

**CAMDENTON R-III SCHOOL DISTRICT
MINUTES OF BOARD OF EDUCATION MEETING**

**Special Meeting – Administration Building, Board Room
March 27, 2013 – 7:00 a.m.**

Present:

Nancy A. Masterson	President	Dr. Tim Hadfield	Superintendent
Chris C. McElyea	Vice-President	Dr. Brian Henry	Deputy Superintendent
Selynn Barbour	Treasurer	Roma Lee France	Assistant Superintendent
John L. Beckett	Member	Dr. Jim Rich	Assistant Superintendent
Jim Besancenez	Member	Linda Leu	Secretary
Jackie Schulte	Member		
Laura L. Martin	Member		

Absent:

I. CALL TO ORDER & RECITE PLEDGE OF ALLEGIANCE

The Camdenton R-III Board of Education met in Special Session in the Board Room of the Administration Building on Wednesday, March 27, 2013. The meeting was called to order by President Masterson at 7:02 a.m. The pledge of allegiance was recited.

II. APPROVAL OF AGENDA

Special Meeting – March 27, 2013

Motion: Move that the agenda of the special meeting of March 27, 2013, be approved as presented.
Schulte/Barbour - all ayes.

III. PUBLIC COMMENT

Three teachers shared comments in regard to the District salary schedule.

IV. EXECUTIVE SESSION

In compliance with State Statute 610.021 (closed meetings and closed records), move that the Board go into Executive Session for the following purposes:

- 1) Lease, purchase, or sale of real estate (610.021)(2).
- 2) Hiring, firing, disciplining, or promoting particular employees (610.021)(3).
- 3) Individually identifiable personnel records, performance ratings or records pertaining to employees (610.021)(13).

Motion: Move to adjourn to Executive Session.

Beckett/Besancenez - Roll call vote: Beckett – aye, Barbour – aye, McElyea – aye, Masterson – aye, Martin – aye, Besancenez – aye, and Schulte – aye.

V. OPEN SESSION

A. SET CERTIFIED SALARY SCHEDULE FOR 2013-2014

Dr. Hadfield reviewed budget information. Administrators and the Salary Committee have met and discussed the financial outlook of the District. Dr. Hadfield made the following recommendations for the 2013-2014 school year:

- Recognize movement along the salary schedule.
- Recognize an additional step vertically on the salary schedule.
- 2% increase on the salary schedule.
- Continue funding regarding the sick leave reimbursement policy.
- Continue medical and life insurance benefits provided by the District.

- Table Career Ladder funding until final assessed valuation numbers and state funding numbers are established.
- Continue moratorium on item I of regulation GCBA-R.
- 3.4% increase for extra-curricular/coaching stipends.
- Like raises for classified and administrative staff.

President Masterson directed John Beckett to develop a description for a School Board Ambassador program where two Board members together would visit buildings on a rotating basis. At the special April Board meeting a discussion item will be to discuss steps towards setting strategic goals to address salaries.

Motion: Move to approve Dr. Hadfield's recommendations as presented and administration and the Board will continue to explore long-term salary solutions.
Barbour/Schulte - all ayes.

B. BUS DRIVERS' HANDBOOK REVISIONS

Dr. Rich recommended revising bus driver handbook wording regarding Health Occupations trips for a trial period through the end of this school year.

Motion: Move to approve revised wording in the bus drivers' handbook as recommended.
Martin/McElyea - all ayes.

C. CONSIDER GATEWAY TO TECHNOLOGY (GTT) GRANT

Administration sought the Board's approval to submit a Gateway to Technology Grant (GTT) by March 31st to facilitate the introduction of at least two courses at the Middle School for the 2013-2014 school year. The amount of the grant is \$9,000.00 with \$4,500 in state funds and \$4,500 in local funds to meet the 50% match requirement.

Motion: Move to approve submission of the Gateway to Technology Grant as presented.
Beckett/McElyea - all ayes.

D. CONSIDER AMENDED CAMDENTON R-III EDUCATION FOUNDATION BYLAWS

On March 21, 2013, the Camdenton R-III Education Foundation voted to amend the Education Foundation bylaws. The Foundation has proposed becoming its own entity, separate from the School District.

Further research has been completed with an attorney from Tom Mickes's firm. The attorney is also a school board member. He has advised the Board to approve the bylaw changes.

It was recommended there be a line between the Foundation and the District for three reasons:

1. Possible involvement by the full Board in Foundation bylaws and activities blur the line of separation required under Section 501(c)(3) of the Internal Revenue Code.
2. To provide donors with the assurance their gifts to the Foundation will be independently administered and invested.
3. To assure the donative intent, the purpose of the gift, is respected and honored.

After hearing the advice Dr. Hadfield recommended the Board approve bylaw changes.

Motion: Move to approve amended Camdenton R-III School District Education Foundation bylaws as presented.
Barbour/Schulte - all ayes.

VI. ADJOURN MEETING

Motion: Move that the meeting adjourn.

Martin/Schulte - all ayes.

Meeting adjourned at 10:12 a.m.

President of the Board

Linda Leu – Secretary of the Board

DRAFT

Public Comment Card

Name Jo Beth Nicklas
Address 1687 HA HA TOWER RD.
City, State, Zip CAMDENTON, MO 65020
Phone Number 573-216-8645

Brief description of topic being presented to the Board at today's meeting:

Comments on teacher salary as pertaining
to today's agenda.

Please give this card to the Secretary of the Board of Education.

Public Comment Card

Name

Paul Butler

Address

126 Hunter Run

City, State, Zip

Lisa Creek Mo 65052

Phone Number

573-896-0025

Brief description of topic being presented to the Board at today's meeting:

Salary proposal

Please give this card to the Secretary of the Board of Education.

Public Comment Card

Name Jeff Shore
Address 1170 Big Island Drive
City, State, Zip Roach MO 65787
Phone Number 573-286-363

Brief description of topic being presented to the Board at today's meeting:

Salary package

Please give this card to the Secretary of the Board of Education.

SALARY SCHEDULE INFORMATION

Salary Schedule Ranking Without Career Ladder
26 Participating Districts

	Salary	Rank	2% Increase
BS 1 st Step	34,250	10	34,935
BS+8 9 th Step	38,975	15	39,754
BS+16 14 th Step	43,025	14	43,885
BS+24 10 th Step	41,200	13	42,024
MS 9 th Step	41,825	13	42,661
MS+8 14 th Step	45,875	15	46,282
MS+16 19 th Step	49,050	15	50,031
MS+24 16 th Step	47,775	15	48,730
Spec 26 th Step	55,350	15	56,457
Doctorate 31 st Step	60,525	12	61,735

Salary Schedule Ranking With Career Ladder
26 Participating Districts

	Salary	Rank	2% Increase
BS 1 st Step	34,250	10	34,935
BS+8 9 th Step	41,075	4	41,854
BS+16 14 th Step	46,525	4	47,358
BS+24 10 th Step	43,300	5	43,824
MS 9 th Step	43,925	8	44,761
MS+8 14 th Step	48,875	7	49,782
MS+16 19 th Step	52,550	10	53,531
MS+24 16 th Step	51,275	9	52,230
Spec 26 th Step	58,850	10	59,957
Doctorate 31 st Step	64,025	8	65,235

June Ending Balances, Incidental & Teachers Fund

Year	Incidental	Teachers
2012	14,369,617	0
2011	12,749,139	0
2010	12,138,810	0
2009	12,677,648	0
2008	11,926,556	0
2007	11,180,469	0
2006	10,308,628	0
Projected 2013 Approximation	14,150,000	0

Salary Scenarios

Classified 2.15% Increase	\$9,298,703
Certified \$300 Base Plus Step – 2.15%, Admin. & Extra Stipends	\$25,057,760
TOTAL	\$34,356,463.00

Classified 3.4% Increase	\$9,383,228
Certified 2% Plus Steps – 3.4%, Admin. & Extra Stipends	\$25,295,368
TOTAL	\$34,678,596.00

Current Year Projection FY13

Classified	\$6,971,258
Certified	\$24,779,007
TOTAL	\$33,750,265.00

Budget Projection FY14

Classified	\$9,298,703
Certified	\$25,057,760
TOTAL	\$34,356,463.00

Recommendations Regarding Certified Staff Salary Schedule

March 2013

To: Board of Education

- Recognize movement along the salary schedule.
- Recognize an additional step vertically on the salary schedule.
- 2% increase on the salary schedule.
- Continue funding regarding the sick leave reimbursement policy.
- Continue medical and life insurance benefits provided by the District.
- Table Career Ladder funding until final assessed valuation numbers and state funding numbers are established.
- Continue moratorium on item I of regulation GCBA-R.



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FILE: GCBA-R
 CRITICAL

PROFESSIONAL STAFF SALARY SCHEDULES

I. Certificated Teachers

The salary scale for teachers is adopted on a year-to-year basis by the Board of Education. A proposed scale is recommended by the salary committee and presented to the Board for consideration.

A. A teacher salary schedule is approved annually and shall supersede the previous salary schedule. The schedule is for 185 days service. Employment for longer periods will be figured as follows:

1. 1/185th of where the teacher has been placed on the current teacher salary schedule for the regular 185 days teacher contract for each extended day worked.

