

EL RENO PUBLIC SCHOOL FOUNDATION, INC. BYLAWS

ARTICLE I **DEFINITIONS**

Board of Trustees: The sole governing body of the El Reno Public School Foundation and the Board of Directors for all legal purposes.

Trustee: An elected, voting member of the El Reno Public Schools Foundation.

Nonelected Trustee: An ex-officio, nonvoting member of the El Reno Public Schools Foundation.

Board of Education: The governing body for the El Public School system.

El Reno Public Schools: The public school district located in El Reno, Oklahoma, consisting of grades pre-kindergarten through twelfth grade.

Ex-officio Member: A nonvoting member.

ARTICLE II **TITLE, PURPOSE, LOCATION, SEAL**

Section 1. TITLE

The corporation shall be known as EL RENO PUBLIC SCHOOL FOUNDATION, INC., or EL RENO PUBLIC SCHOOLS FOUNDATION, INC. (“Foundation”), which shall at all times be operated and conducted as a non-profit educational or charitable foundation organized under the laws of the State of Oklahoma.

Section 2. PURPOSE

The purposes for which the Foundation is organized shall be confined to scientific purposes, educational purposes, and student wellness. To that end, the Foundation shall:

- A. Receive and administer funds for scientific purposes, educational purposes, and student wellness; and to that end, to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or foundation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value, and to sell, invest, reinvest, or deal with the principal

or the income thereof in such manner as, in the judgment of the Trustees, will best promote the purpose of the Foundation without limitation except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, these Bylaws, or any laws applicable thereto.

- B. Foster educational opportunities for students of El Reno Public Schools by providing grants or contributions to the educational institutions or specific teachers and instructors therein of such school system to enable them to meet the expenses of education and provide a higher quality of education.
- D. Do all other acts authorized by the statutes of the State of Oklahoma including owning, leasing, purchasing, selling, and otherwise disposing of real and personal property without limitation; to invest or reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the Trustees, will best promote the purposes of the Foundation, without limitation.
- E. Do any other act or thing incidental to or connected with the foregoing purposes, but not for pecuniary profit of the Trustees or officers, except as permitted under the No-profit Foundation Laws of the State of Oklahoma and the Internal Revenue Code.

Section 3. PLACE OF BUSINESS

Business may be conducted at any place convenient to the Trustees as may be participating. The official address of the Foundation shall be:

El Reno Public School Foundation, Inc.
c/o P.O. Box 356
El Reno, Oklahoma 73036

Section 4. CORPORATE SEAL

The seal of the Foundation shall be in the charge of the Secretary and shall be inscribed with the Foundation's official name.

ARTICLE III **BOARD OF TRUSTEES**

Section 1. GENERAL

The Board of Trustees (“Board”) shall be the sole governing body of the Foundation. The operation, business, and property of the Foundation shall be managed and controlled by the Board of Trustees. Individual Trustees shall not receive any compensation for their services as Trustee; however, the Board may approve reimbursing individual Trustees for direct operation expenses incurred on behalf of the Foundation. Expenses of attending Board meetings shall not be reimbursable.

Section 2. ELIGIBILITY

To be eligible to serve as a Trustee on the Foundation, an individual must be a resident of El Reno, Oklahoma, or an alumnus/alumna of the El Reno High School.

Section 3. NUMBER

The number of Trustees shall never consist of less than three (3) or more than fifteen (15). Provided that the Board of Trustees may from time to time select one or more ex-officio, nonvoting Trustees in addition to the elected Trustees pursuant to Section 6 herein.

Section 4. ELECTION AND TERM

All Trustees shall be elected for terms of three (3) years. No employee of the El Reno Public School System may serve as an elected Trustee.

Section 5. NONELECTED TRUSTEES

The Board of Trustees may also add additional ex-officio, nonvoting Trustees as the Board may from time to time determine is in the best interest of the Foundation.

Section 6. VACANCIES

In the event of an unscheduled vacancy of an elected Trustee, the remaining Trustees may elect a successor to fulfill the unexpired term by affirmative vote of the majority of the remaining Trustees. The Trustee so elected may function as a Trustee immediately upon election.

ARTICLE IV **OFFICERS**

Section 1. ELECTION

All officers shall be elected from the Board of Trustees. Officers shall be elected by the Board at the annual meeting, or at such other times as the Board may determine. The officers of the Foundation shall be President, Vice President, Secretary and Treasurer, plus any other officers, as may be designated by the Board. Officers shall hold office for a period of two (2) years or until successors are elected. Any officer elected or appointed by the Board may be removed at any time with or without cause by the affirmative vote of a majority of the Board.

