended on October 10, 2001

Amended on January 12, 2011

Amended on January 11, 2017

# Bylaw Of Union R-XI School District Foundation, Inc.

## Article I – Purpose

**Section 1. Mission** The mission of the Union R-XI School District Foundation, Inc., a non-profit organization, is to provide support for the Union R-XI School District, its students, facilities, services and related activities.

**Section 2. Ethics** The Foundation is a non-profit education organization which does not discriminate on the basis of sex, race, creed, place of origin, or religion.

## Article II – Directors

**Section 1. Number**. The number of directors of such corporation shall be thirteen (13), which number may be increased and may be decreased from time to time, by resolution of the Board of Directors of such Corporation; provided, however, that there shall at no time be more than nineteen (19) or less than seven (7) voting directors.

**Section 2. Manner of Selection**. The method of selecting members of the Board of Directors of such Corporation and of filling vacancies on said Board shall be as follows:

- (a) Administration Representative. The Superintendent of the Union R-XI School District or designated employee shall be a member. Said administrative representative shall serve successive one (1) year terms.
- (b) Teacher Representative. A teacher representative shall serve on the Board of Directors and shall be selected by the Union R-XI Foundation Board of Directors. The teacher representative shall serve a term of one (1) year.
- (c) Additional Directors. Additional directors, seventeen (17) or less, shall be selected from the general public.
- (d) Director Emeritus. A director or teacher representative that has served actively on the board for 20 or more years. The director emeritus will be a non-voting member of the board. This will be an un-expiring term.

**Section 3. Term.** The initial directors selected from the general public shall be divided into three classes whose terms of office shall expire at different times; no term shall continue longer than three (3) years.

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

**Section 4. Vacancies.** Vacancies for the unexpired term of any Director selected from the general public may be filled by a majority vote of the Directors in office. All other vacancies on the Board of Directors shall be filled as set forth above as concerns the designated representatives. The members who are elected from the general public shall be voted on and approved by the Board of Directors.

The procedure for selecting and filling vacancies shall be that in each year the Chairman of the Board of Directors shall designate not less than three (3) individuals for said Board to serve as a nominating committee. Such nominating committee shall propose to the Board, as a whole, the name of the prospective Directors and at such time the Board shall then and there vote on each candidate and if any such candidate shall receive a majority vote he or she shall be qualified to serve on the Board.

**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 regularly on a bi-monthly basis or when deemed necessary by the Board. The first meeting held after the beginning of the new school year shall be the annual meeting. The time and place of each regular meeting shall be fixed by the Chairman upon the Board's approval. Notice of such time and place shall be given each Director at least seven (7) days before the meeting date. Meeting notices may be by mail, phone, e-mail, or personal contact. (Proposed six meetings held in Sept., Nov., Jan., March, May, and July.)
- (b) Special Meetings. Special meetings may be called by the Chairman of the Board on his own motion or by the written request of three Directors. Notice of the time, place and subject matter of each special meeting shall be given to each director at least seven (7) days before the meeting date, unless such notice is waived by consensus.

**Section 7. Quorum.** Seven 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 of the Articles of Incorporation, the act of seven Directors present at a meeting shall be the act of the board.

## Article III – Officers

**Section 1. Number and Qualifications.** The officers of the corporation shall consist of a Chariman of the Board, a Vice Chairman of the Board, a Secretary, a Treasurer and a Liaison Secretary.

- (a) Chairman. The Chairman shall preside over all meetings of the Board and shall have primary responsibility in the Corporation's relations with the Union R-XI School District. The Chairman shall also cooperate and consult with and advise the other officers of the Corporation in the discharge of their functions.
- (b) Vice Chairman. The Vice Chairman shall have full authority to act for the Chairman in his absence or incapacity.
- (c) Secretary. The Secretary shall be responsible for maintaining a record of all Union R-XI Foundation Board of Directors business and shall perform additional duties delegated by the Board of Directors.
- (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.
- (e) The Liaison Secretary. The Liaison Secretary of this Corporation shall be responsible for coordination and articulation of the Union R-XI Foundation activities to the Union R-XI Board of Education and administration. The Liaison Secretary shall assist the Union R-XI Foundation in a supportive role when deemed appropriate by the Union R-XI administration. The Liaison Secretary shall not be a member of the Union R-XI Foundation, and shall be selected by the Union R-XI Board or education and/or the administration.

