

BYLAWS OF THE ALPHA STATE TEXAS EDUCATIONAL FOUNDATION

ARTICLE 1 NAME

1.01 The name of the Corporation is Alpha State Texas Educational Foundation, hereafter known as ASTEF.

1.02 **ASTEF** is a Texas Nonprofit Corporation, Certificate of Filing #801320208, September 17, 2010.

ARTICLE 2 PURPOSES AND POWERS

2.01 **Purpose** The purposes of ASTEF are charitable and/or educational as set forth in the Certificate of Formation.

2.02 **Specific Purpose** The purpose of ASTEF is to provide funding for activities to support professional and personal growth of women educators in Texas and promote educational excellence for Texas students as set forth in its Certificate of Formation.

2.03 **Power** ASTEF shall have all of the powers of a nonprofit corporation organized under the Texas Business Organizations Code (the "TBOC"), and, specifically, Chapter 22 thereof, subject to the limitations set forth in its Certificate of Formation.

2.04 **Non-discrimination** ASTEF shall not discriminate in any of its activities or programs on the basis of age, race, religious affiliation, disability, or national origin.

ARTICLE 3 OFFICES

3.01 **Registered Office and Registered Agent** ASTEF shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the TBOC.

3.02 **Registered Office** The registered office of ASTEF shall be that set forth in the Certificate of Formation, or in a resolution of the Directors filed with the Secretary of State changing the registered office.

ARTICLE 4 MEMBERSHIP

4.01 Member Qualification The members of the Texas State Organization (TSO) of The Delta Kappa Gamma Society International shall be members of ASTEF. No membership fee is required.

4.02 Special Member Designation The Board may designate special member categories.

4.03 Annual Meetings The annual meeting of the members of ASTEF shall occur during the convention of the Texas State Organization of The Delta Kappa Gamma Society International. Members shall vote on any action as determined by the ASTEF Board and shall elect ASTEF Directors in odd-numbered years.

4.04 Notice Written notice stating the place, date and time of the annual meeting of the members shall be given at least TEN (10) days in advance by or at the direction of the President or the Secretary of ASTEF.

4.05 Quorum The members present at any properly announced meeting shall constitute a quorum. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

4.06 Voting Each member shall be entitled to one vote on each matter submitted for action to the members, except as otherwise provided by statute, the Certificate of Formation, or these Bylaws.

4.07 Proxy Proxies or proxy voting shall not be allowed.

ARTICLE 5 BOARD OF DIRECTORS

5.01 General Powers The affairs of ASTEF shall be managed by its Board of Directors, hereafter the Board, in accordance with these Bylaws.

5.02 Number The initial Board shall consist of the SEVEN (7) Directors set forth in the Certificate of Formation. Thereafter, the Board shall be composed of no fewer than SEVEN (7) nor more than THIRTY-FIVE (35) Directors. The current President, Executive Secretary, and Treasurer of the Texas State Organization of The Delta Kappa Gamma Society International shall serve as Directors ex-officio of the Board and on the Executive Committee without vote.

Bylaws of the Alpha State Texas Educational Foundation *continued*

5.03 Election and Tenure The initial Board of Directors identified in the Certificate of Formation shall serve staggered terms, which shall be assigned randomly, as follows: one third shall serve for a two year term, one third shall serve for a four year term, and one third shall serve for a six year term.

Directors shall be elected by ASTEF members at the annual meeting in odd number years to fill any director positions with terms expiring in that year and any new director positions, as may be allowed by these bylaws. Directors shall be elected for six year terms.

Directors shall not be elected to successive terms except for Directors elected to fill partial or unexpired terms, who may serve for one full term beyond the initial term. Directors who have served the maximum number of consecutive terms permitted by these Bylaws shall be eligible for election to the Board following at least one term hiatus from Board service.

Ex-officio directors shall be appointed by the Board for a term as determined by the Board.

5.04 Vacancies Any vacancy occurring in the Board shall be filled by the Board to complete the unexpired term.

5.05 Annual Meeting An annual meeting of the Board shall be held at a place, date, and time designated by the Board of Directors.

5.06 Regular Meetings Regular meetings of the Board shall be held as determined by the Board.

5.07 Special Meetings Special meetings of the Board shall be called by the president or by ONE-THIRD (1/3) of the Board at any time. The person or persons authorized to call a special meeting may select any place within or without the state of Texas to hold the meeting. Any Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another. The purpose(s) for such meetings shall be announced at the time of notice.

