

## **MARSALOM, INC a TEXAS NONPROFIT CORPORATION**

### **ARTICLE I**

These **bylaws** constitute the code of rules adopted by the board of Marsalom, Inc. for the regulation and management of its affairs.

### **ARTICLE II**

#### **Purpose**

Marsalom, Inc. is organized exclusively for the purpose of operating and maintaining a private educational institution for students of the age of five years or more, in conformance with the laws of the State of Texas relating to such institutions, and for educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

### **ARTICLE III**

The corporation shall have no class of members.

### **ARTICLE IV**

#### **Offices**

The principal office of the corporation shall be in the State of Texas in the County of Bastrop. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such a registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

### **ARTICLE V**

#### **Board of Directors**

##### **(1) Powers**

The Board of Directors (Directors) of the corporation is vested with the management of the business and affairs of this corporation, subject to the Texas Business Organizations Code, the Articles of Incorporation, and these bylaws.

##### **(2) Qualifications**

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Directors need not be a resident of the State of Texas.

### **(3) Number of Directors**

The Board of Directors will consist of no less than three Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors.

### **(4) Term of Directors**

Directors shall serve terms of three years or until their successors shall have been nominated and appointed. Expiration of terms shall be staggered; so that approximately one-third of the Directors are reappointed or replaced each year. Directors may serve any number of consecutive terms of three years if approved by a majority vote of the entire Board of Directors.

### **(5) Election of Directors**

Directors are appointed by the board annually. Nominations can be made at any monthly Greenbriar Community meeting by any School or Community participant. Elections for Directors filling expired terms shall be held at the last board meeting of the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a reappointment or replacement is made, the reappointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either reappointed or until their successors are chosen. Officers are determined by the Board of Directors at a Board Meeting.

### **(6) Resignation**

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

### **(7) Removal**

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

### **(8) Vacancies**

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, provided a nomination has been duly received from a Greenbriar Community Meeting. The Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. If the board has not received a nomination from a Community Meeting after 3 months, then the board can nominate and appoint the replacement.

### **(9) Compensation**

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

## **ARTICLE VI**

### **Officers**

#### **(1) Roster of Officers**

The corporation shall have a Board President, Vice-President, Secretary, and Treasurer. The corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except the President and Secretary may not be the same person.

#### **(2) Election and Removal of Officers**

All officers shall serve one year terms. Officers may serve consecutive terms without limit. Officers shall remain in office until their successors have been selected. The election of officers shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

#### **(3) Vacancies**

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer from the Board to fill the remainder of the term as soon as practical by majority vote of Directors present.

#### **(4) President**

- The President will supervise and control the affairs of the corporation and shall exercise such supervisory powers as may be given her/him by the Board of Directors.
- The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control.
- The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
- The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where signing is expressly delegated to some other officer or agent of the corporation.

#### **(5) Vice-President**

- The Vice-President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the bylaws.

#### **(6) Secretary**

- The Secretary will 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.
- The Secretary shall attest to and keep the bylaws and other legal records of the corporation, or copies thereof, at the principal office of the corporation and make them available at the request of any Director or member of the public for inspection and copying.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the corporation.

- The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the corporation.
- The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the corporation. The Secretary shall keep a record of all votes cast in such elections.
- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice-President shall perform the functions of the Secretary.

**(7) Treasurer**

- The Treasurer will have charge and custody of all funds of the corporation, will oversee and supervise the financial business of the corporation, will render reports and accounting to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or these bylaws, or which may be assigned from time to time by the Board of Directors.
- The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the corporation at the principal office of the corporation and make them available at the request of any Director or member of the public for inspection and copying.
- Treasurer shall prepare an annual report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the corporation.
- The Treasurer's signature shall be the authorized signature for all financial accounts of the corporation and deposit all funds in the name of the corporation in such accounts. The Treasurer, with the approval the Board of Directors, may designate another agent or agents of the corporation to act as the authorized signatory.

**ARTICLE VII**  
**Board Meetings**

**(1)Place of Board Meetings**

Regular and Special Meetings of the Board of Directors will be held at the principal place of business of the corporation, or at any place in the State of Texas that the President may designate.

**(2) Regular and Special Meetings**

Regular meetings of the Board of Directors shall be held annually, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any two Directors.

**(3) Notice of Board Meetings**

Notice of the date, time, and place of meetings shall be given in person, by phone (including voicemail or text), facsimile, or e-mail at least two days prior the meeting, with the exception of Special Meetings held to amend the Articles of Incorporation or bylaws, for which a 14 day written notice provided personally or by mail, e-mail, phone text, or facsimile shall be required specifying the proposed amendment.

**(4) Waiver of Notice**

Attendance by a Director at any meeting of the Board of Directors for which the Director did not

receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

**(5) Quorum**

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board Meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by any provision of these bylaws.

**(6) Proxy Voting**

Proxy voting is permitted in meetings held to amend the Articles of Incorporation or bylaws.

**(7) Actions without a Meeting**

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

**(8) Meetings**

Meetings shall not be open to the general public, except when guests are invited with the consent of the Board.

**ARTICLE VIII**  
**Indemnification**

**(1) Insurance**

The corporation will provide indemnification insurance for its board members, and the board shall select the amount and limits of such insurance policy.

**(2) Indemnification**

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the corporation shall be by reason of the fact that he is or was a Director or Officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

**(3) Limits on Indemnification**

Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

**ARTICLE IX**  
**Facilities**

Each facility or institution established by the corporation shall be operated collectively by those

persons involved in its functions.

**(1)Greenbriar School**

Greenbriar School is the educational institution for students of the age of five years or more. Operation and administration of the School shall be by the parents, faculty, staff, and students of the School, to be called collectively the General Body. All rule-making authority for the School shall be vested in the General Body of the School.

**(2) Greenbriar Community**

Greenbriar Community, the group of residents at the Bastrop County location of the School, shall serve the Board and the General Body as a standing committee on land use and disbursement of funds; and is responsible for facilities maintenance. The Community also has the designated capacity to endorse by consensus agreement, any changes to the Articles of Incorporation. In keeping with the educational purpose of Marsalom, Inc., the Community is a branch of the School that operates as a model for sustainable community living by consensus decision making. The Community shall have authority to regulate its internal affairs.

**ARTICLE X**  
**Operations**

In addition to all other operational procedures mentioned in these bylaws, (refer to Article VI for records and execution of documents), the following procedures are to be included:

**(1)Amendments**

The Board of Directors may change these by-laws at any time by a vote of the majority of Directors at a meeting where a quorum is present, provided that when the meeting is called, notice is given of the intent to change the by-laws. The Articles of Incorporation may be amended by the Board only with the consensus endorsement by Greenbriar Community, acting in its designated capacity as a standing committee.

**(2) Fiscal Year**

The fiscal year for the Corporation will be the calendar year January 1 through December 31.

**(3) Financial Review**

The Corporation shall have an annual financial review by an outside professional agency to be completed by May of each year for the previous fiscal year.

**(4) Disbursements of Funds**

Board members or their approved agents of the Corporation may dispense with the funds in accordance with the purposes of the Corporation and as set out in these bylaws. Financial transactions which have a value of five thousand dollars (\$5000) or more shall require majority approval of the Board.

**CERTIFICATION**

I hereby certify that these bylaws were adopted by the Board of Directors of Marsalom, Inc at its meeting held on \_\_\_\_\_

\_\_\_\_\_  
Board Secretary

February 28, 2017