

By-Laws
For
The Navajo School Foundation

Adopted July 2014

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**BY-LAWS
FOR
THE NAVAJO SCHOOL FOUNDATION**
an Oklahoma, non-profit corporation

ARTICLE 1. NAME

- 1.1 **Name.** The name of this Foundation shall be the Navajo School Foundation, hereinafter called the "Foundation".

ARTICLE 2. REGISTERED OFFICE

- 2.1 **Principal Place of Business.** The principal place of business of said Foundation shall be the Navajo Public School, 15695 South County Road 210, Altus, County of Jackson, State of Oklahoma.
- 2.2 **Resident Agent.** The name of the resident agent for service of process of this Foundation is Brent S. Howard, 21259 East County Road 157, Headrick, Oklahoma 73549.
- 2.3 **Mailing Address.** The mailing address of the Foundation shall Navajo Public School, 15695 South County Road 210, Altus, County of Jackson, State of Oklahoma.

ARTICLE 3. PURPOSES

- 3.1 **Purposes.** The Foundation is organized exclusively for the purpose of supporting education, athletics, capital improvements and other charitable purposes for Navajo School and other such lawful activities for which charitable corporations may be organized under Oklahoma law, including, but not limited to, the making of distributions to organizations that qualify as except organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization except from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- 3.2 **Mission Statement.** The Foundation's mission is to "raise, manage, and distribute resources to enrich the education and experiences of students in the Navajo Public Schools."

ARTICLE 4. MEMBERSHIP

4.1 **Definition of Membership** - The Foundation shall be organized upon a directorship basis. The property, business, and affairs of the Foundation shall be managed by its Directors. In addition, the Foundation will have individuals in the community as Members.

a - Directors -Those persons serving on the Board of Directors who will have voting powers on all issues of the Foundation.

b – Members – Persons may become Members upon payment of an annual membership fee, to be set by the Board of Directors. Members will serve as Ambassadors for the Foundation by encouraging community awareness of the Foundation and seek to promote its growth and services. The Foundation may also ask Members to provide a financial support to the Foundation in addition to the annual membership fee. Members will not have any voting rights. Members may serve on special, standing, and other committees and may advise and consult with the Board of Directors. The service is voluntary and subject to the availability of committee openings and approval by the Committee chair and Board. The Foundation may, by a vote of its Board, designate persons to become honorary or lifetime members.

ARTICLE 5. BOARD OF DIRECTORS

5.1 **Management of Foundation.** The business and affairs of the Foundation shall be controlled by a Board of Directors. The Board of Directors shall have all power and authority provided by law for like corporate entities.

5.2 **Number and Term of Office.** The number of Directors shall be **not less than three (3) nor more than nine (9)**; however, this number of directors may be increased or decreased to any odd number by amendment of these bylaws. The terms of Directors shall be two (2) years with each year ending on June 30. **Re: the first year board only: One-half of the elected Directors shall only serve a 1 year term.**

5.3 **Composition of Board.** The President of the Board of Education or his/her designee shall hold a permanent Director seat with one (1) vote.

All other Directors shall be elected by those remaining duly qualified Directors. Prior to the annual meeting, the President of the Board shall appoint a nominating committee consisting of not less than three directors to choose persons from the Members who are willing and able to serve the Foundation. The whole Board will vote from the slate provided by the nominating committee for the replacement Directors. **No Director may be related to any other Director within the first degree of separation.** Should an elected Director be related to a Director who becomes a Director by right of appointment (ex., School Board President), then the Director coming through right of appointment must designate a non-related designee for his/her Directorship. **Re: the initial meeting, the Incorporators shall propose a slate of Directors to be voted on by the membership at large.**

The Superintendent of the Navajo Public Schools or his/her designee shall serve in a permanent, *ex-officio* position of advisement to the Foundation. The Superintendent and any employee of the Navajo School System are not permitted to have a vote on matters before the Foundation.