B. A teacher may advance from his/her own classification group to a higher group upon completion of the necessary professional training for classification within the higher group. Graduate and workshop hours beginning with the 1994 summer session and thereafter, may be used for salary schedule advancement up to the master's + 16 column without being accepted in a specialist degree program.

To advance beyond the master's degree column, the teacher must hold a master's degree or satisfy all qualifications under Section II of this policy for advancement to the master's degree column.

To advance beyond the master's degree + 16 column, the teacher must be formally accepted in a second masters, specialist or doctorate degree program.

To advance to master's degree + 24 graduate hours column, the teacher must be enrolled in a second masters, specialist or doctoral program approved by the superintendent.

To advance to the specialist column, the teacher must have completed an approved specialist degree or be enrolled in an approved doctoral program and earned 40 hours toward the doctorate degree.

This policy shall be administered as follows:

1. Written notice of eligibility for reclassification to a higher salary classification group shall be submitted by the teacher to the assistant superintendent.
2. College transcript of credits to substantiate work completed when the requirements for the reclassification are accomplished shall be submitted to the assistant superintendent.
3. All graduate hours up to a MS + 16 must be in the teacher's assigned area of responsibility unless otherwise approved by the assistant superintendent. Upon written request to the assistant superintendent, this decision can be appealed to the Professional Development Committee and the superintendent of schools. Workshop hours cannot exceed the (3) hours between the BS and MS column of the salary schedule and five (5) hours above the master's degree. Workshop hours not applied to advancement on the salary schedule between the BS and MS can be applied above the master's up to MS + 16 without being in a specialist's degree program.
4. Workshop hours must be in the teacher's assigned area of responsibility and approved by the assistant superintendent. Upon written request to the assistant superintendent, this decision can be appealed to the Professional Development Committee and the superintendent of schools. Workshop hours cannot exceed the (3) hours between the BS and MS column of the salary schedule and five (5) hours above the master's degree. Workshop hours not applied to advancement on the salary schedule between the BS and MS can be applied above the master's up to MS + 16 without being in a specialist's degree program.
5. Local in-service courses for teachers and other professional employees shall be established under the supervision of the Professional Development Committee and the assistant superintendent. One hour of credit advancement on the salary schedule may be granted for each fifteen (15) hours of participation in locally provided in-service courses which have been approved by the Professional Development Committee and the assistant superintendent.
6. In compliance with #4 above, one hour of salary schedule workshop credit may be granted for each three (3) continuing education units (CEU). One CEU shall be granted for each fifteen (15) contact clock hours a workshop is in session. CEU credit shall be recommended by the building administrator and approved by the assistant superintendent prior to attendance at the workshop. Upon written request to the assistant superintendent, this decision can be appealed to the Professional Development Committee and the superintendent of schools. Only professional workshops conducted by a recognized professional organization in the teacher's assigned area of responsibility will be approved. The teacher will provide documentation from the professional organization of contact hours of attendance at the workshop to the assistant superintendent. Salary schedule workshop hours of credit shall be granted as follows:

A teacher who has not completed the additional eight (8) hours of credit at the end of the five-year interval will be frozen on that step of the current salary schedule. [NOTE: The Board of Education has placed a moratorium on this requirement in provision I., beginning with the 2012-13 school year until further action by the Board.]

J. After contracts have been signed, resignations of teachers will be accepted only when a suitable replacement can be found in accordance with Board policy GCPB.

K. Stipends shall be provided to certificated and non-certificated staff members as recommended by their supervising administrator for assignment of duties beyond the requirements of the regular teaching contract or in-service education activities. The daily amount shall not exceed 1/185th of the individual's contracted salary based on the district's salary schedule.

L. Stipends must be approved by the superintendent. The factors considered in determining the amount of stipends shall include such items as: the training, experience and ability of the staff members; the time requested for the assigned duty; and the number of students participating in the activity.

M. Consultant services for persons outside the district shall be reasonable and approved by the appropriate program administrator.

II. Career and Technical Education Teachers

Policy on Salaries for Non-Teaching Degreed Career and Technical Education Teachers Salary Schedule Placement and Advancement as to Step and Column

A. BS Qualifications

Non-teaching degreed career and technical education teachers must have three (3) or more years of work experience beyond the learner level in their area of specialization. The teacher must be eligible for a State Department of Education Teaching Certificate for his or her area of specialization. Non-teaching degreed career and technical education teachers will be placed on the salary schedule step as follows:

Industrial Experience	Step
3-4 years	1
4-6 years	2
6-8 years	3
8-10 years	4
10-12 years	5
12-14 years	6

▲ 15 contact clock hours of credit equal one CEU
 ▲ 3 CEUs equal one salary schedule workshop hour

7. Industry-sponsored training for career and technical education teachers shall be approved by the career and technical education director. One hour of credit for advancement on the salary schedule may be granted for each 15 hours of industry-sponsored training. The instructor will provide documentation from the professional organization of contact hours of attendance to the career and technical education director.

8. Teachers and other professional staff members may not earn credit for advancement on the district's salary schedule if district money is expended for the graduate credit or in-service training.

C. Any teacher beginning or completing work on a master's degree, must have an approved master's degree program from an accredited college. No certificated employee will be paid for the master's degree unless a minimum of fifteen (15) hours of the total graduate program are in the employee's assigned area in the Camdenon, R-III Schools unless approved by the assistant superintendent.

D. The Board of Education may recognize certification and teaching in high need areas on the salary schedule when it deems it necessary to secure or retain qualified personnel in any area where there is a shortage of qualified staff.

E. The schedule will be subject to revision as the Board of Education deems it necessary to continue hiring and retaining the best teachers.

F. A teacher accepting employment agrees to accept the assignment of the superintendent within his/her area of certification as approved by the Board of Education. Credit for years of prior service in other schools will be set by the Board of Education and evaluated by the assistant superintendent. No one can advance more than one (1) step vertically per year. The salary a teacher will receive will be determined at the time the teacher contracts with the district, or by September 1 for all teachers.

G. The standards and regulations established by the State Department of Education and/or the North Central Association of Colleges and Schools shall govern the evaluation of college degrees and credits.

H. Ticket takers, supervisors, and other designated activity personnel shall be paid an hourly rate approved by the Board with the annual salary schedule.

I. Eight (8) semester hours credit of study shall be required of all teachers in each five-year interval, dating from year of employment or first salary scale dated July 1, 1966, until the master's degree has been obtained (or the teacher has completed 32 graduate hours of credit approved by the assistant superintendent as of February, 1968 Rules and Regulations of the Board of Education).

▲ College courses
 ▲ Industry-sponsored training
 ▲ Local in-service courses
 ▲ Workshops
 * * * * *

Note: The reader is encouraged to check the index located at the beginning of this section for other pertinent policies and to review administrative procedures and/or forms for related information.

Adopted: 08/09/1994
 Revised: 09/19/2002; 04/26/2006; 04/14/2008; 09/08/2008; 03/08/2010; 03/27/2012
 Legal Refs: §§ 163.172, 168.110 (2), RSMo. Mo. Const. Art. III, § 38(a), 38(3)

Camdenton R-III School District, Camdenton, Missouri
[Link to Missouri Statutes](#) [Link to Missouri Regulations](#)
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14 years or more	7
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Career and technical education teachers who have prior teaching experience in other districts may be eligible for additional steps on the salary schedule. The placement for career and technical education teachers with prior teaching experience is as follows:

Teaching Experience	Step
1-3 years	Industrial Experience steps plus 1
4-5 years	Industrial Experience steps plus 2
6-9 years	Industrial Experience steps plus 3
10 years or more	11

B. BS + 8/BS + 16/BS + 24 Qualifications
 Non-teaching degreed career and technical education teachers must have earned eight (8) semester hours of approved credit and must be certificated in their area of assignment to advance from BS to BS + 8 (as well as from BS + 8 to BS + 16 and from BS + 16 to BS + 24). At least five (5) of the hours must be in courses approved for career and technical education certification. The remaining hours may be any combination of appropriate:

- ▲ Local in-service courses
- ▲ Industry-sponsored training
- ▲ Workshop hours

C. MS Qualifications
 Non-teaching degreed career and technical education teachers must have earned the equivalent of 32 semester hours of credit including the courses prescribed by the State Department of Education and have qualified for a 99-year certificate. The non-teaching degreed career and technical education teacher must also obtain and maintain appropriate industry certification as approved by the career and technical education director.

