

NEWCASTLE EDUCATION FOUNDATION

ARTICLE I

TITLE

This organization shall be known as the Newcastle Education Foundation, which shall at all times be operated and conducted as a nonprofit educational and/or charitable corporation, organized and existing under the laws of the State of Oklahoma.

ARTICLE II

DEFINITION

As used in these Bylaws, the word "Foundation" shall mean the Newcastle Education Foundation. The term "Newcastle Education" shall mean Newcastle Independent School District #47I001, McClain County, Oklahoma; the words "Director" or "Directors" and "Trustee" or "Trustees" shall be synonymous and shall refer to a Director or Directors of the corporation who are also Trustees; the word "Board" shall mean the Board of Directors or the Board of Trustees of such Foundation.

ARTICLE III

LOCATION

The business of the Foundation may be conducted at any place convenient to such directors or officers as may be participating therein. The official address and place of business of the Foundation shall be at 705 N.W. 10th Street, Newcastle, Oklahoma 73065.

ARTICLE IV

MEMBERSHIPS

The Foundation shall have no members. All corporate powers of the Foundation shall be exercised by or under the authority of the Board of Trustees, which shall be the Board of Directors for all legal purposes and the sole governing body of the organization.

ARTICLE V

BOARD OF DIRECTORS

Section 1:

GENERAL

The Board of Trustees, which shall be the Board of Directors for all legal purposes, shall be the sole governing body of the organization. The operation, business and property of the Foundation shall be managed and controlled by the Board of Directors. The Board of Directors shall prepare or cause to be prepared an annual budget, which shall be submitted to the Board at the annual meeting for approval. Individual Directors shall not receive any compensation for their services as Directors; provided, however, the Board may approve reimbursing individual Directors for direct expenses paid or advanced by such Director on behalf of the Foundation. Expenses of attending Board meetings shall not be considered as reimbursable items.

Section 2:

NUMBER AND ELIGIBILITY

The Board of Directors shall consist of nine (9) elected Directors (voting), eight (8) from the community and one (1) from the Board of Newcastle Education, to be appointed by the Board of Directors of the Foundation, and four (4) ex-officio (nonvoting) Directors (also appointed by the Board of Directors) who shall consist of the Superintendent of Newcastle Public Schools (1), and a Teacher representative from each of the three school levels (elementary, middle, and high schools) of the Newcastle Public School system, for a total of three (3) teacher representatives. No voting Director can serve more than two (2) consecutive terms, after which such individual shall not be eligible for reelection for a period of two (2) years. The representative from the Board of Newcastle Education shall serve an annual term provided the individual is a member of such Board of Newcastle Education at all times.

Section 3:

ELECTION AND TERM

Three (3) voting members of the Board of Directors shall be elected annually at the annual meeting by a majority vote of the Directors present and voting. All non-voting ex-officio Directors will serve a one (1) year term and shall be elected by the Board annually at the annual meeting. All voting Directors shall be elected for a term of three (3) years or until their successors are elected. Nominations for Directors shall be submitted by the Nominating Committee appointed by the Board of Directors of the Foundation. In order to implement rotating terms for the voting members of the Board of Directors, three (3) Directors shall be initially elected for a term on one (1) year; three (3) Directors shall be initially elected for a term of two (2) years; and three (3) Directors shall be initially elected for a term of three (3) years. As these terms end, all subsequently elected Directors shall be for a term of three (3) years each, with the exception of the Board of Education member who shall be elected annually as per Article V, Section 2 of these Bylaws, creating the 3-year rotating terms for only three (3) Directors annually as desired.

Section 4:

VACANCIES

In the event of a vacancy on the Board of Directors, the remaining Directors may elect a successor to fulfill the unexpired term by an affirmative vote of the majority of the remaining Directors voting for such purpose. The Director so elected may function as a Director immediately upon election.

Section 5:

HONORARY DIRECTORS

The Board of Directors may appoint honorary directors, which may consist of student representatives from any of the three school levels (elementary, middle, and high schools) of the Newcastle Public School system, and any others as desired, who shall serve for terms of one (1) year. Honorary directors shall have no voting privileges.

