

**AMENDED AND RESTATED BY-LAWS OF THE  
SHAWNEE EDUCATIONAL FOUNDATION**

**ARTICLE I**

*Title.* This organization shall be known as the Shawnee Educational Foundation, which shall at all times be operated and conducted as a not-for-profit corporation, organized and existing under the laws of the State of Oklahoma.

**ARTICLE II**

*Definitions.* As used in these By-Laws, the following terms have the listed meanings:

“*Foundation*” shall mean the Shawnee Educational Foundation;

“*Shawnee Area Schools*” shall mean and include Independent School District 93, Pottawatomie County, Shawnee, Oklahoma, as well as South Rock Creek, Grove, and Pleasant Grove schools;

“*Director,*” “*Directors,*” “*Trustee,*” and/or “*Trustees*” shall be synonymous and shall refer to a Director or Directors of the corporation who are also Trustees;

“*Board*” shall mean the Board of Directors or the Board of Trustees of the Foundation; and

“*Member*” shall mean any person, corporation or association obtaining membership to the Foundation by making a contribution thereto in accordance with these By-Laws.

**ARTICLE III**

*Location.* The business of the Foundation may be conducted at any place convenient to such Members, Trustees, or Officers as may be participating therein. The official address and place of business of the Foundation shall be at the Administration Building of the Shawnee Public Schools located at 326 N. Union, Shawnee, Oklahoma.

**ARTICLE IV**

**Membership, Voting, and Meetings**

**Section 1**

*Membership.* The membership of the Foundation shall be made up of persons, organizations, or associations who contribute a minimum of \$25.00 to the Foundation for the furtherance and purposes of the said Foundation. Members may be residents of any city or state. Members contributing from \$25.00-\$99.00 shall be known as “*Contributing Members.*” Members contributing \$100.00-\$249.00 shall be known as “*Patron Members.*” Members contributing \$250.00-\$499.00 shall be known as “*Benefactor Members.*” Members contributing \$500.00 to \$999.00 shall be known as “*Leadership Members.*” Members contributing \$1,000.00 to \$4,999.00 shall be known as “*Stakeholder Members.*” Members contributing \$5,000.00 and over shall be known as “*Founder Members.*” Membership in the Foundation shall be for a period of one (1) year only from the date of the contribution to the Foundation. Membership(s) shall be from year to year as long as the minimum amount is contributed annually.

## Section 2

*Voting.* At each meeting of the membership, each Member shall be entitled to cast one (1) vote. Votes of the Members may be made in person or by proxy. Unless otherwise provided in these By-Laws, all elections shall be held and all questions decided and all business transacted by a majority vote of a quorum of the membership as defined in Section 3 herein.

## Section 3

*Quorum.* At all meetings of the Foundation, where proper notice of such meeting has been given, the members present in person or by proxy shall constitute a quorum for the transaction of business. A complete list of members eligible to vote at any meeting of the membership shall be prepared by the Secretary and shall be available for examination by the membership at the place and time of said meeting.

## Section 4

*Annual Meeting.* The annual meeting of the membership of the Foundation shall be held at least once each calendar year on the third Tuesday of February, or as soon thereafter as the same can be practicably held. The time, place, and hour of such annual meeting shall be fixed by the Board of Trustees. Written notice of the annual meeting shall be given to the entire membership as provided in Section 6 of the Article IV. Upon failure of the Board of Trustees to call the annual meeting of the membership within a reasonable time after the date specified herein, such annual meeting may be called upon written petition signed by ten percent (10%) of the membership, and upon written notice as provided for in Section 6 herein.

## Section 5

*Special Meetings.* Special meetings of the membership may be called at any time by the President or Vice President of the Board, by majority vote of the Board of Trustees, or by petition signed by not less than fifteen percent (15%) of the membership. Notice of special meetings shall be given as provided for in Section 6 herein. Business transacted at any special meeting shall be limited to the purpose stated in the written notice of said meeting.

## Section 6

*Notice of Meetings.* Written notice stating the time and place of all annual and special meetings of the Members shall be given by the Secretary, or other person(s) designated by the Board, to each Member, as show by the records of the Foundation, in writing, at last known address of such Member, not less than ten (10) days prior to the date of said meeting. The notice of any special meeting shall specify the date, time, and place of such special meeting and shall state the nature of the business to be transacted thereat.