5.08 Notice Written notice stating the place, date and time of any meeting of the Board shall be given at least THREE (3) days in advance by or at the direction of the President or the Secretary of ASTEF. Notices shall be sent to each Director at the address recorded in the current ASTEF database. Whenever written notice is required, it may be given either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail. Notice shall be deemed given to the person entitled when deposited in the United States mail or with a courier service, or dispatched electronically.

5.09 Quorum At all meetings of the Board, a majority of the voting Directors shall constitute a quorum for the transaction of business. The act of a majority of the voting Directors present at any meeting at which there is a quorum shall be the act of the Board.

5.10 Unanimous Consent of Directors in Lieu of a Meeting In the interim between meetings, essential business may be transacted by the Board without a meeting if unanimous consent of the Directors is filed with the Secretary in writing or through electronic communication and includes the date of each Director's signed consent. Such consent shall have the same force and effect as a unanimous vote at a meeting.

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5.11 Removal Any Director may be removed from office with or without cause by an affirmative vote of a majority of the Board present at any duly called regular or special meeting of the Board at which a quorum is present. Specifically, and among other grounds, three (3) consecutive absences from Board or committee meetings shall constitute cause. Unless notice of that meeting is duly waived in writing by each person entitled to such notice, the notice shall state the removal of that specific Director is the purpose of the meeting, and that Director shall not vote or be counted for quorum or voting purposes. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure needs to be followed.

5.12 Compensation Directors, as such, shall not receive any stated compensation for services. This section, however, shall not be construed to preclude any Director from serving ASTEF in any other capacity and receiving compensation in a reasonable amount; therefore, it shall not preclude reimbursement for reasonable budgeted Board expenses.

5.13 Limit on Liability of Directors No Director of ASTEF shall be liable to it or its Board, or for monetary damages, for an act or omission in the Director's capacity as a Director, except as otherwise expressly provided by statute or the Certificate of Formation, provided, however, that unless permitted under the applicable statutes and the Certificate of Formation, this paragraph shall not eliminate or limit the liability of any former or current Director for:

- (a) A breach of a Director's duty of loyalty to ASTEF
- (b) An act or omission not in good faith that constitutes a breach of duty of the Director of ASTEF
- (c) An act or omission that involves intentional misconduct or knowing violation of the law
- (d) A transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office
- (e) An act or omission for which the liability of a Director is expressly provided by statute

ARTICLE 6 OFFICERS

6.01 Officers The officers of ASTEF shall include a President, Vice-President of Programs, Vice-President of Events and Marketing, Vice-President of Advancement, Vice-President of Finance and Administration, Secretary, and other officers as may be elected or appointed in accordance with the provisions of this Article. Officers of ASTEF shall be Directors.

6.02 Election and Term of Office The officers of ASTEF shall be elected bi-annually by the Directors at the annual meeting of the Directors. Each officer shall serve a term of two years, and may be elected to the same office for successive terms, but no officer may serve in the same office for more than two consecutive terms. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected.

Bylaws of the Alpha State Texas Educational Foundation *continued*

6.03 Removal and Resignation Any officer may be removed by the Board whenever the best interest of ASTEF would be served, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any time by filing a written resignation with either the President or the Secretary of ASTEF.

6.04 Vacancies A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

6.05 Duties The officers shall have such authority and shall perform such duties as are hereafter specified for a particular office. In the discharge of any such duty, however, the officer may, in good faith and applying ordinary care, delegate the performance of specific tasks. The duties of the officers shall include the following

(a) The President shall

- (1) serve as the principal executive officer of ASTEF
- (2) supervise the business of ASTEF
- (3) appoint standing and special committee members except for Nominations
- (4) appoint committee chairs
- (5) preside at all meetings of the Board
- (6) serve as a member ex-officio of all committees except Nominations
execute documents on behalf of ASTEF as authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by statute to some other officer or agent of ASTEF
- (7) perform duties incident to the office of the President and duties as may be prescribed by the Board.

(b) The Vice-President of Programs shall

- (1) perform duties in the absence of the President or in the event of the President's inability or refusal to act, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President
- (2) develop programs and administer funding to support the purposes of ASTEF
- (3) perform duties assigned by President or Board.