D. Non-teaching degreed career and technical education teachers may advance beyond the master's degree column up to MS + 16. Teachers must maintain appropriate industry certification in order to continue advancement.
 Any combination of the below mentioned may be used for advancement above the master's degree and must be approved by the career and technical education director. Credit may be earned through the following methods which are consistent with the provisions previously covered in this policy:

PROPOSED **Teacher Pay Schedule** 2013-2014

	BS	BS8	BS16	BS24	MS	MS8	MS16	MS24	Spec/MS40	Doctorate
Step 1	34,935.00	35,496.00	36,618.00	37,179.00	38,403.00	39,015.00	39,627.00	40,239.00	41,463.00	43,299.00
Step 2	35,190.00	35,751.00	36,873.00	37,434.00	38,658.00	39,270.00	39,882.00	40,494.00	41,718.00	43,554.00
Step 3	35,751.00	36,312.00	37,434.00	37,995.00	39,219.00	39,831.00	40,443.00	41,055.00	42,279.00	44,115.00
Step 4	36,312.00	36,873.00	37,995.00	38,556.00	39,780.00	40,392.00	41,004.00	41,616.00	42,840.00	44,676.00
Step 5	36,873.00	37,434.00	38,556.00	39,117.00	40,341.00	40,953.00	41,565.00	42,177.00	43,401.00	45,237.00
Step 6	37,434.00	37,995.00	39,117.00	39,678.00	40,902.00	41,514.00	42,126.00	42,738.00	43,962.00	45,798.00
Step 7	38,021.00	38,582.00	39,704.00	40,265.00	41,489.00	42,101.00	42,713.00	43,325.00	44,549.00	46,385.00
Step 8	38,607.00	39,168.00	40,290.00	40,851.00	42,075.00	42,687.00	43,299.00	43,911.00	45,135.00	46,971.00
Step 9	39,194.00	39,755.00	40,877.00	41,438.00	42,662.00	43,274.00	43,886.00	44,498.00	45,722.00	47,558.00
Step 10	39,780.00	40,341.00	41,463.00	42,024.00	43,248.00	43,860.00	44,472.00	45,084.00	46,308.00	48,144.00
Step 11	40,367.00	40,928.00	42,050.00	42,611.00	43,835.00	44,447.00	45,059.00	45,671.00	46,895.00	48,731.00
Step 12	40,979.00	41,540.00	42,662.00	43,223.00	44,447.00	45,059.00	45,671.00	46,283.00	47,507.00	49,343.00
Step 13	41,591.00	42,152.00	43,274.00	43,835.00	45,059.00	45,671.00	46,283.00	46,895.00	48,119.00	49,955.00
Step 14	42,203.00	42,764.00	43,886.00	44,447.00	45,671.00	46,283.00	46,895.00	47,507.00	48,731.00	50,567.00
Step 15	42,815.00	43,376.00	44,498.00	45,059.00	46,283.00	46,895.00	47,507.00	48,119.00	49,343.00	51,179.00
Step 16	43,427.00	43,988.00	45,110.00	45,671.00	46,895.00	47,507.00	48,119.00	48,731.00	49,955.00	51,791.00
Step 17	44,064.00	44,625.00	45,747.00	46,308.00	47,532.00	48,144.00	48,756.00	49,368.00	50,592.00	52,428.00
Step 18	44,702.00	45,263.00	46,385.00	46,946.00	48,170.00	48,782.00	49,394.00	50,006.00	51,230.00	53,066.00
Step 19	45,339.00	45,900.00	47,022.00	47,583.00	48,807.00	49,419.00	50,031.00	50,643.00	51,867.00	53,703.00
Step 20	45,977.00	46,538.00	47,660.00	48,221.00	49,445.00	50,057.00	50,669.00	51,281.00	52,505.00	54,341.00
Step 21	46,614.00	47,175.00	48,297.00	48,858.00	50,082.00	50,694.00	51,306.00	51,918.00	53,142.00	54,978.00
Step 22	47,277.00	47,838.00	48,960.00	49,521.00	50,745.00	51,357.00	51,969.00	52,581.00	53,805.00	55,641.00
Step 23	47,940.00	48,501.00	49,623.00	50,184.00	51,408.00	52,020.00	52,632.00	53,244.00	54,468.00	56,304.00
Step 24	48,603.00	49,164.00	50,286.00	50,847.00	52,071.00	52,683.00	53,295.00	53,907.00	55,131.00	56,967.00
Step 25	49,266.00	49,827.00	50,949.00	51,510.00	52,734.00	53,346.00	53,958.00	54,570.00	55,794.00	57,630.00
Step 26	49,929.00	50,490.00	51,612.00	52,173.00	53,397.00	54,009.00	54,621.00	55,233.00	56,457.00	58,293.00
Step 27	50,618.00	51,179.00	52,301.00	52,862.00	54,086.00	54,698.00	55,310.00	55,922.00	57,146.00	58,962.00
Step 28	51,306.00	51,867.00	52,989.00	53,550.00	54,774.00	55,386.00	55,998.00	56,610.00	57,834.00	59,670.00
Step 29	0.00	52,556.00	53,678.00	54,239.00	55,463.00	56,075.00	56,687.00	57,299.00	58,523.00	60,359.00
Step 30	0.00	0.00	54,366.00	53,550.00	56,151.00	56,763.00	57,375.00	57,987.00	59,211.00	61,047.00
Step 31	0.00	0.00	0.00	54,239.00	56,840.00	57,452.00	58,064.00	58,676.00	59,900.00	61,736.00
Step 32	0.00	0.00	0.00	0.00	57,554.00	58,166.00	58,778.00	59,390.00	60,614.00	62,450.00
Step 33	0.00	0.00	0.00	0.00	58,268.00	58,880.00	59,492.00	60,104.00	61,328.00	63,164.00
Step 34	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	62,042.00	63,878.00

Name	2012-13 Recommendation						2013-14 Recommendation					
	Contract	Salary	Expenses	Total	Inc.	%	Contract	Salary	Expenses	Total	Inc.	%
Timothy Hadfield	12.00	\$142,080	Actual	\$142,080	\$946	0.67%	12.00	\$144,780	Actual	\$144,780	\$2,700	1.90%
Roma France	12.00	\$107,080	\$2,000	\$109,080	\$946	0.87%	12.00	\$112,789	\$2,000	\$114,789	\$5,709	3.40%
Ryan Neal	12.00	\$72,000	Actual	\$72,000	N/A	N/A	12.00	\$106,000	Actual	\$106,000	\$0	0.00%
Jim Rich	12.00	\$107,080	Actual	\$107,080	\$946	0.89%	12.00	\$110,721	Actual	\$110,721	\$3,641	3.40%
Baur, Paul *	10.50	\$77,823	Actual	\$77,823	\$4,290	5.83%	10.50	\$80,350	Actual	\$80,350	\$2,527	3.25%
Brown, Paula	10.50	\$87,271	Actual	\$87,271	\$790	0.91%	10.50	\$90,238	Actual	\$90,238	\$2,967	3.40%
Carey, Joel	11.00	\$67,691	Actual	\$67,691	\$826	1.24%	11.00	\$69,992	Actual	\$69,992	\$2,301	3.40%
Dandoy, Shawn	11.00	\$82,500	Actual	\$82,500	\$5,005	6.46%	11.00	\$85,305	Actual	\$85,305	\$2,805	3.40%
Jacob, Terry	11.00	\$84,451	Actual	\$84,451	\$826	0.99%	11.00	\$87,322	Actual	\$87,322	\$2,871	3.40%
New Director	12.00	\$91,076	Actual	\$91,076	\$906	1.00%	12.00		Actual	\$0	-\$91,076	-100.00%
Kirksey, Sean	11.00	\$94,111	Actual	\$94,111	\$826	0.89%	11.00	\$97,311	Actual	\$97,311	\$3,200	3.40%
Lewis, Larry	11.00	\$88,108	Actual	\$88,108	\$826	0.95%	11.00	\$91,104	Actual	\$91,104	\$2,996	3.40%
Luttrell, Leslie	10.50	\$56,783	Actual	\$56,783	\$790	1.41%	10.50	\$58,714	Actual	\$58,714	\$1,931	3.40%
O'Quinn, Laura	11.00	\$61,456	Actual	\$61,456	\$826	1.36%	11.00	\$63,546	Actual	\$63,546	\$2,090	3.40%
Evans, Tracy	11.00	\$58,000	Actual	\$58,000	N/A	N/A	11.00	\$59,972	Actual	\$59,972	\$1,972	3.40%
New Assistant LCTC	11.00	\$72,000	Actual	\$72,000	N/A	N/A	11.00		Actual	\$0	-\$72,000	-100.00%
Shockley, Todd	11.00	\$74,231	Actual	\$74,231	\$826	1.13%	11.00	\$76,755	Actual	\$76,755	\$2,524	3.40%
Slack, Renee	11.00	\$69,121	Actual	\$69,121	\$826	1.21%	11.00	\$71,471	Actual	\$71,471	\$2,350	3.40%
Thompson, Brett	12.00	\$102,940	Actual	\$102,940	\$906	0.89%	12.00	\$106,440	Actual	\$106,440	\$3,500	3.40%
Varner, Lucinda	11.00	\$59,000	Actual	\$59,000	N/A	N/A	11.00	\$61,006	Actual	\$61,006	\$2,006	3.40%
Wall, Anne	10.50	\$71,991	Actual	\$71,991	\$790	1.11%	10.50	\$74,439	Actual	\$74,439	\$2,448	3.40%
White, Gail	12.00	\$92,651	Actual	\$92,651	\$906	0.99%	12.00	\$95,801	Actual	\$95,801	\$3,150	3.40%
Whitney, Jeff	12.00	\$85,076	Actual	\$85,076	\$906	1.08%	12.00	\$87,969	Actual	\$87,969	\$2,893	3.40%
Page, Christy	11.00	\$67,000	Actual	\$67,000	\$6,370	10.51%	11.00	\$69,278	Actual	\$69,278	\$2,278	3.40%
Total		\$1,971,520	\$2,000	\$1,973,520	\$30,279	40.38%		\$1,901,303	\$2,000	\$1,903,303	-\$104,217	-130.25%

*Before figuring P. Baur's raise remove the career ladder \$ add % then add career ladder back in.

