

**Bylaws**  
of  
**Leander Educational Excellence Foundation.**  
As adopted by the Board of Directors on September 20, 2006

These bylaws constitute the code of rules adopted by the Leander Educational Excellence Foundation. (hereafter “the Corporation”) for the regulation and management of its affairs. The Corporation is a nonprofit corporation organized under the Texas NonProfit Corporation Act (referred to as the “Act”).

**ARTICLE 1**  
**Registered Office and Registered Agent**

**Registered Office and Registered Agent** - The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2**  
**Purpose**

As set out in the Corporation’s Articles of Incorporation, “The Corporation is organized exclusively for, and will be operated exclusively for, charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code. The Corporation’s specific charitable and educational purposes are as follows:

- (a) To provide resources to support innovation, enrichment, and equity in pursuit of academic excellence within the Leander Independent School District community.

**ARTICLE 3**  
**Board of Directors**

- (1) **Powers** - The Board of Directors (“Directors”) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these bylaws.
- (2) **Qualifications** - Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.

- (3) **Number and Classes of Directors** - The Board of Directors will consist of 7 to 25 Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors.
  - (a) Of the above number of Directors, one shall be a current member of the Leander Independent School District Board of Trustees and one shall be an employee of the Leander School District. Each of these Directors shall be appointed by the entities they represent.
  - (b) In addition to the regular directors, the Board may appoint Honorary Board members who shall not have vote nor be counted as part of a quorum and shall not be eligible to serve as an officer of the corporation;
- (4) **Term of Directors** - Directors shall serve terms of 3 years. A Director may succeed himself for only one consecutive term. After serving two consecutive terms, a Director must vacate his or her position for at least one year before seeking re-election to another term.
- (5) **Staggered Terms** - There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year. Initially, one-third of the Directors shall be elected for a one-year term, one-third for a two-year term and one-third for a three-year term. Initial directors serving less than a full three-year term as their initial term (i.e., directors who draw a one-year term or two-year term), shall be considered to have served a full three-year term for purposes of the limits on more than two successive terms.
- (6) **Election of Directors** - Elections for Directors filling expired terms shall be held at the last meeting of the fiscal year which shall serve as the Annual Meeting of the Board. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election).
- (7) **Attendance:** Directors are expected to attend at least 75% of Board meetings in person. Any Director not physically present at 75% of the Board meetings or who misses 2 consecutive Board meeting in a fiscal year shall be deemed to have resigned unless the Board excuses the absences by a majority vote.
- (8) **Resignation** - Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

- (9) **Removal** - Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.
- (10) **Vacancies** - Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.
- (11) **Compensation** - Directors and Officers shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation. The Board shall establish a policy governing such potential reimbursements at the time it adopts its annual budget. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director or Officer.
- (12) **Conflict of Interest for Board Membership** - Persons who are “immediate family” members of a Director, employee or staff member of the Corporation shall not be qualified for election or appointment to the Board of Directors. “Immediate family” shall include any spouse, father, mother, brother, sister, or natural or adoptive lineal descendant of a person or any natural or adoptive lineal descendant of such person’s spouse.

#### **ARTICLE 4** **Board of Directors Meetings**

- (1) **Place of Board Meetings** - Regular and Special Meetings of the Board of Directors will be held at any place that the President may designate.
- (2) **Regular and Special Meetings** - Regular meetings of the Board of Directors shall be held quarterly, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any four Directors.
- (3) **Notice of Board Meetings** - Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than 30 days prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than 5 days notice prior to the meeting, with the exception of special meetings held to amend the Articles of Incorporation or bylaws, for which a 5-day written notice by mail or facsimile shall be required specifying the proposed amendment.

