

**THE ST. JOHN/HUDSON COMMUNITY U.S.D.350
EDUCATIONAL FOUNDATION**

By-Laws

ARTICLE 1

General Provisions

1.1 Name. The name of the corporation is THE ST. JOHN/HUDSON COMMUNITY U.S.D. 350 EDUCATIONAL FOUNDATION. Such Corporation shall herein be referred to as “the Foundation.”

1.2 Registered Office. The registered office in this Foundation in the State of Kansas shall be located at 406 N. Monroe, St. John, Kansas 67576.

1.3 Resident Agent. The registered office of this Foundation's resident agent in this State is THE ST. JOHN/HUDSON COMMUNITY U.S.D. 350 EDUCATIONAL FOUNDATION, 406 N. Monroe, St. John, Kansas 67576.

1.4 Terms. The term for which this Foundation is to exist is perpetual.

1.5 Fiscal Year. The fiscal year shall end the 31st day of December each year.

1.6 Policy Decisions. Decisions and determinations of policy may be compiled under the supervision of the Secretary for easy access and reference by the Trustees.

ARTICLE 2

Purpose

2.1 Not-for-Profit Purpose. This Foundation is organized NOT FOR PROFIT and shall have no authority to issue capital stock.

2.2 General Purpose. The Foundation is organized exclusively for charitable and educational purposes.

2.3 Specific Educational Purposes. The Foundation is organized specifically for educational purposes, including, but not limited to, the funding of programs, gifts, loans, or other assistance, financial or otherwise, for the benefit of Unified School District No. 350 and its students and employees. In order to fulfill these objectives, the Foundation may secure gifts and other properties.

Unified School District No. 350 is an education organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and exempt from taxation under Section 501(a) of the Internal Revenue Code, as amended.

ARTICLE 3

Powers of the Corporation

3.1 General Powers. This Foundation may engage in any lawful act or activity for which a corporation may be organized under the Kansas General Corporation Code and which is within the exempt purposes of the Foundation except for express limitations, if any, contained in the Articles and under the limitations of applicable federal laws and regulations.

3.2 Specific Powers. In addition to the foregoing general powers, this Foundation shall have the following specific powers:

3.21 Own Property. It may acquire, own, lease, manage, operate, maintain, mortgage, and pledge real estate and personal property for use in the delivery of educational services;

3.22 Make Contracts. It may make contracts, including contracts of guaranty and suretyship, incur liabilities, borrow money at any such rates of interest as the foundation may determine acceptable, loan money, issue its notes, bonds, and other obligations by mortgage, pledge, or other encumbrance of all or any of its property, franchises, and income;

3.23 Accept Gifts. It may receive and hold any property, real and personal, given, devised, bequeathed, given in trust, or in any other way made over to the Foundation;

3.24 Managed Gifts. It may invest or disburse all assets so received, and generally to care for, manage, administer, and control all such properties so received.

3.25 Carry Out Donor Instructions. It shall carry out the wishes of, and to see that the funds and property so received, are applied to the uses specified by the donor as long as the same are consistent with the purpose of the Foundation; or, in the case of a gift, devise, or bequest to this Foundation is not designated, then to such uses as will meet the stated purposes of the Foundation as determined by the Board of Trustees.

3.3 Restrictions of Powers. Notwithstanding any other provision of these Bylaws, this Foundation shall have the following restrictions on its powers: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Fifth of Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation 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 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3.4 Assets Upon Dissolution. Upon dissolution of the Foundation, the Board of Trustees, shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all of the assets of the Foundation according to the following priorities: (a) Where specific instructions have been given by a donor for the distribution of a specific gift, devise, or bequest in the event the Foundation is dissolved, such instructions must be followed by the Board of Trustees unless such instructions are contrary to the purposes of the Foundation or the law; (b) all other assets of the Foundation shall pass exclusively to and for the benefit of U.S.D. 350, St. John, Kansas 67576, if it would then qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law); (c) in the event U.S.D. No. 350 is not so qualified, then all other assets should pass to such other corporations or organizations which have the same or similar purposes as a foundation, which qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), and which satisfy any specific restrictions imposed by the donor; (d) any assets not disposed of pursuant to the foregoing priorities shall be disposed of by the District Court in which the principal office of the Foundation is then located, exclusively to such organization or organizations, as the court shall determine, which most closely satisfy the purpose or purposes for which such assets were originally donated.

ARTICLE 4

Membership

4.1 Foundation Membership. The members of this Foundation shall be its original incorporates who shall serve as Trustees until the selection and appointment of Trustees pursuant to Article 6. The Trustees shall constitute the membership of the Foundation.

All rights, powers, duties, and obligations usually vested in the members of a NOT FOR PROFIT corporation shall be vested in the Trustees in accordance with law and these Bylaws.

ARTICLE 5

Management

5.1 Foundation Management. Management of the business and affairs of the Foundation shall be vested in and conducted by its Board of Trustees, and Executive Committee and its officers.