Admin

Maurice Overlander began his first year with the district 7-1-97. Became Superintendent 07-08 - Retiring at the end of the 2009-10 school year
Timothy Hadfield became Assoc Supt 2007-08. Became Superintendent 10-11 school year.
Brian Henry became High School Principal 05-06; Became Asst Supt 09-10. Became Deputy Superintendent 10-11 school year; Resigned at end of 12-13 SY
Jim Rich became Assistant Superintendent 2010-11 school year
Roma France will assume Asst. Supt. Position on 7-1-01.
Ryan Neal replaced B. Henry on 7-1-13

LCTC

Gail White began Director of Vocation School 7-1-97 - Received Dr degree Dec. 2003 - 03-04 school year received \$3000 raise
Joe Schwandt took Assistant Director of LAVTS when Gail moved to Director. (7-1-97)
Joe Schwandt retired at end of 11-12 school year.

Ryan Neal replaced J. Schwandt and became Asst. Director in 12-13 school year.

High School

Brett Thompson became HS Principal 09-10 school year
Paula Brown became Asst. Principal position 7-1-01. Paula received her doctorate in the 09-10 school year and for the 10-11 sy she will receive \$3000 raise
Larry Lewis moved from Assistant Mid Sch Prin to HS Asst. Prin. 98-99.
Larry Lewis is paid \$3000 for coordination of Summer School 2004. He was paid Ahead of time so when Larry leave his final year of Summer School he was already paid for
Moved to 11 months which includes Summer School for 09 amount of \$3000
Karen West moved to technology (off teacher's schedule) 8/1/02. Retired 06-07 went to 550 hours 07-08
Paul Baur went on admin pay scale 07-08. The total includes \$5,000 Career Ladder. Paul dropped music head 08-09 school year
Paul Baur 10-11 school year career ladder dropped to \$3500. During 12-13 SY, contract was incorrectly issued to include CL plus raise amount.
Jeff Whitney became Activities Director in 05-06 school year.

Interventions Department

Kristy Kindwall became Asst. Spec Ed Director 2003-04 year and Director 2006-07
Kristy Kindwall 08-09 received her doctorate and went from a 11 month contract to 12 month contract and received \$6000 raise
Susan Buckingham became Assistant Special Education Director 2006-07. Resigned at the end of the 09-10 school year
Leslie Luttrell became Asst. Spec Ed Director 10-11 school year

Hawthorn

Todd Shockley took MS Asst Principal 06-67 Became Principal of Hawthorn Elementary 07-08
Stacy Goodwin HE Asst prin. 08-09 Moved to 11 months which includes Summer School for 09 amount of \$2500
Lucinda Varner replaced Stacy Goodwin as HE Asst. Principal 12-13 school year.

Middle School

Sean Kirksey took MS Principa 06-07
Sean Kirksey is being paid for 10 extra days during the summer of 07 by 2 payment of \$1250 in July 07 and July 08
Travis Ezard Asst Principal MS 2007-08. Travis went from Administrator back to Teacher 09-10 school year
Joel Carey became Asst Principal 09-10 school year

Dogwood

Melissa Salsman became Asst. Principal in Dogwood 2002-03; Became Principal 2007-08
Laura O'Quinn Asst Prin DW 08-09 school year; Moved to 11 months which includes Summer School for 09 amount of \$2500
Melissa Salsman resigned at end of 11-12 school year and went back to teaching
Shawn Dandoy (previously HDE principal) explained that he will be a principal again in 2013-14
Melissa Salsman's raise will be 10% then add career ladder \$ add % then add career ladder back in.
Shawn Dandoy (previously HDE principal) explained that he will be a principal again in 2013-14

Hurricane Deck

Shawn Dandoy Principal HD 2008-09; Moved to 11 months which includes Summer School for 09 amount of \$2500
Christy Page (previously ORI Asst. Principal) became HDE principal in 12-13 school year.

Oak Ridge Intermediate

Terry Jacob Principal OR 2008-09
Christy Page OR Asst Prin 08-09; Moved to 11 months which includes Summer School for 09 amount of \$2500
Christy Page transferred to HDE as Principal in 12-13 school year
Tracy Evans replaced Christy Page as Asst. Principal in 12-13 school year.

Osage Beach

Renee Slack Asst Principal DE 2007-08 Became Principal of OB 2008-09; Moved to 11 months which includes Summer School for 09 amount of \$2500

Horizons

Anne Wall became Horizons Director 07-08 School year

2013-2014 Coaching Staff

FOOTBALL

Jeff Shore	Head	\$7,537
Nick Bruck	Asst	\$4,819
Steve Bayless	Asst	\$4,819
Travis Ezard	Asst	\$4,819
Andrew Nolting	JV	\$4,819
Lance Foulk	JV	\$4,819
Shawn Maschino	JV	\$4,819
Allen Schwantes	9 Gr	\$3,962
Todd Nicklas	9 Gr	\$3,962
Jeff Knight	9 Gr	\$3,962
Bob Shore	7/8 FB Coord	\$3,656
Zach Franklin	Head 8th	\$3,656
Grant Leighty	Asst 8th	\$2,233
Dustin Miller	Asst. 8th	\$2,233
Barney Porter	Head 7th	\$3,656
Paul Schaefer	Asst. 7th	\$2,233
J. Tyler Knight	Asst. 7th	\$2,233

VOLLEYBALL

Austin Warren	Head	\$7,537
John McNabb	Asst	\$4,819
Stacy Asante	9 Gr	\$3,962
Brianna Rodriguez	8 Gr	\$2,818
Rhonda Sullivan	7 Gr	\$2,818

WEIGHT PROGRAM

<u>Shawn Maschino - 857</u>	\$748
Andrew Nolting	\$748
Steve Bayless	\$1,028

TRACK/BOYS

Nick Bruck	Head	\$5,159
Lance Foulk	Asst	\$2,430
Will Hedrick	MS	\$2,275
Brian Schelp	MS	\$2,275
Travis Ezard	MS	\$2,275
Steve Bayless	Sp Events	\$2,430

TENNIS/BOYS

Kirk Richey		\$3,309
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TENNIS/GIRLS

Kirk Richey		\$3,309
Lindsey Potts	9.50 Per Hr Max	\$550

(Have Jim initial anything over \$550)

CROSS COUNTRY Boys/Girls

David Weber	HS	\$5,159
Brian Schelp	MS	\$2,275
L. Potts (Away meets)	9.50 Per Hr Max	\$300

GOLF/Girls

Jane Eidson		\$3,309
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SOCCER/BOYS

Jason Ingold	Head	\$5,159
Chris Byington	Asst	\$2,430
Brent Stuart	Asst. Goalie	\$2,430

WRESTLING

Patrick Darby	Head	\$5,159
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BASKETBALL/BOYS

<u>Ken Ash - 1182</u>	Head	\$7,537
Jared O'Quinn	Asst	\$4,819
Chad Brauer	9 Gr	\$3,962
J. Tyler Knight	8 Gr	\$3,728
J D Hunter	7 Gr	\$3,728
Jeff Knight - 7th grade	9.50 Per Hr Max	\$1,000
<u>J. Tyler Knight - 8th grade</u>	9.50 Per Hr Max	\$1,000

BASKETBALL/GIRLS

Staci Caffey	Head	\$7,537
Dustin Miller	Asst	\$4,819
Sarah Jenkins	9 Gr	\$3,962
Lindsey Potts	8 Gr	\$3,728
Kirk Richey	7 Gr	\$3,728
<u>Sobbe - 7th Grade</u>	9.50 Per Hr Max	\$1,000
Zach Franklin - 8th grade	9.50 Per Hr Max	\$1,000

Press Box

Wayne Burch	Football	\$3,441
<u>Tom Marlow - 2469</u>	B. Soccer	\$1,216
Patrick Darby	G. Soccer	\$1,216
Jason Horne	Cons.	\$3,545
Todd Nicklas	Theatre	\$3,545

YEAR-RD TRAINING - Paid in Advance

Jeff Shore	Football	\$2,136
<u>Ken Ash - 875</u>	Basketball	\$2,136
Austin Warren	Volleyball	\$2,136
Staci Caffey	Girls Bball	\$2,136
Rick Calbert	Girls Sball	\$2,136
Matt Moulder	Baseball	\$2,136
JD Hunter	Girls Soccer	\$2,136
Patrick Darby	Wrestling	\$2,136
Jason Ingold	Boys Soccer	\$2,136
Michelle Neal	Cheer	\$2,136
<u>#2535 (New-will be Weber)</u>	Cross Countr	\$2,136

BASEBALL

Matt Moulder	Head	\$5,159
Dino DeLaurent	Asst	\$2,430
J. Tyler Knight	Asst	\$2,430

TRACK/GIRLS

John McNabb	Head	\$5,159
Bret Enos	Asst	\$2,430
Stacy Asante	Asst	\$2,430
Lindsey Potts	MS	\$2,275
Shawn Maschino	MS	\$2,275

