

BY-LAWS AS AMENDED JANUARY, 2009
OF
EISENHOWER INTERNATIONAL SCHOOL FOUNDATION, INC.
(An Oklahoma Non-Profit Corporation)

ARTICLE I

Name and Office

The name of the Corporation shall be the Eisenhower International School Foundation, Inc., hereinafter referred to as the "Foundation," an Oklahoma not-for-profit corporation, with principal offices located in the City of Tulsa, in the County of Tulsa, in the State of Oklahoma.

ARTICLE II

Purpose

1. Purpose. The purposes of the Foundation shall be exclusively educational and charitable, specifically to develop an independent financial base from which to support and enhance current and projected program of the Eisenhower International School, hereinafter referred to as "EIS," that focus on the school's needs of long-term stability and growth.

The Foundation shall possess all powers of a corporation organized under the Corporations Act of the State of Oklahoma, as amended, which are not in conflict with the purposes for which the Foundation was organized, including, but not limited to, the power to purchase, take, receive, lease as lessee or lessor, take by gift, devise or bequest, or otherwise acquire, own, hold, use, invest in and otherwise deal in and with any real or personal property or any interest therein situated in or out of the State of Oklahoma; to sell, convey, pledge, mortgage, assign and otherwise transfer or dispose of all or any part of its property and assets; to guarantee the debts or obligations of the Foundation and to distribute, contribute, expend, donate, apply and appropriate all of its property and assets, and all proceeds and avails thereof, and income and profit derived therefrom, exclusively for charitable, educational, scholastic, medical, or scientific purposes.

2. Inurement of Income. No part of the net earnings of the Foundation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons except that the Board of Directors of the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered.

3. Legislative or Political Activities. No substantial part of the activities of the Foundation shall be devoted to influencing legislation, propaganda or the distribution or publication of political statements or other political activity.

4. Dissolution clause. In the event of the dissolution or liquidation of the Foundation, and after payment of just debts and liabilities, all remaining assets shall be distributed to its successors and assigns if then in existence and if such successors and assigns are described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended; if not, then to such organization or organizations selected by the Board of Directors, provided that such organization or organizations are organized and operated exclusively for charitable, educational, scholastic or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any subsequent laws of the United States of America.

ARTICLE III

Membership

1. Eligibility. Any individual, corporation, or other business or nonbusiness entity, including but not limited to non-profit organization, association: or foundation interested in the purposes of the Foundation is eligible for membership. Membership is conferred on all persons or organizations that make a payment to the Foundation in at least the amount of the annual membership dues as defined by the Board of Directors. No member shall, however, have any voting or other rights in the Foundation, except as may be otherwise specifically provided in the By-laws. Honorary memberships may be conferred upon worthy individuals at the discretion of the Board of Directors.

2. All individuals or entities shall, upon receipt of membership dues or contributions to the Foundation, be mailed or delivered an acknowledgement by the President or the President's designee.

3. Membership is non-transferable and shall cease upon the death of the member. No member, in such capacity, shall have any vested rights in the assets of the Corporation. The Board of Directors shall establish such additional membership levels as they may determine from time to time to further the purposes of the Foundation.

4. Each membership receives one vote at the Annual Meeting for the purpose of electing Directors and/or amending By-laws.

ARTICLE IV

Meetings of Members

1. Annual Meeting. The Annual Meeting of members shall be for the purpose of the election of Directors, annual reports of the affairs of the Foundation, and any other such business as may be brought before the Directors in writing at least 45 days before the Annual Meeting.

The Annual Meeting shall be fixed by the Board of Directors in the second quarter of the calendar year. Notice of the Annual Meeting shall be extended to all members of record. Members of record shall be maintained by the officer or agent who has charge of the list of members of the Foundation. This list of members shall be subject to inspection at the Annual Meeting by any member in good standing.

2. Special Meetings. Special meetings of the Foundation shall be held upon written request of the Chairman, President or Secretary, by resolution of the Board of Directors, or by petition of at least one-third (1/3) of the members. Such request shall state the purpose of the proposed meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

Special meetings may be held via e-mail exchange between members over a period not to exceed 36 hours, so long as each member is a recipient of the e-mail exchange that constitutes the meeting. Any motion brought to a vote during an e-mail meeting, in order to pass, must be voted on by three-quarters of the members and receive at least sixty percent of the vote of all current members, irrespective of how many members vote on the motion.

