

Revised  
06/11/13

**BY-LAWS OF**  
**TODD COUNTY SCHOOL DISTRICT FOUNDATION FOR**  
**EXCELLENCE IN PUBLIC EDUCATION, INC.**

COPY

**A Corporation Not For Profit**

**ARTICLE I**  
**PURPOSE**

The corporation is organized for the following purposes:

- 1) To maintain, develop, increase and extend the facilities and services of the Todd County School District and to provide broader educational services and opportunities to its students, staff, faculty and the residents of the geographical area which it serves;
- 2) To solicit and receive by gift, grant, devise or bequest and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same;
- 3) To make contributions, grants, gifts and transfers of property, both real and personal, either outright or in trust, to or for the benefit of the Todd County School District, or to or for the benefits of other organizations identified and associated with the Todd County School District, which are tax exempt organizations under the provision of Section 501 (c) (3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof or supplementary thereto.

No substantial part of the activities of this corporation shall be for carrying on propaganda

or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

The purposes as set forth herein are not intended in any way to limit this corporation from exercising all the general powers granted corporation by Chapter 273 of the Kentucky Revised Statutes.

## **ARTICLE II OFFICES**

The corporation may have such offices as the Executive Board may require. The principal office shall be located at 205 Airport Road, Elkton, Todd County, Kentucky 42220.

## **ARTICLE III TRUSTEES**

- 1) The first trustees of the corporation shall consist of the incorporators of this non-profit corporation, unless they have resigned or their trusteeship otherwise terminated. There shall be no less than 3 nor more than 30 trustees of the corporation. Trustees shall serve for a period of three years. The superintendent of the Todd County School System, a member of the Todd County Board of

Education elected by the Board of Education, and the Treasurer of the Todd county Board of Education shall be non-voting exofficio members of the board of Trustees.

Thereafter, the eligibility and qualifications for trusteeship and the manner of and admission into trusteeship shall be prescribed by resolutions duly adopted by the Executive Board of the Corporation or by such rules and regulations as may be prescribed by the Executive Board. All such resolutions or rules and regulations relating to trustees adopted by the Executive Board of the corporation shall be affixed to the By-Laws of the corporation and shall be deemed to be part thereof. Such resolutions or rules and regulations adopted by the Executive Board may prescribe, with respect to all trustees, the manner of suspension or termination of trusteeship, except as may herein-after otherwise be provided, the rights, liabilities and other incidents of trusteeship.

- 2) **LIABILITY.** No person who is now or later becomes a Trustee of this organization shall be personally liable to its creditors for any indebtedness or liability. Any and all creditors of this organization shall look only to the assets of this organization for payment.

#### **ARTICLE IV MEETING OF TRUSTEES**

- 1) **ANNUAL MEETING.** An annual meeting of the trustees shall be held on the \_\_\_\_\_ in the month of \_\_\_\_\_ in each year beginning with the year 2013. The Executive Board shall determine the time and

Revised  
06/11/13

**BY-LAWS OF**  
**TODD COUNTY SCHOOL DISTRICT FOUNDATION FOR**  
**EXCELLENCE IN PUBLIC EDUCATION, INC.**

COPY

**A Corporation Not For Profit**

**ARTICLE I**  
**PURPOSE**

The corporation is organized for the following purposes:

- 1) To maintain, develop, increase and extend the facilities and services of the Todd County School District and to provide broader educational services and opportunities to its students, staff, faculty and the residents of the geographical area which it serves;
- 2) To solicit and receive by gift, grant, devise or bequest and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same;
- 3) To make contributions, grants, gifts and transfers of property, both real and personal, either outright or in trust, to or for the benefit of the Todd County School District, or to or for the benefits of other organizations identified and associated with the Todd County School District, which are tax exempt organizations under the provision of Section 501 (c) (3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof or supplementary thereto.

No substantial part of the activities of this corporation shall be for carrying on propaganda

or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

The purposes as set forth herein are not intended in any way to limit this corporation from exercising all the general powers granted corporation by Chapter 273 of the Kentucky Revised Statutes.

## **ARTICLE II**

### **OFFICES**

The corporation may have such offices as the Executive Board may require. The principal office shall be located at 205 Airport Road, Elkton, Todd County, Kentucky 42220.

## **ARTICLE III**

### **TRUSTEES**

- 1) The first trustees of the corporation shall consist of the incorporators of this non-profit corporation, unless they have resigned or their trusteeship otherwise terminated. There shall be no less than 3 nor more than 30 trustees of the corporation. Trustees shall serve for a period of three years. The superintendent of the Todd County School System, a member of the Todd County Board of

Education elected by the Board of Education, and the Treasurer of the Todd county Board of Education shall be non-voting exofficio members of the board of Trustees.

Thereafter, the eligibility and qualifications for trusteeship and the manner of and admission into trusteeship shall be prescribed by resolutions duly adopted by the Executive Board of the Corporation or by such rules and regulations as may be prescribed by the Executive Board. All such resolutions or rules and regulations relating to trustees adopted by the Executive Board of the corporation shall be affixed to the By-Laws of the corporation and shall be deemed to be part thereof. Such resolutions or rules and regulations adopted by the Executive Board may prescribe, with respect to all trustees, the manner of suspension or termination of trusteeship, except as may herein-after otherwise be provided, the rights, liabilities and other incidents of trusteeship.

- 2) **LIABILITY.** No person who is now or later becomes a Trustee of this organization shall be personally liable to its creditors for any indebtedness or liability. Any and all creditors of this organization shall look only to the assets of this organization for payment.