SOFTBALL/GIRLS

Rick Calbert	Head	\$5,159
Jared O'Quinn	Asst	\$1,739
Carrie Boots	Asst	\$1,739

GOLF/Boys

Todd Nicklas		\$3,309
Jason Horne	9.50 Per Hr Max	\$541

SOCCER/GIRLS

J. D. Hunter	Head	\$5,159
Richard Calbert	Asst	\$2,430
Jason Ingold	Asst Goalie	\$2,430

CHEERLEADER

Michelle Rice-Neal	Head	\$4,544
Lutana Griffin	JV	\$2,815
Cara Enos	Asst	\$2,869

Proposed 2013-2014 Extra-Curricular/Coaching Stipends

Andrew Nolting	Asst	\$2,430
Jesse Knott	Asst/Sp	\$2,430
Grant Leighty	Head/MS	\$2,430
Will Hedrick	Asst/MS	\$1,636

Jane Noyes - 326	MS Head	\$3,254
Becky Oakes	Asst	\$1,626

BAND

Mike Fenn		\$4,819
Amanda Fall		\$4,819

DEBATE

Tom Martin	Head	\$6,837
Amy Whitehead	Asst	\$3,415
Kirk Richey	MS	\$1,302

VOCAL MUSIC

Trent Clayton		\$7,537
Trent Clayton 7th Gr Choir		\$1,251

DRAMA

Jo Beth Nicklas		\$8,000
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YEARBOOK

Jody Welsh	HS	\$2,798
Not filled for the 2012-13 school year	MS	\$701
Not filled for the 2012-13 school year	MS	\$701

FLAGS/AUX

Tim Roetten		\$2,949
Tim Roetten		\$944
Chris Garstang		\$944

WINTERGUARD

Career Ladder 12-13 (Roetten)		\$2,503
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Freshman Class

Allison Richmond	HS	\$283
Abby Cunningham	Asst.	\$0

STUDENT COUNCIL

Chris Kramer	HS	\$1,281
Nancy Becker	HS	\$1,281

Sophomore

Career Ladder 12-13 (Stoelting)		\$283
Sandy Letterman	Asst.	\$0

DOGWOOD CHOIR & CHORALE

Andera Mack		\$1,877
Christine Buttrum (1 mthly pmt)		\$2,454

JUNIOR CLASS

Career Ladder 12-13 (B. Enos) HS		\$283
Cara Enos	Asst.	\$0
Career Ladder 12-13 (Bennion HS - Prom)		\$856

Senior Class

Career Ladder 12-13 (Joetta House)		\$283
Career Ladder 12-13 (L. Stark) Asst		\$283

Dance Team

Lydia Briscoe		\$2,097
Jamie Hedrick		\$1,441

Column	\$179,397
Extra Curricular Total	\$364,305

Column	\$184,908
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Teacher Leader's

Heather Hendon	Preschool	\$964
Andria Hodge	Community 1	\$964
Cindy Clift	Community 2	\$964
Cheryl Hymes	Community 3	\$964
Della Cochran	Gifted	\$964
Mitch Comer	Robotics Head	\$5,159
Jim Jackson	Robotics Asst.	\$2,430
	Science	
David Swantner	Research Asst.	\$2,430

Chairpersons

ELEMENTARY CHAIR PERSONS

Kathy Howery	Grade 3	\$964
Diane Brenneman	Grade 4	\$964
Gay Kirtley	Grade 5	\$964
Melinda Rosenbach	Grade 6	\$964

MIDDLE SCHOOL DEPARTMENT CHAIRPERSONS

Matt Hendon	Social Studies	\$964
Nancy Groves	English	\$964
Sherry Rickerson	Math	\$964
Amy Larrington	Science	\$964

SENIOR HIGH DEPARTMENT CHAIRPERSONS

Mark Anderson	Social Studies	\$964
Chris Reeves	Science	\$964
Jody Welsh	English	\$964
<i>Nancy McKinney - 678</i>	Math	\$964
Lance Foulk	Physical Educatio	\$964
Mitch Comer	Practical Arts	\$964
Nora Shields	Foreign Language	\$964
Nancy Becker	Business	\$964
Tom Martin	Fine Arts	\$964

CURRICULUM COORDINATORS

Jennifer Carey	Social Studies	\$1,551
Desri Amato	Science	\$1,551
Angie Rogers	Mathematics	\$1,551
Melissa Jackson	Comm. Arts	\$1,551
Jody Welsh	IB Coordinator	\$1,399

SPECIAL SERVICES/COORDINATORS

Jason Horne	Special Services	\$3,379
Nick Cotta	Special Services	\$3,379
Clark Brown	Special Services	\$3,379
Jane Riddle	Special Services	\$3,379
David Tyler	Special Services	\$3,379
Jenessa Dodson	Special Services	\$3,379

District Coordinators

Cindy Davis	Reading	\$1,374
Kathy Hueste	Guidance	\$1,923
Sheena Self	Library	\$1,923
Christy Page	Title I	\$3,102

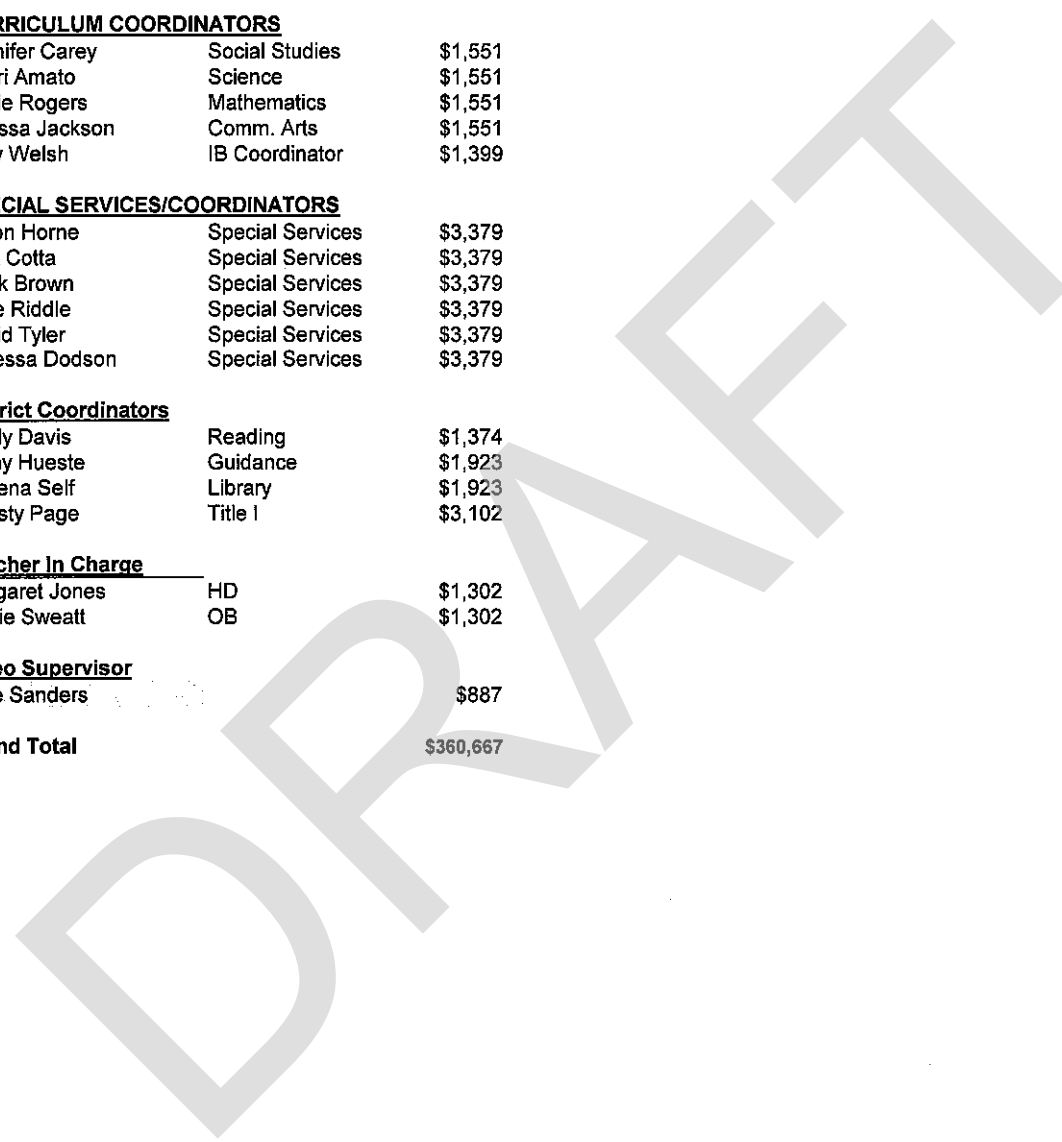
Teacher In Charge

Margaret Jones	HD	\$1,302
Jamie Sweatt	OB	\$1,302

Video Supervisor

Mike Sanders		\$887
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Grand Total \$360,667



Extra Hours

Gary Briscoe	Extra Hr	\$6,537.25
Keeney - job 2505	Extra Hr	\$0.00
Chris Reeves	Zero Hr all year	\$7,153.15
Nikki Hubbard	Zero Hr 2nd Semr	\$3,024.62
Lori Sullivan	Zero Hr All Year	\$1,596.76
Bart Gulshen	Zero Hr All Year	\$1,673.22
Matt Hendon	Zero Hr All Year	\$1,524.53