Section 2. PRESIDENT

The President shall be the Chief Executive Officer of the Foundation and shall preside at all meetings of the Board. He or she shall enforce the rules and Bylaws of the Foundation. The President shall appoint the Nomination Committee and Standing Committee Chairpersons with confirmation by the Board. The President shall serve as an ex-officio member of all committees.

Section 3. VICE PRESIDENT

The Vice President shall perform the duties and exercise the powers of the President during the absence and disability of the President.

Section 4. SECRETARY

The Secretary shall be responsible for keeping all documents and records of the Foundation including but not limited to recording minutes of all meetings of the Board. In the absence of the Secretary at meetings, the President shall appoint a temporary secretary to record the minutes.

Section 5. TREASURER

The Treasurer shall maintain the financial records of the Foundation. The Treasurer shall receive all money and deposit said money in a bank account in the name of the Foundation and shall disburse all monies as have been approved by the Board that are due and payable. In addition, the Treasurer shall prepare and present a financial report for each meeting of the Board.

ARTICLE V **MEETINGS**

Section 1. ANNUAL MEETING

An annual meeting for the purpose of electing Trustees and Officers shall be held on the 3rd Tuesday of October of each year; provided, if said annual meeting would fall on a holiday, the meeting shall take place on the 1st business day thereafter. At the annual meeting, the Board shall approve the annual budget; elect Trustees; elect officers; approve Committee assignments, Committee chairpersons, and Committee members; and set the regular meeting schedule for the following calendar year.

Section 2. REGULAR MEETINGS

Regular meetings of the Board of Trustees shall be held at least once a quarter. Notice of any changes in or cancelling of a of a regular meeting shall be given to all Trustees in writing. All Trustees then in office shall be counted as present or absent at each regular meeting of the Board of Trustees.

Section 3. SPECIAL MEETINGS

Other meetings of the Board of Trustees shall be called by the President, or, at the written request of five (5) Trustees. The Secretary or President shall give oral or written notice of time and location of each such meeting to each Trustee at least two (2) days prior to the meeting; however, if all Trustees waive the advance notice requirement either orally or in writing to the President or Secretary, a Board meeting may be convened at any time. Any action, which might be taken at a meeting of the Board of Trustees, may be taken without meeting, if a Record of Memorandum thereof be made in writing, signed by all of the Trustees, and filed with the Secretary and made a part of the Foundation records.

Section 4. ORGANIZATION OF MEETINGS

The President shall call the meeting to order and shall act as Chairman of such meeting unless the Trustees present should designate another person as Chairman. The Secretary of the Foundation shall act as Secretary at all meetings, but in the event of his/her absence or failure to act, the Chairman shall appoint another person to act as Secretary pro tem.

Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Trustees of the Foundation.

Section 5. QUORUM

A quorum of the Trustees shall consist of a simple majority of the Trustees then in office.

Section 6. VOTING

At each meeting of the Trustees, each Trustee shall be entitled to vote. All elections shall be had, all questions decided, and all business transacted by a majority vote of the Trustees present. Trustees must be present to vote. No proxy voting will be allowed.

Section 7. ORDER OF BUSINESS

At all regular meetings of the Board of Trustees, the regular order of business shall be:

Call to Order

1. Minutes
2. Committee Reports
3. Old Business
4. New Business
5. Adjournment

Section 8. LOCATION OF MEETINGS

Meetings of the Board of Trustees shall be held at such place as the Trustees may determine.

ARTICLE VI **COMMITTEES**

Section 1. EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the officers of the Foundation. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the Foundation between meetings of the Board. All action taken by the Executive Committee shall be subject to ratification by the Board. Two members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee.

Section 2. COMMITTEE MEMBERSHIP Except as otherwise stated in these Bylaws, the President shall appoint the members of all committees and designate the

chairperson of all committees with Board approval. The chairperson of each Standing Committee and any Special Committee created pursuant to this Article must be a Trustee. Committee members may be selected from the community at-large with Board approval. Committee Chairpersons shall serve for two (2) years or until successors are elected.

Section 3. STANDING COMMITTEES

A. Allocations Committee. Responsibilities of the Allocations Committee shall include review of proposals and recommendations for program allocation. Provided that no voting member of the Allocations Committee may be an employee of the El Reno Public School System. Provided further that an employee of the El Reno Public School System may be an ex-officio member of said committee.

