BYLAWS OF THE METRO TECHNOLOGY CENTERS FOUNDATION, INC.

Adopted 10-29-2008, Revised 12-09-2010, Revised 12-11-12, Revised 2-12-2016, Revised 11-13-2018, Revised 7-24-2023
Includes all amendments as of this date

ARTICLE 1: Corporate Name and Principle Place of Business

1. Corporate Name: The name of this Corporation shall be Metro Technology Centers Foundation, Inc.

2. Principal Place of Business: The street address of the principal office of this Corporation shall be 1900 Springlake Drive, Oklahoma City, Oklahoma 73111-5240.

Such principal office shall be the only principal office of the Corporation, but the Corporation may maintain offices in more than one location.

3. Definitions: As used in these bylaws the following definitions shall be applicable:

A The term "Corporation" shall mean Metro Technology Centers Foundation, Inc.

B. The term "State" shall mean the State of Oklahoma.

ARTICLE II: Seal

1. Seal: The seal of the Corporation shall have inscribed in the center and on the margin thereof:

Metro Technology Centers Foundation, Inc.
Corporate Seal

ARTICLE III: Registered Office and Registered Agent

1. Registered Office: The Corporation shall maintain a registered office in the State, and the same must be at its principal place of business as provided in Article 1, Section 2, of these bylaws.

2. Registered Agent: The Corporation shall have and continuously maintain in the State a registered agent on whom service of summons may be had and whose business address is identical with the registered office of the Corporation. Board of Trustees shall have authority to appoint or change, at its discretion, the registered agent of this corporation.

ARTICLE IV: Purpose of Corporation

1. Purpose: The purpose of this Corporation is to secure funds for the purpose of enhancing and improving facilities and programs at Metro Technology Centers School District No. 22, undertaking any project considered to be in the best interests and welfare of Metro Technology Centers School District No. 22, or its students; and to provide

financial assistance to its students and awarding scholarship grants to needy and deserving students of Metro Technology Centers School District No. 22.

The Corporation is further authorized to acquire such property, real and personal, by purchase, devise, gift or other lawful means, as may be necessary for carrying out the general purposes above declared, and the right to hold such property that may be reasonably necessary to its business objectives; and to borrow money and pledge the property of the Corporation to secure the repayment thereof; and to sell or exchange property in order to promote or accomplish the objectives for which said Corporation is organized; for any other lawful purpose authorized for an educational, nonprofit corporation by the laws of the State of Oklahoma; and generally to do all other things which may be necessary or incidental to the purposes above stated.

ARTICLE V: Corporation Membership

1. Membership: Members of the Corporation shall be the individual members of the Board of Trustees. No trustee, as such, shall ever receive any distribution of assets from the Corporation, directly or indirectly, by way of dividends, liquidation, or otherwise; however, proper expenses may be paid.

ARTICLE VI: Board of Trustees

1. The management and administration of the Corporation shall be vested in a Board of Trustees not to exceed fifteen (15) voting members to be elected as set forth in Article VII, Section 1. The number of trustees may be varied by amendment of the bylaws.

2. The members shall be elected by the Board to serve a maximum of two (2), three (3) year terms. Members may be reelected after a one (1) year layoff. Members may elect to serve on the Advisory Board during the one (1) year layoff but shall not have a vote during this time. Members serving on Advisory are not promised a return to Foundation Board membership, but must be approved by the Board for renewed Board membership.

3. Ex officio members shall include the President of the Board of Education of Metro Technology Centers School District No. 22, or his/her designee and the Superintendent of Metro Technology Centers.

4. Vacancies shall be filled as provided for in Article VII, Section 2

5. Any trustee may resign at any time by giving written notice of such resignation to the Chairman of the Board of Trustees.

6. Elections shall be held as provided in Article VII, Section 1 each year and members shall be seated on January 1 of that year. Members serving on the Board at each regular election shall continue to serve until their successor has been elected and seated or until that sitting member resigns.

ARTICLE VII: Membership on the Board of Trustees

1. Election: A nominating committee consisting of at least three (3) members shall be appointed by the Chairman of the Board each year prior to December 30. The committee shall prepare a slate of nominees eligible for election to the Board of Trustees equal in number to the number of trustees to be appointed. The slate shall be presented at a regularly scheduled meeting designated for that purpose by the Chairman of the Board, which shall be held prior to December 30 of each year. Further nominations for trustees will be received from the floor, with the election of the new trustees to take place at that meeting.

2. Vacancy on Board of Trustees: A vacancy shall exist on the Board of Trustees upon a trustee submitting his/her resignation to the Chairman of the Board. A vacancy occurring in the Board of Trustees shall be filled by a person elected by the remaining members of the Board by majority vote of the members present at the meeting where said election takes place. The election shall be by nomination from the floor, with the vote of a majority of the remaining members of the Board who are present being required for election.

3. Removal from Board of Trustees: Any member or officer of the Board may be removed from membership or from office by the affirmative vote of two-thirds (2/3) of the full membership at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purpose. Any such member or officer proposed to be removed shall be entitled to at least five (5) days' notice in writing, by mail, of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

4. Employees of the District: Employees of Metro Technology Centers may be members of the Foundation's Advisory Board, but shall not have a vote.

5. Board of Education Membership: Members of the Metro Technology Centers Board of Education may serve on this Foundation's Board as approved by both the Metro Technology Centers Board of Education and the Foundation Board, but shall never constitute a majority of the members of the Board of Trustees of the Foundation.

