

**BYLAWS OF
HATTIESBURG PUBLIC SCHOOL DISTRICT FOUNDATION, INC.
A NON-PROFIT MISSISSIPPI CORPORATION**

ARTICLE I

Name

The name of this corporation is the Hattiesburg Public School District Foundation, Incorporated. The corporation is a Mississippi non-profit organization.

ARTICLE II

Location

Section 1 The office of the corporation shall be located within the City of Hattiesburg, County of Forrest.

Section 2 The office of the corporation shall not be located on property that is owned or leased by the Hattiesburg Public School District.

ARTICLE III

Purpose

Section 1 The corporation is formed to receive grants, donations and gifts of real or personal property or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the funds exclusively for educational purposes. The primary purpose of the corporation is to enhance the quality of education in the Hattiesburg Public School District by providing private funding for enrichment programs and offerings in the Hattiesburg Public School District, to assist in initiating programs that demonstrate innovative and effective ways to meet student needs and increase motivation to learn, and to reward and recognize excellence among certified staff and students.

Section 2 The assets of the corporation shall be dedicated exclusively to the purpose stated in Article III, Section 1, above. The corporation shall not engage in business activities for profit and no part of any net earnings of the corporation shall benefit any director, officer, or employee of the corporation, or private individual, save and except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.

Section 3 The corporation shall not conduct or engage in any activities not permitted by a tax-exempt organization under Section 501(c)(3) of the United States Internal Revenue Code and its implementing regulations as they now exist or as they may be hereafter amended.

ARTICLE IV

Board of Directors

Section 1 All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors.

Section 2 (a) The initial number of directors of the corporation shall be nine (9). The number of directors of the corporation shall be increased to twelve (12) effective July 1, 2014, and shall be further increased to fifteen (15) effective July 1, 2015. With the exception of the initial board of directors, each director shall serve a term of three (3) years.

(b) Of the initial board of directors in office prior to July 1, 2014, one-third (1/3) shall be elected for a term of one (1) year, one-third (1/3) shall be elected for a term of two (2) years, and one-third (1/3) shall be elected for a term of three (3) years, with each of the terms to commence on July 1, 2014. Each of the initial board of directors shall be eligible to serve a second term of three (3) years. New and renewing directors shall be elected by a majority vote of the board of directors at its last regular meeting prior to July 1 each year. The Mayor of the City of Hattiesburg and the Superintendent of the Hattiesburg Public School District, by virtue of their positions, shall be ex-officio members of the board of director so long as they hold their respective offices. They shall serve in such capacity without regard to the aforementioned term limit and their presence or absence at any meeting of the board of directors shall not affect the quorum requirements.

(c) No director shall serve more than two (2) consecutive terms. After a director has served two (2) full, consecutive terms, he or she may not serve on the board of directors until at least one (1) year after the expiration of his or her last term. This limitation shall not apply to the past president as stipulated in Article V, Section 1, below.

Section 3 Regular meetings of the board of directors shall be held on the first Thursday of the months of August, October, December, February, April, and June, at a time and place to be determined by the board of directors. Each director shall be notified of the time and place of each meeting at least five (5) calendar days in advance of the meeting.

Section 4 Special meetings of the board of directors may be called by the president or at the request of any five (5) directors. Special meetings must be preceded by at least two (2) calendar days' notice of the date, time, and place of the meeting.

Section 5 An annual meeting of the board of directors shall be held at a time and place to be determined by the board of directors. Such annual meeting shall be open to the Hattiesburg Public School District and the general public. Notice of the annual meeting shall be made not less than fourteen (14) calendar days in advance of the meeting.

Section 6 Notice of any regular or special meeting shall be given at least five (5) calendar days before such meeting by personal notice delivered to each director in writing personally, by surface mail, or by electronic mail. If delivered by surface mail, such notice shall be deemed delivered when deposited in the United States mail addressed to each director at his or her mailing address as shown on the records of the corporation. If delivered by electronic mail, such notice shall be deemed delivered when sent to each director as his or her electronic mailing address as shown on the records of the corporation.

Section 7 The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by these means is deemed to be present in person at the meeting.

Section 8 (a) A director may resign at any time by delivering written notice to the president of the board of directors. The resignation will be effective when the notice is delivered unless the notice specifies a later effective date. A successor may not take office until the effective date of the existing director's resignation. A director may be removed without cause by a two-thirds (2/3) majority vote of the entire board of directors.

(b) Any vacancy occurring in the board of directors shall be filled by a majority vote of the remaining members of the board of directors at either a special meeting or the next regular meeting. The term of a director filling a vacancy expires at the end of the unexpired term which such director is filling. For the purpose of the two-term limitation, a director elected to serve more than one-half (1/2) of a vacant term shall be deemed to have served a full term.

