



AMENDED AND RESTATED BYLAWS
SEPTEMBER____, 2023

DREXEL FOUNDATION FOR EDUCATIONAL EXCELLENCE, INC.
Post Office Box 4661, Gary, Indiana 46403

LAST REVISED: SEPTEMBER 26, 2023

AMENDED AND RESTATED BYLAWS
Drexel Foundation for Educational Excellence, Inc.
Gary, Indiana

ARTICLE ONE: PURPOSES

- 2.1 The nature of the activities to be conducted, and the purposes to be promoted or carried out by Drexel Foundation for Educational Excellence, Inc. (the “Foundation,” also referred to herein as the “Organizer”), shall be exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”).

The Foundation holds the charter of Thea Bowman Leadership Academy (“TBLA”), which offers primary and secondary education to students in the City of Gary, Indiana, and surrounding districts. It provides for enrichment and enhanced educational opportunities for these and other students to ensure a quality public education. Pursuant to Ind. Code 20-24-9-3, TBLA and the Foundation operate under the oversight of Trine University (the “Authorizer”).

- 1.2 No part of the property or net earnings of the Foundation shall inure to the benefit of or be distributable to the Foundation’s Directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensations, and reimburse reasonable expenses incurred for services rendered, and to make payments and distributions in furtherance of the purpose set forth in this Article.
- 1.3 No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any campaign on behalf of any political candidate for public office. Notwithstanding any other provisions of these Bylaws, the Foundation shall not carry on any other activities not permitted to be carried on by a Foundation exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.
- 1.4 The duration of the Foundation is perpetual.
- 1.5 Upon dissolution or termination of the existence of the Foundation, all of its property and assets shall, in a manner consistent with applicable federal and state laws and regulations, and after payment of the lawful debts of the Foundation and the expenses of its dissolution or termination, be delivered, conveyed and paid over exclusively to a nonprofit corporation designated by the Foundation’s Board of Directors. Upon dissolution of the Foundation, no part of the Foundation’s receipts or assets shall inure to the benefit of any individual.
- 1.6 References in these Bylaws to sections of the Code shall be deemed to include references to the corresponding provisions of any future amendments to the Internal Revenue Code and to the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE TWO: OFFICES

- 2.1 The Foundation may have its offices at such place or places within the State of Indiana as the Board of Directors may from time to time determine.

ARTICLE THREE: MEMBERS

- 3.1 The Foundation shall have no members.

ARTICLE FOUR: DIRECTORS

- 4.1 The activities, property and affairs of the Foundation shall be managed by its Board of Directors, which is empowered to exercise all such powers of the Foundation and to do all lawful acts and things as are authorized by law, by the Foundation’s Articles of Incorporation or Bylaws. To the extent permitted by law, the Board of Directors may delegate power and authority in the exercise of its duties and responsibilities to its duly elected and duly appointed Committees, and to its duly appointed officers or other such qualified agents.

The Board of Directors shall carry out the policies, and shall have charge of the management of the Foundation, including the hiring of all employees whose compensation they shall determine, The Board of Directors may hire such staff as necessary for the conduct of the Foundation’s business.

The Board further shall cause the books and accounts of the Foundation, including the books and accounts of TBLA, to be examined periodically. The books and accounts of the Foundation, including the books and accounts of TBLA, shall be audited no less than annually by an independent Certified Public Accountant.

Generally, this delegation of power and authority will be limited to the extent that Committees, officers, and agents may make recommendations to the Board for final approval of matters within the scope of their delegated authority and/or carry out programs and directives which have been approved by the full Board. However, final approval of all business matters must be discussed and given by the Board in a public meeting, consistently with the provisions of the Indiana Open Door Law.

For purposes of these Bylaws, the terms “Director,” “Board Member,” and “Member of the Board” may be used interchangeably and are understood to refer to members of the Foundation’s Board of Directors.

- 4.2 The Board of Directors shall consist of not less than five (5) and not more than nine (9) members.
- 4.3 As of the date of approval of these Bylaws, understood to be (insert date of approval), the Board of Directors is comprised as follows:

(insert list of directors with year of appointment and year of term expiration)

Commented [N51]: Will need to be filled in based on the Board's records and should reflect CURRENT composition of Board as of the date the Bylaws are approved, taking into account recent additions and removals.

