

**AMENDED AND RESTATED BYLAWS  
OF TEXAS SCHOOL FOR THE DEAF FOUNDATION**

These bylaws (referred to as the "Bylaws") govern the affairs of the Texas School for the Deaf Foundation, a nonprofit corporation (referred to as the "Foundation") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

**ARTICLE I  
OFFICES**

1.1 Registered Office and Agent. The registered office and agent of the Foundation shall be as designated by the Foundation's filing appropriate information with the office of the Secretary of State of the State of Texas.

1.2 Other Offices. The Foundation may also have offices at such other places, both within and without the State of Texas, as the Board of Directors (the "Board") may from time to time determine.

**ARTICLE II  
BOARD OF DIRECTORS**

2.1 General Powers. The affairs of the Foundation shall be managed by the Board. The Board may exercise all powers granted to the Foundation and perform all lawful acts required by the affairs of the Foundation, so long as the exercise of such powers and the performance of such acts are consistent with these Bylaws, the Articles of Incorporation of the Foundation, and the Texas Non-Profit Corporation Act.

2.2 Number. The number of Directors determined by the Board shall not be less than three nor greater than twenty-five. Directors need not be residents of Texas. The Superintendent for the Texas School for the Deaf shall serve as an Ex Officio member of the Foundation in a non-voting capacity.

2.3 Vacancies. A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Foundation, or upon removal of a Director. In the event of a vacancy on the Board, the remaining Directors shall, as soon as reasonably possible, by affirmative vote of a majority, although less than a quorum, fill such vacancy by selecting a new person to be Director. The process for selecting a new Director shall follow the procedures as set out in Paragraph 4.2 below.

2.4 Annual Meeting. The annual meeting of the Board shall be held at such time and place as shall from time to time be determined by the Board. At such meeting, annual reports shall be considered and acted upon, and such other business as shall properly come before the meeting shall be transacted.

2.5 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall from time to time be determined by the Board. Notice of each regular meeting shall be given to each Director. The meetings may be held either within or without the State of Texas and shall be held at the Foundation's registered office in Texas if the resolution does not specify the location of the meetings.

2.6 Special Meetings. Special meetings of the Board shall be held whenever called by the Secretary of the Foundation upon the direction of the Chair of the Board of the Foundation or in his or her absence by a Vice Chair or upon written request of any five Directors. It shall be the duty of the Secretary to give notice of such meetings as required in these Bylaws.

2.7 Quorum for Meetings. A majority of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board convened according to these Bylaws. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise provided by law, the Articles of Incorporation or these Bylaws. If a quorum is not present during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

2.8 Conference Meetings. The Board and any committee of the Foundation may hold a meeting by procedures in which all persons participating in the meeting can communicate with each other. The notice of a meeting by such a conference must state the fact that the meeting will be held by other than with all persons attending as well as all other matters required to be included in the notice. Participation of a person in such a meeting constitutes presence of that person at the meeting.

2.9 Notice. It shall be the duty of the Secretary to give notice of all regular and special meetings to the Directors. Notice of any annual, regular or special meeting of the Board shall be delivered, as provided herein, to each Director not less than five (5) nor more than thirty (30) days before the date of the meeting. Whenever under any provision of an applicable statute, the Articles of Incorporation or these Bylaws, notice is required to be given to a Director and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by either mail, postage prepaid, addressed to such Director at such address as appears on the books of the Foundation or by email. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be deposited in the United States mails as aforesaid or the email is sent. Notice to Directors may also be given by mobile and video calls.

2.10 Waiver of Notice. Notice of a meeting may be waived if, before or after the meeting, each of the Directors not present at the meeting signs a written waiver of notice or consent to the holding of such meeting, or in writing approves the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Any such waivers, consents or approvals may be in an electronic form such as email.

2.11 Attendance as Waiver. Attendance of a Director at a meeting shall constitute a

waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transactions of any business on the ground that the meeting is not lawfully called or convened.

2.12 Business to be Transacted. The business to be transacted at any annual, regular or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

2.13 Actions of Board. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the decision of the Board. For the purpose of determining the decision of the Board, a Director who is represented by proxy in a vote is considered present.

2.14 Action Without a Meeting. Any action required to be taken at a meeting of the Directors of the Foundation, or any action which may be taken at a meeting of the Directors of the Foundation or of any committee, may be taken without a meeting if notice is provided to all Directors and a consent in writing setting forth the action to be taken shall be signed by a quorum of the Directors entitled to vote on the matter. The signed consents, which may be in electronic form, shall be placed in the Foundation's minute book and kept with the Foundation's records.

