



Bylaws for A+ Academic Resources

ARTICLE I NAME and PURPOSE

Section 1.01 Organization Name and Statement of Purpose. The organization's name as set forth in the organization's Articles of Incorporation (AOIs) is A+ Academic Resources. The organization is organized and operated exclusively for charitable causes including the provision of educational resources to Texas kids, as set forth in the AOIs.

ARTICLE II PRINCIPAL OFFICE

Section 2.01 Principal Office Location. The principal office of A+ Academic Resources shall be located in the state of Texas at a street address designated by the organization's Board of Directors (hereinafter called the "Board").

ARTICLE III BOARD OF DIRECTORS

Section 3.01 Board Power. The Board shall manage the business and affairs of A+ Academic Resources. The Board shall appoint a chief executive officer (CEO) to operate the organization under direct supervision of the Board. The CEO shall function at the will and pleasure of the Board.

Section 3.02 Organization Members. The members of the Board of A+ Academic Resources (hereinafter "Directors") shall be members of the organization but not members of the Staff.

Section 3.03 Board Class. There shall be only one class of directors.

Section 3.04 Board Composition. The Board shall be composed of a diverse mix of

persons from various races and ethnicities with a wide range of educational backgrounds and nonprofit sector expertise.

Section 3.05 Number of Directors. The number of directors serving on the Board shall not be fewer than three (3) nor more than twenty-five (25). The Board shall use the bylaws to amend the number of directors who serve on the Board. Three-fifths (3/5) of the Board may amend the number of directors stated in these bylaws if a decrease in directors shall not affect any current Director's term.

Section 3.06 Election and Terms of Directors. Directors shall be eligible for election to a second three-year term following the first term. However, after serving two (2) consecutive three-year terms, a Director shall not be eligible to serve another three-year term for a period of two (2) years. Thereafter, such director shall be eligible to serve another three-year term. The initial Board shall be designated by the incorporators. Incoming directors shall be elected by existing directors on the 2nd Wednesday of March during election year. Each three-year term shall begin thereafter and end on the last day of March of the ensuing election year.

Section 3.07 Director Positions and Vacancies. An increase in director positions and vacancies occurring on the Board for any reason, may be filled by vote of the directors at any annual or special Board meeting. A Director elected to fill a vacancy shall remain in office for the remainder of the term of the previous Director. Thereafter, such director shall be eligible for election to serve a three-year term.

ARTICLE IV **BOARD OFFICERS**

Section 4.01 Board Officers. The officers shall consist of a president, a vice-president, a secretary, and a treasurer. As the Board deems necessary, it may appoint such additional vice presidents, assistant secretaries or assistant treasurers. At the first Board meeting following the annual A+ Academic Resources' meeting, the Board shall elect officers from its current directors. The Board and any director shall fill office vacancies.

Section 4.02 Officer Terms. Officers shall serve a term of three (3) years, until their replacements are vetted and elected by the Board. Officers shall not serve more than two (2) consecutive terms in the same office.

Section 4.03 Officer Authority and Duties. Officers shall have the authority and responsibility charged by the Board as follows:

(a) The President shall chair all Board and Executive Committee meetings. The President may sign all contracts and agreements in the organization's name after they have been approved by the Board. The President shall be the official spokesperson of the Board and shall serve as A+ Academic Resources' representative in discussions and meetings with external agencies and organizations. The President shall perform the full duties which normally fall under the function of this office, or which the Board assigns to this office.

(b) The Vice-President shall act in the capacity of President if the President is not present or not able to carry out the duties of the office of the president. The Vice-President shall perform any tasks that the Board deems appropriate and shall assist the President with the performance of duties if requested by the President.

(c) The Secretary shall be the custodian of all records of the Board. The Secretary shall keep accurate and complete records and minutes of Board meetings and disseminate minutes of the previous meeting in advance of each meeting. The Secretary shall deliver meeting notices to eligible voters at such meetings. The Secretary shall maintain the biographical data of directors and a current listing of A+ Academic Resources' directors with contact information and home addresses in the principal office of the organization.

(d) The Treasurer shall perform duties in a fiscally responsible manner with an emphasis on effective and efficient management of financial resources. The Treasurer shall provide financial information that enables the Board to track A+ Academic Resources' financial resources and make informed decisions regarding financial resources. The Treasurer shall brief the Board on all important financial matters that require the Board's attention and action. The Treasurer shall ensure that the Board

hires a qualified independent auditor each year to examine the organization's financial statements. The Treasurer shall serve on the Finance and Audit Committee and may serve as the Finance and Audit Committee Chair.

(e) The Board may appoint other officers to perform such duties as may be specified by the Board.