## Section 7

*Resignation or Removal.* Any member may resign from the membership in the Foundation by delivering a written resignation to the President or Secretary of the Foundation.

Any Member, Trustee, or Officer of the Foundation may be removed from membership or office by the affirmative vote of the majority of the voting members present in person or by proxy at any regular or special meeting called for that purpose for conduct detrimental to the Foundation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such Member, Officer, or Trustee(s) proposed to be removed shall be entitled to at least ten (10) days written notice by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear and be heard at such meeting.

## ARTICLE V

### Board of Trustees

#### Section 1

*General.* The business and property of the Foundation shall be managed and controlled by the Board of Trustees, which shall be the Board of Trustees for all legal purposes, and which shall be the sole governing body of the Foundation. The Board of Trustees shall prepare or cause to be prepared an annual financial report and budget, which shall be submitted to the membership for its approval at the annual meeting. Trustees shall not receive any compensation for their services as Trustees, provided, however, that the Board may approve reimbursement to individual Trustees for direct expenses paid or advanced by such Trustee on behalf of the Foundation. Expenses of attending board meetings shall not be considered as reimbursable items.

#### Section 2

*Number and Eligibility.* The initial number of Trustees shall be nine (9). The number of Trustees may be increased to not exceed fifteen (15). The number of Trustees may be changed only upon a proposal for the change of the number of Trustees being submitted by the Board of Trustees to the membership and approved by a majority of the membership voting at any annual or special meeting.

The Superintendents of the Shawnee Area Schools shall be nonelected *ex officio* members of the Board of Trustees with no voting rights. The remaining Trustees, nine (9) or greater in number, shall be elected Trustees.

No person shall be eligible to become or remain a Trustee of the Foundation unless such person is a member of the Foundation in good standing as defined in these By-Laws. At such time as a Trustee ceases to be a member in good standing, his/her office as Trustee shall be considered automatically terminated.

#### Section 3

*Election and Term.* At the first meeting of the membership, three (3) Trustees shall be elected to terms of one (1) year, three (3) Trustees shall be elected to terms of two (2) years, and three (3) Trustees shall be elected for terms of three (3) years. After the initial election, all Trustees shall be elected for terms of three (3) years. Should the number of elected Trustees be increased as herein provided, the terms of such additional Trustees shall be set so that the terms of one-third (1/3) of the elected Trustees shall expire each year. All Trustees shall serve until their successors have been duly elected and qualified. A Trustee may not be elected to two (2) or more consecutive three (3) year terms.

#### Section 4

*Vacancies.* In the event of a vacancy on the Board of Trustees, the remaining Trustees may elect a successor to fulfill the unexpired term by an affirmative vote of a majority of the remaining Trustees voting for such purpose. The Trustee so elected may function as a Trustee immediately upon election provided, however, that the election of such Trustee shall be confirmed by the membership at the next annual meeting of the membership.

#### Section 5

*Honorary Trustees.* The Board of Trustees may appoint honorary trustees, who shall serve for terms of one (1) year. Honorary trustees shall have no voting privileges except those associated with membership in the Foundation, if said honorary trustee is a Member of the Foundation.

#### Section 6

*Meetings.* The newly-constituted Board of Trustees shall hold its organizational meeting immediately following the first meeting of the membership of the Foundation.

Annual meetings of the Board of Trustees shall be held immediately after the annual meeting of the membership of the Foundation at the same place as the annual membership meeting.

Special meetings of the Board of Trustees may be held at any reasonable time and place upon the call of the President of the Board or at the written request of a majority of the members of the Board of Trustees. The President or Secretary shall give oral or written notice of the time and location of each such special meeting to each Trustee at least five (5) days prior to the meeting, provided that if all Trustees waive the advance notice of the meeting, either orally or in writing, to the President or Secretary, such special meeting may be convened at any time. Any action which might be taken at an annual or special meeting of the Board of Trustees may be taken without a meeting if a record of memorandum thereof is made in writing and signed by all of the Trustees and filed with the Secretary and made a part of the organizational records.

#### Section 7

*Quorum.* A simple majority of the number of Trustees in office shall constitute a quorum for the transaction of business by the Board. If less than a quorum is present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

#### Section 8

*Executive Committee.* The Board of Trustees, by resolution, may designate and appoint an executive committee, composed of the President, Vice President, Secretary, and Treasurer, to conduct the routine business of the Foundation between meetings of the Board of Trustees. Any action taken by the Executive Committee shall be ratified and approved at the next annual meeting of the Board of Trustees or at the next special meeting of the Board of Trustees, provided that such ratification or approval is listed as one of the purposes of such special meeting.

