

**BYLAWS OF
SAN FELIPE DEL RIO CISD EDUCATION FOUNDATION**

WHEREAS, the initial Board of Directors (the "Board") of San Felipe Del Rio CISD Education Foundation (the "Corporation") caused to be filed with the Texas Secretary of State a Certificate of Formation for the organization of the Corporation NOW, THEREFORE:

BE IT RESOLVED by the Board of Directors of the Corporation, that these Bylaws will govern its affairs in pursuit of its declared purposes.

**PREAMBLE
CORPORATE PURPOSE, OBJECTIVES AND DEDICATION OF ASSETS**

The Corporation shall enrich, strengthen, enhance, and support the advancement of San Felipe Del Rio Consolidated Independent School District, by engaging in fundraising and other charitable activities, as it deems appropriate in furtherance of the purposes as provided in the Certificate of Formation. This Corporation is formed for charitable purposes, and it will be nonprofit and nonpartisan. No substantial part of the activities of the Corporation will consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate of public office. The Corporation will not engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in the Certificate of Formation.

The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise shall inure to the benefit of any private person, or any director or officer of this Corporation. On liquidation or dissolution, all properties, assets and obligations will be distributed or paid over to an organization dedicated to charitable and educational purposes that is tax-exempt pursuant to Internal Revenue Code Section 501(c)(3) as amended or as otherwise required by state and federal law.

The Corporation, in all its activities and programs, shall not discriminate on the basis of sex, national origin, ethnicity, religion, disability, financial need or any other prohibited manner.

**ARTICLE ONE
NAME, OFFICE AND SEAL**

1.01 NAME: The name of the Corporation is "San Felipe Del Rio CISD Education Foundation"

1.02 OFFICE: The principal office of the Corporation will be located at 205 Memorial Drive, Del Rio, Texas 78840.

1.03 SEAL: The corporate seal of the Corporation will be inscribed with the Corporation name and year and place of its incorporation.

ARTICLE TWO **MEETINGS**

2.01 REGULAR MEETINGS: Regular meetings of the Board of Directors will be held as needed to conduct business and in accordance with Article 2.03 herein. Meetings shall be held at a time and location selected by the Board.

2.02 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called for any purpose by the Chairman or by any two Directors to transact any business described in the call for the special meeting.

2.03 ANNUAL MEETINGS: Annual meetings of the Board will be held in the month of August or as soon thereafter as practical, at a time and location selected by the Board. The primary purpose of the annual meeting will be to review the performance of the Corporation for the current fiscal year, to plan the operations and activities of the Corporation for the next fiscal year, to elect officers of the Corporation, and to transact any other business as may properly come before the Board of Directors.

2.04 RESOLUTIONS: All motions and resolutions of the Board will be written or recorded in the minutes of the Board and certified copies will be placed in a journal of proceedings of the Board. Such records shall be maintained in accordance with Article 2.07 herein.

2.05 QUORUM: At any meeting of the Board of Directors or at any designated committee of the Board, the appearance of a majority of the Directors or committee members duly appointed, serving, and qualified to vote, will be necessary to constitute a quorum to transact any business of the Board.

2.06 VOTING: All matters at any meeting of the Board of Directors, except as otherwise provided in these Bylaws, the Certificate of Formation, or law, will be decided by a vote of a majority of the Directors present at the meeting, provided a quorum of the Board is present. If a quorum of the Board is present, the affirmative vote of a majority of the Board of Directors present at a meeting will be the act of the body of corporate, unless the vote of a greater number is required by law, the Certificate of Formation or these Bylaws. Voting on all questions shall be by voice vote. A roll call vote on any motion or resolution may be requested by any Director.

2.07 RECORDS: The Corporation will maintain at its principal office all financial books and records of account, all minutes of the Board meetings and committee meetings, the list of Directors, and copies of all other material Corporate records, books, documents and contracts as required by law. All such records will be made available for

inspection at any reasonable time during usual business hours for any lawful purpose to any officer, Director, or person authorized by law or the Board to inspect such records. Upon leaving office, each Director, officer or agent of the Corporation will turn over to the Chairman in good order any Corporation monies, books, records, minutes, lists, documents, contracts or other property of the Corporation in his or her custody or control.

2.08 PROCEDURES: For all matters of parliamentary procedures, the Board shall be guided by *Robert's Rules of Order Newly Revised*, 10th ed. (Cambridge, Mass.: Perseus Publishing, 2000).

ARTICLE THREE **DIRECTORS**

3.01 MANAGEMENT: The activities, affairs, property and powers of the Corporation will be managed, directed, controlled or exercised by and vested in the Board of Directors.

3.02 NUMBER AND QUALIFICATIONS: The Board of Directors will consist of no fewer than three (3) and no more than nine (9). The Board may increase the number by a vote of a majority of the Directors present at the meeting, provided a quorum of the Board is present.

3.03 REMOVAL: Any Director who fails to attend three (3) consecutive meetings may be automatically deemed to have resigned by the Board by a vote of the majority of directors present at the third consecutive meeting at which a director fails to attend or any meeting thereafter. Absences may be formally excused by vote of the Board. Any Director may also be removed with or without cause upon a two-thirds (2/3) majority vote of all the remaining directors for removal.

