

BY LAWS
OF THE
NEWPORT INDEPENDENT SCHOOL DISTRICT
EDUCATION FOUNDATION, INC.

ARTICLE I

NAME AND PURPOSE

Section 1. Name. The name of this foundation is Newport Independent School District Education Foundation, Inc. (hereinafter "Foundation"). The Foundation is a nonprofit 501(c)(3) organized pursuant to the laws of the Commonwealth of Kentucky

Section 2. Purpose. The Newport Independent School District Education Foundation Inc. purpose is to solicit, collect, and distribute funds for school projects and scholarships. To accomplish this purpose, the Foundation desires to engage both public participations, not only through solicitation of monies, but also towards establishing programs and ventures for the Newport Independent School's transition of its students from graduation into the community, both in a professional and societal setting to continue and foster the Newport Community as a whole.

ARTICLE II

BUSINESS OFFICE AND REGISTERED AGENT

Section 1. Business Office. The address of the principal office of the foundation in the State of Kentucky is 30 West 8th Street, Newport, Kentucky 41071. The Board of Directors may, from time to time, change the location of the principal office.

Section 2. Registered Agent and Office. The Registered Agent shall be the Newport Board of Education Board Attorney. The Board of Directors may, from time to time, designate a different person as its registered agent and may designate a different address as its registered office; provided, however, that such designation shall become effective only upon the filing of a statement of such change with the Secretary of State of Kentucky as is required by law.

ARTICLE III

DIRECTORS AND MEMBERS

Section 1. The Newport Independent School District Education Foundation, Inc. Board of Directors shall consist of five voting members of the Newport Board of Education. The Foundation Board of Directors shall consist of three ex-officio members- the Superintendent, Secretary and Treasurer of the Newport Board of Education. The Board of Education's term shall be concurrent with their term on the Board. The role of the three ex-officio members shall be advisory in nature, with the Secretary and Treasurer performing specific functions as set forth in Article V, Sections 7 and 8.

There shall also be an additional two voting members, each initially set up with initial terms of two and four-year terms to insure staggered representation. The selection of the additional two members shall focus on selection of persons from the Newport Community, with consideration of, but not limited to the following groups: the Newport Alumni Association, the Newport Business Association, ReNewport, and/or any other civic/charitable body within the City of Newport. This list shall not be exclusive. Upon fulfillment of the seven-member board, the entire Board of Directors shall re-appoint/appoint future Board of Directors, with exception of those serving by virtue of membership on the Newport Board of Education.

At the expiration of any Director's term, with exception of the Newport Board of Education Board Members, the Director shall continue to serve until a replacement is chosen but said continued term shall not alter the set term of office.

Section 2. Any vacancy due to resignation or other reason, shall be filled for the remainder of the Director's term.

Section 3. No Director shall receive compensation for their service.

Section 4. Voting Rights. Each Director shall be entitled to one vote on each matter submitted to a vote of the Directors.

Section 5. Resignation. Any Director may resign by filing a written resignation with the Secretary of the foundation.

Section 6. Transfer of Membership. Membership in this foundation is not transferable or assignable.

ARTICLE IV

MEETINGS

Section 1. There shall be at least two regular meetings per year, which shall be set by the Board of Directors during their initial meeting, by providing a month and day of month for said meetings. There shall be an initial meeting to establish the regular meeting calendar, as well as for the purpose of electing officers and Directors and transacting such other business as may come before the meeting.

Section 2. Regular Meetings. The President of the foundation shall provide for the for the holding of regular meetings of the foundation.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President; also, special meetings may be called when requested by a majority of the Board of Directors.

Section 4. Place of Meetings. Unless otherwise designated by the President, all meetings shall be held at Newport Board of Education office, 30 West 8th Street, Newport, Kentucky 41071.

Section 5. Notice and Place of Meetings. Based on the composition of the foundation, all meetings/notices shall comply with the Kentucky Open Meetings Act.