## Section 9

*Audit Committee.* The Board of Trustees, by resolution, shall designate and appoint an audit committee which will consist of three (3) Members of the Board of Trustees. The purpose of the audit committee shall be to, among other things, establish internal audit procedures and retain an accounting firm/firms to conduct an annual audit of the books and records of the Foundation. The audit committee shall be voted on and approved at the Board of Trustees meeting immediately following the annual membership meeting. The terms of each of the three (3) Members of the audit committee shall be one (1) year, served concurrently.

## **ARTICLE VI**

### Officers

#### Section 1

*Election.* The Officers of the Foundation shall be elected by the Board of Trustees at the first meeting after each annual meeting of the membership, 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 that may be designated by the Board. All officers shall be elected from the elected Trustees of the Board. Officers shall hold office for a period of one (1) year or until their successors are elected and qualified. Any Officer elected or appointed by the Board may be removed at any time, ~~without~~ with or without cause, by an affirmative vote of the majority of the Board of Trustees.

#### Section 2

*President.* The President shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board and of the membership. The President shall enforce the rules and By-Laws of the Foundation, nominate committee and subcommittee chairmen for confirmation by the Board, and serve as an *ex officio* member of all committees and subcommittees. He/She shall have the authority to sign and execute any bonds, contracts or other obligations of the Foundation, if authorized by the Board. He/She shall make such reports of the affairs of the Foundation as the Board of Trustees may require, and shall present an annual report of the preceding year's business at the annual membership meeting.

#### Section 3

*Vice President.* The Vice President shall perform the duties and exercise the power of the President during the absence or 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 and of the membership, and maintaining up-to-date membership records. In the absence of the Secretary at any meeting, the President may appoint a temporary secretary to record the minutes.

## Section 5

*Treasurer.* The Treasurer shall maintain the financial records of the Foundation. He/She shall receive all money and deposit said money in the bank account in the name of the Foundation. He/She shall disburse all monies as have been approved by the Board and are due and payable. He/She shall be prepared to present a financial report at each meeting of the Board and distribute a written financial statement at the annual meeting of the membership.

## Section 6

*Committee Chairmen.* Committee and subcommittee chairmen shall be appointed by the President of the Foundation to serve at the pleasure of the President or the Board of Trustees. Committee and subcommittee chairmen shall appoint members of their respective committees and subcommittees and shall fill vacancies as they occur.

## **ARTICLE VII**

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

## **ARTICLE VIII**

*Inspection of Books.* The Trustees shall determine from time to time whether, and, if allowed, when and under what circumstances and regulations and accounts, or any of them, shall be open to inspection of the members and the members' rights in this respect are and shall be restricted and limited accordingly. This article shall not apply to such inspection as may be required by the laws of the State of Oklahoma or the United States of America.

## **ARTICLE IX**

*Execution of Contracts.* Except as otherwise required by statute, the Certificate of Incorporation or these By-Laws, any contracts, or other instruments may be executed and delivered in the name and on behalf of the Foundation by such Officer or Officers (including any Assistant Officer) of the Foundation as the Board may from time to time direct. Such authority may be general or confined to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these By-Laws, an officer or agent or employee shall not have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or to any amount.

## **ARTICLE X**

*Loans.* The Trustees may, from time to time, authorize by resolution, the Officers to effect loans and advances from a corporation or a bank, trust company or other institution or from any firm, corporation 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, but no Officer or Officers shall mortgage, pledge, hypothecate or transfer any securities or other property of the Foundation, except when authorized by the Board.

## ARTICLE XI

Payment of Funds; Deposits; Bank Accounts. All checks, drafts, bills of exchange, or other orders for payment of money out of the funds of the Foundation shall be signed by the Treasurer. The Board of Trustees shall have the authority to require the counter-signing or co-signing of any such instruments for the payment of funds as the said Board shall by resolution determine.

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 of Trustees may designate, or as may be designated by any Officer of the Foundation given such authority by the Board. All checks, drafts, or other orders for payment of money which are payable to the order of the Foundation may be endorsed, assigned and delivered by the Treasurer or by any other office of the Foundation designated by the Board of Trustees by resolution.