Section 9 Except as otherwise provided by these bylaws, a quorum of the board of directors shall consist of a majority of the directors in office immediately before the meeting begins. If less than such number necessary for a quorum is present at a regular or special meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10 If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the board of directors unless otherwise required by the bylaws.

Section 11 Directors shall receive no compensation. Directors may be reimbursed for properly documented expenses required for the efficient and effective operation of the corporation upon approval by a majority vote of the board of directors.

ARTICLE V

Officers

Section 1 The officers of the corporation shall be a past president, president, a vice president, and a secretary-treasurer. The officers shall be elected by a majority vote of the board of directors at its last regular meeting prior to July 1 each year. Each officer shall serve for a term of one (1) year and shall not serve more than two (2) full, consecutive terms. The past president may serve without regard to the term limitation stipulated in Article IV, Section 2.c., above.

Section 2 An officer may resign at any time by delivering written notice to the president of the board of directors. In the event of the resignation of the president, the written notice shall be delivered to the secretary-treasurer. The resignation will be effective when the notice is delivered unless the notice specifies a later effective date. A successor may not take office until the effective date of the existing officer's resignation. An officer may be removed without cause by a two-thirds (2/3) majority vote of the entire board of directors.

Section 3 A vacancy occurring in any office shall be filled by a majority vote of the board of directors for the unexpired portion of the term. In the event the vacancy is that of the president, the vice president shall assume the office of president and the board of directors shall fill the vacancy of the vice president.

Section 4 The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall exercise general supervision and control of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the board of directors. He or she may sign, with the secretary-treasurer or any other officer of the corporation authorized by the board of directors, any deeds, mortgages, contracts, or other instruments which the board of directors has authorized to be executed.

Section 5 In the absence of the president or in the event of a vacancy in the office of the president, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 6 (a) The secretary-treasurer shall record and maintain the written minutes of all meetings of the board of directors in one or more books provided for that purpose. The secretary-treasurer may also maintain an electronic copy of the minutes in a secure location. In the event of the absence of the secretary-treasurer at any meeting of the board of directors, the president shall appoint an acting secretary-treasurer solely for the purpose of recording the minutes of such meeting.

(b) The secretary-treasurer shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

(c) The secretary-treasurer shall be the custodian of the corporate records and of the seal of the corporation and shall see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation has been duly authorized.

(d) The secretary-treasurer shall authenticate records of the corporation.

(e) The secretary-treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation.

(f) The secretary-treasurer shall receive and give receipts for monies due and payable to the corporation from any source whatsoever, and shall deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be approved by the board of directors.

(g) The secretary-treasurer shall recommend to the board of directors which shall approve the engagement of an independent certified public accountant for the purpose of preparing an annual financial audit or review of the corporation as well as preparing the annual tax returns of the corporation as required by the laws and regulations of the United States and the State of Mississippi. The cost for all such services shall be borne by the corporation.

(h) The secretary-treasurer shall that the annual filing requirements of the Mississippi Charitable Solicitations Act are met in a proper and timely manner, the cost for such filing being borne by the corporation.

(i) The secretary-treasurer shall perform all the duties incident to the office and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

ARTICLE VI

Committees

Section 1 (a) The Development Committee shall be responsible for soliciting financial contributions, grants, bequests, gifts of property, and other forms of donations from the community for the benefit of the corporation to achieve the purposes stated in these bylaws.

(b) The Development Committee shall be responsible for developing and submitting to the board of directors for approval an annual fundraising plan.

(c) The chair of the Development Committee shall be a member of the board of directors appointed by the president. The chair shall appoint members to the committee from the board of directors and from interested individuals in the Hattiesburg, Mississippi community.

(d) The chair of the Development Committee may appoint subcommittees and subcommittee members from time to time as needed to meet the responsibilities of the Development Committee.

Section 2 (a) The Finance Committee shall be responsible for developing and submitting an annual budget for the corporation for the approval of the board of directors no later than the last regular meeting prior to July 1 each year.

(b) The Finance Committee shall be responsible for oversight of any investments of the corporation and for making investment recommendations to the board of directors from time to time.

(c) The Finance Committee shall be responsible for ensuring that designated contributions, grants, bequests, gifts of property, and other forms of donations from the community are used for their intended purpose.

(d) All financial interests of the corporation shall be overseen by the Finance Committee and reported to the board of directors.

(e) The chair and all members of the Finance Committee shall be members of the board of directors appointed by the president. The secretary-treasurer shall be a member of the Finance Committee.

Section 3 (a) The Allocation Committee shall be responsible for developing the criteria, guidelines, and application and selection processes for all programs funded by the corporation, subject to the approval of the board of directors.