Section 4.04 Director Removal. Unless stated by federal or Texas law, any director may be terminated with or without grounds for doing so by a three-fifths (3/5) majority vote by the Board.

Section 4.05 Director Resignation. Upon providing written notice to the organization, any director may resign on any date and time. Such resignation shall become effective on the day and time specified in the written notice and such resignation shall not require Board approval to make such resignation effective. Two consecutive absences from Board Meetings without any excuse shall constitute voluntary resignation from the Board.

Section 4.06 Board Eligibility. A+ Academic Resources' employees and family members of employees of the organization shall not be eligible to serve on the Board.

Section 4.07 Board Quorum. Three-fifths (3/5) of the Board shall compose a quorum for a transaction and the majority of the directors present at the meeting shall decide the action of the Board.

ARTICLE V **BOARD MEETINGS**

Section 5.01 Board Meetings. The Board shall hold an annual meeting each year. The Board may hold monthly or quarterly regular meetings and special meetings on days and times as deemed necessary by the Board or requested by the President of A+ Academic Resources, the Chairman of the Board, or three-fifths (3/5) of the directors. The Board shall provide written notices for meetings and shall not give less than ten (10) nor more than fifty (50) days of notice prior to a meeting.

Section 5.02 Other Meetings; Telephone Conferences; and Electronic Voting. Any actions that require a Board meeting may be taken by a written consent signed by three-fifths (3/5) of the Board. The Board may conduct a meeting by a telephone conference if all meeting participants are able to simultaneously hear one another. Directors may vote by email or fax for director and officer elections.

Section 5.03 Executive Session or Closed Door Meetings. A simple majority vote shall determine the convening of an executive session. Entry to an executive session is open only to voting members. Only decisions reached in executive sessions shall be included in minutes of the Board meetings as well as the decision to go into a closed door meeting. Deliberations in executive sessions shall be kept in confidence.

ARTICLE VI **BOARD COMMITTEES**

Key Committees and other Committees. The Board may appoint a Personnel Committee, Education Committee, Finance and Audit Committee, Investment Committee, Research Committee, Executive Committee and such other committees as the Board may deem beneficial in carrying out A+ Academic Resources' purposes. The Board shall appoint an Ethics Committee. Such committees shall be composed of three (3) or more directors who shall serve at the discretion of the Board and may act on behalf of the Board to the extent permitted by federal and Texas laws.

ARTICLE VII **OFFICERS, AGENTS AND EMPLOYEES**

Section 7.01 Officers. The Board shall elect officers for the positions of Chairman of the Board, President, Secretary and Treasurer. The Board may elect other qualified people for officer positions as the Board deems necessary to the organization's activities. Excluding the offices of President and Vice-President, the same officer may hold multiple offices. Each officer shall be elected at the annual Board meeting and shall remain in office until a qualified replacement has been elected by the Board. Any officer may resign on any day and time by proving a written notice to A+ Academic Resources. The

Board may terminate any officer. Based on Board authority, all officers shall perform duties as the Board deems appropriate for their respective offices.

Section 7.02 Agents and Employees. The Board may appoint agents and employees and assign such personnel authority to carry out duties per Board direction. The Board may terminate any employee or agent on any day and time with or without grounds for doing so.

ARTICLE VIII **ETHICS POLICY**

Ethics Policy. The Board shall adopt an Ethics Policy that covers A+ Academic Resources' Board, staff members and volunteers. The Ethics Policy shall contain a reasonable and legal Code of Ethics that provides guidelines for appropriate and acceptable conduct and the policy shall describe situations and behaviors that raise ethical concerns. All members of A+ Academic Resources shall read and sign the Ethics Policy to affirm that they understand and agree to comply with the policy. Ethics training shall be provided during member orientation training and yearly ethics refresher training shall be conducted to ensure all members are well-informed about the organization's ethical standards. The Ethics Committee shall conduct ethics training, investigate complaints and report ethics violations to management for resolution.

The Ethics Policy shall include the following ethics-centric policies:

- (a) Whistleblower Policy. The Board shall adopt a Whistleblower Policy to encourage A+ Academic Resources' members to speak up against wrongdoing. The Whistleblower Policy shall contain anti-discrimination provisions to protect whistleblowers from reprisals for revealing suspected fraudulent activities and reporting people who are engaging in wrongdoing. The policy shall protect organization whistleblowers against any form of harassment.
- (b) Conflict of Interest Policy. The Board shall adopt a Conflict of Interest Policy that covers A+ Academic Resources' Board, staff members and volunteers. The policy shall provide guidelines for appropriate and acceptable conduct and the policy shall describe situations and

behaviors that raise conflict of interest concerns; involved parties shall be subject to internal probes and subsequent disciplinary actions where necessary.

