

**BYLAWS
OF
THE BOX ELDER SCHOOL DISTRICT FOUNDATION**

ARTICLE I

PURPOSES

The purpose and functions for which the Box Elder School District Foundation is formed are to provide support for the Box Elder School District, its faculty and students and to promote, sponsor and carry out educational, scientific, charitable and related activities and objectives within the Box Elder School District.

ARTICLE II

DIRECTORS

Section 1. Number: The number of directors of such Corporation shall be fifteen (15), which number may be increased and may be decreased, from time to time, by resolution of the Board of Directors of such Corporation; provided, however, that there shall be at no time more than thirty (30) nor less than ten (10) directors.

Section 2. Manner of Selection: The manner of selecting members of the Board of Directors of such Corporation and of filling vacancies on said Board shall be as follows:

(a) Reserved:

(b) Administration Representatives: The Superintendent of the Box Elder County School District shall be a permanent member. As appointed by the Superintendent, additional members shall include a Curriculum Director, the District Business Administrator (to act as Board Treasurer), a secretary, and an Executive Director.

(c) Additional Directors: A majority of the Board of Directors shall select from the general public eleven (11) or more additional directors to serve on the Board. The Board shall appoint replacements for Board members whose terms expire, at the Annual Meeting of the Board. Every effort should be made to recruit Directors who are leaders in various segments of our community (i.e. Agriculture, the Arts, Business, Science, etc.)

(d) One member Representative from Box Elder Board of Education.

Section 3. Term: All directors shall serve for a period of two (2) years except the Administration Representatives and Board of Education Representative who shall serve during the tenure of said office. All directors designated or elected shall serve until the expiration of their respective terms and until their respective successors are elected and qualified. Elected directors may serve up to two successive terms.

Section 4. Vacancy or Incapacity: Vacancies for the unexpired term of any Director selected from the general public may be filled by a majority vote of the Directors in office. Such authority to be given by a majority vote of the Board in a regular or special meeting called by the Board. Such a meeting to be called and presided over by the President or President-Elect as appropriate. All other vacancies of the Board of Directors shall be filled in the same manner of selection or election as provided in Section 2 above.

Section 5. Powers: The Board of Directors shall manage and govern the business and affairs of the Corporation and in connection therewith the Board may exercise all of the powers granted the Corporation under the Articles of Incorporation. All actions, decisions and directions by the Board of Directors are subject to a final approval or veto by the Superintendent of the Box Elder School District.

Section 6. Meetings

(a) Regular Meetings: The May meeting shall be the Annual Meeting. The time and place of each regular meeting shall be fixed by the President of the Board, and written notice of such time and place shall be given each Director at least ten (10) days before the selected date.

(b) Special Meeting: Special meetings may be called by the President of the Board on his/her own motion or by the written request of three Directors. Written notice of the time, place and subject matter of each special meeting shall be given to each Director at least ten (10) days before the meeting date, unless such notice is waived in writing or by attendance.

(c) Written Concurrence: Written or electronic concurrence by a member of the Board in any action taken at a meeting at which he/she is not present shall be equivalent to an affirmative vote at the meeting.

Section 7. Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; and, except as may otherwise be required by law or the Articles of Incorporation, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE III

OFFICERS

Section 1. Number and Qualifications: The officers of the Corporation shall consist of a President of the Board, a President-Elect of the Board, an Executive Director, a Secretary, and a Treasurer. The Secretary and/or Treasurer may or may not be a voting member of the Board. The Board of Directors may appoint such other assistant officers as it may, from time to time, determine and may define their powers and duties.

Section 2. Election: The officers of the Corporation shall be elected at the Annual Meeting of the Board of Directors and each shall hold office until the next Annual Meeting, or until his/her successor shall have been elected and qualified. A vacancy in any office may be filled by the Board for the balance of the vacant term.

Section 3. Removal: The Board of directors may remove any officer at any time with or without cause by a majority vote. Any Director not attending a regular Board Meeting three consecutive times will require the Board President to contact this Director, to ascertain their intention of continuing.

Section 4. Duties: The duties of the officers of the Corporation shall be as follows:

(a) President: The President shall preside over all meetings of the Board and shall have primary responsibility in the Corporation's relations with the Box Elder School District. The President shall also cooperate and consult with and advise the other officers of the Corporation in the discharge of their functions. The President shall also chair the Executive Committee.

(b) President-Elect: The President-Elect shall have full authority to act for the President in his/her absence or incapacity.

(c) Immediate Past President: At his or her discretion and with approval of the Board the Immediate Past President may remain on the Board as a Director to assist the President for one (1) year.

(d) Executive Director: The Executive Director shall be the executive officer of the Corporation and shall be responsible for the proper follow up of the plans, activities and projects of the Corporation.

(e) Treasurer: The Treasurer, upon the advice and consent of the Board, shall be responsible for the investments and general fiscal policy of the Corporation.

(f) Secretary: The Secretary shall keep minutes, correspondence, records, and assist with other Board activities, as assigned.

ARTICLE IV

COMMITTEES

Section 1. Standing Committees: There shall be two (2) Standing Committees of the Directors as follows:

(a) Executive Committee: An Executive Committee consisting of the President, President-Elect, Immediate Past President, Administration Representatives, and any other members as appointed by the Board on the recommendation of the President, shall be established to meet, as needed, during the intervals between meetings of the

Board. The Executive Committee shall have and may exercise on behalf of the Board all of the authority of the Board in respect to the management of the Corporation. The Executive Committee will be responsible for the creation of an Annual Plan that will be approved by the Board. Committal of unrestricted funds shall be subject to ratification of the full Board before disbursement. The Executive Committee shall report its acts to the Board at the next meeting for approval.

