

BYLAWS OF THE
OKLAHOMA CITY PUBLIC SCHOOLS FOUNDATION, INC.
d/b/a The Foundation for Oklahoma City Public Schools
A NOT FOR PROFIT CORPORATION

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation as amended. The name by which it shall be known is The Foundation for Oklahoma City Public Schools. The Foundation is an independent organization formed exclusively for charitable purposes that support improving the quality of education of and providing resources for the Oklahoma City Public Schools District as outlined in the Articles of Incorporation as amended. The Foundation's mission is to advance excellence, create champions and build strong community support for lasting change in Oklahoma City Public Schools.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be designated by the Board of Directors. The registered office location shall be in Oklahoma City, Oklahoma and reside in the boundaries of the Oklahoma City I-89 School District.
3. **FISCAL YEAR:** The fiscal year of the Foundation shall commence on January 1 and end on December 31 each year.
4. **BOARD OF DIRECTORS:**
 - (a) **Classes.** There shall be only one class of Directors that include elected Board of Directors plus past Chairs of the Board. Ex-officio members are non-voting members and include the Superintendent of OKCPS (or designate), Chair of the OKCPS School Board of Education (or designate), the president of the Greater OKC Chamber (or designate), the Mayor of Oklahoma City (or designate). Advisory Members (up to thirty) will be appointed by the Board of Directors or President/CEO and affirmed by the Board to serve in a non-voting capacity with no fiduciary responsibilities. Advisory Members will be invited to participate in the annual Board meeting and other such Board meetings as determined by the Chair.
 - (b) **Role/Number.** The business and affairs of the Corporation shall be governed by a Board of Directors, which shall be composed of no more than twenty-five (25) persons and no fewer than 12 (twelve) persons, plus in addition to this number past chairs shall also automatically be voting members of the Board of Directors.
 - (c) **Composition.** The Board of Directors shall be composed of persons representing the diversity of the Oklahoma City community, taking into account race, gender,

economic status, age and other factors. A majority of board members (51% or more) shall be persons who reside or work in the greater Oklahoma City region.

- (d) Election/Vacancies. Prior to the Annual Meeting, the Governance Committee shall nominate a Chair of the Board and other officers, in addition to names for the opening seats on the Board of Directors. At each annual meeting, the Directors to serve for the ensuing year shall be elected by the existing Directors. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors.
- (e) Term. Each Director shall hold office for a term of three years or until a successor is duly elected. The Board members shall be divided into three approximately equal groups, one-third (1/3) of the members' terms to expire each year. No person shall serve more than three (3) consecutive full terms on the Board of Directors. Persons serving an initial term of less than three (3) years may serve for three (3) additional full three -year terms. After serving the maximum time allowed, a person may again serve after being off the Board of Directors for one year. Term limits shall be suspended for officers while serving in that capacity.
- (f) Removal: Any director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- (g) Resignation. A Director may resign only by submitting a written resignation to the Chair or, if the resigning Director is the Chair, to the other Directors.

5. OFFICERS OF THE BOARD OF DIRECTORS:

- (a) Election/Vacancies. The officers of the Board of Directors shall consist of Chair, Vice Chair, Treasurer and any other officers pursuant to Section 5(e)(5). The officers shall be elected by the Board of Directors, from among the members of Board, at the first meeting of the Directors immediately following the election of the Board of Directors. The Governance Committee shall submit the nominees for these positions for consideration by the Board of Directors. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors and any Director so elected shall fulfill the term of his/her predecessor.
- (b) Term. Officers shall serve a term of two (2) years and until their successors are elected, or until they are removed for cause. No elected officer of the Corporation shall serve more than three (3) consecutive terms in the same office.

- (c) Removal. An officer may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.
- (d) Resignation. An officer may resign only by submitting a written resignation to the Chair or to the other Directors, if the resigning officer is the Chair.
- (e) Authority and Duties. The Officers shall have the authority and responsibility delegated by the Board as stated as follows:
 - (1) The Chair shall preside at and conduct all meetings of the Board of Directors. The Chair may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.
 - (2) The Vice Chair shall perform the duties of the Chair if the Chair is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the Chair, assist in the performance of the duties of the Chair.
 - (3) The Treasurer shall oversee: the deposit of funds of the Corporation into the proper accounts of the Corporation; the reconciliation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports and federal and state tax reports. The Treasurer shall serve as Chairperson of the Finance Committee.
 - (4) Other officers may be appointed by the Board to perform such duties as may be specified by the Board.

