

**BYLAWS**  
**OF**  
**BUTLER DADS CLUB**

**ARTICLE 1**  
**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located at Butler Dads' Club, c/o Butler Elementary School, 2121 Margaret, Arlington TX. 76012, Tarrant County, State of Texas

**SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**ARTICLE 2**  
**NONPROFIT PURPOSES**

**SECTION 1. IRS SECTION 501(c) (3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

**SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be:

- a) To improve the general educational environment of students attending Butler Elementary School.
- b) To promote the education of parents and the community so that they will become more aware of how important their direct involvement in their children's educational process is and thereby encourage parents of children attending Butler Elementary School to take a positive proactive role in their children's education.
- c) To promote unity among Butler Elementary children, parents, teachers and administrators by sponsoring events and activities that draw them together.
- d) To support the education of children at Butler Elementary by providing events and funding that will promote Butler Elementary School and Arlington Independent School District objectives. To offer opportunities and encourage the participation of men in the educational process, and "HAVE FUN MAKING MEMORIES" for the children.

### **ARTICLE 3 DIRECTORS**

#### **SECTION 1. NUMBER**

The corporation shall have not less than seven and not greater than 11 voting directors and at least two (2) non-voting Advisory Directors and collectively they shall be known as the Board of Directors. The Advisory Directors will include the Principle and Vice Principle of Butler Elementary School.

#### **SECTION 2. QUALIFICATIONS**

#### **SECTION DELETED: SEE AMENDMENTS**

Directors shall be of the age of majority in this state and shall be or have been a parent or guardian of a child at Butler Elementary. They **must** also be an approved Volunteer with the Arlington Independent School District at the time of election. Individuals who have exhibited their commitment to and have made significant contributions of time and effort to the Butler Dads Club and its goals and with the approval of a majority vote of the board may also be elected as directors.

#### **SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **SECTION 4. DUTIES**

It shall be the duty of the directors to

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed them at such addresses shall be valid notices thereof.

## **SECTION 5. TERM OF OFFICE**

A term is defined as beginning the first Saturday in August and terminating on the first Saturday of August of the following year. **SECTION DELETED: SEE AMENDMENTS** Each director shall serve for a term of four consecutive terms. Voting for the election of directors shall be at least annually and shall be by written ballot. Each director shall cast one vote per open board position or candidate if the board determines to elect less than the maximum of directors. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

## **SECTION 6. COMPENSATION**

Directors shall serve without compensation.

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

## **SECTION 8. REGULAR MEETINGS**

**SECTION DELETED: SEE AMENDMENTS**  
Regular meetings of Directors shall be held on the first Saturday in August at 7:00PM.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairman of the Board or by any two directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## **SECTION 10. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice *for* meetings of the board of directors:

- (a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.
- (b) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to

each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **SECTION 11. QUORUM FOR MEETINGS**

A quorum shall consist of two thirds members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chairman shall entertain at such meeting is a motion to adjourn

## **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairman of the Board. In his absence, the President shall preside. In the absence of both, the Chairman shall designate another Board member to preside. The Secretary of the corporation shall act as secretary of all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary of the Meeting

Meetings shall be governed by the most current edition of Robert's Rules of Order.

## **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

### **SECTION DELETED: SEE AMENDMENTS**

Any director may resign effective upon giving written notice to the .cibaiidiin of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, by vote of the Board with at least a two-thirds majority.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his death, resignation or removal from office.

#### **SECTION 15. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The corporation to the fullest extent permissible shall indemnify the directors and officers of the corporation under the laws of this state.

#### **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

### **ARTICLE 4 OFFICERS**

#### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the corporation shall be a Chairman of the Board; President, a Vice President, a Secretary and/or Treasurer. Other officers may be elected as determined by the Board.

#### **SECTION 2. QUALIFICATIONS**

Officers shall be of the age of majority in this state and shall be or have been a parent or guardian of a child at Butler Elementary. They must also be an approved volunteer with the Arlington Independent School District at the time of election. Individuals who have exhibited their commitment to and have made significant contributions of time and effort to the Butler Dads Club and its goals and with the approval of a majority vote of the Board may also be elected as directors.

#### **SECTION 3. ELECTION AND TERM OF OFFICE**

Annually, at the last open meeting of the Butler Dads Club, those present will approve a slate of Officers to recommend to the Board of Directors. Officers will be elected annually in August of each calendar year. Each officer shall hold office until the next election with a limit of two successive years for the president or until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.

**SECTION DELETED: SEE AMENDMENTS**

#### **SECTION 4. REMOVAL AND RESIGNATION**

The Board of Directors may remove any officer, either with or without cause, at any time by a simple majority of the Board. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board mayor may not be filled, as the board shall determine.

#### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the Chief Operating Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he shall, in the name of the corporation, execute such deeds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording, therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance, with provisions of these Bylaws or as required by law
- (d) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

(e) Exhibit at all reasonable times to any director of the corporation, or to his agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the corporation.

(f) Shall maintain or cause to be maintained the [www.butlerdadsclub.org](http://www.butlerdadsclub.org) website and with the input from the president and the Board make changes to the site as required.

In general, perform all duties incident to the Office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors

(b) Receive, and give receipt for, monies due and payable to the corporation from any source , whatsoever.

(c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses

(e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his agent or attorney, on request therefore.

(1) Render to the President and directors, whenever requested, an account of any or all of his transactions as Treasurer and of the financial condition of the corporation,

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

## **SECTION 10. DUTIES OF THE QUARTERMASTER**

Should the Board determine a Quartermaster is required, the Quartermaster shall:

(a) Have charge and custody of all physical assets of the Club and maintain, organize them in the School storage vault.