ARTICLE 6

Trustees

6.1 Number. Management of the Foundation shall be vested in a Board of Trustees consisting of not less than five (5) persons nor more than ten (10) persons, which number may be varied from time-to-time by resolution of the Board of Trustees. The Superintendent of U.S.D. No. 350 shall serve ex-officio Co-trustee with one vote.

6.2 Qualification. The school board of U.S.D. No. 350 shall appoint the remaining trustees and said trustees shall be selected from persons who accept in principle the purposes of this Foundation and are deemed qualified to participate in the attainment of its objectives and the management of its business. A Trustee shall be deemed qualified as such when his or her acceptance has been signed and filed with the Secretary.

6.3 Selection. Trustees shall consist of the President of the Board of Education of St. John/Hudson U.S.D. No. 350; Superintendent of St. John/Hudson U.S.D. No. 350; Vice-President of the Board of Education of St. John/Hudson U.S.D. No. 350; and at least two additional members to be appointed by the Board of Education of St. John/Hudson U.S.D. No. 350.

6.4 Term. Trustees appointed by the Board of Education of St. John/Hudson U.S.D. No. 350 shall serve for one year terms or two year terms as designated by the Board or until successors are elected and qualified.

6.5 Duties. The Trustees shall govern and manage all affairs of the Foundation in accordance with law and its decisions in annual, regular, and special meetings.

6.6 Resignations. Any Trustee or officer of the Foundation may resign upon filing written resignations with the Secretary of the Foundation, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation.

6.7 Removal. Trustees may be removed for good cause by majority vote of the membership present in annual, regular, and special meetings.

6.8 Vacancies. Vacancies in the Board of Trustees shall be filled by the school board and any Trustees so chosen to fill vacancies shall hold office until the next annual meeting of the Trustees unless sooner displaced, or until their term of office is terminated by resignation, death, or disability.

ARTICLE 7

7.1 Place. All meetings of the Trustees shall be held at the principal place of business in this State, or at such places as may be designated by the Board of Trustees, either within or without the State of Kansas.

7.2 Meeting Times

7.21 Annual. The annual meeting of the Trustees of this Foundation shall be held during the month of August each year as set by resolution of the Board of Trustees for the purpose of: (1) election of officers; (2) transaction of such other business as may properly be presented and come before such meeting; and (d) preparation of an annual accounting and report to the school board to be presented at the next regular meeting of the school board.

7.22 Regular. Regular meetings shall be held periodically at such specified times as are deemed necessary by resolution of the Board of Trustees.

7.23 Special. Special meetings of the Trustees may be called by the Chairperson or by any five (5) Trustees, as deemed necessary. Business to be transacted shall be limited to matters specified by the notice given.

7.24 Telephone. Members of the Board of Trustees, or any committee thereof, may participate in a meeting of such Board of committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in the meeting pursuant to this section shall constitute presence in person at such meeting.

7.3 Notice of Meetings.

7.31 Notice. Notice of any meeting shall be given in writing by mailing to the person entitled thereto at the last known address shown on the records of the Foundation, no more than thirty (30) days and not less than ten (10) days prior to the meeting.

7.32 Waiver. Whenever notice is required to be given by these Bylaws, the Articles of Incorporation, or by statutes, a written waiver thereof, signed by the persons entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. All such waivers shall be filed with the Secretary or made a part of the meeting records. Attendance of a person at a meeting constitutes a waiver of notice, except when the person attends a meeting for the express purpose of objecting at the

beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

7.33 Action by consent. Unless otherwise provided in the articles of Incorporation, any action required by this act to be taken after any annual or special meeting of Trustees of the Foundation, or any action which may be taken at any annual or special meeting of such Trustees, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all Trustees entitled to vote thereon. In the event that such action which is consented to is such as would have required the filing of a certificate under the General Corporation Code, if such action had been voted upon by Trustees, at a meeting thereof, the certificate filed under such other section shall state, in lieu of any statement required by such section concerning a vote of Trustees, that written consent has been given in accordance with the provisions of this section.

7.4 Pre-agenda. A written agenda of matters to be considered insofar as reasonably ascertainable, should be mailed with the meeting notice, except in instances when telephone or similar communication methods are used to conduct a meeting or when a waiver of notice may apply.

7.5 Quorum. A majority of the total members shall constitute a quorum at all meetings of the Trustees for the transaction of business except as otherwise provided by law, or by these Bylaws. Such number may either be personally present or represented by proxy. In the event such number is not a quorum, the members present in person and by proxy shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of voting members shall be present at such adjourned meeting, and any business may be transacted at the meeting as originally notified.

7.6 Voting Power, Proxy. Each member shall be entitled at every meeting of Trustees to one vote in person or by proxy, but no proxy shall be voted except as specifically given for a scheduled meeting or any adjournment thereof for lack of a quorum.

