

BY-LAWS
BIG FOOT HIGH SCHOOL EDUCATIONAL FOUNDATION, INC.

Article I
Board of Directors

Section 1.01 The board of Directors shall consist of five (5) members, comprised of the following:

- A. The Administration of the Big Foot High School District.
- B. One member who shall be a member of the Big Foot High School Board of Education and shall be designated by the Director of said Board of Education.
- C. A member who shall be designated from among the faculty of the Big Foot High School by the Big Foot Educators.
- D. Two members who shall maintain their principal residences within the Big Foot High School District.

Section 1.02 The Administrator of the Big Foot High School District shall serve continuously as a director so long as he remains the Administrator of said District.

The directors designated from among the Big Foot High School board of Education and the faculty of Big Foot High School shall serve for three-year terms, except that their initial term shall expire the third Monday of September, 1977, and the third Monday of September, 1976, respectively. No such director may serve for more than six consecutive years.

The remaining two directors shall each serve for three-year terms, except that the term of one of the initial two directors shall serve until the third Monday in September, 1976, one shall serve until the third Monday of September, 1977, as determined by the Board of Directors at its organizational meeting. . It is recommended that no such director shall serve for more than two consecutive terms.

Section 1.03 The directors shall receive no compensation but may be reimbursed for all ordinary and necessary expenses they incur in carrying out their duties.

Section 1.04 The annual meeting of the Board of Directors shall be held on the third Monday of September of each year at such time and place as shall be designated in the notice of the meeting by the President or Secretary in the manner specified in Section 1.05.

Section 1.05 Special meeting of the Board of Directors may be called by the President or Secretary or upon the request of any two (2) directors. Notice of special meetings shall be given to directors by the President or Secretary in writing delivered at least seventy-two (72) hours before such meeting, which notice shall specify the time and place of the meeting; provided, however, a director may waive notice of any meeting, either in advance of, during, or subsequent to such meeting.

Section 1.06 A majority of the Board of Directors shall constitute a quorum at any regular or special meeting.

Section 1.07 The President, or the Board of Directors, by resolution adopted by a majority of the Directors present, may from time to time designate committees within the Board of Directors. Each such committee shall function as directed by the President or by the resolution establishing the committee and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Section 1.08 At the annual meeting, the Board of Directors shall elect directors to fill the vacancies created by the expiration of the terms of directors (other than the Administrator, the Board of Education member, and the faculty member). Vacancies created by death or resignation shall likewise be filled for the unexpired term by election at an annual meeting or special meeting.

ARTICLE II

Officers

Section 2.01 The principal officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The officers shall be elected annually by the Board of Directors at its annual meeting from among the directors. The offices of Secretary and Treasurer may be held by the same person.

Section 2.02 The officers shall hold office for one year and until their respective successors are elected. The term of office of any officer shall be terminated by his death or resignation and his term of office may be terminated by a vote of a majority of all of the members of the Board of Directors, whenever, in their judgment, the best interests of the corporation will be served thereby.

Section 2.03 A vacancy in the office may be filled until the next scheduled annual election by the vote of a majority of the Directors present at a meeting of the Board of Directors.

Section 2.04 The principal duties of the officers shall be as follows:

- A. The president shall preside at all meetings of the Board of Directors and generally perform all duties usually incumbent upon such office
- B. The Vice President shall perform the duties of the president in case of the latter's absence or disability.
- C. The Secretary shall have the custody of the minute books and the seal of the corporation, keep a record of all meetings of the Board of Directors, send out any required notices of meetings of the Board, sign or countersign all deeds, leases, conveyances, and all other documents of the corporation; act as the secretary for the Board of Directors, and perform such other duties as usually devolve upon such office.
- D. The treasurer shall have custody of all moneys, securities, and valuable papers of the corporation; collect and disburse all funds and keep the accounts thereof, and make reports from time to time as required and instructed by the Board of Directors, and perform such other duties as usually devolve upon such office. The treasurer shall be bonded in the amount and at the time that the Board of Directors deems it necessary.

Section 2.05 The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers to act with or for the Secretary or Treasurer respectively.

Section 2.06 All officers shall serve under the supervision and direction of the Board of Directors and shall perform any and all additional duties as may be directed by the Board.

ARTICLE III

Execution of Instruments

Section 3.01 All checks, drafts, and orders for payment of money shall be signed in the name of the corporation and shall be signed and countersigned by such officer or officers as the Board of Directors shall from time to time designate for that purpose.

Section 3.02 When the execution of any contract or other instrument has been authorized, the President or Vice President, together with the Secretary or the Treasurer, may execute the same in the name and in behalf of the corporation.

ARTICLE IV

Fiscal Year: Seal

Section 4.01 The fiscal year of this corporation shall begin on July 1 and end on June 30 in each year.

Section 4.02 The corporate seal of this corporation shall have inscribed thereon words, "Big Foot High School Educational Foundation, Inc."

ARTICLE V

Amendment

Section 5.01 These By-Laws may be amended at any meeting of the Board of Directors by affirmative vote of at least three-fifths of the Directors then in office, provided that notice of the nature of such proposed amendment has been given to all Directors at least 72 hours prior to the vote.

Thereupon, the following are to be the charter officers of the Big Foot High School Educational Foundation, Inc:

President - Mrs. Clara Cohn

Secretary - Mr. Merlin A. Romenesko

Vice President - Mr. John Glass

Treasurer - Mr. Merlin A. Romenesko

AMENDMENT (Approved October 16, 2012): Increase Board of Directors to SEVEN (7) members.