- 4.4 Directors shall be elected to the Drexel Foundation Board of Directors for an initial single term of four (4) years. After serving this initial term, Directors may then seek re-election for a second term. Directors may then seek re-election for a third partial term of two (2) years. Directors are eligible for a maximum of two terms of four years each, plus the third partial term, for a total of ten (10) years of service. The ten (10)-year maximum regarding years of service will not be increased if any two terms are not served continuously.
- 4.5 Directors shall be elected for their initial single terms by a majority vote of the Board at a Regular Meeting which the Board designates for election of Directors. Directors whose initial single terms are expiring during the current calendar year shall be eligible for re-election at a Regular Meeting within that calendar year which the Board designates for election of Directors. For purposes of these Bylaws, the Board designates the June meeting as the annual meeting for purposes of election and/or re-election of Directors.

The term of each Director listed in Section 4.3 above shall be understood to expire as of the date of the annual meeting for purposes of election and/or re-election of Directors during the calendar year listed in Section 4.3 of these Bylaws for expiration of that Director's term. If a Director is not re-elected by the Board following the end of that Director's term, the remaining Directors shall continue to act, and a new Director may be appointed by the vote of a majority of the Directors then in office at any Regular Meeting or Special Meeting held following the completion of the process described in Section 4.8 of these Bylaws.

- 4.6 Any one or more Directors may be removed for cause at any time by a two-thirds majority vote of the Directors then serving at any regular or special meeting of the Board of Directors duly called with notice duly given of such purpose.
- 4.7 Directors may resign at any time and for any reason, without provision of prior notice. Vacancies on the Board may occur due to resignation, removal pursuant to Sections 4.6 or 5.7 of these Bylaws, or incapacity or death of a Director at any point in time prior to the expiration of that Director's term. If such a vacancy on the Board occurs, the remaining Directors shall continue to act, and the vacancy may be filled by the vote of a majority of the Directors then in office at any Regular Meeting or Special Meeting held following the completion of the process described in Section 4.8 of these Bylaws.
- 4.8 At such time as it becomes necessary to fill a vacancy on the Board, whether due to a member not being re-elected after the expiration of an initial four-year term or due to resignation, removal pursuant to Section 4.6 of these Bylaws, incapacity, or death of a Director, the Board shall solicit candidates for election to the Board as follows:

The Board will post a notice of vacancy, which, at a minimum, will be posted physically at the TBLA facility and posted virtually on the TBLA website for a period of thirty (30) days, and will also be published as a legal notice in *The Times of Northwest Indiana* at least once during the thirty (30)-day period. Board members may also solicit or contact candidates known to have an interest in the vacancy during this thirty (30)-day period. All

candidates will be requested to submit a written application (or to complete an equivalent virtual application form) and submit a resume.

Upon completion of the thirty (30)-day period, the Board or a designated committee will meet in executive session to discuss and narrow the list of candidates down to no fewer than three (3) candidates who will be selected for final interviews. The selected candidates will then be interviewed by the entire Board in a public meeting. If three (3) or fewer candidates submit applications to fill the vacancy, then all candidates will be interviewed by the entire Board in a public meeting.

Following the completion of interviews, in the same or a subsequent public meeting, the Board will vote to select a candidate to fill the vacancy. If necessary, an initial vote will be conducted and the candidate with the fewest votes will be eliminated, and a second vote will then be conducted between the two remaining candidates, with the candidate receiving the most votes being elected to fill the vacancy.

- 4.9 In order to be eligible to serve as a Director, an individual must either be a resident of the state of Indiana or be employed by a company or corporation that is incorporated in or physically located within the State of Indiana. Additionally, at least half of the Directors serving on the Board at any given time must be residents of the state of Indiana, and at least half of the Directors serving on the Board at any given time must be residents of a county from which TBLA has currently-enrolled students. All new Directors must undergo training approved by the Authorizer.
- 4.10 An individual is ineligible to serve as a Director if that individual has committed an offense set forth in Ind. Code § 20-26-5-11(b) or any successor statute, or any offense substantively equivalent to any offense listed in Ind. Code § 20-26-5-11(b).