- (4) **Waiver of Notice** - Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.
- (5) **Quorum** – The greater of four (4) or one-third of the regular Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by any provision of these bylaws.
- (6) **Actions without a Meeting** - Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing or e-mail or facsimile, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.
- (7) **Duties of Directors** - A director shall discharge the director's duties in good faith, with ordinary care, in a manner the director reasonably believes to be in the best interest of the Corporation and in any other manner as set forth in the Act, as amended.
- (8) **Meeting by Telephone** - The Board of Directors and any committee of the Corporation may hold a special meeting by telephone in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone should be subject to the same guidelines as other meetings as outlined in Article 4.3. Notice must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person by telephone constitutes presence of that person at the meeting.
- (9) **Proxy** – Proxies shall not be allowed.

## **ARTICLE 5 Committees**

- (1) The Board of Directors, by resolution adopted by a majority of the directors in office, may designate an Executive Committee or other committees. With the exception of the Executive Committee, the President shall appoint the members of each committee. Each standing committee shall have at least one Director as a member. Employees of the Corporation may also be appointed to serve as committee members, but not as a Committee Chair. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the Committee's respective

areas, and make recommendations to the Board of Directors for the Board's final approval. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.

- (2) **Executive Committee** - The President and other Officers of the Corporation (as defined within these bylaws) as well as the Immediate Past President shall constitute the executive committee, if the Board determines it appropriate to establish an Executive Committee. The executive committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

## **ARTICLE 6 Code of Ethics**

The Corporation and its Directors and Employees will comply with the following Code in all of their actions. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no director, officer or employee of the Corporation shall:

- (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 unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- (d) receive an improper personal benefit from the operation of the Corporation;
- (e) use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;
- (f) wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill; and
- (g) use the name of the Corporation (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 the Corporation's mission.

## ARTICLE 7 Officers

- (1) **Roster of Officers** - The Corporation shall have a president, vice-president, secretary, treasurer and such other officers as may be elected by the Board from amongst its members. As members of the Board of Directors, Officers shall be governed by all portions of these bylaws which relate to Board members. One person may hold two or more offices, except those serving as President or Secretary.
- (2) **Election, Removal and Term of Office** - All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve three consecutive terms. The election of officers shall be by majority vote of the Board of Directors attending the meeting. Any Officer may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Officer under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.
- (3) **Vacancies** - If a vacancy occurs during the term of office for any elected officer, for whatever reason, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.
- (4) **President** - The President shall be the chief executive officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President will perform all duties incidental to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order Newly Revised. The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws. The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors. The President may execute any checks, deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, these Bylaws, or statute or as stated elsewhere in these bylaws.
- (5) **Vice-President** - The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board. The Vice-President shall perform such

other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or delegate.

- (6) **Secretary** - The Secretary will perform or be responsible for ensuring that all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws shall be performed, including that s/he shall: attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation; shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation; shall keep a record of the names and addresses of the Directors at the principal office of the Corporation; shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation; shall keep a record of all votes cast in such elections; shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours; shall see that all notices are duly given in accordance with these bylaws or as required by law; shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed. In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary. The Secretary shall serve as the parliamentarian and interpret any ambiguities of the bylaws.
- (7) **Treasurer** - The Treasurer will perform or be responsible for ensuring that all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws shall be performed, including that s/he shall: have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors. The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors. The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts. The Treasurer's signature shall be one of the authorized signatures for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement. The Treasurer shall be responsible for the presentation a periodic report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation. The Treasurer shall be responsible for insuring the maintenance of all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

**ARTICLE 8**  
**Rules of Procedure**

The proceedings and business of the Board of Directors shall be governed by *Robert's Rules of Order Newly Revised* unless otherwise provided herein.

**ARTICLE 9**  
**Executive Director**

The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The Executive Director shall be compensated as shall be determined by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. The Executive Director shall generally attend meetings of the Board of Directors and Executive Committee.