#### **ARTICLE IV MEETING OF TRUSTEES**

- 1) **ANNUAL MEETING.** An annual meeting of the trustees shall be held on the \_\_\_\_\_ in the month of \_\_\_\_\_ in each year beginning with the year 2013. The Executive Board shall determine the time and

place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

- 2) **SPECIAL MEETINGS.** Special meetings of the trustees may be called by the Chairman or the Executive Board.
- 3) **NOTICE OF MEETINGS.** Written notice shall be mailed to each trustee not less than 10 days or more than 60 days before the date set for the annual meeting and not less than 10 days before the date of any special meeting.

Such notice shall state the place, day and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place<sup>3</sup> of the adjourned meeting if announcement of the time and place of the adjourned meeting is give<sup>3n</sup> at the meeting so adjourned.

- 4) **QUORUM.** At least fifty-one percent (51%) of the trustees must be present at any

general trustee meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

- 5) **VOTING.** At all meetings, except for the election of officers, the trustees will vote by a showing of hands. Written ballots will be used for all elections and when otherwise requested by a simple majority of members present. Any trustee may vote by written proxy.

## **ARTICLE V**

### **EXECUTIVE BOARD**

- 1) **GENERAL POWERS.** The duties of the Executive Committee shall be to transact necessary business between meetings of the Board of Trustees and such other business as may be provided for in these By-Laws or as may be referred to it by the Board of Trustees.
- 2) **BOARD MEMBERS.** The Board shall consist of a Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer. The officers shall serve until the next following annual meeting of the Board of Trustees and until their successors have been elected by the Board of Trustees. Any person holding office may be elected to serve a term or terms in some other office of the corporation. More than one of these offices may be held by the same person.
- 3) **REGULAR MEETINGS.** The Executive Board shall hold their annual meeting immediately after and at the same place as the annual meeting of the members. The



Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.

- 4) **SPECIAL MEETINGS.** The President or any two other members of the Executive Board may call for special meetings of the Board and fix the time and place for said meetings.
- 5) **NOTICE.** Members of the Executive Board shall be notified of any special meeting by advance notice in writing which shall be sent by mail or personally delivered at least 10 days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.
- 6) **QUORUM.** A majority of the members of the Executive Board must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.
- 7) **VACANCIES.** Any vacancy on the Executive Board may be filled by the affirmative vote of a majority of the remaining members of the Executive Board, even if less than a quorum of the board. A member of the Executive Board so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

If additional members of the Executive Board are to be elected to increase the size of the Board, this shall be done by election at the annual meeting of the trustees.

- 8) **COMPENSATION.** The Board may provide that a salary or other compensation be paid to any trustee, member the Executive Board, or other employee for his or her services. The Board may also provide by resolution that any corporate agent be indemnified for expenses and cost, including legal fees which were necessarily incurred in connection with any claim asserted against him or her by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the trustee was guilty of misconduct regarding the matter in which indemnity is sought.
- 9) **REMOVAL.** The Executive Board may suspend any trustee any time if, in its judgment, the best interests of the corporation would be served thereby, subject to ratification by three-fourths (3/4) of the trustees. However, officers elected by the trustees may not be removed except by the trustees, but the authority of such officer to act as an officer by be suspended by the Board for cause.

## **ARTICLE VI**

### **OFFICERS**

- 1) **OFFICERS.** The officers of the corporation shall be a follows:

Chairperson

Vice-Chairperson

Secretary

Treasurer

Any two or more offices may be held by the same person except the offices of

Chairperson and Secretary.

- 2) **TERM.** The initial officers shall be elected by the Executive Board at its organizational meeting. Thereafter, the officers shall be elected annually by the trustees at the annual meeting. Vacancies may be filled at any meeting of the Executive Board. Each officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.
- 3) **President.** The Chairperson shall be the principal officer of the corporation and shall supervise and control all the business and affairs of the corporation. The Chairperson shall preside at all meetings of the trustees and the Executive Board. He or she shall have all such powers as may be reasonably be construed as belonging to the chief executive of a non-profit corporation.
- 4) **VICE PRESIDENT.** The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.
- 5) **SECRETARY.** The Secretary shall keep the minutes and records of the corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or Executive Board.
- 6) **TREASURER.** The Treasurer shall have charge and custody of and be responsible

for all funds and securities of the Corporation, and, in general, perform all the duties incidental to the office of the Treasurer and other duties as may be assigned by the President or Executive Board.

- 7) **RESOURCE DEVELOPMENT OFFICER.** The Resource Development Officer shall serve as the liaison between the School Board and Foundation with regard to accomplishing the goals of the Foundation. Shall coordinate the efforts of the Foundation in its efforts to serve the school district and community, shall actively work to develop awareness in the community of the existence, goals, and purpose of the Foundation, and shall assume authority and responsibility for all other associated duties as assigned by the Executive Board of the Foundation.

## **ARTICLE VII**

### **COMMITTEES**

COMMITTEES. The Executive Board may, by resolution of a majority of the Board, establish committees of two or more Trustees to conduct the management of the corporation. Other committees shall be established consisting of members of the corporation, but may not exercise the authority of the Executive Board in the management of the corporation.

## **ARTICLE IX**

### **AMENDMENTS**

All these By-Laws may be amended or repealed by an affirmative vote of at least 60% of

those present at a meeting of the trustees called for the purpose of acting upon such amendment (provided that a quorum is present).

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.