ARTICLE FIVE: MEETINGS OF THE BOARD OF DIRECTORS

- 5.1 The annual meeting of the Board of Directors shall be held in the month of June. Pursuant to Section 4.5 of these Bylaws, all Directors whose terms of office end in that particular calendar year shall be eligible for re-election at the annual meeting. In addition, regular meetings of the Board of Directors shall be held **monthly, at 6:00 P.M. on the last Wednesday of every month**, at such time and place as the President shall designate.
- 5.2 Special meetings of the Board of Directors may be called at any time by the President. Special meetings of the Board of Directors may also be called by the Secretary upon the written request of three (3) or more Directors. Special meetings shall be held at such date, time and place as the President shall designate, except that any special meeting called upon the written request of three (3) or more Directors shall be held not later than ten (10) business days after the Secretary shall have received such request, at such date, time and place as the Secretary shall designate.
- 5.3 Notice of all meetings of the Board of Directors shall be posted and communicated to all parties requesting notice in compliance with the Indiana Open Door Law, Ind. Code § 5-
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14-1.5. Notice of all meetings, along with a meeting agenda and/or Board packet as applicable, shall also be sent to each Director's last known phone number, home or office address, or e-mail address in sufficient time to be received at least forty-eight (48) hours (2 days) prior to the time of the meeting.

- 5.4 Notice of all special meetings of the Board of Directors shall be given by serving such notice to each Director in person, by telephone, by mail or by electronic mail. Notice shall be sent to each Director's last known phone number, home or office address, or e-mail address in sufficient time to be received at least forty-eight (48) hours (2 days) prior to the time of the meeting. The notice shall state the date, time and place of the meeting and a general description of the business to be transacted.
- 5.5 At any duly called meeting of the Board of Directors, a majority of the Directors officially elected and serving at that time shall constitute a quorum for the transaction of business. Except as otherwise provided by law or in these Bylaws, all actions and decisions of the Board of Directors shall be by a majority vote of all Directors present and voting. Abstentions shall be counted for purposes of determining whether a quorum exists, but shall not be counted as votes in favor of or in opposition to any motion or business item. There shall be no voting by proxy or other representative method.
- 5.6 Each Board member shall be required to report his or her inability to attend a meeting to the President, Vice President or Secretary—in that order. The Board has elected not to approve a policy permitting virtual attendance at meetings by Directors. A Director must be physically present in order to participate in any meeting of the Board. If any Director misses three (3) regular board meetings in any fiscal year, the Secretary shall report such matter to the Governance/Board Development Committee, which may then make a recommendation to remove such Director from the Board. A vacancy on the Board resulting from any such removal shall be filled by the Board of Directors in accordance with Sections 4.7 and 4.8 of these Bylaws.
- 5.7 The President shall have the authority and discretion to require a vote to be taken by roll call, with each Director responding individually, on any motion or business item.

ARTICLE SIX: OFFICERS

- 6.1 The Officers of the Foundation shall be: a President of the Board of Directors, a Vice President of the Board of Directors, a Secretary, and a Treasurer. The term of each officer of the Board shall be two (2) years. In order to be elected as an Officer, a Director must be serving in good standing with sufficient time remaining in his or her term as Director to complete the full term of two (2) years as an Officer.

Officers shall be elected by majority vote of the Directors present at the regular meeting of the Board designated for election of Directors in Section 4.5 of these Bylaws. Each officer may serve for no more than four terms of two (2) years each. The Board may also have such other Officers as the majority of Directors may determine from time to time.

The President and Treasurer shall be elected to serve on concurrent terms. These two positions will be voted on during even-numbered calendar years. The Vice President and Secretary shall also be elected to serve on concurrent terms. These two positions will be voted on during odd-numbered calendar years.