(b) The Allocation Committee shall be responsible for the public dissemination of information related to the criteria, guidelines, and application and selection processes for all programs funded by the corporation.

(c) The Allocation Committee shall be responsible for the evaluation of the corporation's application and selection processes.

(d) The chair of the Allocation Committee shall be a member of the board of directors appointed by the president. The chair shall appoint members to the committee from the board of directors and from interested individuals in the Hattiesburg, Mississippi community.

(e) The chair of the Allocation Committee may appoint subcommittees and subcommittee members from time to time as needed to meet the responsibilities of the Allocation Committee.

Section 4 (a) The Hall of Fame Committee shall be responsible for developing and maintaining the criteria, guidelines, and application, community polling, and selection processes for nominees to the HPSD Hall of Fame, subject to the approval of the board of directors.

(b) The Hall of Fame Committee shall be responsible for the public dissemination of information related to the criteria, guidelines, and application and selection processes related to the Hall of Fame as well as the public recognition of the inductees.

(c) The Hall of Fame Committee shall be responsible for planning, promoting, and conducting an annual recognition event at such time and place as shall be approved by the board of directors and with such funds as shall be approved by the board of directors.

(d) The Hall of Fame Committee shall have a minimum of three members of the board of directors appointed by the president. The chair of the Hall of Fame Committee shall be a member of the board of directors appointed by the president. The chair shall appoint additional members to the committee from interested individuals in the Hattiesburg, Mississippi community.

(e) The chair of the Hall of Fame Committee may establish subcommittees and appoint subcommittee members from time to time as needed to meet the responsibilities of the Hall of Fame Committee.

Section 5 No action of any committee shall be effective and legally binding on the corporation without a majority vote of the board of directors at a regular or special meeting.

ARTICLE VII

Indemnification

Section 1 The corporation shall indemnify its officers and directors to the fullest extent permitted under applicable law.

Section 2 The corporation may purchase and maintain insurance on behalf of an individual who is or was an officer, director, employee, or agent of the corporation against liability asserted against or incurred by him or her in that capacity or arising from his or her status as an officer, director, employee, or agent, whether or not the corporation would have the power to indemnify him or her against such liability under applicable law.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall begin on the first (1st) day of July and end of the thirtieth (30th) day of June of each year.

ARTICLE IX

Financial Policies

Section 1 The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2 No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution adopted by a majority vote of the board of directors. Such authority may be general or confined to specific instances.

Section 3 The corporation may not lend money to or guarantee the obligation of an officer or director, or agent or agents of the corporation.

Section 4 All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 5 All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, companies, or other depositories as may be authorized by resolution of the board of directors.

Section 6 No portion of the receipts or assets of the corporation shall inure to the benefit of or be distributable to any director, officer, or any private person, 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 the bylaws of the corporation.

Section 7 Additional financial policies may be recommended for adoption to the board of directors from time to time by the Finance Committee. No financial policies shall be implemented without approval by majority vote of the board of directors.

ARTICLE X

Corporate Seal

Section 1 The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the State of incorporation, and the words "Corporate Seal".

Section 2 No seal shall be necessary for the validity of any transaction except as may be required by law.

ARTICLE XI

Dissolution

In the event the corporation is dissolved, the assets of the corporation shall be distributed to the Board of Trustees of the Hattiesburg Public School District for the purpose of the enhancement of public education in the City of Hattiesburg, Mississippi or, in the alternative, in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational or other exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States internal revenue law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the chancery court having jurisdiction for Forrest County, Mississippi. No director, officer, or employee of the corporation, or private individual, shall be entitled to share in the distribution of any of the assets of the corporation upon its dissolution.

ARTICLE XII

Amendments

These bylaws may be amended, altered, or repealed by a majority vote of the board of directors at a regular or special meeting. Notice of said amendments shall be provided to the board via email or written notice 30 days prior to the meeting when amendments are to be presented for a vote.

Adopted by the board of directors: May 15, 2014

Amended by the board of directors June 7, 2018, to adopt a new Article VI, Section 4, creating a Hall of Fame Committee and to rename the existing Article VI, Section 4 as Article VI, Section 5.

Amended by the board of directors February 7, 2019, to modify Article XII to add the second sentence requiring advance notice of proposed amendments to these bylaws.

Amended by the board of directors April 4, 2019, to modify Article V, Section 1, to add the past president as an officer of the corporation who may serve without regard to the term limitation otherwise imposed by Article IV, Section 2.c.

Amended by the board of directors June 6, 2019, to modify Article IV, Section 2b, to add the Mayor of the City of Hattiesburg and the Superintendent of the Hattiesburg Public School District as ex-officio members of the board in addition to the 15 voting members and without regard to term limits.