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Shelby Curry  
MARK TURNBULL, COUNTY CLERK  
MONTGOMERY COUNTY, TEXAS

**EAST MONTGOMERY COUNTY SCHOLARSHIP FOUNDATION  
NOTICE OF MEETING**

Notice is hereby given to all interested members of the public that the Board of Directors of the above captioned Foundation will hold a public meeting at East Montgomery County Improvement District Complex, Conference Room, Room 200A, 21575 U.S. Highway 59 North, New Caney, Texas.

The meeting will be held on Thursday, September 13, 2018, at 12:00 p.m.

The Board shall consider and act upon the following matters:

1. Consider and act upon approval of the minutes of the Board of Directors meeting held on June 7, 2018;
2. Consider election of Director to fill Director Position 4;
3. Consider election of officers;
4. Consider acceptance of Conflicts of Interest Statements from Directors;
5. Consider engagement of auditor to prepare the Foundation's audit report for the fiscal year ending September 30, 2018, and the taking of any actions required in connection therewith;
6. Consider and take appropriate action related to financial and investment reports, including invoices and scholarship requests presented, including authorizing the payment of invoices presented;
7. Consider status of application to United States Internal Revenue Service for change in entity designation and approval of any documentation required in connection with same;
8. Consider review and approval of proposed amendments to Bylaws of the Foundation and Certificate of Formation, and the taking of any actions required in connection therewith (Notice of proposed amendments is attached hereto as Exhibit "A");
9. Consider election of Directors to director positions created by adoption of amendments to Bylaws;
10. Consider election of officers;
11. Consider status of planning for Foundation banquet;
12. Consider proposals for the Foundation's insurance coverage for term expiring September 21, 2018; and

13. Consider matters for possible placement on future agendas.



By: Brenda Webb  
Brenda Webb  
Chair of the East  
Montgomery County  
Scholarship Foundation *by AW*

**EXHIBIT "A"**

**Notice of Proposed Changes to Certificate of Formation**

**Propose replacing Article Four with the following:**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Code. In accomplishment of such purposes, the Corporation shall operate exclusively to support post-secondary education opportunities for individuals residing within the geographical boundaries of the East Montgomery County Improvement District or attending an independent school district located within such boundaries.

**Amend Article Nine as follows to identify recipient of remaining assets upon dissolution of the Corporation:**

"... assets shall be distributed to the East Montgomery County Improvement District to be used to support educational opportunities, provided that such organization shall be at that time described in sections 501(c)(3) or 170(c)(1) and sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code ..."

**Notice of Proposed Changes to Bylaws**

**Propose replacing Article I, Section 2 with the following:**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Code. In accomplishment of such purposes, the Corporation shall operate exclusively to support post-secondary education opportunities for individuals residing within the geographical boundaries of the East Montgomery County Improvement District or attending an independent school district located within such boundaries.

**Propose replacing Article III, Section 2 with the following:**

Number. The Corporation's Board of Directors shall consist of nine (9) Directors. The number of Directors may be increased from time to time by amendment of these Bylaws in accordance with the provisions of Article X, provided that the number of Directors shall never be less than nine (9), and provided further that no decrease in number shall have the effect of shortening any term of any incumbent Director and shall not result in a majority of Directors who concurrently serve on the Board of the East Montgomery County Improvement District. The President of the East Montgomery County Improvement District shall act as permanent ex officio member of the Board of Directors.

**Propose replacing Article III, Section 3 with the following:**

Qualifications and Term. Four Directors shall be appointed by the East Montgomery County Improvement District and shall be the Chair of the Board of Directors (Position 1) of the East Montgomery County Improvement District and three qualified and seated members of the Board

of Directors of the East Montgomery County Improvement District (Positions 2 through 4) (such appointed director being an "Appointed Director" or, collectively, "Appointed Directors"). The Appointed Director for Position 1 shall hold office until such Director is no longer the Chair of the Board of Directors of the East Montgomery County Improvement District. All other persons serving as Appointed Directors shall hold office until the earlier of (a) the Board of Directors of the East Montgomery County Improvement District selects a replacement or (b) such Appointed Director's no longer being a qualified and seated member of the Board of Directors of the East Montgomery County Improvement District.