ARTICLE VIII: Meetings of Board of Trustees

1. Quorum: One-third (1/3) or not less than five (5) of the total number of trustees shall constitute a quorum for the transaction of business, but less than a quorum may adjourn from time-to-time and from place-to-place. The acts of a majority of the trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees.

2. Regular Meetings: Regular meetings of the Board of Trustees may be held at such time and at such place as a majority of the members of the Board may from time- to-time decide

3. Annual Meeting: Prior to January 1 of each year, the Board shall meet for the purpose of electing officers and new trustees, and the transaction of other business.

4. Meeting Notice: Notice of the time and place of the meeting and resignation received, if any, shall be given by the Secretary/Treasurer to all trustees not less than seven (7) days prior to the date designated for the meeting.

5. Special Meetings: Special meetings of the Board of Trustees may be called at any time upon a minimum of three (3) days written notice in the manner herein provided by the Chairman of the Board or any three (3) members of the Board. Any trustee may, in writing, either before or after any meeting, waive notice thereof; and without notice, any trustee by attendance at, and participation in, any action taken at any meeting, shall be deemed to have waived such notice. Any action which might be taken at a meeting of the Board of Trustees may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all members of the Board.

ARTICLE IX: Duties of the Board of Trustees

1. Duties: The duties of the Board of Trustees are to act in the best interest of the Foundation and shall be:

A. To manage the affairs of the Corporation by adopting such policies and procedures as are consistent with the bylaws.

B. To make proper arrangements for the custody and distribution of funds.

C. To arrange for appropriate accounting and reporting of funds received and disbursed.

D. To employ such personnel as may be deemed necessary to carry out. the purposes of the Corporation.

2. Compliance with the law: The Board of Trustees shall use good faith attention to assure that the following conditions are adhered to at all times:

A. This Foundation shall, at all times, maintain its federal tax exemption under 26 U.S.C. 501(c)(3).

ARTICLE X: Officers

1. Offices: The Officers of the Corporation shall consist of a Chairman of the Board, Vice Chair, and Secretary/Treasurer. Any or all of the foregoing shall be chosen from among the trustees.

2. Election to Office: The Chairman of the Board, Vice Chair, and Secretary/Treasurer of the Corporation shall be elected by the Board of Trustees at the Annual Meeting, held for that purpose prior to December of each year.

3. Duties of Officers: The duties of the officers shall be:

A. **The Chairman of the Board** shall preside at all meetings of the Board of Trustees, shall appoint or arrange for appointment of necessary and carry out such other duties usually associated with such an office.

B. **The Vice Chair** shall assist the Chairmen of the Board in the discharge of his/her duties and responsibilities by performing such duties as are assigned by the Chairman of the Board.

C. **The Secretary/Treasurer** or whomever manages Foundation funds shall give bond in such sum and with such surety s the trustees may require, conditioned upon the faithful performance of the duty of his/her office.

D. **The Executive Director** will have charge of the property, books, accounts, and shall be responsible for the management, fundraising, and administration of the Corporation. The Executive Director shall report to the Officers. Collaboration between the Corporation and Metro Technology Centers will be enhanced by communication between the Executive Director and the Superintendent and/or liaison(s) designated by Metro Technology Centers.

ARTICLE XII: **Miscellaneous**

1. Pecuniary Gain: This Corporation does not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Trustees, Officers or other private persons, except that the Corporation 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 IV hereof. No substantial part of the activities of the Corporation shall be the carrying on or distribution of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

A. By corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code); or,

B. By a corporation, contributions to which are deductible under (or the corresponding provision of any future United States Internal Revenue Code).

2. Saving Clause: This corporation shall indemnify and hold harmless each and every member of the Board of Trustees from any and all judgments, claims, actions or causes of action or expenses incurred in defending any action or causes of action brought against the individual members of the Board of Trustees by reason of action taken by this Board of Trustees.

3. Dissolution of Corporation: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall, at the time, qualify as an exempt organization(s) under Section 501(c)(3) of the

Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law), as the Board of Trustees shall determine in accordance with the Articles of Incorporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in and for the county and state in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

4. Members' Expenses: Members shall not receive any stated salary for their services as such but, by resolution of the Board of Trustees, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting. The Board of Trustees shall have power, at its discretion, to contract for and to pay to members rendering unusual or special services to the Corporation, special compensation appropriate to the value of such services. Provided, that no ex-officio member and/or employee of the school district shall ever be compensated for services. Provided further, no elected official of state or local government shall ever be compensated for any reason.

5. Members' Actions: The Trustees or Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation. Each Officer and Board of Trustee is required to abide by the Conflict of Interest Policy and agrees to sign the Conflict of Interest Disclosure Statement.

6. Fiscal Year: The fiscal year of the Corporation shall commence on the 1st day of January and end on the 30th day of December each successive calendar year.

Metro Tech Foundation
1900 Springlake Drive • Oklahoma City, Oklahoma 73111-5238 • 405.595.4415 • www.metrotech.edu/foundation

ARTICLE XIII: **Amendments**

1. These bylaws may be altered, amended or repealed, but only to the extent not contrary to the purpose of this Corporation as stated in its Article of Incorporation. Amended bylaws require affirmative vote by a majority of the trustees in attendance, provided that the proposed amendments have been presented to the Board of Trustees at a regular or special meeting preceding said vote or have been contained in a notice of the meeting at which said vote occurs.

The Board of Trustees at the regular meeting of the Metro Technology Centers Foundation Inc, held on August 15, 2023 approved the foregoing amended bylaws.

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Chairman, Board of Trustees
Metro Technology Centers Foundation, Inc.

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Secretary/Treasurer, Board of Trustees
Metro Technology Centers Foundation, Inc.