2.15 Compensation. Directors, in their capacity as Directors, shall not receive any stated salaries or other compensation for their services, but may receive, by resolution of the Board, reimbursement for expenses of attending any educational meeting or program that the Board judges to be beneficial to the Foundation's efforts. No Director shall be precluded from serving the Foundation in any other capacity or receiving compensation therefor.

2.16 Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Foundation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Foundation or another person that were prepared or presented by a variety of persons, including officers and employees of the Foundation, professional advisors, or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Foundation or with respect to any property held or administered by the Foundation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

2.17 Proxies. A Director may vote by proxy executed in writing by the Director. A proxy may be in electronic form and a copy of the proxy shall be delivered to the Secretary or Executive Director to be kept with the Foundation's records.

2.18 Removal of Directors. The Board may vote to remove a Director at any time only

for good cause. For the purpose of these Bylaws, "good cause" for removal shall be deemed to exist if a Director willfully and materially breaches or habitually neglects his or her duties as a Director of the Foundation, is grossly negligent in carrying out his or her duties as a Director, engages in fraud on the Foundation, engages in any other act materially detrimental to the best interests of the Foundation, is convicted of a felony or fails to attend three (3) consecutive meetings of the Board. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in the Bylaws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda and the notice shall state the possible cause for removal. The Director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the Director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Foundation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Foundation and the Director. A Director may be removed by the affirmative vote of a majority of the Directors (other than the Directors in question) then serving at a special meeting of Directors.

### **ARTICLE III GENERAL OFFICERS**

3.1 Election, Term and Removal. The officers of the Foundation shall include a Chair, a Vice Chair, a Secretary, a Treasurer, an Investment Officer, a Parliamentarian and such other officers as may be determined and selected by the Board. Each officer's term shall be for two years. The officers of the Foundation shall be elected biennially by the Board at the meeting of the Board held in May on every even-numbered year. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. An officer may be elected to succeed himself or herself in the same office.

The officers shall hold office until their successors are elected at a meeting of the Board called for such purpose and such successors qualify, provided that any office will become vacant upon the death, resignation, removal or disqualification for any reason of the officeholder. Any officer elected or appointed by the Board may be removed by the Board at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create contract rights.

3.2 Attendance at Board Meetings. The Chair, and in his or her absence the Vice Chair, shall call meetings of the Board to order, and shall act as chairman of such meetings, and the Secretary of the Foundation shall act as Secretary of all such meetings; but in the absence of the Secretary, the Chair may appoint any person present to act as secretary of the meeting.

3.3 Duties. The principal duties of the several officers are as follows:

3.3.1 Chair. The Chair shall serve as the chair of the Board of the Foundation at all meetings of the Board. The Chair shall see that all orders and resolutions of the Board are carried into effect. The Chair may execute any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed. However, the Chair may not execute instruments on behalf of the Foundation if this power is expressly delegated to another officer or

agent of the Foundation by the Board, the Bylaws or statute. The Chair will also have general charge and supervision of the administration and management of the affairs and business of the Foundation.

3.3.2 Vice Chair. The Vice Chair shall discharge the duties of the Chair in the event of his or her absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board.

3.3.3 Secretary. The Secretary shall have charge of the records and correspondence of the Foundation under the direction of the Chair, shall be the custodian of the seal, if any, of the Foundation, shall give notice of and attend all meetings of the Board, shall take and keep true minutes of all meetings of the Board, and shall discharge such other duties as shall be assigned to him or her by the Chair or the Board. In case of the absence or disability of the Secretary, the Board may appoint an assistant Secretary to perform the duties of the Secretary during such absence or disability.

3.3.4 Treasurer. The Treasurer shall keep account of all money, credits and property of the Foundation which shall come into his or her hands and keep an accurate account of all money received and discharged. Except as otherwise ordered by the Board, the Treasurer shall have the custody of all the funds and securities of the Foundation and shall deposit the same in such banks or depositories as the Board shall designate. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Foundation, all of which books shall be open at all times to the inspection of the Board. The Treasurer shall also submit a report of the accounts and financial conditions of the Foundation at each annual meeting of the Board or when the Chair or Board so requires. The Treasurer shall, under the direction of the Board, disburse all money and sign all checks and other instruments drawn on or payable out of the funds of the Foundation. The Treasurer shall also make such transfers and alterations in the securities of the Foundation as may be ordered by the Board. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board.

3.3.5 Assistant Treasurer. In case of absence or disability of the Treasurer, the Assistant Treasurer, who shall be a signatory on the corporate bank account, shall perform the duties of the Treasurer during such absence or disability. The Assistant Treasurer need not be a Director.