7.7 Voting Procedure. All elections of Trustees and officers and vote upon any other questions, except as otherwise provided by law or unless otherwise provided by resolution of the Board of Trustees, may be had by voice, or by showing of hands unless a Trustee, at least five (5) days prior to the date of any meeting for the election of Trustees, requests in writing a vote by ballot, and then the election shall be by ballot.

ARTICLE 8

Officers

8.1 Designated Officers. Officers of the Foundation shall be chosen by the Board of Trustees and shall be a Chairperson, one or more Vice Chairpersons, Executive Director, and a Secretary and Treasurer. The Secretary and Treasurer may not be the same person. At the option of the Board of Trustees an Executive Director may be chosen.

8.2 Other Officers and Agents. The Foundation may have such other officers and agents as may from time-to-time be determined and appointed by the Board of Trustees, and for such terms as the Board of Trustees may determine. One or more Vice Chairpersons may be recommended and designated by the Chairperson for election as officers by the Executive Committee from time-to-time as deemed necessary for the efficient management of the Foundation.

8.3 Term and Qualification of Officers. The officers of the Foundation, except as provided in Sections 8.2 and 8.9 of this Article 8, shall be Trustees and shall hold their office for one year or until their successors are chosen and qualified, unless their receptive terms of office have been terminated by resignation in writing, duly filed in the office of the Secretary of the Foundation.

8.4 Removal of Officers. Any officer elected or appointed by the Board of Trustees may be removed for good cause at any time by the affirmative vote of majority of the whole Board of Trustees.

8.5 Chairperson. The Chairperson shall be the presiding officer of the Foundation and the Board of Trustees. He or she shall have general supervision and control of the Foundation affairs and shall have such other powers and duties as may be prescribed by the Board.

8.6 Vice Chairperson. A Vice Chairperson in order of responsibility if more than one, shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson, and shall perform such other duties as the Board of Trustees may prescribe.

8.7 Executive Director. If the Board of Trustees exercises its option to choose an Executive Director, then the Executive Director shall be the chief operating officer of the Foundation who shall be engaged in performing specific duties and responsibilities for such compensation to be evidenced by written agreement as recommended by the Executive Committee and approved by the Board of Trustees. The Executive Director shall organize the activities and affairs of the Foundation to accomplish its operation on sound business principles. At the direction of the Executive Committee, the Executive Director shall define the responsibilities and appoint executives and employees under his or her supervision.

8.8 Other Vice Chairperson and Officers. The Board of Trustees shall determine by resolution the duties of Vice Chairpersons and other officers of the Foundation.

8.9 Secretary. The Secretary shall not be a Trustee. The Secretary shall attend all sessions of the Board of Trustees and record all votes and the minutes of all proceedings, including rules and regulations and policy decisions, in a book to be kept for the purpose, and shall perform like duties for the standing committees. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or Chairperson.

8.10 Treasurer. The Treasurer shall be a Trustee. The Treasurer shall have such duties as may be prescribed by the Board of Trustees and shall give bond in such sum, and with such sureties, as may be determined from time-to-time by the Board of Trustees. Such bond, if issued other than by a corporate surety, shall be renewed every year.

ARTICLE 9

Conflicts of Interest

9.1 Conflicts of Interest. No contract of transaction between this Foundation and one or more of its Trustees or officers, or between this association or other organization in which one or more of its Trustees or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Trustee or officer is present at or participates in the meeting of the board or committee thereof which authorized the contract of transaction, or solely because his, her or their votes are counted for such purpose, if either:

(1) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees or the committee, and the Board or committee in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested Trustees even though the disinterested Trustees be less than a quorum; or

(2) The contract or transaction is fair as to the Foundation as of the time it is authorized, approved or ratified by the Board of Trustees or a committee thereof duly authorized.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee, which authorized the contract or transaction.

ARTICLE 10

Indemnification; Insurance

10.1 Indemnification. This Foundation shall indemnify any Trustee, officer, employee, or agent of the Foundation who was or is threatened to be made a party of any legal proceedings whether civil, criminal, administrative, or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, if such person acted in good faith and in the reasonable belief that his or her actions were in or not opposed to the best interest of the Foundation.

10.2 Insurance. The Foundation may purchase and maintain insurance on behalf of any Trustee, officer, employee, or agent of the Foundation against any liability asserted against such person and incurred in such capacity whether or not the Foundation should have power to indemnify such person against such liability under the provisions of the above section.

ARTICLE 11

Amendments

These Bylaws and the Articles of Incorporation may be altered, repealed, or amended by a majority of all the members of the Board of Trustees and otherwise according to the provisions of the Kansas Corporation Code.

ADOPTED by the Board of Trustees at a meeting duly held on

_____.

THE ST. JOHN/HUDSON COMMUNITY U.S.D. 350 EDUCATIONAL
FOUNDATION

BY:

Chairman

Secretary