(c) Vice-President of Events and Marketing shall

- (1) develop and implement marketing and public relations strategies to promote ASTEF
- (2) plan events to support the purposes of ASTEF
- (3) perform duties assigned by President or Board

(d) Vice President of Advancement shall

- (1) plan fund-raising events
- (2) establish a donor recognition program
- (3) perform duties assigned by President or Board

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- (e) Vice President of Finance and Administration shall
 - (1) advise ASTEF staff of financial decisions of the Board and review investments and funds
 - (2) assure that fiscal records of ASTEF are maintained at the business address
 - (3) help develop the operational budget
 - (4) ensure an annual independent audit is performed
 - (5) ensure all financial filings are made in a timely manner
 - (6) ensure periodic review of ASTEF Bylaws
 - (7) prepare financial reports for Board of Directors' meetings and the annual membership meeting
 - (8) perform duties assigned by President or Board.

- (f) Secretary shall
 - (1) record, manage, and supervise the keeping of the minutes of meetings of the Board
 - (2) assure that corporate and non-fiscal records of ASTEF are maintained at the business address
 - (3) affix the corporate seal to official documents
 - (4) keep a register of the contact information of the Directors and members, which shall be furnished to the Secretary by the Directors and members
 - (4) give all notices in accordance with the provisions of these Bylaws or as required by law
 - (6) perform duties assigned by President or Board

**ARTICLE 7
COMMITTEES**

7.01 Composition and Authority The Board may establish one or more Committees and determine the duties and authority of any such committee. Each committee shall be composed of ASTEF members including one or more Directors. The designation and appointment of any such committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law, and any action taken by a committee shall be in the nature of a recommendation to the Board and will require Board approval, as well as member approval if it is a matter that has been determined by the Board to require member action.

7.02 Standing Committees of ASTEF

(a) Executive This committee shall be composed of the officers of the Board of Directors of ASTEF, any other appointees deemed necessary by the Board and the President, the Executive Secretary, and the Treasurer of the Texas State Organization of The Delta Kappa Gamma Society International. The President of ASTEF shall serve as chair. The Executive Committee may meet at any time deemed necessary by the President. The committee shall have the power to develop and review personnel policies and recommend hiring and releasing of paid

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staff. Except for the power to amend the Certificate of Formation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

(b) Nominations This committee shall be composed of members elected by the Executive Committee. The committee shall evaluate the composition of the Board in terms of skills, experience, and diversity to prepare a slate of nominees and make its nominations in a written report for Board consideration at a regular or special Board meeting preceding the annual membership meeting. The Board shall present the final slate of nominees to ASTEF members for election.

(c) Scholarship This committee shall be composed of members representing diverse educational environments. The committee shall administer the scholarship programs.

(d) Leadership This committee shall identify and implement long-term and short-term projects and programs that focus on leadership development.

7.03 Member Terms Each member of a committee shall serve a term of two years, until earlier dissolution of the committee, removal of the member by the President, or resignation of the member.

7.04 Chair The chair of each committee shall be a Director appointed by the President.

7.05 Notice Written notice stating the place, date, and time of any meeting of a committee shall be given at least THREE (3) days in advance by or at the direction of the President or the committee chair.

7.06 Vacancies Vacancies in the membership of any committee shall be filled by appointments made by the President.

7.07 Quorum Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**ARTICLE 8
FINANCIAL**

8.01 Financial Restriction No part of the net earnings of ASTEF shall inure to the benefit of its directors, officers or other private persons, except that ASTEF 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 2 hereof. ASTEF may not take any action prohibited by the Texas Nonprofit Corporation Law.

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8.02 Contracts The Board may authorize any officer or officers, agent or agents of ASTEF, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ASTEF. Such authority may be general or confined to specific instances.

8.03 Checks and Drafts All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ASTEF shall be signed by such officer or officers, agent or agents of ASTEF and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by two officers of ASTEF.

8.04 Deposits All funds of ASTEF shall be deposited from time to time to the credit of ASTEF in such banks, trust companies, or other depositories as the Board may select.

8.05 Gifts The Board may accept on behalf of ASTEF any contribution, gift, bequest, or devise for the general purposes or for any special purpose of ASTEF. The Board reserves the final option for acceptance or rejection of a prospective charitable gift.

8.06 Assets and Earnings All assets and earnings of ASTEF are exclusively for educational purposes, including the payment of expenses necessarily incident thereto; and no part of such assets and earnings shall inure to the benefit of any employee, officer, or member of ASTEF or of any other individual, except in payment of reasonable compensation for services actually rendered or expenses necessarily incurred. No dividend shall be paid, and no part of the income of ASTEF shall be distributed, to any of its Directors or officers.