(b) Shall make those assets available for the use of the school and the club at its events and activities.

(c) Shall inventory them on an annual basis and provide the Board of directors with a report on the status of each item

(d) Shall make recommendations to the Executive Committee for the purchase of replacement of old items or the need for new supplies for the events and activities of the Club.

## **SECTION 11. COMPENSATION**

The officers of the corporation shall serve without compensation.

## **ARTICLES COMMITTEES**

### **SECTION I. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee. The membership number shall be determined by the Board. The Board may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law,

By a majority vote: of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board or from the pool of parents or guardians at Butler Elementary School.

The Monthly Executive Committee meetings shall be held on a regularly scheduled basis the first Tuesday of each month at 7:00 PM in the Butler Elementary School Library as published on the Web Site and advertised at Butler Elementary School. The Executive Committee will keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE 6**  
**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, orders for the payment of money of the corporation shall be signed by any signor approved by the Board of Directors. A minimum of two (2) signatures will be required.

**SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select

**SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purpose of this corporation. The Board of Directors may also deny to accept on behalf of the corporation any contribution, gift, bequest, or-devise, which are not for the nonprofit purposes of this corporation.

**ARTICLE 7**  
**CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office

- (a) Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- (c) A record of Butler Dads Club roles, indicating names, addresses, email addresses and phone numbers;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

## **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## **SECTION 5. PERIODIC REPORT**

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

# **ARTICLES IRC 501 (c) (3) TAX EXEMPTION PROVISIONS**

## **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be earned on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

## **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or 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 of this corporation.

## **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to Butler Elementary School or shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(0) of the Internal Revenue Code, the corporation 1) shall distribute *its* income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE 9 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to the power of the Board of Directors, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

## **ARTICLE 10 CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to

such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the directors of this corporation as amended in the Article 901 filing dated November 16<sup>th</sup>, 1998 with the Secretary of the State of Texas, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the eleven preceding pages, as the Bylaws of this corporation.

Dated: \_\_\_\_

**AMENDMENT TO  
THE BYLAWS OF  
BUTLER DADS CLUB**

The Bylaws of Butler Dads Club adopted on May 4, 2002, as amended from time to time, are hereby amended as follows.

ARTICLE 3 (DIRECTORS), SECTION 2 QUALIFICATIONS, is deleted in its entirety and replaced with the following:

*Directors shall be of the age of majority in this state and shall be or have been a parent or guardian of a child at Butler Elementary. Individuals who have not been or are not the parent or guardian of a child at Butler Elementary but have exhibited their commitment to and have made Significant contributions of time and effort to the Butler Dads Club and or its goals, may also be elected as directors. Each director must be an Arlington Independent School District (AISD) approved volunteer at the time of his election to the Board and must maintain AISD approved volunteer status throughout his term as director. Each director may serve for up to but not more than six consecutive terms, as defined in SECTION 5.*

ARTICLE 3 (DIRECTORS), SECTION 5. TERM OF OFFICE, is deleted in its entirety and replaced with the following:

*A term of office for a director is defined as the date of his election through the first Saturday following the first Tuesday in May occurring after his election. However, no director's term shall be deemed to have expired if such expiration would leave the corporation without a duly elected director or directors in charge of its affairs. Voting for the election of directors shall be at least annually and shall be by written ballot. Each director shall cast one vote per open board position or candidate if the board determines to elect less than the maximum number of directors. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected to serve on the board provided they receive votes from at least a simple majority of those directors voting.*

ARTICLE 3 ( DIRECTORS), SECTION 8. REGULAR MEETINGS, is deleted in its entirety and replaced with the following:

*Regular meetings of Board of Directors shall be held on the first Saturday following the first Tuesday in May of each year at 7:30 a.m.*

ARTICLE 3 (DIRECTORS), SECTION 14. VACANCIES, is deleted in its entirety and replaced with the following:

*Vacancies on the Board shall exist (1) on the death, incapacity, resignation, or removal of any director and (2) whenever the number of authorized directors is increased*

*Any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. However, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the Secretary of State or other appropriate agency of this state.*

*Any director that is rejected by AISD as a volunteer will be deemed ineligible to serve as a director and will automatically be removed from the Board without any further action of the Board being necessary. Any director that fails to maintain AISD approved volunteer status must be removed from the Board if the Board determines that the director has not made a reasonable effort to maintain AISD approved volunteer status. The Board may remove any director, either with or without cause, at any time provided that at least 65% of the Board votes in favor of removal.*

*Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his death, incapacity, resignation, or removal.*

ARTICLE 4 (OFFICERS), SECTION 3. ELECTION AND TERM OF OFFICE, is deleted in its entirety and replaced with the following:

*Annually, at the last open meeting of the Butler Dads Club for that school year, those present will approve a slate of Officers to recommend to the Board of Directors. The Board of Directors will elect officers at least annually. Each officer shall hold office for a term defined as the date of his election through the first Saturday following the first Tuesday in May occurring after his election unless he resigns, is removed, or is otherwise disqualified to serve. No person shall hold the office of President for more than two consecutive terms.*

Approved and adopted this 15<sup>th</sup> day of May, 2004.

THIS ENTIRE DOCUMENT WAS ELECTRONICALLY TRANSCRIBED FROM A SCANNED IMAGE AND HAS BEEN REFORMATTED FOR LEGIBILITY. PLEASE REFER TO THE ORIGINAL DOCUMENT IMAGE FOR OFFICIAL REFERENCE. August 22, 2011.