B. Scholarship Committee. Responsibilities of the Scholarship Committee shall include review of applications and recommendations for the then available Foundation scholarships. Provided that no voting member of the Scholarship Committee may be an employee of the El Reno Public School System ex-officio member of said committee.

C. Finance Committee. Responsibilities of the Finance Committee shall include fact finding for the Board on matters relating to the financial administration of the Foundation and preparation of the Annual Budget for presentation to the Board. The Chairman of the Finance Committee shall be the Treasurer of the Foundation.

D. Fundraising Committee. Responsibilities of the Fundraising Committee shall include planning for the solicitation of contributions in support of the Foundation's purposes.

D. Public Relations and Information Committee. Responsibilities of the Public Relations and Information Committee shall include planning a program to gain understanding and acceptance of the Foundation by the community.

E. Nominating Committee. Responsibilities of the Nominating Committee shall be to nominate Trustees at each Annual Meeting or to nominate Trustees to fill vacancies as they occur.

F. Bylaws Committee. Responsibilities of the Bylaws Committee shall be to conduct an annual review of the Bylaws of the Foundation and propose necessary amendments to the Bylaws.

G. Standard Operating Procedures Committee. Responsibilities of the Standard Operating Procedures Committee shall be to prepare Standard Operating Procedures for the Foundation. The Standard Operating Procedures Committee shall also conduct an annual review of the Standard Operating Procedures of the Foundation and propose necessary changes to the Standard Operating Procedures.

H. Students Striving for Success Committee. Students Striving for Success Mentors Making a Difference (SSS) exists to connect the family, school, and community to inspire students to be all they can be.

The SSS committee will consist of at least one Trustee and various community members not to exceed fifteen (15) members total. The SSS Committee shall elect a chairperson, vice-chairperson, secretary, and treasurer in March for a term of two (2) years. The chairperson of the SSS committee shall be a Trustee of the Foundation pursuant to Section 2 herein.

Each October the SSS Committee will present to the Foundation its annual report and goals for the coming year, and the treasurer of the SSS Committee shall prepare and present a budget to the Foundation for the following calendar year for approval by the Board of Trustees. The treasurer of the SSS Committee shall also prepare a monthly treasurer's report which shall be presented to the Foundation at its next regular meeting and approved by the Board of Trustees.

It shall be the responsibility of the SSS Committee to organize and enlist mentors to provide weekly mentoring or tutoring sessions to students (and families) of El Reno Public School students. The SSS Committee will work with the personnel of El Reno Public Schools in tracking mentors and mentees. Students will be suggested by school personnel and matched with mentors accordingly.

Section 4. SPECIAL COMMITTEES

Special Committees may be appointed by the President with the concurrence of the Board of Trustees for such tasks as circumstances warrant. Such Special Committees shall limit their activities to the accomplishment of the task for which the committee was created. Special Committees shall have no power to act except such as is specifically conferred by action of the Board of Trustees. Upon completion of the task for which appointed, such Special Committee shall stand discharged.

ARTICLE VII **FINANCES**

Section 1. EXECUTION OF CONTRACTS

Except as otherwise required by statute, the Certificate of Incorporation, or these Bylaws, fundraising plans, contracts, and expenditures must be approved by the Board prior to final commitment. Written contracts shall be executed by the President or, in his absence, by the Vice President, and attested by the Secretary and the corporate seal affixed. Such authority may be general or confirmed to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these Bylaws, an officer shall not have any power or authority to bind the Foundation by a contract or engagement or to pledge its credit or to render it financially liable for any purpose or to any amount.

Section 2. LOANS

The Board may from time to time authorize an officer by resolution to effect loans and advances from a foundation, bank, trust company, or other institution or from any firm, foundation, or individual, and for such loans and advances, may make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Foundation. No officer or officers shall mortgage, pledge, hypothecate, or transfer any securities or other property of the Foundation except when authorized by the Board.

Section 3. CHECKS, DRAFTS, AND OTHER ORDERS OF PAYMENT

All checks, drafts, bills of exchange, or other orders for the payment of money out of the funds of the Foundation, and all notes or other evidences of indebtedness of the Foundation, shall be signed in the name and on behalf of the Foundation by such persons and in such manner as shall from time to time be authorized by the Board. Provided that all checks drawn on the funds of the Foundation shall require the signatures of at least two (2) of the officers of the Foundation.