- 6.2 Any elected Officer may be removed for cause at any time by a two-thirds majority vote of the Directors then serving at any regular or special meeting of the Board of Directors duly called with notice duly given of such purpose. Unless otherwise specified in the preceding Sections of these Bylaws, vacancies in offices may be filled for the remainder of the two (2)-year term by a majority vote of the Directors present and voting at that same meeting. A Director's completion of a partial term as an Officer shall not be counted toward the term limit set forth in Section 6.1 of these Bylaws if the duration of the partial term is shorter than three hundred sixty-five (365) days, or one (1) calendar year. If the duration of the partial term is more than three hundred sixty-five days, or one (1) calendar year, the partial term shall count as a full term for purposes of calculating term limits.
- 6.3 The duties and powers of the officers of the Foundation shall be as follows:
- 6.3.1 **President of the Board of Directors.** The term for the President shall be two (2) years. He or she shall preside at all meetings of the Board of Directors and shall have such other duties and responsibilities as are customary for the office of President of the Board of Directors and as may be assigned to him or her from time to time by the Board of Directors
- 6.3.2 **Vice President of the Board of Directors.** The Vice President shall perform the duties of the President of the Board of Directors in the absence or disability of the President and shall have such other duties and responsibilities as may be assigned to him or her from time to time by the Board of Directors. Should the President resign or become incapacitated, the Vice President shall succeed to the role of President and shall remain in that role for the duration of the President's incapacity or the remainder of the President's term, whichever is shorter. The Vice President must be elected to the office of President, pursuant to the procedures set forth in Section 6.1 of these Bylaws, to serve any part of any subsequent term.
- 6.3.3 **Secretary.** The Secretary makes certain that minutes of the meetings of the Board of Directors are kept in the appropriate books. He or she shall give all notices of the meetings of the Board of Directors. He or she shall be the custodian of the records of the Foundation (other than those kept by the Treasurer). He or she shall oversee and authenticate corporate records. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and of the Executive Committee. It shall be the duty of the Secretary to enforce all Bylaws, rules and regulations for the proper conduct of the Foundation made by or under the authority of the Board of Directors or the Executive Committee of the Board, including but not limited to serving as Parliamentarian during all Board meetings. In all cases of disputed authority or uncertainty as to the meaning of the Bylaws, rules and regulations of the Foundation, the Secretary's decision shall govern until the Board of Directors or Executive Committee shall otherwise rule. It shall be the duty of the Secretary to

see that all requirements of law and of appropriate state and local authorities are duly observed in the conduct of the affairs of the Foundation. In the event of the death, disability or absence of the Vice President, the Secretary shall perform the duties and exercise the powers of the Vice President.

6.3.4 **Treasurer.** The Treasurer shall have supervision over the receipt and custody of the Foundation's funds, and shall cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Foundation and, in general, shall perform such duties as are customary to the office of Treasurer, including serving as chair of the Finance Committee. In addition, the Treasurer shall perform such other duties as the Board of Directors or the Executive Committee may from time to time assign to the Treasurer. The Treasurer may be provided with a bond for the faithful discharge of his or her duties in such amount as the Board of Directors or the Executive Committee may require.

6.3.5 **RESERVED.**

ARTICLE SEVEN: COMMITTEES OF THE BOARD OF DIRECTORS

7.1 The Foundation shall have an **Executive Committee**, a Finance/Facilities Committee, a Mission/Marketing/Fund Development Committee, a Governance/Board Development Committee, and an Education Committee. Directors shall chair each of the standing committees. The President may appoint and the Board of Directors may convene by resolution other committees consisting in each case of two (2) or more persons of the Board of Directors, one (1) of whom shall chair the committee.

No appointed committee shall be comprised of enough Directors to constitute a quorum of the Board based on the Board's current composition, with the lone exception of the Executive Committee.

Committees shall have and exercise such of the power and authority of the Board of Directors as are provided for in these Bylaws or as may be provided in the resolution of the Board of Directors establishing any such Committee. All committees shall keep records of their deliberation which they shall submit to the Secretary of the Board of Directors for authentication and distribution. The duties and powers of the Committees shall be as follows:

7.1.1 **The Executive Committee** shall be convened by the President of the Board of Directors, who shall also chair the committee. The Executive Committee will include the President, Vice President, Treasurer and Secretary of the Board of Directors. The President may invite the immediate past President to serve as a voting member of the Executive Committee.

The Executive Committee will receive committee and staff reports and advice, write the agenda for the regular meetings of the Board of Directors and refer action items to the Board or to appropriate committees.

7.1.2 The **Finance/Facilities Committee** shall be convened by the Treasurer of the Board of Directors, who shall also chair the Committee. The Finance/Facilities Committee will include at least one accountant who is not a Director of the Foundation—as needed. The Finance Committee will generate and monitor the Foundation’s annual budget, subject to the review and approval of the Board of Directors. The Finance Committee will also be responsible for periodic financial reviews and audits of the Foundation as instructed by resolution of the Board of Directors and in compliance with these Bylaws. The Finance/Facilities Committee will be responsible for all matters concerning the construction or maintenance of the school buildings.

7.1.3 **The Mission/Marketing/Fund Development Committee** shall be chaired and convened by a Director. The Mission/Marketing/Fund Development Committee shall be responsible for marketing the Foundation, for public relations and publications, and for the acquisition of private and public contributions to the Foundation. It has the responsibility to monitor and/or establish communication to ensure that quality education is delivered at TBLA This Committee works closely with the TBLA School Board.

