

BY-LAWS
OF THE
NOBLESVILLE SCHOOLS EDUCATION FOUNDATION

ARTICLE I: IDENTIFICATION

SECTION 1.1 – NAME

The name of the Foundation is the Noblesville Schools Education Foundation, hereinafter referred to as the “Foundation.”

SECTION 1.2 – NONDISCRIMINATORY

The Foundation shall be 501(c)(3), non-profit, non-partisan, non-political and a non-sectarian organization. The Foundation will not discriminate regardless of race, religion, sex, disability, age, national origin, veteran status, gender identification, or sexual orientation.

SECTION 1.3 – FISCAL YEAR

The Foundation shall have a fiscal year commencing January 1 and ending December 31st of each year.

ARTICLE II: PURPOSE

SECTION 2.1 – PURPOSE

The Foundation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as the same may be amended from time to time, or the corresponding provisions of any future United States revenue law, and exclusively for the benefit of, to perform the functions of, and to carry out for purposes of, The Board of School Trustees of Noblesville Schools, Hamilton County, Indiana. As thus limited, and subject to the further limitations contained in the Articles of Incorporation, they shall specifically include the following:

- To receive and administer funds for such additional and charitable purposes as are related to and in support of educational activities, programs, and facilities of the public schools operated by the Board of School Trustees of Noblesville Schools. The purpose of the Foundation is to supplement and enrich educational opportunities, not replace services provided from tax revenues. The Directors of the Foundation may provide financial and other assistance to teachers, administrators, and students as the need may arise, which may include but not be limited to grants, scholarships, studies, programs, materials, capital assets, or equipment. An annual accounting shall be provided to the Board of School Trustees.
- To take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise either absolutely or in trust, for any of its purposes, any property, real, personal, tangible or intangible, or any undivided interest therein without limitation as to the amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest,

or deal with the principal or the income thereof in such manner as, in the judgment of the Directors of the Foundation, will best promote the purposes of the Foundation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By Laws of the Foundation, or any laws applicable thereto.

- To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members or officers except as permitted under the Indiana Not-For-Profit Corporation Act, as amended, and Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE III: BOARD OF DIRECTORS

SECTION 3.1 –MEMBERSHIP

SECTION 3.1.1 - SIZE

The members of the Foundation shall be the Board of Directors. The Board of Directors shall consist of a minimum of 15 members and a maximum of 30 members, including the superintendent of the Noblesville Schools as a voting *ex officio* member and a member of the Noblesville Schools Board of School Trustees as a voting *ex officio* member.

SECTION 3.1.2 – TERM

The term of membership shall be three years. One third of the membership shall be elected annually by a majority vote of members present at the June meeting of the Foundation. Terms begin July 1. No member may serve more than two consecutive three-year terms.

SECTION 3.1.3 - DUTIES

The duties of the Board of Directors shall be as follows:

- Represent the educational interest of the community.
- Prepare and attend all meetings of the Foundation. Board members are expected to notify the President and the executive director if they are unable to attend a meeting.
- Accept assignments and positions as committee members or officers.
- Have the power to transact the business of the Foundation in conformity with the powers conferred upon the Board by the Articles of Incorporation.

SECTION 3.1.4 – STUDENT REPRESENTATIVES

Students from Noblesville High School may serve as student representatives to the Board of Directors. Student representatives may attend all board meetings but do not serve on committees or vote on issues before the board.

SECTION 3.1.5 - RESIGNATION

A Director may resign at any time by filing his/her written resignation with the President and Secretary.

SECTION 3.1.6 - REMOVAL

A Director may be removed from the Board for failure to fulfill his/her duties. A 2/3 vote of those present at the meeting is required for removal provided there is a quorum present.

SECTION 3.1.7 - VACANCIES

If a vacancy occurs in the Board of Directors, the remaining Directors, though not less than a quorum, may select a successor to fill the vacancy for the remainder of the term, by a majority vote.

SECTION 3.2 – OFFICERS

SECTION 3.2.1 – EXECUTIVE COMMITTEE

The Executive Committee shall include the President, Secretary, and Treasurer. The immediate past president may also sit on the executive committee (by invitation if s/he is no longer serving on the board) and a vice president if the board has this office filled. The officers shall be nominated at the May meeting of the Foundation. These officers shall be elected at the June meeting of the Foundation by a majority of those present. The term of office shall be one year. A person may not hold the same office for more than 2 years consecutively.

SECTION 3.2.2 – PRESIDENT

The President shall be responsible for directing the welfare and progress of the organization. The President shall preside at all meetings of the Board of Directors, call special meetings, appoint committees and the chairmen, and call necessary meetings of the Executive Committee. The President shall perform such other duties required of the office.

SECTION 3.2.3 – SECRETARY

The Secretary shall keep the minutes of the meetings of the Foundation and the Executive Committee. The Secretary shall send a copy of the minutes of all meetings to the Board of Directors. The Secretary or designee shall send written notice of meetings at least 7 days prior to all members. The Secretary shall perform such other duties as may pertain to the office.