**ARTICLE 10**  
**Indemnification**

- (1) **Insurance** – This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee or agent, or arising from the officer's, director's, employee's or agent's status as such.
- (2) **Indemnification** - The corporation will 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, arbitrative or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding (whether or not by or in the right of the corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation against all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including attorneys' fees and court



costs) actually and reasonably incurred by her in connection with such action, suit or proceeding to the fullest extent permitted by any applicable law, as amended, and such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person as indemnified pursuant to this Article 10. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. The right to indemnification under this Article 10 shall be a contract right and shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any law, bylaw, agreement, or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office. Any repeal or amendment of this Article 10 by the Corporation or by adverse changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and not adversely affect the indemnification of any person who may be indemnified at the time of such repeal or amendment.

## **ARTICLE 11**

### **Operations**

- (1) **Execution of Documents** - Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the Executive Director and the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board of Directors.
- (2) **Disbursement of Funds** - Financial Transactions which have a value of \$500 or more if not included in the annual budget shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Corporation in accordance with expenditures approved by the Board of Directors and the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. Notwithstanding the above, all checks disbursing funds from any of the Corporation's accounts shall require the signatures of at least two individuals as authorized by Board resolution. For purposes of this clause, "signature" shall include electronic approval
- (3) **Procurement Policy** - The Corporation shall adopt and abide by a procurement policy which shall be an addendum to these bylaws.
- (4) **Records** - The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The

Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation, as required by law and/ or regulation.

- (5) **Inspection of Books and Records** - All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand. The Corporation shall keep correct and complete books and records of account.
- (6) **Deposits** - All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.
- (7) **Loans** - No Loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The Corporation will make no loans to any of its Directors or Officers.
- (8) **Gifts** - The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Corporation may make gifts and give contributions only to an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, or any successor federal tax code.
- (10) **Bonding** – Any individual, Director, Officer or Employee handling cash or checks or Corporation assets shall be bonded at the expense of the Corporation when the assets of the Corporation exceed \$50,000.
- (11) **Fiscal Year** - The fiscal year of the corporation shall be September 1 through August 31.
- (12) **Audit** - The Corporation shall have an annual audit.

## **ARTICLE 12**

### **Conflicts of Interest**

- (1) The Directors of the Corporation owe a duty of loyalty to the organization which requires that in serving the Corporation they act, not in their personal interests or in the interests of others, but rather solely in the interests of the Corporation. Directors must have undivided allegiance to the Corporation's mission and may not use their positions as Directors, information they have about the Corporation, or the Corporation's property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.<sup>1</sup>

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<sup>1</sup> For the purpose of this policy. Relative means spouse, parents, siblings, children, grandchildren, the spouses of children and grandchildren, and any other blood relative, if the latter resides in the same household.

- (2) Business transactions of the Corporation in which a Director has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of the Corporation and that they will not lead to conflict of interest. For the purposes of this policy, a Director has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, or principal officer in any such organization. Prior to the start of any negotiations, or consideration of any project by the organization, Directors are expected to make full disclosure to the best of their knowledge of any substantial financial interest in a proposed transaction by submitting a report to the President or other officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of the Corporation. In matters requiring prior approval of the Board of Directors, the President or other officer shall forward copies of this disclosure report to the Board before its approval.
- (3) A Director with a substantial interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.
- (4) A Director shall not use inside information of the Corporation for his/her personal benefit, or use such inside information or his/her position as Director to the detriment of the Corporation. Inside information is information obtained through the Director's position that has not become public information.
- (5) Each Director has a duty to place the interests of the Corporation foremost in any dealings involving the organization and has a continuing responsibility to comply with the requirements of this Policy.

### **ARTICLE 13 Amendments**

- (1) **Articles of Amendment** - The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation) by a vote of two-thirds of Directors present at a meeting where a quorum is present.
- (2) **Bylaws** - These by-laws may be altered or amended in whole or in part, or repealed and new by-laws may be adopted by a majority of the Directors present at any annual meeting or any special meeting, if at least three (3) days written notice is given of an intention to alter, amend, or repeal these by-laws or to adopt new by-laws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s), and shall become effective upon adoption.

**ARTICLE 14**  
**Dissolution or Sale of Assets**

A unanimous vote of the Board of Directors shall be required to dissolve the Corporation. Upon dissolution of the Corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501 (c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the Corporation.