

# **BYLAWS OF Texas SunGard User Network, Inc.**

**Texas SunGard User Network, Inc.** which is the group Incorporated for the stated corporate purpose and the said Group having been incorporated as a Texas non-profit Corporation named **Texas SunGard User Network, Inc.** (hereinafter called "Corporation"), the following Bylaws are to implement the stated purposes of the Group (as incorporated) and to represent and act on behalf of all of the Members. These Bylaws are adopted pursuant to the said Articles of Incorporation and are supplemental thereto. In the event of any conflict between the Bylaws and the Articles, the Articles shall control. The terms "Association", "Group" and "Corporation" are hereafter used interchangeably.

## **Article 1 General Provisions**

**1.01** All present and future Members of the Corporation are subject to the terms and provisions of these Bylaws.

### **Principal Office**

**1.02** The principal office of the Corporation in the State of Texas shall be located in Cameron County, Texas.

### **Registered Office and Registered Agent**

**1.03** 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 registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time.

## **ARTICLE II MEMBERS**

### **Eligibility for Membership**

**2.01** Membership in the Corporation is limited to those persons or entities associated with the school districts that utilize the software, the software company itself and/or any third party vendor associated with the software company. Membership is granted after completion and receipt of a membership application and approval by the Board. All memberships shall be granted upon a majority vote of the Board and compliance with all requisite established by the Board.

## **Dues**

**2.02** The amount, if any required for annual dues shall be determined by the Board. Continued membership is contingent upon timely payment of dues, if any.

## **Rights of Members**

**2.03** Members, once admitted to the Corporation, shall have all those rights vested to them as outlined by the Texas Business Organizations Code.

## **Non-Voting Members**

**2.04** The Board shall have the authority to establish and define non-voting and voting categories of membership. By majority vote, the Corporation may allow for nonvoting membership in the event of individuals that do not qualify for voting membership as outlined in 2.01 above.

## **Resignation and Termination**

**2.05** Any Member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a Member of unpaid dues, or other charges previously accrued. A Member can have their membership terminated by a majority vote of the voting membership.

## **Annual Meetings**

**2.06** There shall be a regular annual meeting of the Members of the Corporation, which annual meeting shall be known as the annual meeting of the Members. The annual meeting of the Members shall be held at a time and place to be determined by the Board of Directors.

## **Special Meetings**

**2.07** Special meetings of the Members may be called by the President, a majority of the Board of Directors, or by Members representing at least twenty percent (20%) of the total voting capacity of the Members as set forth in subsection 2.06 hereof.

## **Notice of Meetings**

**2.08** Written notice of all Members' meetings, including the annual meeting, shall be given by or at the direction of the Secretary of the Board (or other persons authorized to call the meeting) by mailing or by personally delivering a copy of such notice at least ten (10), but not more than thirty (30) days before such meeting to each Member entitled to vote at such meeting, addressed to the Members' address last appearing in the records of the Corporation, or supplied by such Member of the Corporation for the purpose of the notice. Such notice shall specify the place, day

and hour of the meeting, and in case of a special meeting, the nature of the business to be undertaken.

### **Action Without Meeting**

**2.09** Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Directors and filed with the Secretary of the Board.

### **Proxies**

**2.10** Votes allocated to a Member may be cast at all meetings under a written proxy duly executed by a Member. A Member owner may not revoke a proxy given under this section except by giving actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or if it purports to be revocable without notice. A proxy terminates one (1) year after its date unless it specifies a shorter or longer time. All proxies shall be filed with the Secretary of the Board. Every proxy shall automatically be invalid upon receipt of notice by the Secretary of the death or judicially declared incompetence of such Member.

### **Vote**

**2.11** (a) Voting shall be on the basis of one (1) vote per number school district or local education agency (LEA). Each school district or LEA shall name a representative to cast its vote.

(b) In the event of a tie vote the qualified voting Members present at a meeting in person or by proxy, the tie shall be broken by vote of the President of the Board of Directors, or in the absence of the President, by the Vice President, or in the absence of the Vice President, by the Secretary of the Board.

(c) Except as otherwise provided by statute, or these Bylaws, the vote of fifty-one percent (51%) of the voting Members represented at an annual or special meeting of the Members at which there is a quorum shall decide any question brought before such meeting.