Work Agreements - (we need a resignation letter from all these employees each year)
You need to figure the worksheets and send a special work agreement

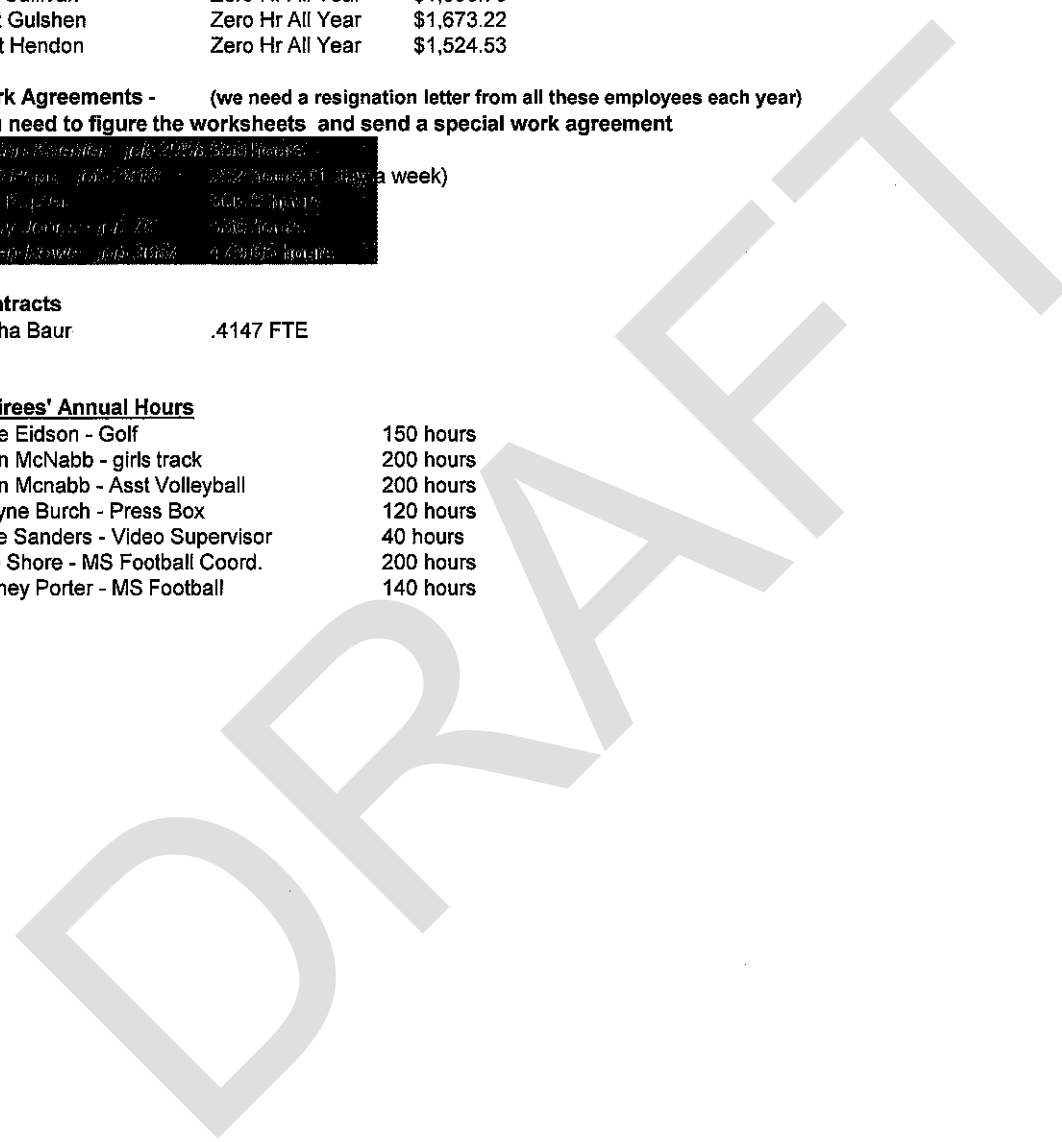
<i>[Redacted]</i>	<i>[Redacted]</i>
<i>[Redacted]</i>	<i>[Redacted]</i> (1 day a week)
<i>[Redacted]</i>	<i>[Redacted]</i>
<i>[Redacted]</i>	<i>[Redacted]</i>
<i>[Redacted]</i>	<i>[Redacted]</i>

Contracts

Alisha Baur .4147 FTE

Retirees' Annual Hours

Jane Eidson - Golf	150 hours
John McNabb - girls track	200 hours
John McNabb - Asst Volleyball	200 hours
Wayne Burch - Press Box	120 hours
Mike Sanders - Video Supervisor	40 hours
Bob Shore - MS Football Coord.	200 hours
Barney Porter - MS Football	140 hours



BUS DRIVERS' HANDBOOK REVISION

We would like to change the wording regarding the Health Occupation trips to the following so that we may have a trial period from March 27th until the end of the school year. If successful, we would then put the wording in the handbook permanently this summer.

Change to Bus Drivers' Handbook:

An activity trip of three hours or longer is assigned according to the rotation and counts as a regular trip for purposes of the rotation. Anything under three hours is considered a mini trip and will be included in the mini trip rotation *or assigned to a shuttle/utility driver as stated above. (Except: A Health Occupation trip request for the same day 8:30 a.m. – 10:30 a.m. and then 12:30 p.m. – 2:30 p.m. This will be assigned from the mini trip wheel and assigned to the same driver.)*

Thank you very much.

Jim Rich



STATE OF MISSOURI
DEPARTMENT OF ELEMENTARY AND SECONDARY EDUCATION
REQUEST FOR GRANT AWARD

RFGA: Technology and Engineering Grant Award

ISSUE DATE: January 2013

CONTACT PERSON: Beverly Ponder PHONE NUMBER: 573-522-6001

RETURN RFGA NO LATER THAN: March 29, 2013

SPECIFIC MAILING INSTRUCTIONS: Print or type RFGA number and return due date on the lower left-hand corner of envelope or package.

RETURN PROPOSAL TO:

DEPARTMENT OF ELEMENTARY AND SECONDARY EDUCATION
Beverly Ponder
Technology, Health, Skilled and Technical Sciences
Office of College and Career Readiness
205 Jefferson Street, P.O. Box 480
Jefferson City, MO 65102-0480

GRANT PERIOD: July 1, 2013 through June 30, 2014
Technology and Engineering Teacher/Project Director
SIGNATURE REQUIRED

AUTHORIZED SIGNATURE	<i>Jim Rich</i>	DATE	March 22, 2013
PRINTED NAME	Jim Rich	TITLE	Assistant Superintendent
SCHOOL DISTRICT NAME	Camden R-III		
SCHOOL BUILDING (CAMPUS) NAME	Camden Middle School		
SCHOOL MAILING ADDRESS	PO Box 1409	MO	65020-1409
SCHOOL PHONE	(573) 346-9228	SCHOOL FAX	(573) 346-9211
E-MAIL ADDRESS	jrich@camdentonschools.org		

AMOUNT OF STATE FUNDS REQUESTED \$	\$4,500.00
TOTAL GRANT AMOUNT \$	\$9,000.00

DEPARTMENT OF ELEMENTARY AND SECONDARY EDUCATION
Office of College and Career Readiness
205 Jefferson St., P.O. Box 480
Jefferson City, Missouri 65102-0480
Assurances for

Technology and Engineering Grant Award
Camden 015-002 \$900 Camden Middle School
County District Building Codes Jim Rich School Building Name
Project Director PO Box 1409 Camden MO 65020-1409
jrich@camdentonschools.org Address
(573) 346-9228 E-mail Address
Phone Number

The applicant assumes that if funds are made available through the Program Improvement Grant that:

- Fiscal and property management control and fund accounting procedures are in place and operational.
- Funds from local sources will be allocated and expended for instructional equipment for Technology and Engineering Education programs as described in the grant proposal in an amount equal to or greater than fifty percent (50%) for the first year and fifty percent (50%) for the second year of the grant expenditure for the purpose of all foundation courses, providing all expectations are met.
- The grant recipient will fund from local sources any additional expenditure for the purposes of professional development other than those specified.
- The grant recipient will comply with all reporting requirements of the Department relating to this grant award program.
- Secondary student performance standards have been or will be established within the district that lead to or qualify students for graduation, and these standards will be revised to meet or exceed the Missouri Show-Me Standards adopted by the State Board of Education.
- Prior to the close of the fiscal year of the grant award, a plan will be developed with the assistance of the prescribed partnership team/advisory committee to ensure that graduates proceed to a college or a high-wage job with workplace skill development opportunities (applies only to LEAs that have not previously received Technology and Engineering Education Program Improvement Grant funds).
- Prior to the close of the fiscal year of the grant award, a report will be forwarded to the Department describing the accomplishments made toward the implementation of the plan to ensure that graduates proceed to a college or a high-wage job with workplace skill development opportunities and any modifications to the initial plan.
- All consecutive year applicants must have successfully completed the program certification process.
- All equipment purchases must be physically located in the instructional area approved in the grant application unless explicit approval is obtained under Department regulations regarding equipment disposition.
- All grant funds must be incurred and expended prior to May 1, 2014.
- The grant recipient demonstrates the integration of an affiliated Technology Student Association (TSA) chapter that supports the curriculum through involvement in all state conferences.