The Board of Trustees may from time to time authorize the opening and keeping of general bank accounts at such banks, trust companies or other depositories as the Board may designate or as may be designated by any Officer of the Foundation with Authority from the Board of Trustees.

## ARTICLE XII

### Operations and Distributions of Funds

#### Section 1

Non-profit Operations. The Foundation shall not be operated for profit and all income generated by the property or funds contributed to the Foundation, after payment of all necessary debts and obligations, shall be used and distributed exclusively for carrying out only the purposes of the Foundation.

#### Section 2

Income-generating Property. Except as provided in Sections 3 and 4 of this Article XII, the corpus of the funds or property received by the Foundation shall be used to generate income for the purposes of the Foundation and shall not be used or spent on any of the projects of the Foundation.

#### Section 3

Use of Corpus Funds. The Trustees of the Foundation may grant/distribute each year amounts not to exceed all of the unrestricted corpus received for that year plus all of the interest earned on the corpus for such year. There shall be made available each year for such grant/distribution a minimum of \$6,000.00.

#### Section 4

Designated Funds. The corpus of gifts to the Foundation which are designated by the donor for a particular use or purpose, may be expended in accordance with the donor's written instructions, so long as the expenditure of such funds does not violate the other Articles of these By-Laws and the Certificate of Incorporation.

### **ARTICLE XIII**

*Notice and Waiver.* Whenever under the provisions of these By-Laws notice is required to be given to any Member, Trustee, or Officer of the Foundation, it shall not be construed to mean personal notice, but such notice may be given in writing by mail, in a postage pre-paid envelope, addressed to such Member, Trustee, or Officer at his/her last known post office address, according to the Foundation's records, and such notice shall be deemed to be given at the time when the same shall be mailed. Any Member, Trustee, or Officer may waive any notice required to be given under these By-Laws, and may do so by written or cabled waiver. The attendance of any Member, Trustee, or Officer at any annual, regular or special meeting shall be deemed a waiver of all notice required to be given under these By-Laws.

### **ARTICLE XIV**

*Amendment of By-Laws.* Any proposed amendment to these By-Laws shall be submitted to the membership of the Foundation by resolution adopted by the Board of Trustees. Such proposed amendment must then be approved by a majority of not less than two-thirds (2/3) of the membership voting in person or by proxy at any annual or special meeting, provided that any notice of such meeting must contain notice of the proposed amendment and the general nature thereof.

### **ARTICLE XV**

*Power to Accept Corporate Grants and Donations for Investment and/or Distribution.* The Foundation may accept grants, donations, gifts, and/or any other manner of disbursements, in the form of cash, cash equivalents, stock, units, securities, and/or other assets (collectively, "Donations"), from corporations, partnerships, joint ventures, limited liability companies, limited liability partnerships, trusts, and/or other legally-formed and recognized entities (collectively, "Corporate Entities") for the purposes of investment and/or distribution, consistent with the stated purposes of the Foundation. All Donations received from Corporate Entities will be managed by the Board of Trustees, either directly or by proxy, in the same manner as all other donations are managed. It is the intention and desire of the Foundation that all Donations received from Corporate Entities will, at the option and election of the relevant Corporate Entity, be accorded all available tax-advantaged treatment, as prescribed by the Internal Revenue Code, the Oklahoma Tax Code, and all other relevant promulgated tax Laws, guidance, and interpretative letters.

### **ARTICLE XVI**

*Approval.* The foregoing Amended and Restated By-Laws after having been read article by article were adopted by the Board of Trustees and certified by the Secretary of the Shawnee Educational Foundation at its meeting held on April 24, 2017.

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Sarah Marchetti, Secretary of the  
Shawnee Educational Foundation



**CERTIFICATION**

The undersigned, being the President of the Board of Trustees and the Secretary of the Shawnee Educational Foundation, do hereby certify that the foregoing attached Amended and Restate By-Laws of said Foundation were duly adopted by its Board of Trustees-meeting held on April 24, 2017.

SHAWNEE EDUCATIONAL FOUNDATION

By \_\_\_\_\_  
Deborah Hopkins Bosch,  
President, SEF Board of Trustees

ATTEST:

\_\_\_\_\_  
Sarah Marchetti, Secretary, SEF Board of Trustees