SECTION 3.2.4 – TREASURER

- The Treasurer or designee shall be the custodian of the funds of the Foundation and shall keep full and accurate account of receipts and disbursements in books belonging to the Foundation. The Treasurer or designee shall deposit all monies and valuable effects in the name and to the credit of the Foundation in such depository as may be designated by the Board of Directors.
- The Treasurer or designee shall disburse funds of the Foundation as may be designated by the Board of Directors, taking proper vouchers for such disbursement. All checks or demands for money and notes of the Foundation shall be signed by the Treasurer, Executive Director, or President of the Board of Directors.
- The Treasurer or designee shall present financial statements at all meetings of the Board of Directors. The Treasurer shall turn over the books and financial records to the successor by

February 1, after the audit of the previous year to be completed by February 1, by a committee appointed by the President.

- The Treasurer shall serve as the chair of the Finance Committee.

SECTION 3.2.5 - RESIGNATION

An officer may resign at any time by filing his/her written resignation with the Secretary. The Secretary may give his/her notice to the President.

SECTION 3.2.6 - REMOVAL

An officer may be removed from the Board for failure to fulfill his/her duties. A 2/3 vote of those present at the meeting is required for removal provided there is a quorum present.

SECTION 3.2.7 - VACANCIES

If a vacancy occurs in an office, the Directors, though not less than a quorum, may select a successor to fill the vacancy for the remainder of the term, by a majority vote.

ARTICLE IV: MEETINGS

SECTION 4.1 – REGULAR MEETINGS

Regular meetings of the Board of Directors may be held at such time and place as determined by the President. Written notice shall be given to the members at least 7 days prior by the Secretary or designee.

SECTION 4.1.1 – SPECIAL MEETINGS

The President may call special meetings of the Foundation or of the Executive Committee without such notice.

SECTION 4.2 – VOTING

Each member of the Board of Directors shall be entitled to one vote.

SECTION 4.3 – QUORUM

At any meeting of the Board of Directors, the presence of a majority of the total number of Directors shall constitute a Quorum for the transaction of business.

SECTION 4.4 – PROCEDURES

The rules contained in "Roberts Rules of Order, Newly Revised," shall govern this Foundation in all cases in which they are applicable and if they are not in conflict with these by-laws.

ARTICLE V: COMMITTEES

SECTION 5.1 – STANDING COMMITTEES

The President of the Board of Directors may at any time form committees and appoint chairmen/women. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required. Standing committees shall be as follows:

- Executive Committee
- Finance Committee
- Fund Development Committee
- Programming Committee
- Engagement Committee
- Nominating Committee

Section 5.1.1 Executive Committee

As described in Section 3.2.1 above. The executive committee is responsible for evaluating the executive director on an annual basis. The executive committee is also responsible for appointing the nominating committee and preparing the agenda for each monthly board meeting.

Section 5.1.2 Finance Committee

The Finance Committee shall be chaired by the Treasurer. It will meet regularly to review the financial statements and will work with the executive director to develop the annual budget.

Section 5.1.3 Fund Development Committee

The Fund Development Committee will be responsible for developing and executing fundraising events and campaigns. It will meet as needed to support the events and campaigns approved by the board.

Section 5.1.4 Programming Committee

The Programming Committee will be responsible for reviewing and approving applications for scholarships and proposals for grants. It will meet regularly to review grant proposals and annually to review scholarship applications.

Section 5.1.5 Engagement Committee

The Engagement Committee will be responsible for marketing the work of the Foundation and community engagement at large, including web presence, media/social media outreach, and event promotion.

Section 5.1.6 Nominating Committee

The Nominating Committee is responsible for nominating new board members and for nominating a slate for the executive committee. The committee shall develop a matrix to ensure that board members cover a variety of professions and backgrounds, as well as furthering the diversity, equity and inclusion goals of the district.

ARTICLE VI: ADMINISTRATION

SECTION 6.1 – EXECUTIVE DIRECTOR

The Board of Directors is authorized to appoint/hire an Executive Director and any other personnel as they deem necessary for the operation of the Foundation. Compensation for all positions must be approved by the Board of Directors. The Executive Director shall work under the supervision of the Board and shall assist in the development, implementation, and administration of the Foundation's goals and programs.

ARTICLE VII: AMENDMENTS

SECTION 7.1 – BY-LAWS

These by-laws may be amended by a two-thirds (2/3) vote of the eligible voting members present at any regular meeting of the Foundation provided that the proposed amendment has been read at the previous regular meeting.

ARTICLE VIII: DISSOLUTION OF FOUNDATION

SECTION 8.1 – ASSET DISTRIBUTION

In the event of dissolution of the Foundation, any remaining assets shall be distributed to the Noblesville School District or other appropriate 501(c)(3) for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal code.