- (c) Non-Discrimination Policy. The organization shall not discriminate against any person or group based on race, color, age, sex, national origin, ethnicity, gender identity, sexual orientation, disability, or political or religious beliefs or activities.

ARTICLE IX **MISCELLANEOUS**

Section 11.01 Organization Logo. A+ Academic Resources' logo, the A+ Logo, shall be placed on all the organization's administrative policies, books, pamphlets, advertisements, letterheads, awards, certificates, apparels, vehicles and buildings.

Section 11.02 Fiscal Year. A+ Academic Resources' fiscal year shall start on Jan 1 and end on December 31, or such other timeframe as may be determined by the Board.

Section 11.03 Checks, Notes, and Contracts. The Board shall decide who is authorized to sign checks or other payment methods in line with the organization's fiscal policies. The President or Vice President of the Board or any other director authorized by the Board shall sign all notes and contracts.

Section 11.04 Records and Books. A+ Academic Resources shall maintain at its principal office accurate and complete records and books that account for the organization's activities and committees, Board meetings and decisions, and a current listing of A+ Academic Resources' officers and directors. Biographical data and contact information of Board Members shall be accessible to the general public through the organization's website and upon request. A+ Academic Resources shall also maintain and make public copies of its AOIs, bylaws and policies. The organization shall provide to the public its Internal Revenue Service (IRS) Form 1023, its IRS Determination Letter, and its most recently filed IRS Form 990. These records shall be uploaded and available on the A+ Academic Resources' website for public access, and upon request. Upon written request, all organizational books and records may be inspected within three (3) business days of the written request.

Section 11.05 Document Protection. According to the Sarbanes-Oxley Act of 2002, documents shall not be altered, destroyed, mutilated, concealed or falsified with the intent to obstruct, impede or influence a legal investigation. Audit and review papers shall be maintained for a period of five (5) years.

Section 11.06 Operating Policies and Procedures. The Board shall establish operating policies and procedures to supplement A+ Academic Resources' bylaws.

Section 11.07 Indemnification and Insurance. The organization shall indemnify its officers and directors to the maximum extent allowed by federal and Texas law including the payment of related legal expenses and liabilities, judgments, penalties, fines, settlements and reasonable expenses incurred by such officers and directors. The Board shall secure insurance coverage such as general liability and directors and officers liability insurance as the Board deems appropriate for A+ Academic Resources' activities.

Section 11.08 Exoneration. A+ Academic Resources shall not hold any officer or director personally liable to the organization for monetary damages to the maximum extent allowed by federal or Texas law. If a Board member engages in intentional misconduct, the Board member shall not receive an automatic exoneration. Amendments to A+ Academic Resources' AOs or repeals of any of its provisions shall not terminate the benefits provided to officers and directors under the organization's exoneration provision. This provision shall be applicable to actions, suits, claims or proceedings made or commenced after the adoption of the provision, whether resulting from acts happening before or after adoption of this provision.

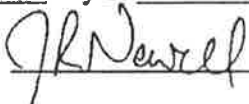
Section 11.09 Compensation. A+ Academic Resources' directors and officers shall provide their services to the organization without compensation. Directors and officers may be reimbursed for reasonable expenses incurred on behalf of the organization.

Section 11.10 Awards Program. A+ Academic Resources shall have an Awards Program that recognizes the organization's staff and volunteers for their dedicated service and outstanding contributions. The Awards Program shall consist of quarterly and yearly awards. The awards shall not be monetary awards. The awards may be in certificate, plaque or other form approved by the Board.


Section 11.11 Amendment of AOIs and Bylaws. A+ Academic Resources' AOIs and bylaws may be adopted, amended or repealed completely or partially by a three-fifths (3/5) majority vote of the Board. Any proposed amendment shall be submitted to the directors in writing at least five (5) days prior to the Board meeting date.

Section 11.12 Dissolution. A+ Academic Resources may be dissolved by a three-fifths (3/5) majority vote of the current directors if a written notice of the proposed dissolution and meeting date has been submitted to the Board at least twenty (20) days prior to the meeting date. Upon dissolution, the Board shall dispose of all of the organization's net assets exclusively to charitable or educational 501 (c)(3) nonprofit organizations in Texas. The remaining assets shall be disposed of by the Court in the jurisdiction in which the organization's principal office is located, exclusively for such purposes or to such organizations.

Adopted by the Board this 30 day of November 2017

President Jonathan R. Newell  Dated 30 November 2017

I, the undersigned, being Secretary (Executive Assistant) of the Foundation, hereby certify that the above is a true, complete and accurate copy of the bylaws adopted by the Board.

Secretary Fatoumata F. Bility  Dated 30 November 2017

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