Section 6:

MEETINGS

The annual meeting of the Foundation (commencing with the year 2004 and thereafter) shall be held in the month of September at such date, time, and place as the Board of Directors may determine. Other meetings of the Board of Directors shall be called by the Chairman, or, at the request of three (3) of the members of the Board of Directors. The Secretary or Chairman, or their designee, shall give oral or written notice of the time and location of each such meeting to each Director at least two (2) days prior to the meeting; however, if all Directors waive the advance notice requirement either orally or in writing to the Chairman or Secretary, a Board meeting may be convened at any time. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all the Directors and filed with the Secretary and made a part of the corporate records. The meetings of the Board of Directors shall be held at such place as the Chairman of the Foundation or the Board of Directors may designate. At the meeting of the Board of Directors the regular order of business shall be:

1. Call to Order
2. Approval of Minutes
3. Treasurer's Report
4. Committee Reports
5. Old Business
6. New Business
7. Adjournment

Section 7:

QUORUM

A simple majority of the number of voting directors in office shall constitute a quorum for the transaction of business by the Board. If less than a quorum is present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 8:

EXECUTIVE COMMITTEE

The Board of Directors, by resolution, may designate and appoint an executive committee, composed of the Chairman, Vice Chairman, Secretary, and Treasurer, to conduct the routine business of the Foundation between meetings of the Board of Directors. Any action taken by the Executive Committee shall be ratified and approved at the next meeting of the Board of Directors or at the next special meeting of the Board of Directors, provided that such ratification or approval is listed as one the purposes of such special meeting.

ARTICLE VI

OFFICERS

Section 1:

ELECTION

The officers of the Foundation shall be elected by the Board of Directors at an annual meeting or at such other times as the Board may determine. The officers of the Foundation shall be Chairman, Vice Chairman, Secretary, and Treasurer, plus any other officers that may be designated by the Board. All officers shall be elected from the elected Directors of the Board. Officers shall hold office for a period of two (2) years or until their successors are elected and qualified. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by an affirmative vote of the majority of the Board of Directors.

Section 2:

CHAIRMAN

The Chairman shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board of Directors. The Chairman shall enforce the rules and Bylaws of the Foundation, nominate committee and subcommittee chairman for confirmation by the Board, and serve as ex-officio member of all committees and subcommittees. The Chairman shall have the authority to sign and execute any bonds, contracts, or other obligations of the Foundation, if preauthorized by the Board. The Chairman shall make such reports of the affairs of the Foundation as the Board of Directors may require, and shall present an annual report of the preceding year's business to the annual meeting.

Section 3:

VICE CHAIRMAN

The Vice Chairman shall perform the duties and exercise the power of the Chairman during the absence or disability of the Chairman.

Section 4:

SECRETARY

The Secretary shall be responsible for keeping all documents and records of the Foundation, including but not limited to recording the minutes of all meetings of the Board. In the absence of the Secretary at any meeting, the Chairman may appoint a temporary secretary to record the minutes.

Section 5:

TREASURER

The Treasurer shall maintain the financial records of the Foundation. The Treasurer shall receive all money and deposit said money in the bank account in the name of the Foundation. The Treasurer shall disburse all monies as have been approved by the Board and are payable. The Treasurer shall be prepared to present a financial report at each meeting of the Board and distribute a written financial statement at the annual meeting. The Treasurer must be bondable and adequate bonding of no less than \$100,000 must be obtained at the expense of the Foundation within 30 days of the Treasurer's appointment.

Section 6:

COMMITTEE CHAIRMEN

Committee and subcommittee chairmen shall be appointed by the Board of Directors of the Foundation to serve at the pleasure of the Board of Directors. Committee and subcommittee chairmen shall appoint members of their respective committees and subcommittees and shall fill vacancies as they occur.

Section 7:

STANDING COMMITTEES

The standing committees of the Board of Directors are:

- A. Allocations Committee: There shall be an Allocations Committee whose responsibilities shall include review of proposals and recommendations for program allocation.

- B. Finance Committee: There shall be a Finance Committee whose responsibilities shall include fact finding for the Board on matters relating to the financial administration of the Foundation, and preparation of the annual budget for

presentation to the Board. The Chairman of the Finance Committee shall be the Treasurer of the Foundation.

- C. Fund-Raising Committee: There shall be a Fund-Raising Committee whose responsibilities shall include planning for the solicitation of contributions in support of the Foundation's purposes.
- D. Public Information Committee: There shall be a Public Information Committee whose responsibilities shall include planning a program to gain understanding and acceptance of the Foundation by the community.
- E. Nominating Committee: There shall be a Nominating Committee whose responsibilities shall be to nominate Directors at each Annual Meeting or to nominate Directors to fill vacancies as they occur.