3.3.6 Investment Officer. The Investment Officer shall manage and track the performance of invested assets in keeping with policies and investment guidelines as determined by the Board. The Investment Officer shall consistently analyze financial data and present financial reports in an accurate and timely manner; clearly communicate investment statements at all Board meetings; and keep the Board abreast of the status of the Foundation's investments. The Investment Officer shall perform all the duties which are incident to the office, subject to the Board, and shall perform such additional duties as may be prescribed from time to time by the Board.

3.3.7 Parliamentarian. The preceding Chair shall serve as the Parliamentarian.

3.4 Compensation. No compensation will be paid to any officer except an Executive Director who will not be considered to be an Officer and will not be a Board Member but will attend Board Meetings.

3.5 Other Officers and Agents. The Board may appoint other such officers and agents in addition to those provided for in Article III as may be deemed necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

#### **ARTICLE IV COMMITTEES**

4.1 Executive Committee. By resolution adopted by a majority of the Directors in office, the Board may designate up to eight (8) Directors to constitute an Executive Committee. The voting members of the Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, Treasurer, Investment Officer, Parliamentarian and two at-large Directors. To the extent provided in the resolution, the Executive Committee shall have and may exercise all the authority of the Board in the management of the Foundation, except that the Executive Committee shall have no authority to do any of the following: amend the Articles of Incorporation; adopt a plan of merger or consolidation; approve the sale, lease, exchange, mortgage or other disposition of all or substantially all of the property and assets of the Foundation, or a voluntary dissolution thereof; amend, alter or repeal any provision of these Bylaws; elect or repeal any resolution of the Board which, by its terms, provides that it shall not be amended, altered or repealed by the Executive Committee. The Board shall have power at any time to fill vacancies in, to change the size or membership of, and to discharge any such Executive Committee. The Executive Committee shall keep a written record of its proceedings and shall report to the entire Board at each regular meeting, and at such other times as may be requested by the Board.

4.2 Board Development Committee. The Board may designate up to five (5) Directors to constitute a Board Development Committee. The Board Development Committee shall oversee the recruitment and orientation of new Directors. The Committee will consult with the full Board about the qualities of background, experience, and temperament that are needed to fill vacancies on the Board. The Committee shall be responsible for vetting any potential Board member pursuant to the procedures prepared by the Committee and approved by the Board. The Committee will be responsible for submitting potential Directors to the Board for a vote. Election of Directors shall be by the vote of a majority of Directors at any meeting of the Board for which a quorum is present. The Committee shall also create, organize and carry out a Board approved orientation program for new members. The program will help new members to understand the Foundation's mission, history, core values, vision, goals, services, organizational structure (Board and staff), and finances.

4.3 Other Committees of Directors. By resolution adopted by a majority of the Directors in office, the Board may designate one or more committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Foundation. Such a committee shall include at least two or more Directors. If the Board delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or him/her by law.

4.4 Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility, or duties of the Board in the management of the Foundation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be Directors of the Foundation, the Chair of the Foundation shall appoint the members thereof, and any member thereof may be removed by the Chair.

4.5 Chair. Unless otherwise provided in the resolution of the Board designating a committee of Directors or advisory board or committee, one or more members of each Directors' committee or advisory board or committee shall be appointed chair, or co-chair, by the person or persons authorized to appoint the members thereof.

4.6 Term of Office and Vacancies. Vacancies in the membership of any committee of Directors or advisory board or committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Each member of a committee shall continue to serve on the committee until the next annual meeting of the Board and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns or is removed as a member. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

4.7 Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board designating a committee of Directors or advisory board or committee, a majority of the committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

4.8 Rules. Each committee of Directors or advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws, the Articles of Incorporation or with rules adopted by the Board.

4.9 Notice of Meetings. Written notice of a committee meeting shall be delivered to each member of a committee not less than five (5) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day and time of the meeting and the purpose or purposes for which the meeting is called. Such notice may be made by electronic means.

4.10 Proxies. A committee member may vote by proxy executed in writing in either

hard copy of by electronic means. Such proxy shall be valid for only the designating meeting.

4.11 Compensation. Committee members shall not receive salaries for their services. The Board may adopt a resolution providing for reimbursement for expenses of attending or any educational meeting or program that the Board judges to be beneficial to the Foundation's efforts.

## **ARTICLE V TRANSACTIONS OF THE FOUNDATION**

5.1 Contracts. The Board may authorize any officer or officers, or agent or agents, of the Foundation, 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 the Foundation, and such authority may be general or confined to specific instances.

5.2 Checks, Drafts or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, or agent or agents of the Foundation and in such a 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 the Treasurer and countersigned by the Chair of the Foundation, except where the amount of the instrument is less than \$1,000.00 in which case the signature of either the Chair or the Treasurer shall be sufficient.