3.04 TERM: The Directors shall serve for three-year terms, which may be renewed indefinitely by each respective Director, subject to Articles 3.03 and 3.06 herein.

3.05 VACANCY: Directors will be appointed to fill vacancies by a majority vote of the Directors present at the meeting at which a quorum is present. Each Director appointed or designated to fill a vacancy on the Board of Directors will hold office for the remainder of the term of the Board of Directors. A vacancy occurring on any committee may be filled by the Board of Directors for the remainder of the term of the position.

3.06 RESIGNATION: Any director or officer may resign from the Corporation by delivering a written letter of resignation to the Chairman of the Board.

3.07 COMPENSATION: Except as provided in this section, no Director will receive directly or indirectly any salary, compensation or gift from the Corporation, except as authorized by state law. The Directors of the Corporation will serve as such without salary. No Director will be entitled to any dividend or any part of the income or principal of the Corporation or to share in the distribution of the assets upon dissolution

of the Corporation. The Board of Directors may authorize the payment by the Corporation of the reasonable, documented and allowable expenses incurred by a Director in performance of his or her duties.

ARTICLE FOUR OFFICERS

4.01 **OFFICERS:** The officers of the Corporation will consist of the Chairman of the Board, a Secretary, a Treasurer, and any other officers that the Board may establish and designate by resolution adopted by a majority of vote of the entire Board.

4.02 **ELECTION.** The officers will be elected by the Board at the annual meeting of the Board or at any other meeting of the Board called for such purposes, and each office will serve for a one (1) year term and until his or her successor is elected. Any officer may be elected to succeed him or herself.

4.03 **REMOVAL.** Any officer elected by the Board may be removed, with or without cause, at any time by the affirmative vote of a majority of the directors of the Board then in office. The officer in question will not vote on the question of removal, but may be present at the meeting and may be counted in determining the presence of a quorum.

4.04 **VACANCIES.** Any vacancy occurring in any office of the Corporation may be filled for the unexpired duration of the term by a majority vote of the Board.

4.05 **CHAIRMAN:** The Chairman of the Board will preside at all meetings of the Board of Directors. The Chairman will have other powers and duties not inconsistent with these Bylaws as may be assigned by the Board. The Vice-Chairman will have the powers and duties of the Chairman in his absence.

4.06 **SECRETARY:** A Secretary will act under the direction of the Chairman and in his absence have the duties and powers of the Chairman. The Secretary will have the general powers and duties usually vested in such office of a Corporation, including keeping all records, documents and the corporate seal at the principal office of the Corporation; affixing the corporate seal to any instrument requiring it and to attest the same by his or her signature when authorized by the Board of Directors or after the instrument has been signed by the Chairman, Vice-Chairman or other authorized officer or agent; keeping the minutes of the meetings of the Board of Directors, the Executive and other committees of the Board of Directors, the Executive and other committees of the Corporation to recorded in one or more books provided for that purpose, with the time and place, how they were called or authorized, the notice given, the names of those present, and the proceedings therein; and issuing proper notices in accordance with these Bylaws. The Secretary will have such other powers and duties not inconsistent with these Bylaws as may be assigned by the Board of Directors or the Chairman.

4.07 TREASURER: The Treasurer will be responsible for all funds and securities of the Corporation and will have the general powers and duties usually vested in such office of a Corporation, including receiving and documenting all monies due and payable to the Corporation; depositing all monies received in the name of the Corporation in a depository designed by the Board, disbursing monies of the Corporation under the direction or orders of the Board; entering regularly in the books kept by the Treasurer a complete and accurate account of all monies received and disbursed by the Corporation; rendering a statement of the financial accounts of the Corporation to the Board as requested; filing tax returns of the Corporation; exhibiting the books of the financial accounts of the Corporation to the Board as requested; exhibiting the books of account in his custody to any Director upon request; and submitting a full financial report to the Board of Directors at the annual meetings. The Treasurer will have such other powers and duties not inconsistent with the Bylaws as may be assigned by the Board of Directors or the Chairman.

4.06 OTHER OFFICERS: The Board of Directors may create by resolution other offices as it deems necessary to serve the Corporation and may appoint other individuals, who need not be directors, to serve as officers or agents of the Corporation.

ARTICLE FIVE COMMITTEES

5.01 COMMITTEES: Designated committees may be established by the Board to perform the duties and functions assigned in furtherance of Board objectives. Any committee may include one or more directors from the Board selected by the President and approved by the Board. The rules of procedure of any committee may be set by the Board. Any committee may be abolished or any committee member removed for any reason and at any time by the Board. All such committees shall be subject to the direction of the Board and all actions of any committee shall be subject to Board approval.

5.02 NOTICE: Written notice of the time, place and agenda of all committee meetings will be given by the committee chair in the same manner as notices given for regular Board meetings. Each committee will keep and deliver a copy of minutes of its proceedings to the Secretary of the Board and will report briefly on its activities at each Board meeting.