- 5.4 **Term Limits.** Persons may serve their initial term, then be re-elected for up to two more successive two-year terms. Directors may be elected at any time to serve the remaining term of a vacant Director, and this partial term does not count as a full term when considering **any possible successive** term limitation.
- 5.5 **General Powers.** Except as otherwise provided in the Act or the Articles of Incorporation, the business affairs of the Foundation shall be managed by its Board. The Board shall have general management and control of the business and affairs of the Foundation and shall exercise all of the powers that may be exercised or performed by the Foundation under the statutes of the State of Oklahoma, the Articles of Incorporation, or the By-Laws.
- 5.6 **General Powers as to Negotiable Papers.** The Board of Directors shall, from time to time, prescribe the manner of making, signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Foundation.
- 5.7 **Powers as to Other Documents.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Foundation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Foundation by the Board Chair or any Vice Chair, and attested by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer.
- 5.8 **Compensation.** Directors shall serve without compensation but shall be reimbursed for actual, reasonable, and necessary expenses incurred by a Director in his or her capacity as a Director.
- 5.9 **Financial Support to Foundation.** It is expected, but not mandatory, that Directors will provide financial support to the Foundation via annual contributions at levels that each Director is comfortable for the Director to provide based on their particular means.

ARTICLE 6. MEETINGS

- 6.1 **Place.** Meetings of the Board of Directors of the Foundation shall be held at such place within the State of Oklahoma, as may, from time to time, be designated by the Board of Directors and stated in the notice of meeting.
- 6.2 **Regular Meetings.** A regular meeting of the Board of Directors shall be held annually.

In addition, the Board of Directors, by resolution, may schedule other meetings to occur at regular intervals throughout the year. No notice shall be required for any regularly scheduled meeting of the Directors of the Foundation.

- 6.3 **Special Meetings and Notice.** Special meetings of the Board of Directors may be held at any time upon call of the Chairman of the Board or the written request of at least three (3) members of the Board of Directors, on not less than forty-eight (48) hours' notice by mail, fax, email or personal delivery to each Director. Any such special meeting shall be held at such time and place as shall be stated in the notice of meeting.
- 6.4 **Statement of Purpose of Special Meeting.** A notice of a special meeting of the Board of Directors must state the general purposes thereof. Notice of any other meeting need not state the purpose thereof.
- 6.5 **Waiver of Notice.** Any member of the Board of Directors may waive the receipt of notice of a meeting by written waiver whether executed before or after the time stated for the meeting. Attendance by any member of the Board of Directors at a meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting and expressly objects to the transaction of any business because the meeting was not lawfully called.
- 6.6 **Quorum and Vote Required for Action.** At all meetings of the Board of Directors, the presence of more than one-half of the Directors entitled to vote shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the official act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation or by these Bylaws. Once a quorum is established to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director present. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum can be constituted. Notice of any adjourned meeting need only be given by announcement at the meeting at which the adjournment is taken. No proxy voting shall be allowed.
- 6.7 **Action by Directors Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by a majority of the members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or committee. Such consent shall have the same force and effect as a meeting vote of the Board of Directors or committee.

ARTICLE 7. OFFICERS AND COMMITTEES

- 7.1 **Number.** The Board of Directors shall elect a Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer. Other officers as may be elected by the Board of Directors.

- 7.2 **Election, Term of Office and Qualifications.** All officers shall be elected annually by the Board of the Foundation at the annual meeting. Except in the case of officers appointed in accordance with the provisions of 7.5, each shall hold office for a period of one (1) year or until the next annual meeting and until his or her successor shall have been duly elected and qualified or until he or she shall resign or have been removed in the manner hereinafter provided. Any Director may serve in any office except that the Director who is the President of the Board of Education shall not be permitted to serve as Chair of the Board of the Foundation.
- 7.3 **Resignations.** Any officer may resign at any time by giving written notice of his or her resignation to the Board Directors, to the Chair of the Board or to the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 7.4 **Election and Removal.** Any officer elected by the Board of Directors may be removed with or without cause by the Board whenever in its judgment the best interest of the Foundation would be served thereby. Removal shall be by a vote of the majority of the whole number of Directors of the Foundation at a special meeting of the Board called for that specific purpose. Written notice stating the place, date, hour, and purpose of any special meeting called for the purpose of removing one or more officers must be delivered to all Trustees at least twenty (20) days prior to such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Foundation, with postage thereon prepaid. If another form of electronic notification is used, receipt shall be affirmed when acknowledged by the person to whom the notification was sent. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 7.5 **Vacancies.** A vacancy in any office because of death, resignation, disqualification, removal, or any other cause shall be filled by a majority vote of the whole Board of Directors and the Director so elected shall hold office for the remaining term of that Directorship or until his or her successor shall be duly elected and qualified by the remaining Directors.
- 7.6 **Compensation.** Officers shall hold office without compensation but shall be reimbursed for actual, reasonable, and necessary expenses incurred by an officer in his or her capacity as an officer.
- 7.7 **Chair of the Board.** The Chair of the Board shall assume all duties normally associated with that office. The Chair of the Board shall conduct the meetings of the Foundation. The Chair of the Board shall be the chief executive officer of the Foundation and shall have general active management of the business of the Foundation. The Chair, shall, when present, preside at all meetings of the Directors. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall have such other duties as may from time to time be prescribed by the Board of Directors.