## Article IV – Committees

**Section 1. Standing Committees.** There shall be three (3) Standing Committees of the Directors as follows:

- (a) Executive Committee. An Executive Committee consisting of the officers and two (2) additional Board members of the Board of Directors shall be appointed by the Chairman, subject to the approval of the Board. During the interval 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 regular meetings for approval.
- (b) Finance Committee. A Finance Committee consisting of the Treasurer and two (2) other members of the Board of Directors, appointed by the Chairman

with approval of the Board, shall advise the Treasurer and the Board in regard to the investments and general fiscal policy of the Corporation.

- (c) Scholarship Committee. A Scholarship Committee consisting of three (3) members of the Board of Directors, appointed by the Chairman with approval of the Board, shall advise the Board in the selection and allocation of scholarships to Union R-Xi High School students who qualify according to established Board policy.

## **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 Chairman, or the Vice Chairman, and the Secretary. The Board of Directors may authorize any other person or persons, whether or not an officer of the corporation, to sign any contract or other instrument, 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 evidence of indebtedness of the Corporation shall be signed by such person or persons in such 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 the Corporation.

**Section 2. Deposit and Use of Contributions.** Unless otherwise stipulated 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, goals and objectives of the Union R-XI School District or the Union R-XI Foundation Board of Directors.

**Section 3. Restricted Gifts.** The limitations and restrictions upon any grant, gift, donation, bequest or devise shall be observed strictly except and unless it shall be determined by the Board of Directors that changed conditions or other reasons shall have rendered the application of the gift, donation, bequest or devise for the purpose provided illegal, unnecessary or impracticable or that the purposes of the gift, donation, bequest or devise have been fulfilled or become impossible of fulfillment. In which event said funds shall be administered for such other purposes of the Corporation as well best carry out the intentions of the donor or testator and as may be sanctioned by law

**Section 4. Operating Expenses.** The operating expenses of the Corporation shall be defrayed by funds contributed directly to the Corporation.

## **Article VII- Liability and indemnification**

The Directors, officers and employees of this 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 counsel fees) reasonable 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 involve by reason of any action taken or omitted to be taken by them in good faith as such Directors, officer or employee of the Corporation.

- (a) Prudent Care. Such indemnification is subject to the condition that a majority of a quorum of the Board of Directors comprised of those Directors who are not 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 man 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 or 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 of 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

## **Article VIII- Independent audit and fiscal year**

After the close of each fiscal year the Board shall cause an independent audit of all corporate assets and accounts to be made by a Certified Public Accountant for any year in which the Finance Committee recommends same. The fiscal year of the Corporation shall be July 1 and end June 30.


## **Article IX- Amendments**

The Board of Directors may from time to time amend these Bylaws by following the procedure and requirement set forth below:

- (a) Proposed Amendment. Any member shall submit to the Chairman, in writing, the proposed change not later than two weeks before the next meeting at which the amendment is to be submitted.

- (b) Notice. The Chairman shall cause written notice and/or by e-mail to include the wording of the proposed change to each member of the Board not later than ten days before the meeting at which the amendment is to be submitted.
- (c) Vote. After having been proposed by motion and seconded the proposed amendment shall be voted on by the members present. Any proposed amendment which receives a 2/3 majority vote of the members then present shall be enacted.

Approved and adopted by Resolution of the Board of Directors this 11<sup>th</sup> day of JANUARY, 2017

  
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Chairman of the Board

ATTEST:

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Secretary of the Board