ARTICLE SIX DEPOSITS, CHECKS, LOANS AND CONTRACTS

6.01 DEPOSITORIES: All funds of the Corporation not otherwise employed will be deposited in banks or other depositories designated by the Board of Directors and in accordance with state law.

6.02 TRANSACTIONS: All checks, drafts, endorsements, notes of the Corporation will be signed by the Treasurer and Chairman. Endorsements for deposits to the credit of the Corporation will be made as authorized by the Board of Directors.

6.03 LOAN OR GRANT AUTHORITY: No loans or advances will be contracted on behalf of the Corporation, and no note or other evidence of indebtedness will be issued in its name. A line of credit for the Corporation's debt and protection will be established as authorized by the Board.

ARTICLE SEVEN

CONTRACTS WITH DIRECTORS AND OFFICERS

7.01 INSIDER DEALING: Subject to any law, regulation, or contractual agreement of the Texas Business Organizations Code, no Director, officer or committee member will be interested directly or indirectly in any contract or program involving Corporation assets, relating to the operation conducted by it or in any contract for furnishing services or supplies to it, unless (a) the contract is authorized by a majority of Directors present at a meeting in which there is a quorum and vote without the interested Director's presence, (b) the facts and nature of the Director's interest is fully disclosed to the whole Board of Directors before the meeting in which the contract will be considered and (c) the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

7.02 INSIDER LOANS: No loans or grants will be made by the Corporation to its Directors, officers, committee members, or employees.

ARTICLE EIGHT

INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.01 LIABILITY: A Director or committee member will not be required to furnish any bond or surety for his services as a Director or committee member, and will not be liable for the act or omission of any other Director.

8.02 INDEMNIFICATION: Any person made or threatened to be made a party to any action in court or other proceeding because he is or was a Director or committee member will be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees, incurred in connection with the defense or settlement of the action, except where it is adjudged that the Director or committee member is liable for gross negligence, bad faith or willful misconduct in performing his duties. The right of indemnification will not exclude any other right of the Director or committee member. INDEMNIFICATION UNDER THIS SECTION IS SUBJECT TO ANY AND ALL PROHIBITIONS, RESTRICTIONS AND LIMITATIONS IMPOSED BY LAW.

8.03 INSURANCE: The Board of Directors will have the power to purchase and maintain at the Corporation's expense insurance on behalf of the Corporation, the Board of Directors, and others.

ARTICLE NINE
AMENDMENT OF BYLAWS

9.01 AMENDMENT: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of Directors in office, provided that written notice setting forth in detail the proposed Bylaws revisions with explanations for the change is given with any such notice.

ARTICLE TEN
MISCELLANEOUS

10.01 FISCAL YEAR. The fiscal year of the Corporation will begin on September 1st and will end on August 31st of each year.

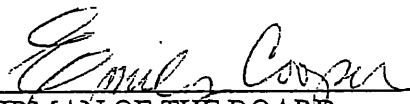
10.02 ANNUAL REPORT. The Board shall cause to be prepared, in accordance with Section 22.352 of the Texas Business Organization Code, an annual financial report for the Corporation, prepared by an independent accountant and conforming to the accounting standards as adopted by the American Institute of Certified Public Accountants. The financial report shall include:

- (1) a statement of support, revenue, and expenses;
- (2) a statement of changes in fund balances;
- (3) a statement of functional expenses; and
- (4) a balance sheet for each fund.

10.03 CONSTRUCTION: Whenever the context requires, the masculine will include the feminine and neuter, and the singular will include the plural, and vice versa. If any portion of these Bylaws is declared invalid or inoperative, then so far as is reasonable the remainder of these Bylaws will be considered valid and operative and effect will be given to the intent manifested by the portion held invalid or inoperative.

10.04 STATUTORY AND OTHER AUTHORITY: These Bylaws are subject to and governed by any applicable federal, state and local laws and regulations and the Certificate of Formation.

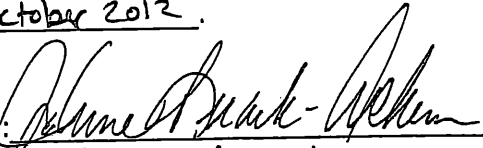
ADOPTED this 2nd day of November



CHAIRMAN OF THE BOARD

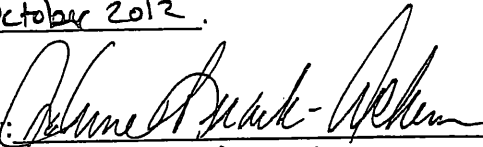
CERTIFICATION

The undersigned, as Secretary of the Board of the Directors of the Corporation, hereby certifies that these bylaws were adopted and made effective by the Board of Directors of the Corporation at a meeting held on: 29th October 2012.

By: 
Name: Dr. Joana Luark-Ackermann
Title: Secretary of the Board of Directors

CERTIFICATION

The undersigned, as Secretary of the Board of the Directors of the Corporation, hereby certifies that these bylaws were adopted and made effective by the Board of Directors of the Corporation at a meeting held on: 29th October 2012.

By: 

Name: Dr. Joanne Kuak-Akregerson
Title: Secretary of the Board of Directors