The applicant requests that the following amount of state grant funds be made available from the Department to implement the programs and/or activities described in the attached grant proposal. \$ \$500.00

By submitting this application, the applicant assures a commitment to implement the improvements described in the attached grant proposal.

March 22, 2013

Date

Andy Husted
Signature of Chief Administrator

**Technology and Engineering Education Program Improvement
Evaluation Form**

(Complete one form for each building requesting the grant)

Minimum Criteria — Grant awardees should complete and submit this response form with the Grant Application. Please describe your readiness level by responding to the following:

- Select program option(s): Engineering by Design™ (K-12) Project Lead The Way®-GTT (6-8)
- Does the school have an available computer lab for Technology and Engineering? Yes No
 - How many stations are equipped with computers able to run Windows XP Pro and meet or exceed the curricular expectations? 20
 - Provide the name and address of the school building where the program is to be offered:

Camden Middle School Building Name	Grade Level
PO Box 1409 Building Address	
Camden Building City	
MO Building Zip Code	

- How many qualified teachers with sufficient knowledge of college level mathematics and science will participate in the teacher training and teach the curriculum? 1

- List the names of the teachers, their current certification area(s) and courses being taught.

Teacher's Name	Certification Area	Course(s)
William Heitnik	Business Education 5-9	Technology I
William Heitnik	Business Education 9-12	Technology II

- Is the awardee committed to implementing all foundation courses and the capstone course during the next four-year period? Yes No
- Is the awardee committed to completing the program certification process by the end of the first year of the LBA's participation in the Program? Yes No
- Is the awardee committed to using the required end-of-course assessments? Yes No
- Please describe the reasonable measures the awardee will follow to ensure that there is progress by all students throughout their participation in the program.

In making the GTT program available at the Middle School (grades 7-8) students will be better prepared for entry into the PLTW at our high school

- Will the awardee conduct annual graduate follow-up surveys and participate in the program's systemic evaluation process? Yes No
- Will the awardee commit to the terms of the School District Agreement? Yes No
- Will the awardee commit to affiliating a TSA Chapter per building prior to or during the grant year? Yes No

FOR USE BY PROGRAMS REQUESTING THE GRANT FOR YEAR TWO (2) OR YEAR THREE (3)

- Has the program successfully completed the program certification process for the building requesting a grant? Yes No
- Has the school building integrated an active TSA Chapter to support the program? Yes No

(* Grades 6-12 Only)

MISSOURI DEPARTMENT OF ELEMENTARY AND SECONDARY EDUCATION
Office of College and Career Readiness
205 Jefferson St., P.O. Box 480, Jefferson City, Missouri 65102-0480
Request for Grant Award (RFGA)

RFGA: Technology and Engineering Grant Award Program (Non-Competitive)
ELIGIBLE ENTITIES: Missouri public school districts operating Technology and Engineering Education Program(s) in grades K-12.

GOAL: The purpose of this School Reform Program Improvement Grant is to support the integration of two approved non-profit programs: Engineering by Design™, grades K-12 and/or Project Lead The Way – Gateway to Technology (GTT), grades 6-8. The product tenants are comprehensive, high quality professional development for teachers, standards-based real world hands-on integrated experiences through a rigorous and relevant engaging curriculum, and authentic classroom and end-of-course assessments.

RATIONALE: The focus of Technology and Engineering Education is to:

- Provide a standards-based K-12 program that ensures that all students are technologically literate.
- Provide opportunities for all students without regard to gender or ethnic origin.
- Provide clear standards and expectations for increasing student achievement in science, technology, engineering, and math.
- Provide leadership and support that will produce continuous improvement and innovation in the program.
- Restore America's status as the leader in innovation.
- Provide a program that constructs learning from a very early age and culminates in a capstone experience that leads students to become the next generation of technologists, innovators, designers, and engineers.

Therefore, the Department has established this grant award program to provide funds to assist in the improvement of the department-approved Technology and Engineering Education Programs.

APPLICATION GUIDELINES: Copies of all application documentation, per building, must be attached to the RFGA, including, but not limited to, the following:

- A completed and signed RFGA cover page (Page 4)
- The Assurances Form signed by the chief administrator (Page 5)
- The Technology and Engineering Evaluation Form (Page 6)
- A completed and signed FV-4 (http://dese.mo.gov/div/created/documents/MO_500_1304_06_12_FV4.pdf)

Please Note: All PLTW grant applications other than GTT must use the Enhancement Grant guidelines and forms located at: <http://dese.mo.gov/div/created/grants.htm#admin>.

Allowable expenditures eligible for reimbursement are:

- Laboratory equipment necessary for high quality rigor and relevant instruction,
- Computers and/or computer upgrades,
- Computer software required for delivery of the curriculum,
- High-end laptop computer required for the instructor use,
- Travel expenses and registration fees for district personnel to attend the required professional development conferences, and
- Travel expenses and registration fees for district teachers to attend the required teacher training experiences.

Reimbursable travel expenditures for conference and/or workshop attendance are limited to actual, documented expenses for district counselors and teachers who are directly participating in the program, subject to the following:

- Reimbursement of travel and attendance expenses will adhere to local school district policies. Matching funds may be available from the local district's Professional Development Committee (PDC) and/or other funding sources.
- Approvable expenditures include reasonable and necessary expenses (meals, lodging, travel, and meeting registration fees) for workshops, conferences, and training institutes.
- Mileage reimbursement will be limited to a maximum of 37 cents per mile.

Applications that do not meet the minimum criteria will not be reviewed. In addition, applicants must honor the minimum criteria to be eligible for future technology and engineering program improvement funds.

Please note: All technology and engineering programs are encouraged to apply with the understanding that established programs funded in Fiscal Year 2013 will be continued if applicants meet the criteria under the RFGA. Priority will be given to:

- LEAs that received a grant in Fiscal Year 2013 and are planning to continue the program improvement of technology and engineering within the district,
- LEAs that have not received funding, and
- LEAs that have successfully completed the program certification process.

DUE DATE: Requests must be received no later than 4:00 p.m. on March 29, 2013.

Mail to: Beverly Ponder
Office of College and Career Readiness
Department of Elementary and Secondary Education
P.O. Box 480
Jefferson City, MO 65102-0480

DELIVERABLES:

Grant recipients must forward the following to the Department:

- May 1, 2014: A final reimbursement claim on a *Reimbursement Request for Approved Career Education Expenditures (FY-2)* form, accompanied by:

- 1) outside vendor invoices, check numbers, and itemized equipment lists used for inventory, and
- 2) copies of canceled checks used to reimburse teachers and counselors for travel expenditures.

Revenue Code: 5332 Program Type Code: 10-04

Awards will be based on objective assessments of the above criteria with no limitations as to the number of grants or dollar amounts received from past grants.

AMOUNT:

The Department will reimburse actual, documented, and allowable expenses for all foundation courses as outlined in the curriculum scope and sequence.

The Department will determine the number of grants and the amount to be awarded based upon the funds appropriated by the General Assembly.

PERTINENT PROJECT DATES FOR FISCAL YEAR 2013

GRANT PERIOD: July 1, 2013 through June 30, 2014

March 29, 2013	Due date for submitting project request
June 15, 2013	Project approval date (estimated)
July 2013	PLTW Summer Training Institute
July 23-26, 2013	DESE Pre-Service: Missouri ACTE Summer Conference in Springfield, Missouri
October 2013	Missouri TSA Connections Conference Grades 6-12
March 2014	ITEA Conference -- Ebd™ Professional Development Workshops
April 2014	Missouri TSA Distinctions Conference Grades 6-12
May 1, 2014	Reimbursement Request for Approved Career Education Expenditures (FY-2) form to be postmarked by this date
July 21-24, 2014	DESE Post-Service: Missouri ACTE Summer Conference in Springfield, Missouri

No. N00065723

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION
MISSOURI NONPROFIT

WHEREAS, duplicate originals of Articles of Incorporation of
CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.

have been received and filed in the office of the Secretary of
State, which Articles, in all respects, comply with the
requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the
State of Missouri, by virtue of the authority vested in me
by law, do hereby certify and declare this entity a body
corporate, duly organized this date and that it is entitled to
all rights and privileges granted corporations organized under
the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
11th day of JANUARY, 2001.



Matt Blunt
Secretary of State

\$25.00

ARTICLES OF INCORPORATION

OF

CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.

The undersigned natural person over the age of eighteen years or more, for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation is: Camdenton R-III School District Education Foundation, Inc.

ARTICLE II PURPOSES

The Corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is organized include, but are not limited to, to receive and administer funds for the support of the Camdenton R-III School District, including scholarships for students and teachers, the purchase of equipment, materials and other supplies, the establishment of educational programs and the facilitation of capital projects. Nothing contained herein shall be construed to give the Corporation any purpose that is not permitted under Code Section 502(e)(3) and the Act. In furtherance of its permitted purposes, the Corporation may exercise any, all and every lawful power or activity which a corporation organized under the Act may exercise or transact.

ARTICLE III CLASSIFICATION

This Corporation is a public benefit corporation within the meaning of Section 355.881 of the Act.