### **Quorum**

**2.12** A quorum for any regular or special meeting of the Members shall be a majority of the Members entitled to vote personally present or represented by proxy. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the meeting date.

## **Required Vote**

**2.13** The vote of the majority of the votes entitled to be cast by the Members present or represented by proxy, at a meeting at which a quorum is present shall be the act of any meeting of the Members, unless the vote of a greater number is required by statute, by the Agreement or by these Bylaws.

## **ARTICLE III BOARD OF DIRECTORS**

**3.01** The number of Directors of the Corporation shall be five (5). The Directors shall be elected at the annual meeting. Directors must be Members of the Association. Any Director may be removed from the Board of Directors at any time by the vote of a majority of the Members represented in person or by proxy at an annual or special meeting at which a quorum is present as hereinafter provided. Such removal may only be made at the annual meeting of the Members or at a special meeting of Members called for that purpose.

### **Classification of Board of Directors: Terms of Office**

**3.02** Each Director of the Board of Directors shall have a term of office of three (3) years, commencing on the date of the annual meeting at which they are elected by the Members, and terminating on the date of the annual meeting three (3) years from such date and when their successor has been elected. A person must be a Member of the Corporation in order to be a Member of the Board of Directors. Election of the Directors shall take place every year at the annual meeting of the Members for those Directors whose terms expire or whose offices are vacant as of such meeting. In the event a Director resigns or is removed from office, a replacement Director may be elected by the Board of Directors to serve until the next annual meeting of the Members at which time an election will be held for such office. Directors of the Corporation incumbent prior to the adoption of these bylaws shall serve as Directors of the Corporation until elections are held for Directors at the first annual meeting. If no quorum is present at any annual meeting and no directors are elected, the incumbent Directors shall continue in office until an election is held.

### **Powers and Duties**

**3.03** The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things as allowed by law, by the Agreement or by these Bylaws. The power and duties to be exercised by the Board shall include, but shall not be limited to, the following:

- (a) Determination of membership dues and fees to be charged to Members.
- (b) To enter into contractual arrangements with third parties to carry out the corporate purpose. The Board may delegate managerial powers and duties to such third parties which may include the collection of dues and fees, the promotion

of the corporate purpose, the formulation of a budget for the Association, and any other powers and duties which the Board deems in the best interest of the Association.

(c) Adoption and amendment of rules not inconsistent with these Bylaws, covering the details of operation of the Corporation.

(d) Establishment of bank accounts in the name of the Corporation and authorization of signatories therefor.

(e) Procuring of all types of insurance for the Corporation, including but not limited to Directors' and Officers' liability insurance.

(f) To employ certified public accountants or bookkeepers to maintain book of account and financial records for the Corporation.

(g) To make rules for its own administration and for the administration of the Corporation; to prescribe and enforce penalties for violations of the rules and Bylaws of the Association, and to exercise such other powers as may be necessary or proper to attain the objectives of the Corporation.

(h) The Board of Directors shall have the responsibility and authority to employ such employees as the affairs of the Association shall require, and may delegate to any such employee so much of its authority as it shall deem advisable.

### **Annual Meeting**

**3.04** An annual meeting of the Board of Directors shall be held each year immediately following the adjournment of the annual meeting of the Members, and at the same place as the annual meeting of the Members, and no notice of such annual meeting of the Board of Directors shall be required.

### **Regular Meetings**

**3.05** The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

### **Special Meetings**

**3.06** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

### **Quorum**

**3.07** A Quorum for any Regular and Special Meeting of the Directors shall be a majority of the Directors personally present. In the absence of a quorum at a meeting of Directors, a majority of those Directors present in person may adjourn the meeting until such time as a quorum is established.

## **Actions Without a Meeting**

**3.08** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Members of the Board of Directors. Such consent shall have the same force and effect as unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State. Meetings of the Board of Directors may be conducted by telephone conference pursuant to Article 1396, 9.11, Texas No-Profit Corporation Act.

## **Compensation**

**3.09** Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

## **Committee of Directors**

**3.10** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint (1) or more committees, each of which shall consist of one (1) or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any Member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all of substantially all the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on it or such Director by law.