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

5.4 Investments. The Foundation shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to Directors by law or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Foundation if such action would result in denial or revocation of the Foundation's exemption from federal income taxation under the Internal Revenue Code and its regulations.

5.5 Gifts. The Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation. The Board may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law and any requirements for maintaining the Foundation's federal and state tax status.

5.6 Prohibited Acts. As long as the Foundation is in existence, and except with the prior approval of the Board, no Director, officer or committee member of the Foundation shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Foundation.

- (b) Do any act with the intention of harming the Foundation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Foundation.
- (d) Receive an improper personal benefit from the operation of the Foundation.
- (e) Use the assets of this Foundation, directly or indirectly, for any purpose other than carrying on the business of this Foundation.
- (f) Wrongfully transfer or dispose of Foundation property, including intangible property such as good will.
- (g) Use the name of the Foundations (or any substantially similar name) or any trademark or trade name adopted by the Foundation, except on behalf of the Foundation in ordinary course of the Foundation's business.

## **ARTICLE VI BOOKS AND RECORDS**

6.1 Required Books and Records. The Foundation shall keep correct and complete books and records of account. The Foundation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation and any Articles of Amendment, Restated Articles, Articles of Merger, Articles or Consolidation and Statement of Change of Registered Office or Registered Agent.
- (b) A copy of the Bylaws and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Board and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the Directors, officers and any committee members of the Foundation.
- (e) A financial statement showing the assets, liabilities and net worth of the Foundation at the end of the most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Foundation

for the most recent fiscal years.

- (g) All rulings, letters and other documents relating to the Foundation's federal, state and local tax status.
- (h) The Foundation's federal, state and local information or income tax returns for each of the Foundation's most recent tax years.

6.2 Inspection and Copying. Any Director, officer or committee member of the Foundation may inspect and receive copies of all books and records of the Foundation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Foundation and if the person submits a request in writing. Any person entitled to inspect and copy the Foundation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Foundation's books and records may do so at a reasonable time no later than thirty (30) working days after the Foundation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Foundation's books and records. The fees may cover the cost of materials and labor, but may not exceed double the prevailing per page charge. The Foundation shall provide requested copies of books or records no later than thirty (30) working days after the Foundation's receipt of a proper written request.

## **ARTICLE VII AMENDMENT OR REPEAL**

These Bylaws may be amended, altered or repealed by a vote of two-thirds (2/3) of the Directors of the Corporation.

## **ARTICLE VIII INDEMNIFICATION OF DIRECTOR AND OFFICERS**

Directors and officers of the Foundation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to the Foundation or to another organization or enterprise at the Foundation's request. Persons who are not Directors or officers of the Foundation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board. The Foundation may at any time, to the extent authorized by the Board, take such steps as may be deemed appropriate by the Foundation, including purchasing and maintaining insurance, entering into contracts (including, without limitation, contracts of indemnification between the Foundation and its Directors and officers), creating a trust fund, granting security interests or using other means to insure the payment of such amount as may be necessary to effect such indemnification. Neither the amendment nor repeal of this Article VIII shall affect any right of protection of a person with respect to any act or omission occurring prior to the time of such repeal or modification. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which a Director or officer

or former Director or officer may be entitled under any bylaw, agreement, insurance policy or otherwise.

## **ARTICLE IX MISCELLANEOUS**

9.1 Fiscal Year. The fiscal year of the Foundation shall be fixed by the Board.

9.2 Invalid Provisions. If any part of these Bylaws is held invalid or inoperative for any reason the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

9.3 Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the incorporation of these Bylaws.

9.4 Gender. Whenever the context requires, all words in these Bylaws in the male gender shall be deemed to include the female gender, all singular words shall include the plural, and all plural words shall include the singular.

9.5 Legal Authorities. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

9.6 Power of Attorney. A person may execute any instrument related to the Foundation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Foundation to be kept with the Foundation records.

9.7 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees and agents of the Foundation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

THE UNDERSIGNED HEREBY CERTIFY that the foregoing are the Bylaws of said  
Foundation:

\_\_\_\_\_  
Amber D. Farrelly

Date: \_\_\_\_\_

\_\_\_\_\_  
Michael D. Moody

Date: \_\_\_\_\_

\_\_\_\_\_  
William B. Huber

Date: \_\_\_\_\_

\_\_\_\_\_  
Brad Hermes

Date: \_\_\_\_\_

\_\_\_\_\_  
Jack Busenbark

Date: \_\_\_\_\_

\_\_\_\_\_  
Hal Caldcleugh

Date: \_\_\_\_\_

\_\_\_\_\_  
Danny Lacey

Date: \_\_\_\_\_