3. Notices of Meetings. Notice of meetings to all members who are teachers, staff members or parents of current students at Eisenhower International School may be given by publication in the Eisenhower Newsletter or by written notice delivered, in the case of teachers and staff members, to their mailboxes in the school office and, in the case of parents, in the "Home and Back" or similar weekly packet of information to parents at least ten (10) days before the date on which such meeting is to be held. Notice shall be mailed or delivered to all other members of record at their last known address or to their last known email address, if one has been supplied, at least ten (10) days before the date on which such meeting is to be held. Notice of meetings shall state the time, date, place and agenda of the meeting.

4. Quorum. At all meetings of the Foundation a majority of members present shall constitute a quorum and a vote of a majority vote of those votes shall constitute the action of the Foundation.

5. Order of Business. Except as otherwise provided in these By-laws, Robert's Rules of Order shall be the rules of order for meetings of the Foundation.

ARTICLE V

Board of Directors

1. General Powers. The property, affairs, and business of the Foundation shall be managed by the Board of Directors, hereinafter referred to as the "Board."

2. Number and Term of Office.

- a. The Board shall consist of no less than nine (9) and nor more than twelve (12) persons. The term of office of each Director shall be three (3) years, with each Director serving no more than two (2) consecutive three-year terms. If two consecutive terms are served, the Director may not stand for re-election for a one-year (1) period.
Initially, one-third (1/3) of the Board shall serve one (1), two (2), and three (3) year terms, so that the terms of one-third (1/3) of the Board membership shall expire each year.
- b. Membership on the Board shall be composed of at least two (2) parents of EIS students participating in the Spanish Immersion program, at least two parents of EIS students participating in the French Immersion program, and at least four (4) members representing either community organizations, the business or corporate community, alumni of EIS or its predecessor immersion program or parents of such alumni.
- c. A vacancy on the Board shall be deemed to exist in the case of death, resignation, or removal of any Director.
- d. Whenever the office of a Director becomes vacant, a majority of the remaining Directors may appoint a replacement to serve for the remainder of the unexpired term. The number of years served during the fulfillment of an unexpired term will not be counted as part of the two term limitation rule, as set out in Section 2(a) above.
- e. Any Director may resign at any time by giving written notice of his resignation to the Board of Chairman of the Board or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Board accepts the resignation of a director rendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is to become effective.
- f. Any Director may be removed from membership by the affirmative vote of two-thirds (2/3) of the voting members of the Board at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Foundation, for lack of sympathy with objectives, or for refusal to render reasonable assistance in carrying out its purposes.

3. Ex-officio Directors. The Principal or Program Administrator, the President of the P.T.A of the President's designee of the Eisenhower International School, and one (1) liaison of the Tulsa Public Schools Education Service Center shall be ex-officio members of the Board, without vote, so long as they serve in such capacities.

Additionally, the Chairman of the Board (or President if there be none) shall have the power, at his/her discretion, to appoint no more than two (2) ex-officio members of the Board, without vote, to serve for a term coterminous with the Chairman's term.

4. Honorary/Advisory Directors. The Board of Directors may create an advisory or honorary group which may be termed "honorary directors" or "advisory directors" by resolution of the Board of Directors. The authority of such a group would be limited to an advisory or honorary function and would not limit or alter the decision-making authority of the elected Board of Directors.

ARTICLE VI

Meetings of Directors

1. Place of Meetings. Meetings of the Board of Directors shall be held at any place within or without the State of Oklahoma, which has been designated from time to time by resolution of the Board or by written consent of all Directors.

2. Regular Meetings. Regular meetings of the Board of Directors of the Foundation shall be held at least quarterly.

3. Special Meetings. Special meetings of the Board shall be held upon written request of the Chairman or the President, or upon the written demand of any three (3) Directors addressed to the Chairman, President or Secretary, stating the purpose or object of the meeting. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice given to each Director of the meeting, except upon the unanimous consent of all Directors.

