

Texas Retired Teachers Foundation Bylaws



Adopted June 26, 2025

Texas Retired Teachers Foundation Bylaws

ARTICLE ONE

NAMES, PURPOSES, POWERS

Section 1.1. Name. The name of the corporation, hereafter referred to as “TRTF,” is Texas Retired Teachers Foundation.

Section 1.2. Purposes. TRTF is organized and will be operated for charitable and educational purposes in support of Texas education retirees, active school employees working with Texas public schools, and in support of mutually beneficial objectives as shared by the Texas Retired Teachers Association and its current and future members.

Section 1.3. Powers. TRTF is a not-for-profit corporation and shall have all the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided TRTF shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Funding. TRTF is funded by private and corporate donations and dividends earned from its investments. All dividends are utilized to fund TRTF’s programs and may not be used for any other purpose.

Section 1.5. Fiscal Year. The TRTF fiscal year shall be from July 1 – June 30.

ARTICLE TWO

BOARD OF TRUSTEES

Section 2.1. Governing Power. The activities, property and affairs of TRTF shall be managed by its Board of Trustees.

Section 2.2. Number and Qualification. The TRTF Board of Trustees shall consist of an odd number of trustees, not less than three (3) nor more than 15. A majority of the TRTF Board of Trustees shall consist of persons who are not serving officers, trustees or employees of the Texas Retired Teachers Association (TRTA). Individuals serving as a TRTF Trustee must support the foundation’s charitable endeavors.

Section 2.3. Term of Office. The term of office for a TRTF Trustee is three (3) years. A trustee shall be eligible for election for no more than three (3) terms (consecutive or otherwise). Service for less than a full three-year term due to filling a vacancy as described in 2.5 shall not be taken into account for purposes of the foregoing limitation on number of terms served. To the extent possible, the terms of the

trustees shall be staggered, and one-third (1/3) of the trustees shall be elected each year.

Section 2.4. Election. Elections shall be conducted according to the following procedure, unless required to be held earlier because of vacancies:

- a) The Board of Trustees of TRTF shall elect trustees at its annual meeting.
- b) The TRTF trustees shall be elected by a majority vote of the TRTF Board.
- c) Prior to the TRTF annual meeting, the TRTA Board of Directors shall provide a list of at least three (3) candidates to the TRTF Board of Trustees for consideration for appointment to any position eligible to be filled. The TRTF Board of Trustees has full authority to select trustees of its choosing to fill all positions on the board.

Section 2.5. Filling of Vacancies. Any vacancy occurring in the Board of Trustees prior to the annual meeting shall be filled by the TRTF Board of Trustees. Any trustee elected to fill a vacancy shall hold office for the-remainder of the vacated term.

Section 2.6. Removal. Any trustee may be removed, either for or without cause, by the affirmative vote of the TRTF Board, if notice of the intention to act upon such matter shall have been given to the trustee proposed to be removed. Any trustee who is absent from regularly scheduled board meetings four times consecutively shall automatically be removed from the TRTF Board of Trustees

Section 2.7. Place of Meetings. Meetings of the TRTF Board of Trustees shall be held at such places as determined by the TRTF Board of Trustees.

Section 2.8. Regular Meetings. Regular meetings of the TRTF Board of Trustees, of which at least ten (10) days' notice shall be necessary, shall be held at such times and places as may be set by the Board and communicated by notice to all trustees.

Section 2.9. Special Meetings. Special meetings of the TRTF Board of Trustees may be called by the President with not less than three (3) days' notice to each trustee. Special meetings may also be called by the President or the Secretary on the written request of three (3) or more trustees.

Section 2.10. Annual Meetings. An annual meeting of the TRTF Board of Trustees shall be held each year in April. At such meeting, the trustees shall elect trustees of TRTF in accordance with Section 2.4. of these Bylaws, shall elect the officers of the Foundation in accordance with Sections 3.2. of these Bylaws and shall transact any and all other business of the Foundation.

Section 2.11. Quorum. At all meetings of the TRTF Board of Trustees, the presence of a majority of the number of voting trustees then in office shall constitute a quorum for the transaction of business. Trustees attending electronically may count as part of the quorum so long as they are able to participate fully in the meeting.

Section 2.12. No Compensation. No trustee shall receive compensation for services as a trustee, an officer, or as a member of a standing or special committee of the Board. Trustees may receive reimbursement for expenses incurred on behalf of the Foundation or in attending meetings of the Board of Trustees or any standing or special committee thereof.

Section 2.13. Meetings By Telephone or Other Remote Communications Technology. TRTF Trustees may participate in and hold a meeting by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet, providing the system allows each member participating in the meeting to communicate concurrently with each other participant. Participation in a meeting pursuant to this Section 2.13 shall constitute presence in person at such meeting.

ARTICLE THREE

OFFICERS, STAFF, POWERS AND DUTIES

Section 3.1. Elected Officers. The elected officers of TRTF shall be a President, a Vice President, and a Secretary/Treasurer.