(b) Finance Committee: A Finance Committee consisting of the Treasurer, Secretary and one (1) other member of the Board of Directors appointed by the President, with approval of the Board, shall advise the Board in regard to fundraising, investments, and general fiscal policy of the Corporation. The Board shall appoint one (1) member of the Committee President.

Section 2. Other Committees: The Board of Directors may from time to time create additional committees with such powers and duties as the Board may prescribe.

ARTICLE V

EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments: Contracts and other instruments (not including routine instruments) to be executed by the Corporation shall be signed, unless otherwise required by law, by the President, or President-Elect and the Executive Director. The Executive Director, signing alone, is authorized and empowered to execute in the name of this Corporation all routine instruments arising in the day-to-day operation of the business of this Corporation. The Board of Directors may authorize in writing any other person or persons, whether or not an officer of the Corporation to sign any contract or other instrument, and may authorize any such officer or other person to delegate, in writing, all or any part of such authority to any other person or persons.

Section 2. Notes, Checks and the Like: All notes, drafts, acceptances, checks, endorsements and all evidences of indebtedness of the Corporation shall be signed by such person or persons and in such manner as the Board of Directors may from time to time determine.

ARTICLE VI

GIFTS AND CONTRIBUTIONS

Section 1. Solicitations: Contributions and gifts shall be solicited by representatives of the Corporation to promote, sponsor, and carry out the purposes of this Corporation.

Section 2. Deposit and Use of Contributions: Unless otherwise provided by the donor, all contributions received by the Corporation shall be deposited and held by the Treasurer of the Corporation and may be used and disbursed by the Board of Directors to promote, sponsor

and carry out educational, artistic, scientific, charitable and related activities and objectives of Box Elder School District provided, however, that no disbursement shall be made that would conflict with intent and purpose of the Box Elder School District Board of Education, or its representative.

Section 3. Restricted Gifts: The limitations and restrictions upon any grant gift, donation, bequest or devise shall be observed strictly except and unless it shall be determined by the Board of Directors and the Board of Education of the Box Elder School District that changed conditions or other reasons shall have rendered the application of the gift, donation, bequest or devise for the purpose provided illegal, unnecessary or impractical, or that the purposes of the gift, donation, bequest or devise have been fulfilled or become impossible of fulfillment, in which event said funds shall be administered for such other purpose of the Corporation as will best carry out the intentions of the donor or testator and as may be sanctioned by the law. Whenever possible the donor or executor shall be consulted concerning necessary changes.

Section 4. Operating Expenses: The operating expenses of the Corporation shall be defrayed by funds contributed directly to the Corporation.

ARTICLE VII

LIABILITY AND INDEMNIFICATION

The Directors, officers and employees of this Corporation shall not be individually or personally liable for the debts or obligations of the Corporation and shall be indemnified by the Corporation against all financial loss, damage, costs and expenses (including counsel fees) reasonably incurred by or imposed upon them in connection with or resulting from any civil or criminal action, suit, proceeding, claim or investigation in which they may be involved by reason of any action taken or admitted to be taken by them in good faith as such Director, officer or employee of the Corporation.

- (a) Prudent Care: Such indemnification is subject to the condition that a majority of a quorum of the Board of Directors comprised of those directors who are not parties to such action, suit, proceeding, claim or investigation or, if there be no such quorum, independent counsel selected by a quorum of the entire Board of Directors, shall be the opinion that a person involved exercised and used the same degree of care and skill as a prudent person would have exercised or used in the circumstances, or that such person took or admitted to take such action in reliance upon advice of counsel for the Corporation or upon information furnished by an officer or employee of the Corporation and accepted in good faith by such person.
- (b) Benefit: The indemnification provided herein shall inure to the benefit of the heirs, executors, or administrators of any Director, officer, or employee and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by the Board.

ARTICLE VIII

MEMBERS

Other than for the Board of Directors, there will be no members in this Corporation.

ARTICLE IX

INDEPENDENT AUDIT AND FISCAL YEAR

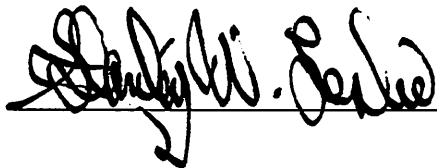
After the close of each fiscal year, the Board shall cause an independent audit of all Corporate assets and accounts to be made by a Certified Public Accountant. The fiscal year of the Corporation shall begin July 1 and end June 30.

ARTICLE X

AMENDMENTS

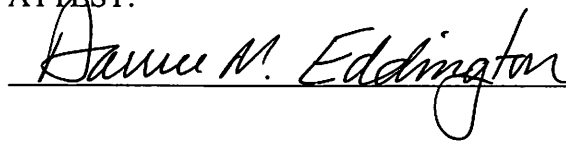
Any member of the Board of Directors may propose amendments to these Bylaws. Amendments must be approved by a 2/3 majority of all Board members present providing it is a quorum one over 1/2 of total Board membership) and may be voted on in any regular meeting of the Board provided advanced written notice is given to all Board members at least ten (10) days in advance.

APPROVED AND ADOPTED BY Resolution of the Board of Directors this 11th day of September, 2019.



President of the Board

ATTEST:



Executive Director