7.1.4 **The Governance/Board Development Committee** shall be responsible for identifying, recruiting, mentoring and training new Directors and shall be chaired and convened by a Director. This Committee will also annually review the performance of all Committees and all Directors, as well as provide resources to other committees as requested. It has the responsibility to review and recommend revisions to the charter document, any agreement with an education service provider, and these Bylaws.

The Governance Committee is also responsible for establishing the Drexel Strategic Plan and the Drexel Board Retreat.

7.2 **With the exception of the Executive Committee**, standing committees may include non-Directors as deemed appropriate.

7.3 Minutes of all Committee meetings shall be kept and sent to the Secretary of the Board of Directors for authentication and inclusion in the Foundation’s historical records. The chair of each Committee will report at each regular meeting of the Board of Directors.

7.4 All Directors shall sit on at least one Committee and may be requested to serve on two or more committees for a specific time period. The authority of standing Committees shall be limited to the particular purpose and subject matter for which the Committee is convened and assembled, and all actions taken by Committees shall be taken in the form of recommendations for approval or other final action by the full Board, which must be taken during a public meeting.

ARTICLE EIGHT: BILLS, NOTES, ETC.

- 8.1 **Contracts:** The President may, with prior approval of the Board, enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and institute, join in, or become a party to any suit of law or in equity in which the Foundation has an interest. The Board may temporarily or permanently authorize the Vice-President in a similar capacity in the event of the unavailability or incapacity of the President. The Secretary of the Foundation shall attest the signature of such officers to any such instrument. However, the presence of such attesting signature shall not be required for the validity of such instruments unless required by law.
- 8.2 **Loans:** No loan shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific incidents.
- 8.3 **Banking Transactions:** All checks, drafts, or other orders for the payment of money issued in the name of the Foundation shall be signed by any of the following officers: by the President and the Treasurer or other designated officer of the Foundation and in such manner as shall be, from time to time, determined by resolution of the Board of Directors.
- 8.4 **Deposits:** All funds of the Foundation not otherwise employed shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 8.5 **Fiscal Year:** The fiscal year of the Foundation shall commence on July 1st of each year and shall end on the 30th day of June of each year.
- 8.6 **No Private Benefit:** Upon dissolution of the Foundation, no part of the Foundation's receipts or assets shall inure to the benefit of any individual or private organization except as specified in 1.4 of these Bylaws.
- 8.7 **Corporate Seal:** The Foundation shall have no seal.

ARTICLE NINE: CONFLICT OF INTEREST

- 9.1 Each Director shall, prior to assuming his or her position, and annually thereafter, answer a questionnaire so as to disclose in writing to the Board of Directors and the Chairperson of any Committee on which he or she serves a list of all businesses or other organizations of which he or she is an officer, member, owner or employee, or for which he or she acts as an agent, with which the Foundation has, or might reasonably in the future enter into, a relationship or a transaction in which the member would have conflicting interests.
- 9.2 At such time, if any matter should come before the Board or any Committee thereof in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict and, if advisable, withdraw from meeting for so long as the matter shall continue under discussion, except to answer any questions that might be asked of him or her. Should the matter be brought to a vote, the affected Director shall not vote on it. In the event that the affected Director fails to withdraw voluntarily and the President, in his or her discretion, deems that a withdrawal from discussion and voting is advisable, the President shall require that the affected Director remove himself or herself from the room during the discussion and vote on the matter.
- 9.3 Notwithstanding the above, the affected member shall bring to the attention of the Board of Directors (*i.e.*, voluntarily disclose) any business transaction which could potentially involve a conflict of interest, regardless of whether or not the remaining Directors might have become aware of it without the disclosure.
- 9.4 Any business transaction involving a conflict of interest shall be presented to the Board or its appropriate Committee, with full disclosure of the conflict, for consideration by the Board. Such transactions or items must be approved by majority vote, without the participation of the Director affected by the conflict of interest.
- 9.5 In any instance, the President of the Board of Directors may seek the advice of the Board attorney on a conflict issue.

ARTICLE TEN: MISCELLANEOUS PROVISIONS

- 10.1 These Bylaws may be amended by affirmative vote of two-thirds of the Directors present at any lawful meeting of the Board of Directors, provided that a copy of such proposed amendment shall have been given in the notice calling the meeting.
- 10.2 The parliamentary procedure of the Foundation, Board of Directors, Executive Committee and all other Committees established hereunder shall be governed by the most recent revised edition of Robert's Rules of Order unless contrary to the procedure set forth in these Bylaws. In case of conflict, the rules established by these Bylaws shall prevail.
- 10.3 The Board of Directors will comply with the Indiana Open Door Law. Directors are prohibited from taking any action relating to public business and/or the business of the

Board or the Foundation, in any setting other than a meeting held in compliance with the Indiana Open Door Law.