4. Notice. Notice of a regular or special meeting shall be delivered to each Director by email, if an email address has been supplied by said Director, or, in the case of Directors who are teachers or staff members at EIS, to their mailboxes in the school office or, in the case of Directors who are parents of current students, in the "Home and Back" or similar weekly packet of information to parents or mailed to each Director at his/her designated address and if no address has been designated to his/her residence or usual place of business at least ten (10) days prior to the meeting. Every such notice shall state the time, date, place and agenda of such meeting Other regular meetings of the Board may be held without notice at such time as shall from time to time be determined by the Board.

5. Waiver of Notice of Meetings. Notice of meetings shall be given to each Director as specified herein. But any Director may either before, at or after any meeting waive notice thereof. Any Director, by his/her presence at any meeting, shall be deemed to have waived notice. Any meeting of the Board, even without notice, shall be legal and valid if all members of the Board are present.

6. Quorum and Manner of Acting. A simple majority of voting Directors shall constitute a quorum for the transaction of business at any meeting and the acts of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board.

In the absence of a quorum, a majority of the Directors present may temporarily adjourn any meeting from time to time until a quorum is present. In the event any meeting is adjourned for lack of a quorum, the Chairman or the Secretary of the Foundation shall announce to those present the time, date and place of the meeting to reconvene. No other notice shall be required. In the event a quorum is present when the meeting reconvenes, any action taken by the Board at that time shall be deemed valid as if taken at the meeting that was temporarily adjourned for lack of a quorum

7. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to said action is signed by all members of the Board and such written consent is filed with the minutes of its proceedings.

8. Meetings by Telephone or Similar Communication. The Board may participate in a meeting by conference telephone or other similar communication equipment by which all Directors participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person by each Director at such meeting.

ARTICLE VII

Officers

1. Number and Title. The Officers of this Foundation shall be a Chairperson, if any, President, Vice President, Secretary, and Treasurer.
2. Election and Term of Office. The Officers of this Foundation shall be elected by the current Directors annually at the next regularly convened Board meeting following the Annual Meeting of members. Each officer shall continue in office until his/her successor shall have been duly elected and qualified, and shall have entered upon the discharge of his duties.
3. Resignation. Any officer may resign at any time by giving written notice to the Chairman (if there be none, then the President) or the Secretary of the Foundation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.
4. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by election of the Board at any regular meeting or a meeting called for that purpose.
5. Removal. Any officer may be removed from office by the affirmative vote of two-thirds (213) of voting members of the Board at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Foundation, for lack of sympathy with its objectives, for prolonged absences, for disability, or for refusal to render reasonable assistance in carrying out its purposes.
6. Salaries. No compensation or payment shall be made to any Director of the Foundation except as a reasonable allowance for actual expenses incurred on behalf of the Foundation.
7. Chairman. The Chairman shall be a Director and shall hold office until his/her successor is elected notwithstanding an earlier termination of his/her office as a Director. The Chairman shall preside at all meetings of the Board and members.
8. President. The President shall have such powers to perform such duties as may be assigned to him/her by the Board of Directors. He/she shall have the rights and duties normally assigned to the President of a corporation, and shall be the Chief Executive Officer of the Corporation. He/she may act as Chairman in the absence of the Chairman, He/she shall co-sign with the Secretary or the Treasurer any instrument in writing which in any way affects the title to or the disposition of the property of the Foundation, except as otherwise specified by the Board of Directors.
9. Vice President. The Vice President shall preside at meetings of the Board in the chairman's or President's absence and shall have such powers to perform such duties as may be assigned to him/her by the Board.
10. Secretary. The Secretary of the Foundation shall:
 - a. Keep the minutes of the meeting of the Board.
 - b. See that all notices are duly given in accordance with the provisions required by these By-laws and by law.
 - c. Be custodian of the records.

d. Have such powers and duties as may be assigned to him/her by the Board.

11. Treasurer. The Treasurer of the Foundation shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Foundation, deposit all such funds in the name of the Foundation at such banks, trust companies and other depositories as shall be designated by the Board.
- b. At all reasonable times exhibit the books of account and records of the Foundation to any Director or to any other person legally entitled to inspect such books and records upon application during business hours at the office of the Foundation or at such other place as these books may be kept.
- c. Render written statements of the condition of the finances of the Foundation at all regular meetings of the Board.