8.07 Distributions When funds are available, ASTEF shall make distributions for educational purposes for which it was organized, including administrative expenses. In any such distribution of funds, no discrimination shall be made on account of the age, race, religious affiliation, disability, or national origin of the individuals or programs to benefit thereby.

8.08 Audit An independent professional audit of ASTEF financial records shall be performed annually.

8.09 Fiscal Year The fiscal year for ASTEF shall be July 1 through June 30.

ARTICLE 9 RECORDS AND POLICIES

9.01 Records ASTEF shall keep correct and complete records of accounts and shall also keep minutes of the proceedings of its Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Directors and members entitled to vote, records, books, and annual reports of the corporation financial activity. All records, books, and annual reports of ASTEF financial activity shall be available for inspection and copying by a member, Director, or representing agent or attorney and the public at any reasonable time.

9.02 Document Retention A Document Retention Policy shall be developed and placed in the Policy Manual.

Bylaws of the Alpha State Texas Educational Foundation *continued*

9.03 Memo of Understanding ASTEF shall develop and maintain a **Memo of Understanding** with the Texas State Organization of The Delta Kappa Gamma Society International.

9.04 Whistleblower Policy A Whistleblower Policy shall be developed and placed in the Policy Manual.

9.05 Conflict of Interest Policy ASTEF shall not make any loan to a Director or officer of the Corporation. A Director, officer, or committee member of ASTEF may lend money to and otherwise transact business with ASTEF except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with ASTEF has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. ASTEF shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. ASTEF shall not borrow money from or otherwise transact business with a Director, officer or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors not including the vote of any person having a personal interest in the transaction.

9.06 Policies and Procedures The policies and procedures which direct general and specific business operations shall be placed in a Policy Manual independent of these Bylaws and maintained as current standard operating procedures. These policies shall be adopted by vote of the Board.

ARTICLE 10 INDEMNIFICATION

10.01 To the maximum extent permitted or required of the Texas Nonprofit Corporation Law, as it now exists or as it may be amended in the future, ASTEF shall indemnify and advance expenses to persons who are officers, directors, employees, agents, or other persons identified in Article 1396-2.22a, for amounts such persons pay or will pay directly. ASTEF shall not indemnify or advance expenses to such persons for any amount paid by a third party pursuant to a plan or contract of insurance.

ARTICLE 11 DURATION AND DISSOLUTION OF ASTEF

11.01 Duration The duration of ASTEF is perpetual.

11.02 Dissolution In the event of dissolution of ASTEF or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, literary, or educational organizations within The Delta Kappa Gamma Society International that then qualify for exemption under the provisions of Section 501(c)(3) of the Code, as determined by the Board of Directors in a plan of dissolution or distribution.

**ARTICLE 12
AMENDMENT TO ARTICLES AND BYLAWS**

12.01 The Board reserves the right to alter, amend, restate, or repeal the Certificate of Formation or Bylaws and to adopt new Bylaws at any time.

12.02 The Board may initiate a proposal for the alteration, amendment, repeal, restatement of the Certificate of Formation or Bylaws and adoption of new Bylaws by vote of the Directors present at any regular meeting, or at any special meeting of the Board, at which a quorum is present.

12.03 At least THREE (3) days written notice shall be given of an intention to propose the alteration, amendment, repeal or restatement of the Certificate of Formation or Bylaws, or the adoption of new Bylaws at such meeting. The content of the proposed changes shall be included in the written notice.

**ARTICLE 13
FOUNDATION SEAL**

The seal of ASTEF shall be set by the Board.

**ARTICLE 14
PARLIAMENTARY AUTHORITY**

Any procedure not specified or limited by these Bylaws shall be governed by *Robert's Rules of Order, Newly Revised* (current edition).

ADOPTED this April 25, 2011

Evelyn Barron, Secretary

FOUNDING DIRECTORS

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|-----------------------------------|----------------------------|-----------------------|
| 1) Jean Webb | 6220 Campbell Road Ste 204 | Dallas, TX 75248 |
| 2) Evelyn Barron | 12314 W. Cow Path | Austin, TX 78727-5752 |
| 3) Lee Bourg | 2005 Hackberry | Mission, TX78574 |
| 4) Sandi Causey | 6105 Oakclaire Drive | Austin, TX 78735 |
| 4) Vicki Davis | 1333 County Road 4216 | Campbell, TX 75422 |
| 6) Ruth Hull | 416 Amberwood | Tyler, TX 75701 |
| 7) Betty Vines, ex-officio | 6220 Campbell Road Ste 204 | Dallas, TX 75248 |