- 10.4 It is prohibited for any individual to serve on the board if the individual or a spouse or immediate family member has a direct or indirect ownership, employment, contractual, or membership interest in any educational management organization or other educational service provider used by the Organizer.
- 10.5 Amendments to these Bylaws or the Articles of Incorporation of the Organizer must be approved by the Authorizer Organizer before going into effect.
- 10.6 If the Organizer is leasing from a religious organization, no leader or member of the governing board of the religious organization may serve on the Organizer's Board of Directors.
- 10.7 Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Certificate of Incorporation or Bylaws of this Foundation, or of a resolution of the Directors, a written waiver of notice transmitted via letter or email and signed either in script or electronically by the person or persons entitled to such notice, whether before or after the time required for such notice, shall be equivalent to the giving of such notice. The Secretary shall cause any such waiver to be filed with or entered upon the records of the Foundation or, in the case of a waiver of notice of a meeting, the records of the meeting.

ARTICLE ELEVEN: DEFENSE AND INDEMNIFICATION OF DIRECTORS

- 11.1 The Board will pay, or will carry sufficient insurance coverage to pay, all costs and fees incurred by or on behalf of any Director in the defense of any claim under law, including tort claims, civil rights claims, and contract claims, if the Board, by resolution, determines that the Director's actions upon which the claim is based arise out of the performance of the Director's duties as a Director, and were taken in good faith.
- 11.2 The Board shall, subject to the provisions of Indiana law, also pay, or carry sufficient insurance to pay and when necessary authorize said insurer to pay, any judgment, compromise, or settlement of a claim, or suit when the Board determines by resolution that it is in the best interest of the Foundation to do so, the act or omission upon which the claim is based occurred within the scope of the Director's duties as a Director, and the Director did not act in bad faith, or with malfeasance in office. The intent of this Bylaw is to hold each Director member harmless from any liability, cost, or damages in connection such a claim, including but not limited to the payment of legal fees and court costs, except where the liability, cost, damage, or fees are predicated on, or arises out of, the bad faith of the Director or the claim or judgment is based on the member's malfeasance in office.
- 11.3 If a present or former Director is or could be subject to personal civil liability for a loss occurring because of a noncriminal act or omission within the scope of the Director's duties which violates the civil rights laws of the United States, the Board shall, subject to the

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limitations established by Indiana law pay, or carry sufficient insurance to pay and when necessary authorize said insurer to pay, the judgment, compromise, or settlement of the claim or suit if the Board determines by resolution that paying the judgment, compromise or settlement is in the best interests of the Foundation. The Board shall also pay all costs and fees incurred by or on behalf of the Director in defense of any such claim or suit.

- 11.4 A Director shall not be personally liable on contracts entered into within the scope of the member's duties as a Director unless the contract clearly states otherwise in writing.
- 11.5 The Board may, but is not required to, procure and pay for fidelity bonds to insure against misappropriation by any Board member or employee of the Foundation. The cost of said fidelity bonds, if procured by the Board, will be borne by the Foundation and not by the individual Directors or employees subject to bonding. The Board may do so at its discretion by majority vote.

ARTICLE TWELVE: RECORD RETENTION

- 12.1 The Foundation shall observe and adhere to the terms of the most current Educational Institutions Retention Schedule, as approved by the Oversight Committee on Public Records and maintained by the Indiana Archives and Records Administration.

ARTICLE THIRTEEN: DISSOLUTION

- 13.1 In the event that either the Foundation or TBLA are dissolved: (1) the remaining assets of TBLA shall be distributed first to satisfy outstanding payroll obligations for employees of TBLA, then to creditors of TBLA, then to any outstanding debt to the Foundation; and (2) remaining funds received from the Indiana Department of Education shall be returned to the Indiana Department of Education not more than thirty (30) days after dissolution.

Following proper notice and in compliance with the prevailing Bylaws of Drexel Foundation for Educational Excellence, Inc., the foregoing revised Bylaws were approved and adopted upon motion duly made, seconded, and carried by the affirmative vote of at least two-thirds (2/3) of the present Board of Directors of Drexel Foundation for Educational Excellence, Inc., at its Regular Meeting of _____, 2023.

President: _____

Secretary: _____