12. Other Officers. In addition, such other officers as additional Vice Presidents and/or Assistant Secretary or Secretaries and/or Assistant Treasurer or Treasurers, if any, but not limited to these officers, shall perform the duties of these offices as the Board of Directors may determine.

ARTICLE VIII

Staff

The Board of Directors shall have the right in their discretion to employ an Executive Director who shall be the chief operating officer of the Foundation or other staff for the Foundation and to fix the compensation, duties, and other terms and conditions of employment.

ARTICLE IX

Committees

1. Role and Responsibilities. The Chairman of the Board may appoint such committees, either standing or special, as he/she may from time to time deem desirable. Except as may be directed by the Board, committee members shall not be required to be members of the Board. However, membership on any committee which is charged with fulfilling and discharging the duties and responsibilities of the Board between regular meetings thereof or otherwise shall be limited to members of the Board. The terms of committee members shall be coterminous with the Chairman's term. The committees shall report proceedings of all meetings and any recommendations are to be submitted for Board approval.

2. Standing Committees. The Foundation shall have the following Standing Committees: Executive Committee and Nominating Committee. In addition, the Foundation shall have such other committees as may be appointed from time to time by the Board of Directors or the Chairman of the Board or President.

a. Executive Committee.

1. Composition. The Foundation shall have an Executive Committee consisting of the officers of the Board. The Executive Director or other staff member of the Foundation, if any, shall attend Executive Committee meetings, without vote.
2. Meetings of the Executive Committee. The Executive Committee shall make its own rules as to time, place and notice of meetings and its own rules of procedure. A majority of the voting members of the Executive Committee shall constitute a quorum. An Executive Committee member shall not vote by proxy.

3. Powers of the Executive Committee. The Executive Committee, except to the extent limited by the Oklahoma Corporation Act, shall have the powers of the Board during the periods when the Board is not in session and such other powers as may be lawfully delegated to it by the Board.
4. Waiver of Notice. Any actions taken at any meeting of the Executive Committee, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof.
5. Removal. The entire Executive Committee or any individual member thereof may be removed from the Executive Committee with or without cause by a vote of a majority of the whole Board.
6. Vacancies. The Board shall fill all vacancies of officers in the Executive Committee which may occur from time to time. Other vacancies shall be appointed by the Chairman.
7. Action without Meeting: Telephonic Meeting. Action may be taken by the Executive Committee in the manner allowed by the Board pursuant to Article VI, Paragraphs 7 and 8.
8. Personnel. The Executive committee shall evaluate annually the Executive Director and other full-time staff (if there be such staff) of the Foundation for the purpose of establishing compensation.

b. Nominating Committee.

1. Compensation. The Nominating Committee shall be composed of three (3) members of the Board (none of whom shall be a member of the Executive Committee). Only one-third (1/3) of the members of the Nominating Committee shall be nominated to serve for a second consecutive term. Whenever possible, the Chairman of the Nominating Committee shall have been a member of the immediately preceding Nominating Committee but said Chairman shall not serve consecutive terms as Chairman.
2. Vacancies. A vacancy for any cause on the Nominating Committee prior to the filing of its report shall be filled by the Board of Directors. If such a vacancy should occur in the office of Chairman of the Nominating Committee, the remaining members of the Nominating Committee from their members shall select a Chairman.
3. Role and Responsibilities. The Nominating Committee shall make nominations for the Board of Directors to be voted on at the Annual Meeting. The Nominating Committee shall make nominations for officers of the Board and members of the Nominating Committee, to be voted on at the next meeting of the Board following the Annual Meeting for the election of directors. It shall file such nominations prior to the Annual Meeting no later than the date required to give notice of the Annual Meeting pursuant to Article IV.

ARTICLE X

Contracts, Checks and Deposits

1. Contracts, Checks, Drafts, Deposits and Funds. The Board may authorize any officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation.
2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the foundation shall be signed by such person or persons in such manner as shall from time to time be designated by the Board.

3. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation under such conditions and in such banks, trust companies, or other depositories as the Board or Executive Committee may designate or as may be designated by any officer or agent of the Foundation to whom such power has been delegated by the Board; and for the purpose of such may endorse, assign, and deliver checks, drafts and other orders for payment of money which are payable to the order of the Foundation.

ARTICLE XI

Receipts and Distribution of Assets

1. Receipt of Assets. All donations offered to the Foundation are subject to the approval of the Executive Committee or the Board. This includes, but is not limited to, contributions of cash, securities, real estate, personal property, equipment, and furniture. In no event shall the Executive Committee approve a gift which would cause the Foundation to operate in a manner which would jeopardize its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2. Distribution of Unrestricted Funds. During each fiscal year, the Board may distribute unrestricted funds as is appropriate under these By-laws or policies and procedures established by the Board.

3. Restricted Gifts. The Foundation may accept any contributions, gifts, bequests, or assignments for the general or for any special purpose of the Foundation.

4. Investments. The Foundation may for investment purposes co-mingle funds from various trusts, but no restricted or trust funds shall be used for purposes which are inconsistent with the terms of the restriction or trust, and an appropriate accounting shall be maintained at all times to assure that there is an appropriate and effective identification of the amount of all the commingled funds belonging to each separate trust, restricted gifts, or other source.

ARTICLE XII

Fiscal Year

The fiscal year of the Foundation shall commence on the first day of July and end on the last day of June of each year.

ARTICLE XIII

Seal

The Foundation shall have a seal in the form impressed in the margin opposite this article of the By-laws. The corporate seal shall be a device containing the name of the corporation, the words "Corporate Seal," and the word "Oklahoma."

ARTICLE XIV

Indemnification

Every member of the Board, officer, or employee of the Foundation, including members of all committees of the Foundation in the performance of their duties shall be indemnified by the Foundation against all reasonable expenses and liabilities, including counsel fees, necessarily incurred, and when approved by the Board, by or imposed upon such Director: officer, employee or member of a committee in connection with any threatened action, pending action or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) to which such Director, officer, employee or member of a committee may be made a party or in which such person may become involved by reason of being or having been a Director, officer, employee or member of a committee, or any settlement thereof, whether or not such person is a Director, officer, employee or member of a committee at the time such expenses are incurred, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Foundation. This indemnification shall not apply in such cases where the affected

Director, officer, employee or member of a committee is found to not have acted in good faith or in a manner reasonably believed to be in or not opposed to the best interests of the Foundation or where the employee is adjudged guilty of willful misfeasance or malfeasance in the performance such person's duties. Provided, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interests of the Foundation. The provisions of this section shall be applicable to actions, suits or proceedings pending at the adoption hereof or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and to Directors, officers, employees and members of a committee and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors and administrators of the Directors, officers, employees and members of a committee referred to in the section. This indemnity agreement shall not inure to the benefit of any indemnitor, insurer, surety, or bonding company.

ARTICLE XV

Elimination of Director's Liability for Breach of Fiduciary Duty

A Director shall not be personally liable to this Foundation for monetary damages for breach of fiduciary duty as a Director, provided that a Director of this Foundation shall continue to be personally liable:

- a. For any breach of the Director's duty of loyalty to this Foundation;
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. For any transaction from which the Director derived an improper personal benefit.

ARTICLE XVI

Insurance

The Foundation may purchase and maintain insurance on behalf of any person who is or was a Director or officer against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Foundation would have the power to indemnify him/her against such liability under the provisions of this Section.

ARTICLE XVII

Exempt Activities

Notwithstanding any other provisions of the By-laws, no member, director, officer, employee, or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or the corresponding provision of any future Federal Tax Laws and Regulations, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XVIII

Amendments

These By-laws may be amended by a majority vote of those present and voting at any regular or special meeting of the membership. Amendments may be proposed by majority vote of the Board of Directors or by petition of one-third (1/3) of the membership, provided such petition for revision or amendment has been proposed in writing at least forty-five (45) days prior to the meeting and presented to the Board of Directors.

Written notice of proposed amendments shall be mailed to all members in accordance with the 10-day provision for notice of regular or special meetings. The notice shall contain an exact text of the proposed amendment

Amended By-laws approved and effective this ____ day of February, 2009.

Secretary