Section 6. Quorum. One half of the authorized Directors (fraction raised to next whole number) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present, a majority of those in attendance may adjourn the meeting without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be considered as the act of the Board as a whole unless the act of a greater number is required

by law or these Bylaws. Roberts Rules of Order shall govern all meetings.

Section 8. Order of Business. The presiding officer at any meeting of the Board of Directors shall fix the order of business. Unless otherwise fixed, the order of the meeting shall be as follows:

- (a) Roll call
- (b) Reading of minutes of previous meeting
- (c) Reports of officers and committees
- (d) Old business
- (e) New business
- (f) Other

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the foundation shall be a President and Vice President. Other officers may be designated by the Board of Directors as desirable. The Secretary and Treasurer shall be the ex-officio members designated as the Newport Board of Education's Secretary and Treasurer.

Section 2. Election and Term of Office. The officers of the Foundation shall be elected annually by the Board of Directors at an annual meeting of the Board. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the next annual meeting and until his successor shall have been duly elected and qualified. Officers may succeed themselves in the same office in consecutive years for a period not to exceed three years.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the foundation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term thereof.

Section 5. President. The President shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board. The President shall also direct all activities of the foundation.

Section 6. Vice President. The Vice President shall preside at all meetings in the event of the absence of the President.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the foundation; acknowledge on behalf of the foundation any contributions, gifts, bequests or devises made to the foundation; and in general perform all duties incident to the usual office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the foundation; receive and give receipts for monies due and payable to the foundation from any source whatsoever; deposit all such monies in the name of the foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; account to donors for the expenditure of contributions, gifts, bequests or devises; and in general perform all the duties incident to the usual office of Treasurer and such other duties as from time to time may be assigned by the

President or the Board of Directors. The Board shall determine the various funds to be accounted for.

ARTICLE VI

COMMITTEES

Section 1. Committees. Committees may be appointed as necessary by the President, with ratification of the Board. Any members of such committee may be removed by the President and/or the Board whenever in their judgement the best interests of the foundation shall be served by such removal. Committees may be comprised of both Board Directors and members, as well as other persons designated by the Board of Directors.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee or cease to qualify as a member thereof.

Section 3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for the original appointments.

Section 5. Quorum. Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND ANNUAL AUDIT

Section 1. Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the foundation, and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks and drafts or orders for the payment of money, notes, or other indebtedness issued in the name of the foundation, shall be signed by the Treasurer, President and/or Superintendent of the Newport Board of Education. All must bear two signatures.

Section 3. Deposits. All funds of the foundation 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 Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the foundation any contributions, gifts, bequests, or devises for the general purpose or for any special purpose of the foundation.

Section 5. Annual Review. The Board of Directors shall provide for an annual review of all receipts and disbursements of the foundation by such auditor or auditors as the Board of Directors shall determine.

ARTICLE VIII

BOOKS AND RECORDS

The foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors' meetings and committees that have been given any of the authority of the Board of Directors and shall keep at its principal office a record giving the names and addresses of the Directors. All books and records of the foundation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the foundation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Chapter 273, Kentucky Revised Statutes, or under the provisions of the Articles of Incorporation or the Bylaws of the foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members of the Board of Directors present at any regular meeting or any special meeting called for such purpose. It is the desire of the Board of Directors to routinely review the Bylaws and consider any changes that benefit the Foundation.

ARTICLE XII

DISSOLUTION

Upon dissolution of the foundation, the assets of the foundation shall be distributed to the Newport Independent School District or, if that entity no longer exists, to an educational organization having objectives similar to those contained in Article I of the Articles of Incorporation of this foundation, and which would then qualify under the provisions of Section 501(c)(3) and Section 170 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

The foregoing Bylaws were adopted by unanimous vote of the Board of Directors at a meeting held on the 26TH day of May 2021, as evidenced by the signatures of the Board of Directors hereto.

Ramona Malone

Dr. Julie Smith-Morrow

Melissa Sheffel

Sylvia Covington

Aaron Sutherland