The Board of Directors may create additional committees as needed.

ARTICLE VII

CORPORATE SEAL

The official corporate seal of the Foundation shall be in the charge of the Secretary and shall be inscribed with the Foundation's official name.

ARTICLE VIII

CONTRIBUTIONS

The Board of Directors shall have the power and discretion to accept or reject contributions and shall have the power to determine whether or not contributions may be designated and earmarked for specific purposes; provided, however, all contributions designated or otherwise shall be used within the purpose of the Foundation and shall not constitute a use which would cause the Foundation to lose its tax-exempt status.

ARTICLE IX

EXECUTION OF CONTRACTS

Except as otherwise required by statute, the Certificate of Incorporation or these Bylaws, any contracts, or other instruments may be executed and delivered in the name and on behalf of the Foundation by such officer or officers (including any assistant officer) of the organization as the Board may from time to time direct. Such authority may be general or confirmed to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by

these Bylaws, an officer or agent or employee shall not have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or to any amount.

ARTICLE X

PAYMENT OF FUNDS; DEPOSITS; BANK ACCOUNTS

All checks, drafts, bills of exchange, or other orders for the payment of money out of the funds of the organization shall be signed by the Treasurer. The Board of Directors shall have the authority to require the counter-signing or co-signing of any such instruments for the payment of funds as the said Board shall by resolution determine.

All funds of the Foundation not otherwise employed 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 designate, or as may be designated by any officer of the Foundation given such authority by the Board. All checks, drafts or other orders for payment of money which are payable to the order of the Foundation may be endorsed, assigned and delivered by the Treasurer or by any other officer of the Foundation designated by the Board of Directors by resolution.

The Board of Directors may from time to time authorize the opening and keeping of general bank accounts at such banks, trust companies or other depositories as the Board may designate or as may be designated by any officer of the Foundation with authority from the Board of Directors.

ARTICLE XI

OPERATIONS AND DISTRIBUTIONS OF FUNDS

NONPROFIT OPERATIONS

The Foundation shall not be operated for profit and all income generated by the property of funds contributed to the Foundation, after payment of all necessary debts and obligations, shall be utilized as herein provided. A minimum of fifteen percent (15%) of all net income generated by the property or funds contributed to the Foundation shall become a part of the corpus of the Foundation and no more than eighty-five percent (85%) of all net income generated by the property or funds contributed to the Foundation shall be used and distributed exclusively for carrying out only the purposes of the Foundation. All funds distributed by the Foundation shall be for the benefit of Newcastle Education. As defined in Title 70 of Oklahoma Statute (1991) Section 5-145, all distributions must be approved by the Board of Education of Newcastle Education before funds are released.

ARTICLE XII

NOTICE AND WAIVER

Whenever under the provisions of these Bylaws notice is required to be given to any Director or officer of the Foundation, it shall not be construed to mean personal notice, but such notice may be given in writing by mail, in a postage-paid envelope, addressed to such Director or officer at his or her last known post office address, according to the Foundation records, and such notice shall be deemed to be given at the time when the same shall be mailed. Any Director or officer may waive any notice required to be given under these Bylaws, and may do so by written or electronic waiver. The attendance of any Director or officer at any annual, regular or special meeting shall be deemed a waiver of all notice required to be given under these Bylaws.

ARTICLE XIII

AMENDMENT OF BYLAWS

The Bylaws of the Foundation may be amended by the affirmative vote of a majority of the qualified Directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any Bylaw unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting if delivered by first class mail or a minimum of twenty-four (24) hours prior to the meeting if the notice is given personally.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Foundation shall end on the 30th day of June each year.

ARTICLE XV

ANNUAL AUDIT

The Board of Directors shall cause to be presented at each annual meeting a full, clear, and detailed statement of the business condition of the Foundation duly audited as appropriate by a certified public accountant as may be designated by vote of the Directors. The expense of such annual audit shall be deemed to be a proper expenditure of Foundation funds and, if necessary, may be paid from the corpus of the Foundation funds if designated by a vote of the Board of Directors.

ARTICLE XVI

APPROVAL

The foregoing Bylaws were adopted by the Board of Directors of the Newcastle Education Foundation upon resolution by the Board of Directors and certified by the Secretary of the Newcastle Education Foundation at its meeting held on the _____ day of _____, 2004.

SECRETARY