

Bylaws for D-9 Foundation

Article I

Board of Trustees

Section 1. It shall be governed by a board of 9 to 15 trustees for a term of three (3) years each with the terms staggered so that approximately one-third of the trustees terms expire at yearly periods. The corporation may have non-voting members.

Trustees will be chosen in the following manner:

1. The list should consist of a well-rounded representation of the local community including, but not limited to areas in manufacturing, retail, trade, real estate, financial services, utilities, education, government, construction and agriculture, along with community members.
2. The nominating committee shall make nominations for all vacancies for consideration by the Board of Trustees. This committee may include non members of the board.
3. Trustees are not to be nominated or elected to represent their personal or private interests, including the interests of persons nominating them or the organizations of which they are employed.
4. The recommended nominees shall be elected by the Board of Trustees at a regularly scheduled meeting. A report will be made to the School District No. 9 superintendent.
5. Should the board determine individual circumstances make it difficult for a trustee to maintain his/her responsibilities during their term of office, the Board of Trustees may replace said trustee as provided in Section 7.
6. Trustees are eligible for re-election for one additional term.

Section 2. Vacancies on the board shall be filled by a majority vote of the Board of Trustees and the trustee selected shall serve the unexpired portion of the vacated term. Upon expiration of the term of office of each trustee, his or her successor may be selected for a term of three (3) years as provided above.

Section 3. The Board of Trustees shall meet at regular intervals to conduct business in a timely manner, as well as at the annual meeting. The annual meeting shall be held during the month of March. Regular meetings may be held at such time and dates as the board may prescribe.

Notice of the annual meeting stating the place, date and hour shall be delivered neither less than seven (7) nor more than thirty (30) days prior to the date of the meeting, either personally, by mail, or by e-mail to each member entitled to vote at such meeting. Trustees may waive such notice either at or prior to any meeting.

Section 4. Special meetings of the Board of Trustees may be called by the president, secretary, or a majority of the trustees. A notice must be given personally or in writing at least five (5) days prior stating the purpose, place, date and hour of the meeting.

Section 5. No salary shall be paid to the trustees for their services nor shall any pecuniary benefit inure to them emanating directly from such services.

Section 6. A quorum at any meeting shall be no less than one-half of the total membership of the board. Less than a quorum may adjourn the meeting to a subsequent date without further notice.

Section 7. The Board of Trustees may remove a trustee at any time by the affirmative vote of at least two-thirds of the remaining trustees.

Section 8. Action required or permitted by law to be taken at the Board of Trustees' meeting may be taken without a meeting if the action is taken by the majority of the members of the Board of Trustees. The action shall be evidenced in the minutes reflecting the action taken. The action is effective upon confirmation of the majority of the members. Action taken under this section has the effect of a meeting and may be described as such in any document.

Section 9. A board member may be granted a leave of absence of up to six months upon request to the board and approval by a majority of the members. Upon completion of the leave the member must either retain their position or resign from the board.

Article II

Officers

- Section 1.** The officers of the corporation shall be a president, vice-president, secretary and treasurer, and such other officers as the Board of Trustees shall determine.
- Section 2.** The officers shall be elected at the annual meeting by the Board of Trustees for a one (1) year term.
- Section 3.** The president shall preside at all meetings of the corporation and the Board of Trustees.
- Section 4.** The vice-president shall perform all of the duties of the president in the absence of the president.
- Section 5.** The secretary shall keep all records of the Board of Trustees and shall perform such other duties as may be required by the Board of Trustees.
- Section 6.** The treasurer shall keep proper records showing all financial transactions of the corporation.
- Section 7.** At least two (2) officers shall have signing authority for all funds and securities as agreed to by the Board of Trustees.

Article III

Committees

- Section 1.** The Executive Committee shall consist of the officers of the corporation. It shall have the power to act only on those matters of routine business referred to it by the board for action between the regular meetings of the Board of Trustees. It shall report its actions to the board at the regular meetings of the Board of Trustees.
- Section 2.** The Board of Trustees may provide for such other committees as may be needed and may determine the selection of members and prescribe their duties.

Article IV

Fiscal Year

Section 1. The fiscal year of the corporation shall be from the first day of July to the last day of June the following year.

Article V

Amendments

Section 1. The bylaws of the corporation may be amended at any regular meeting where a quorum is present or at any special meeting called for the purpose by affirmative vote by two-thirds of the trustees present at the meeting provided that the amendments are consistent with the Articles of Incorporation.