6. BOARD MEETINGS:

- (a) Annual Meeting. The Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board of Directors.
- (b) Regular Board Meetings. Regular meetings of the Board shall be held at least six (6) times a year and may be scheduled more often by the Chair.
- (c) Special Meetings. Special meetings of the Board shall be held at any time and at any place when called by the Chair or by at least a majority of the Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- (d) Notice of Meetings. Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least (10) ten days and no more than

60 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and must be given in writing at least 48 hours prior to the meeting time. Notice shall be deemed properly given if mailed or emailed to the most recent address provided by each member of the Board.

- (e) Quorum. At meetings of the Board of Directors and committees thereof, a quorum shall consist of fifty percent (50%) of the elected Directors then serving, present in person.
- (f) Voting. Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present and voting. Each Director shall have one vote. At any regular or special meeting, members of the Board may vote only in person; or by telephone if reasonably determined by the Chair to be necessary. There shall be no proxy voting.

7. COMMITTEES:

The Board of Directors may create such standing committees with such powers as it deems wise to have. The Chair shall appoint persons to chair those committees, and the committee chairs will select members of the committee, upon advice of the Chair, including persons who are not Directors of the Corporation.

Special Committees. The Board of Directors may establish such special committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees shall be named by the Board of Directors, unless such appointment be delegated by the Board to the Chair of the Board or the Chair of the Special Committee.

- 8. DUALITY OF INTEREST: All Board members shall complete a Conflict of Interest agreement, disclosing, in writing, any potential conflict of interest between individuals serving as members of the Board of Directors, committee members, officers of the Foundation and the Foundation staff itself. Any board member, officer, employee or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the

disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

9. **INDEMNIFICATION:** The Corporation shall indemnify its directors and officers to the fullest extent permitted by Oklahoma law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law). Except to the extent prohibited by law, the above shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall enure to the benefit of the heirs, executors, administrators of such person
10. **SECRETARY:** The Board of Directors shall appoint a Secretary of the Corporation to have the duty to record the proceedings of the meetings of the shareholders and Directors in a book to be kept for that purpose. The Secretary may be appointed among the members of the Board of Directors, but such position can be held by a person that is not a member of the Board of Directors. The Secretary position may be held by a person serving the Corporation in another capacity. The Secretary shall serve until death, resignation, or removal by the Board of Directors, and the vacancy shall be filled by the Board of Directors.
11. **EXONERATION:** To the fullest extent permitted by Oklahoma law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
12. **INSURANCE:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in

any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability.

13. EMPLOYEE BENEFIT PLANS:

- (a) The Corporation shall be deemed to have requested a Director or Officer to serve an employee benefit or welfare plan where the performance of the Director's or Officer's duties to the corporation also impose duties on, or otherwise involves services by, the Officer or Director to the plan or beneficiaries of the plan;
- (b) Excise taxes assessed on a Director or Officer with respect to an employee benefit or welfare plan pursuant to applicable law shall be deemed fines; and
- (c) Actions taken or omitted by the Director or Officer with respect to an employee benefit or welfare plan in the performance of the Director's or Officer's duties for a purpose reasonably believed by the Director or Officer to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interest of the Corporation.

14. COMPENSATION: The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the corporation.

15. INSPECTION OF CORPORATE RECORDS: These bylaws, the roster of Directors, the books of accounts and the minutes or proceedings of the Board of Directors and of the Committees shall be open to inspection no later than (10) ten days after receipt of a written request, addressed to the Chair or the Secretary of the Corporation by a Director of the Corporation for any purpose reasonably related to his/her interests as a Director. Such records shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) members of the Board of Directors. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the Director's expense.

16. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of money over (\$5,000.00) five thousand dollars shall be approved by any two of the President/CEO, Chair, Vice Chair or Treasurer, or other agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds outside the normal course of business shall be signed by the President/CEO, or any other agent of the Corporation designated by the Board of Directors.

17. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors

entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

18. AMENDMENTS: These bylaws may be amended by a two-thirds majority vote of the Board of Directors present and entitled to vote at a meeting at which a quorum is present. Any amendments proposed to substantially change the purposes of the organization shall require approval by a two-thirds majority of the Board of Directors then serving. In either case, the proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

19. NON-DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices. This policy of non-discrimination covers school programs and activities including, but not limited to, academic admissions, financial aid, educational services and employment.

Adopted by the Board of Directors this _____ day of _____, 20____.

Chair

Date

Vice Chair

Date

Treasurer

Date

Secretary

Date

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

Secretary

Date