Section 4. DEPOSITS

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may designate or as may be designated by any officer or officers of the Foundation to whom such power of designation may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Foundation, checks drafted and other orders for the payment of money which are payable to the order of the Foundation may be endorsed, assigned, and delivered by any officer or agent of the Foundation, or in such other manner as the Board may determine by resolution.

Section 5. GENERAL AND SPECIAL BANK ACCOUNTS

The Board may from time to time authorize the opening and keeping of general bank accounts with such banks, trust companies, or other depositories as the Board may designate or as may be designated by any other officer or officers of the Foundation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

ARTICLE VIII
NON-PROFIT OPERATIONS, CONTRIBUTIONS, AND DISTRIBUTION OF
PROCEEDS

Section 1. NON-PROFIT OPERATIONS

The Foundation shall not be operated for a profit. There shall be no distribution of cash or property by way of interest or dividends to any Trustee or officer of the Foundation of whatsoever character or description, except that the Foundation may pay reasonable compensation for services rendered, other than services rendered as a Trustee or officer.

Section 2. CONTRIBUTIONS

The Board shall have the power and discretion to accept or reject contributions and shall have the power to determine whether or not contributions may be designated and earmarked for specific purposes; provided, however, all contributions designated or otherwise shall be used for a lawful use and be within the purpose of the Foundation and shall not constitute a use which would cause the Foundation to lose its tax exempt status.

Section 3. DISTRIBUTION OF PROCEEDS

Unless otherwise specifically designated, all funds received by the Foundation, except income earned by the Foundation, shall be divided fifty percent (50%) to the endowment fund of the Foundation and fifty percent (50%) to the operating fund of the Foundation for operations and current projects.

All monies placed in the endowment fund shall remain in tact and may not be invaded or expended for any purpose. Provided that all income generated from said endowment fund will be considered income of the Foundation and available for operating expenses and current projects.

ARTICLE IX
TRUSTEES' ANNUAL STATEMENT

The Board of Trustees shall annually prepare a full, clear, and detailed statement of the business and condition of the Foundation duly audited as appropriate by a firm of public accountants designated by vote of the Board.

ARTICLE X
PROHIBITED ACTIVITIES, REMOVAL OF TRUSTEES, OFFICERS, OR
COMMITTEE MEMBERS

Section 1. PROHIBITED ACTIVITIES

No part of the income, whether earned or raised through contributions, donations, or planned activities of the Foundation shall inure to the benefit of or be distributable to its Trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any other activities not permitted to be carried on by a foundation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or by a foundation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. REMOVAL OF TRUSTEES, OFFICERS, OR COMMITTEE MEMBERS

Any Trustee shall be removed from the Board of Trustees, without prior notice, upon three unexcused absences from regular meetings of the Foundation in one calendar year. Unless a Trustee gives prior notice to the President of his or her absence, the absence will be considered unexcused. For purposes of this section, notice may include telephone call, electronic mail, regular mail, or text message.

Any Trustee, officer, or committee member may be removed from office by the affirmative vote of a majority of the Trustees or committee members present in person

at any regular or special meeting called for that purpose for conduct detrimental to the interests of the Foundation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such Trustee, officer, or committee member proposed to be removed shall be entitled to at least ten (10) days notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE XI **MISCELLANEOUS PROVISIONS**

Section 1. FISCAL YEAR

The fiscal year of the Foundation shall end on the 31st day of December of each year.

Section 2. NOTICES

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated. Notice by U.S. Mail shall be sufficient when deposited in a post office box and addressed to the person entitled thereto at his or her last known mailing address, and such notice shall be deemed given on the day of such mailing. Electronic mail shall also be sufficient when sent electronically to the person entitled thereto to the last known email address, and such notice shall be deemed given on the day such electronic mail was sent. Any notice required to be given under these Bylaws may be waived by the person entitled thereto.

Section 3. BYLAWS

The Bylaws Committee shall conduct an annual review of the Bylaws of the Foundation and recommend any amendments to the Board. Provided that the Bylaws of the Foundation shall be subject to amendment only by a vote of 2/3 of the Trustees present at a meeting lawfully called for said purpose at which a quorum is present.

Section 4. STANDARD OPERATING PROCEDURES

The Standard Operating Procedures Committee shall conduct an annual review of the Standard Operating Procedures of the Foundation and recommend any amendments to the Board. Provided that the Standard Operating Procedures shall be subject to amendment by majority vote of Trustees present at a meeting lawfully called for said purpose at which a quorum is present.