7.8 **Vice Chair.** The Vice Chair shall assist the Chair in the discharge of the Chair's duties and shall have such powers and shall perform such duties as may be specified here in the Bylaws or as prescribed by the Board of Directors or by the Chair of the Board. In the event of the absence or disability of the Chair of the Board, the Vice Chair shall succeed to his or her power or duties. If the Vice Chair is unavailable, the Treasurer shall succeed to his or her power or duties.

The Vice Chair shall oversee and coordinate the planning, implementation and evaluation of all projects and programs which the foundation funds or supports. The Vice Chair shall coordinate the establishment and maintenance of a three-year plan for Foundation Projects. The Vice Chair will also evaluate all projects and recommend all projects for Board funding.

The Vice Chair will also oversee and coordinate the planning, implementation and evaluation of all fundraising activities, which the Foundation has approved. The Vice Chair will coordinate the establishment and maintenance of a three-year plan of fund raising initiatives.

7.9 **Secretary.** The Secretary or designee shall see that the proceedings of the meetings of the Board of Directors are kept. The Secretary shall when directed to do so, notify the Directors of all meetings, and perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair of the Board and, in general shall perform all duties incident to the office of the Secretary.

7.10 **Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Foundation. The Treasurer shall cause to be kept accurate accounts of all moneys of the Foundation received or disbursed. The Treasurer shall deposit all moneys, drafts and checks in the name of, and to the credit of, the Foundation in such banks and depositories as a majority of the whole Board of Directors, by resolution shall from time to time designate. The Treasurer shall cause to be submitted to the Chair of the Board and the Directors, whenever required, a report of all transactions and the financial condition of the Foundation, and shall perform all duties incident to the office of Treasurer. A majority of the whole Board shall by resolution periodically authorize signers for disbursement of Foundation funds. A majority of the whole Board shall periodically approve procedures for disbursement of Foundation funds.

7.11 **Executive Committee.** The Executive Committee shall be composed of the officers of the Foundation. The Executive Committee shall meet at the call of the Chair or any two other officers to conduct the affairs of the Foundation between meetings of the Board. All actions taken by the Executive Committee shall be subject to Board ratification or veto.

7.12 **Nominating Committee.** The Nominating Committee shall be made up of at least three (3) Directors appointed by the Board Chair at the meeting prior to the annual meeting. The Board Chair shall also appoint a Chair of the Nominating Committee at said meeting.

Directors. At least seven (7) days prior to an election the Nominating Committee shall present to all duly qualified Directors a slate of candidates to fill Director vacancies or

designated Director additions, Directors shall be elected at or before the Annual Meeting as prescribed by these Bylaws.

Officers. At least seven (7) days prior to an election the Nominating Committee shall present to all duly qualified Directors a list of Directors willing to serve as officers. Officers shall be elected at or before the annual meeting as prescribed by these Bylaws.

- 7.13 **Other Committees.** The Board of Directors may act by and through such other committees to the extent as allowed by law as may be specified in resolutions adopted by a majority of the whole number of Directors. Each such committee shall have such duties and responsibilities as are granted to it by the Board of Directors. Each such committee shall at times be subject to the direction of the Chair of the Board of directors. Committee members will be appointed by the Board. The Chair or designee of the Chair shall be an ex-officio member, without vote, of each committee.

ARTICLE 8. MISCELLANEOUS

- 8.1 **Offices.** The Foundation shall maintain a registered office in the State of Oklahoma as required by law. The Foundation may also have offices in such other places, either within or without the State of Oklahoma, as the Board of Directors may from time to time designate or as the business of the Foundation may require.
- 8.2 **Seal.** The Board of Directors may provide a suitable corporate seal, which seal shall be in the charge of the Secretary, and shall be used by him or her.
- 8.3 **Fiscal Year.** The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Foundation. Unless otherwise fixed by the Board, the fiscal year shall begin on July 1 and end on June 30 of the following calendar year.
- 8.4 **Waiver of Notice.** Any notice required to be given under the provisions of these By-Laws or otherwise, may be waived in writing by the voting member, associate member, Director, committee member, or officer to whom such notice is required to be given.
- 8.5 **Notices.** Any notice required by statute or by these By-Laws to be given to the Directors or to any officer of the Foundation, unless otherwise provided herein or in any statute, shall be sufficient if given by depositing the same in a United States post office box or receptacle in a sealed, postpaid wrapper, addressed to such Director or officer at his or her last address as the same appears on the records of the Foundation, and such notice shall be deemed to have been given at the time of such mailing.
- 8.6 **Conflicts or Duality of Interest.** These bylaws recognize that it is natural for both actual and apparent conflicts or dualities of interest to sometimes occur in the course of conducting daily affairs of the Foundation. A conflict or duality of interest refers here only to personal or proprietary Interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion. Conflicts or dualities of interest will occur because the many persons associated with the Foundation should be expected to have and do In fact generally have multiple

Interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two (2) or more organizations having similar activities, but service on behalf of two (2) or more organizations comprising or comprised of shall not constitute a conflict of interest.

Conflicts or dualities of interest are to be avoided because they potentially or apparently place the interests of others ahead of the Foundation's obligations to its corporate purposes and the public interest. Conflicts or dualities of Interest are likewise undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, it is decidedly not in the long-range best Interests of the Foundation to terminate or cease all association with persons who may have actual or apparent conflicts or dualities of interest if there is a prescribed and effective method of rendering such conflicts harmless to all concerned.

It shall be the policy of the Foundation, therefore, not to preclude all dealings with those having actual or apparent conflicts or dualities of interest, but In keeping with Oklahoma law relative to not for profit corporations to require that they be disclosed promptly and fully to all necessary parties whenever they occur.

8.6.1 Coverage of This Policy. This policy shall apply to all members of the board of Directors and corporate officers, compensated agents, and employees of the Foundation, and also independent contractor providers of services and materials. It shall be the obligation of the Foundation's management to publicize this policy to all such parties on a recurring bases, and to request appropriate disclosures there under at least annually as provided below.

8.6.2 Disclosure of Conflicts. All Directors, officers, agents and employees of the Foundation shall disclose all actual or apparent conflicts or dualities of interest, which they discover or have brought to their attention in connection with the Foundation's activities.

"Disclosure" as used in these bylaws shall mean providing promptly to the appropriate persons a description of the facts comprising the actual or apparent conflict or duality of interest and, in the case of Directors of the Foundation, all material facts concerning any transaction or arrangement in which the Director has a direct or indirect interest. An annual disclosure statement shall be circulated to Directors, officers, certain identified agents, and employees and also to certain independent contractors to assist them In considering such disclosures, but disclosure is appropriate whenever conflicts or dualities of interest may occur. Disclosure of conflicts or dualities of interest shall be made to the Board Chair of the Foundation or any other person designated by the Board Chair from time to time to receive such notifications. In the case of the Board Chair, disclosure shall be made to the total number of Directors.

8.6.3 Proscribed Activity by Persons Having Conflicts, Where an individual Director, officer, agent, employee or independent contractor believes that he or she or a member of his or her immediate family might have or does have an actual or apparent conflict or duality of interest, such person should, in addition

to making the disclosure required under section 7.6.2, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Foundation where the conflict or duality of interest may pertain by law, agreement or otherwise. Directors who have declared actual or apparent conflicts or dualities of interest are encouraged, when abstaining from voting, to restate the disclosure for the minutes.

ARTICLE 9. AMENDMENT

- 9.1 **Amendment.** These By-Laws may be altered or repealed or new By-Laws may be adopted in lieu thereof by the affirmative vote of a majority of the Board of Directors then in office at any regular or special meeting of the Board, if a notice of the proposed alteration, repeal or substitution be contained in the notice of such meeting.

ARTICLE 10. DISSOLUTION

- 10.1 **Dissolution.** No part of the assets or the net earnings of the Foundation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation of services rendered (excluding Directors and officers) and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and the By-Laws. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to Influence legislation, and 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 the Articles of Incorporation and the By-Laws, the Foundation 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) of the Code (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 Code (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Foundation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively to other charities or public entities that meet the same or similar purpose as the Foundation's, in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of exclusively for such purposes or to such organization or organizations as a court of competent jurisdiction shall determine which are organized and operated exclusively for such purposes.

EXECUTION

The foregoing Bylaws, after having been read, article by article, were adopted by the interim board of directors, and certified by the interim Secretary of the Navajo School Foundation. The interim board pledges that these By-laws shall be submitted for ratification by the duly elected Board of Directors as early as practicable.

Adopted this ____ day of July, 2014