## **Other Committees**

**3.11** Other committees not having and exercising the authority of the Board of Directors in the management of Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions, Members of each such committee shall be Members of the Corporation, and the President of the Corporation shall appoint the Members thereof. Any Members thereof may be removed by the person or persons authorized to appoint such Member whenever in

their judgment the best interest of the Corporation shall be served by such removal.

### **Term of Office**

**3.12** Each Member of the committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation unless the committee shall be sooner terminated, or such Member be removed from such committee, or unless such Member shall cease to qualify as a Member thereof.

### **Chairman**

**3.13** One Member of each committee shall be appointed chairman by the person or persons authorized to appoint the Members thereof.

### **Vacancies**

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

### **Quorum**

**3.15** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

### **Rules**

**3.16** Each Committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

### **Actions Without a Meeting**

**3.17** Any action required or permitted to be taken at the meeting of the Committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Members of the Committee. Such consent shall have the same force and effect as a unanimous vote at a meeting. Meeting of the Committee may be conducted by telephone conference.

## **ARTICLE IV OFFICERS**

**4.01** The officers of the Corporation shall be a President, a Business Systems Vice President, a Student Systems Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. All officers must be Members of the Association. The Board of Directors may elect or appoint such other officers, including

## **Election and Term of Office**

**4.02** The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

### **Removal**

**4.03** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### **President**

**4.04** A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the terms.

**4.05** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President may sign, with the Secretary or any other property officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Association or the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Vice President**

**4.06** In the absence of the President or in the event of his death, illness, adjudicated incompetence or inability otherwise to act, the Vice President for Student Systems shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors. The order of succession shall then pass to the Vice President for Business Systems.

### **Treasurer**

**4.06** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and



custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trusts companies, or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

### **Secretary**

**4.08** The Secretary shall keep the minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

## **ARTICLE V CONTRACT AND BANKING**

**5.01** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

### **Check and Drafts**

**5.02** All checks, draft, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

### **Deposits**

**5.03** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE VI ADMINISTRATION**

**6.01** The fiscal year of the Corporation shall be a calendar year unless otherwise determined by the Board of Directors.

### **Seal**

**6.02** The Seal of the Corporation shall be circular in form and shall contain the name of the Corporation, the year of its incorporation, and the words "Texas" and "Corporation Seal" or an image of the image of the Lone Star. The seal may be used by causing it or a facsimile to be impressed or affixed or in any other manner reproduced. The corporate seal may be altered by order of the Board of Directors at any time.

### **Notices**

**6.03** Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE VII. DISSOLUTION**

**7.01** In the event of the dissolution of the Corporation, the assets and funds of the Corporation shall be distributed in accordance with the Articles of Incorporation.

## **ARTICLE VIII. AMENDMENT**

**8.01** These Bylaws may be amended at any annual or special meeting of the Members at which a quorum is present by majority vote of the said Members present at the meeting in person or by proxy.

## **ARTICLE IX. ENFORCEMENT OF BYLAW AND RULES**

**9.01** Failure to comply with these Bylaws or any duly adopted rules and regulations of the Association (Corporation) shall be grounds for legal relief, which may include, without limitation, an action for damages and injunctive relief or any combination thereof. Any attorney's fees, expenses and court costs expended by the Corporation to enforce the provisions of the Bylaws or any of the rules and regulations of the Corporation shall be recoverable by the Corporation from any Member or other person(s) in violation of the same.

## **ARTICLE X TEXAS NON PROFIT CORPORATION ACT TO PREVAIL**

These Bylaws are promulgated pursuant to the Texas Non-Profit Corporation Act and are intended to conform to the provisions and requirements of said Act. In

the event of any conflict between the provisions and requirements of the Act and these Bylaws, the Act shall prevail.

**CERTIFICATION**

I certify that the foregoing are the Bylaws of **Texas SunGard User Network, Inc.** as the same were adopted at the meeting of the Board of Directors of the Corporation on the \_\_\_\_\_ day of \_\_\_\_\_, **2011**.

**TEXAS SUNGARD USER NETWORK, INC.**

ATTESTED

\_\_\_\_\_  
**Joe Pedraza, President**

Corporate  
SEAL

\_\_\_\_\_  
**Marlene Rutledge, Secretary**