The remaining Directors (Positions 5 through 9) shall be elected by the affirmative vote of a majority of the other Directors of the Corporation (such elected director, being an "Elected Director" or, collectively, the "Elected Directors"). Each Elected Director shall serve a term of four (4) years unless the Elected Director no longer meets the qualifications identified by these Bylaws, or except as the initial term may be revised by these Bylaws. An Elected Director shall not be a member of the Board of Directors of the East Montgomery County Improvement District, but all Elected Directors must be residents of the East Montgomery County Improvement District's jurisdiction. Each person serving as an Elected Director shall hold office until the earlier to occur of (a) the expiration of the term for which he is elected and until his successor had been elected and qualified, (b) he is no longer a resident of the East Montgomery County Improvement District, but all Elected Directors must be residents of the East Montgomery County Improvement District's jurisdiction or (c) his death, resignation, or removal as hereinafter provided. Elected Directors shall be subject to the additional qualifications: Director Position 5 shall be an individual who serves as a Senior Administrative Official, current Board Member or past Board Member of Lonestar College; Director Position 6 shall be an individual who serves as a current member of the Board of Trustees of New Caney Independent School District; Director Position 7 shall be an individual who serves as a current member of the Board of Trustees of Splendor Independent School District; and Director Positions 8 and 9 shall be individuals with a recognized commitment to the communities served by the East Montgomery County Improvement District, which may include service as a community leader, community volunteer or service member, or previous Board Member of the East Montgomery County Improvement District. The initial terms of Elected Directors elected at the 2018 annual meeting shall be adjusted as follows: Positions 6, 8 and 9 shall serve a term of two (2) years; all subsequent elections shall be for a term of four (4) years.

**Propose replacing Article III, Section 5 with the following:**

**Election and Vacancies.** Any vacancy (other than resulting from completion of a term) occurring in the office of an Elected Director, whether by death, resignation, removal, or otherwise, shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy arising other than as a result of the completion of the term of a Director shall be elected for the unexpired term of and shall be a member of the same class as, his predecessor in office. Any vacancy to be filled by reason of an increase in the number of Directors shall be filled by election at any meeting of the Board of Directors. Any vacancy in the position filled by the Chair of the Board of Directors of the East Montgomery County Improvement District shall be filled by the successor of the Chair of the

Board of Directors, and any vacancy in the position of any other Appointed Director shall be filled by an appointment made by the Board of Directors of the East Montgomery County Improvement District in accordance with Section 3 of this Article III.

**Propose amending Article III, Section 10 as follows:**

Notice of Meetings. The Secretary shall give notice to the Board of Directors of the time and place of each Annual, Regular or Special Meeting in accordance with Chapter 551 of the Texas Government Code. Such duties may be delegated by the Secretary to the President of the ~~Supported Organization-East Montgomery County Improvement District~~ or a representative of the general counsel of the ~~East Montgomery County Improvement District. Supported Organization.~~

**Propose replacing Article V, Section 4 with the following:**

Powers and Duties of the Chair of the Board. The Chair of the Board shall be elected by a majority vote of the Board of Directors at the annual meeting. Any Elected Director shall be eligible to serve as Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be assigned to such officer in these Bylaws or from time to time by the Board of Directors.

**Propose amending Article V, Section 8 as follows:**

The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Articles of Incorporation, may sign with the Chair in the name and on behalf of the Corporation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors. Such duties, except for those requiring execution or attestation by the Secretary, may be delegated by the Secretary to the President of the ~~East Montgomery County Improvement District Supported Organization~~ or a representative of the general counsel of the ~~East Montgomery County Improvement District Supported Organization.~~