Section 3.2. Nomination and Election. The TRTF Board of Trustees shall elect its officers through the following process:

- a. One month prior to the TRTF annual meeting, the President will appoint a Nominating Committee to secure a slate of officers for the next administration.
- b. At the annual meeting, the slate of officers will be presented to the Trustees, and the election will be conducted.
- c. Officers elected by a majority vote in the annual meeting will assume office at the beginning of the fiscal year.

Section 3.3. Term of Office. Each elected officer shall hold office for a two year term and is eligible to be reelected for one additional term.

Section 3.4. Staff Member. The Board of Trustees shall have one staff member acting as the Foundation's chief executive officer. That position shall be the TRTF Executive Director.

Section 3.5. Compensation. The compensation of the Executive Director of TRTF shall be set by the Board of Trustees, and the compensation of any other employees of the Foundation shall be set by the Executive Director and approved in the TRTF administrative budget.

Section 3.6. President. The President shall preside at all meetings of the TRTF Board of Trustees. The President shall appoint the committee chairmen and all members of the standing and special committees of the Board. The President shall be an *ex officio* voting member of all committees. The President shall present to the TRTA Board of Directors an annual report of the Foundation's activities and promote the partnership of TRTA and TRTF. The President will assume any other duties assigned by the Board of Trustees.

Section 3.7. Vice President. The Vice-President shall preside at meetings in the absence of the President, generally assist the President and shall have such powers and perform such duties and services as shall be delegated by the President or TRTF Board of Trustees.

Section 3.8. Secretary/Treasurer. The Secretary/Treasurer shall see that notice is given of all meetings of the Board of Trustees and shall keep and attest records of all proceedings and present financial information at all meetings of the Board and shall assume any other duties as assigned by the President or the Board of Trustees.

Section 3.9. Executive Director. The Executive Director shall be the chief operating officer of TRTF and shall be the chief administrator of the Foundation's programs and shall supervise the work of any staff members to ensure that the interests of TRTF are being served. The Executive Director shall prepare and submit all records, reports and other information as may be required to keep the progress of TRTF's programs and shall perform such other duties as may be prescribed by the TRTF Board of Trustees, the President or these Bylaws.

ARTICLE FOUR

COMMITTEES

Section 4.1. Standing Committees of Trustees. The TRTF Trustees shall operate the programs of the Foundation through the work of the following Standing Committees:

- a. Classroom Assistance Grants
- b. First-Year Teacher Scholarships
- c. "A Helping Hand" and Disaster Relief
- d. Fundraising

Section 4.2. Special Committees. The President may create, with approval by the Trustees, a special committee when activity outside the purview of the Standing Committees requires such action. Special Committees may include individuals who are not Trustees but who have expertise in the area of activity the committee is addressing.

Section 4.3. Chairman. The President shall designate a chairman or co-chairman for any committee appointed.

Section 3.4. Vacancies. Vacancies in the membership of any TRTF committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE FIVE

PROGRAMS

Section 5.1. Classroom Assistance Grants. Classroom Assistance Grants are awarded to public school teachers, librarians, coaches and other educators who create programs, events or other learning programs which go beyond the basic curriculum and not supported by their district's budgets. The number of grants and the amount awarded is set annually by the Board of Trustees.

Section 5.2. First-Year Teacher Scholarships. First-Year Teacher Scholarships are awarded to public school educators who are employed in their first year of teaching. Recipients can use the funds to help equip their classroom. The number of scholarships and the amount awarded is set annually by the Board of Trustees.

Section 5.3. "A Helping Hand." "A Helping Hand" provides public education retirees with charitable assistance for a one-time special need or short-term hardship such as medical bills, home and auto repairs, groceries and utility bills.

Section 5.4. Disaster Relief Fund. The Disaster Relief Fund is available to active and retired school employees to repair damage to homes or property caused by flooding, cyclones, fires, and high winds.

Section 5.5. Dr. Kate Bell and E.L. Galyean Assistance Fund. The Dr. Kate Bell and E.L. Galyean Assistance Fund will be used by the Texas Retired Teachers Foundation to provide financial assistance to members of the Texas Retired Teachers Association (TRTA) who are receiving an annuity from a public retirement system and are experiencing financial hardship. This program was established through the financial donation of Mr. David D. Morgan, and TRTF will promote the fund and seek additional donations annually.

ARTICLE SIX

DISSOLUTION

In the event of the dissolution of the Texas Retired Teachers Foundation, the organization's assets shall be distributed to one or more tax exempt organizations whose purposes are to serve the needs and interests of the retired teachers of Texas and whose actions are consistent with the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code. If no such organization exists, the assets shall be distributed to the state of Texas for a public purpose.

ARTICLE SEVEN

AMENDMENTS

These TRTF Bylaws may be amended or replaced at any meeting of TRTF Board of Trustees by a 2/3 affirmative vote of the number of trustees then in office, provided a written copy of the proposed amendment, repeal or replacement was contained in the notice of such meeting.

Last amended June 26, 2025