ARTICLE IV DURATION

The period of duration of the Corporation is perpetual.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office and the name of its registered agent at

that office in this State is: Charles E. McElyea, 190 Court Circle, P.O. Box 559, Camdenton, MO 65020.

ARTICLE VI INCORPORATORS

The name and address of the incorporator is: Ronald Hendricks, Rt. 1, Box 111, Camdenton, MO 65020.

ARTICLE VII BOARD OF DIRECTORS

The first Board of Directors shall be composed of nine (9) persons who shall be selected in the manner and have such rights and duties as shall be set forth in the By-Laws of the Corporation. The number of Directors may be increased or decreased from time to time, but to no fewer than three unless by amendment to the By-Laws.

ARTICLE VIII MEMBERS

The Corporation does not have members within the meaning of Section 355.066 of the Act.

ARTICLE IX PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions to qualified persons (other than its Directors, officers and employees or their immediate families) in furtherance of the purposes set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the Corporation shall not participate in or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not directly or indirectly carry on any other activities not permitted to be carried on (a) by corporations exempt from Federal Income Tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

FILED

JAN 11 2001

Matt Blunt
SECRETARY OF STATE

ARTICLE X
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute such assets to the capital projects fund of the Camdenton R-III School District or, if such District is not then in existence, such Board of Directors shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any Director or officer, or any private individual.

ARTICLE XI
INDEMNIFICATION

(a) The Corporation, except as provided in paragraph (b), shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether criminal, civil, administrative or investigative, including without limitation any action by or in the right of the Corporation, by reason of the fact that he was or is a director or officer of the Corporation or is or was a director or officer of the Corporation who is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against expenses, including attorneys fees, judgments, fines, taxes and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding if such person's conduct is not finally adjudged to be knowingly fraudulent, deliberately dishonest or willful misconduct. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any actual or threatened civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article. Such right shall survive any amendment or repeal of this Article with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) If a claim under paragraph (a) of this Article is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim

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(g) In the event any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, the Corporation shall indemnify any person who is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation who is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted under Missouri law, as from time to time in effect.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may only be amended or repealed by a vote of sixty-seven (67%) percent of the Directors, provided however, any and all amendments or the repeal of any of the Articles must be approved by a majority vote of the Board of Education for the Camdenton R-III School District to be effective.

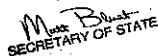
AFFIRMATION

The undersigned, as incorporator, does affirm to the information stated above this 14 day of August, 2000.


RONALD HENDRICKS

FILED

JAN 11 2001


SECRETARY OF STATE

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and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its members, if any) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members, if any, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, partner, trustee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(d) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

(e) For the purposes of this Article, references to the "Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

(f) For purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a director, officer, employee, partner, trustee or agent of, or at the request of, the Corporation which imposes duties on, or involves services by, such director, officer, employee, partner, trustee or agent with respect to an employee benefit plan, its participants, or beneficiaries.

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BY-LAWS OF

CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.

ARTICLE I. OFFICES

1. **Principal Office.** The principal office of the Corporation shall be located at such place either within or outside the State of Missouri, as the Board of Directors shall designate from time to time.

2. **Registered Office and Agent.** The Corporation shall have and continuously maintain a registered office and a registered agent within the State of Missouri. The Board of Directors, from time to time by resolution, may change the registered agent and the address of the registered office.

3. **Additional Offices.** The Corporation may also have offices and branch offices at such other places as the Board of Directors from time to time may designate or the business of the Corporation may require.

ARTICLE II. SEAL

The Corporation need not have a seal. If the Board adopts a seal, the seal of the Corporation shall be a circular impression with the name of the Corporation in the upper portion of the rim thereof, the word "Missouri" in the lower portion of the rim thereof, and the word "Seal" in the center. The corporate seal, or a facsimile thereof, may be impressed or affixed or in any manner reproduced. The Board of Directors, by resolution, may change the form of the corporate seal from time to time.

ARTICLE III. MEMBERS

The Corporation shall not have members.

ARTICLE IV. BOARD OF DIRECTORS

1. **General Powers.** The property and affairs of the Corporation shall be controlled and managed by a Board of Directors (the "Board of Directors", and the members of the Board of Directors, the "Directors"). The Board of Directors may delegate to such officers or employees of the Corporation, such general and specific powers, as it may deem appropriate.

2. **Number.** The number of the initial Board of Directors shall be as set forth in the Corporation's Articles of Incorporation. The number of Directors shall be not less than three (3) and no more than fifteen (15). The number of Directors shall be established by the Board of Directors from time to time by amendment to these By-Laws. The composition of the Board of Directors shall be as follows:

a. One Director shall be the Superintendent of Schools of the Camdenton R-III School District ("Superintendent"), and two Directors shall be members of the Board of Education of the Camdenton R-III School District ("Board of Education").

b. The balance of the Directors shall be appointed and serve as hereinafter provided in these By-Laws.

No increase or decrease in the number of Directors shall have the effect of altering the existing term of any Director.

3. Appointment, Term of Office, Resignations. The Board of Directors shall be appointed by a majority vote of the Board of Education. All Directors so appointed shall hold office until their successors have been appointed and qualified as follows:

a. The Directors appointed who are members of the Board of Education shall hold office until the first annual meeting of Directors of the Corporation following the adoption of these By-Laws and each anniversary of such date thereafter, at which time a successor shall be appointed by the Board of Education to serve for a term of one year and until his or her successor is appointed and qualified.

b. The balance of the Directors shall be divided into three classes, each of which shall contain one (1) Director,

i. The first class of said Directors shall hold office until the third annual meeting of Directors following the adoption of these By-Laws and each third anniversary of such date thereafter,

ii. The second class of said Directors shall hold office until the second annual meeting of Directors following the adoption of these By-Laws and each third anniversary of such date thereafter,

iii. The third class of said Directors shall hold office until the first annual meeting of Directors following the adoption of these By-Laws and each third anniversary of such date thereafter.

c. No Director (other than any person serving by reason of being the Superintendent or member of the Board of Education) shall serve more than two (2) consecutive three (3) year terms as a Director, excluding any short term which might result under Article IV Section 3, 3(a)(ii) and 3(a)(iii) above or Article IV Section 11 below.

At each annual meeting of Directors the respective required number of Directors shall be appointed by the Board of Education of the Camdenton R-III School District to succeed as successors to the Directors previously serving as such Directors, to serve a term of three years, and until their successors are appointed and qualified. Successors (other than Directors who

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12. Fiscal Year. The fiscal year for the corporation shall commence on July 1 and end on the following June 30 of each year.

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

14. Interest in Transactions. No conflict of interest transaction between the Corporation and one or more of its Directors shall be voidable or the basis for imposing liability on the Director solely for this reason, or solely because the Director is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if (a) the material facts of the transaction and the Director's interest are disclosed or are known to the Board of Directors or committee and (b) the Board of Directors or committee approving the transaction in good faith reasonably believes that the transaction is not unfair to the Corporation. A conflict of interest transaction shall be approved if it receives the affirmative vote of all of the Directors on the Board of Directors or committee who have no direct or indirect interest in the transaction, even though less than a quorum, but such a transaction may not be approved by a single Director. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes the contract or transaction. For purposes of this Section, a conflict of interest transaction is a transaction with the Corporation in which a Director has a material interest.

15. Informal Action by Directors. Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the Directors. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document filed under the provisions of the Missouri Nonprofit Corporation Act. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors.

16. Investment Policy. An investment policy shall be enacted by the Board of Directors, which investment policy must be approved by a majority vote of the Board of Education for the Camdenton R-III School District. Said investment policy shall contain a provision that a majority vote of the Board of Education of the Camdenton R-III School District must approve the expenditure of any unrestricted funds received or earned by the corporation.

ARTICLE V. OFFICERS

1. Officers. The Officers of the Corporation shall be a President, a Secretary, and a Treasurer. Any two or more offices may be held by the same individual.

2. Election and Term. The President, Secretary and Treasurer shall be elected annually by the Board of Directors. At any meeting the Board of Directors may elect such other officers or agents as it shall deem necessary or advisable, who shall hold office at the pleasure of the Board

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serve by virtue of being the Superintendent or members of the Board of Education) shall be nominated by the Board of Directors or a Nominating Committee.

4. Resignation and Removal. A Director may resign at any time by instrument in writing to that effect filed with the Secretary or any officer of the Corporation other than himself or herself. Such resignation shall take effect at the time specified therein, if any, or if no time is specified therein, then upon receipt of such notice by such officer.

A Director (other than any person serving by reason of being the Superintendent or a member of the Board of Education) may be removed with or without cause by the affirmative vote of two-thirds of the persons then serving as Directors at a regular or special meeting of the Board of Directors of the Corporation or by the Board of Education at a regular or special meeting.

5. Annual Meeting. An annual meeting of Directors for the transaction of such business as may be properly come before the meeting shall be held on the fourth Thursday of September of each year, or such other date in September as designated by the Board of Directors.

6. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held as frequently and at such time and place as may be determined by the Board of Directors from time to time. Special meetings of the Board of Directors shall be called by the Secretary at any time on request of the President or two members of the Board of Directors.

7. Place of Meetings. Meetings of Directors shall be held at the principal office of the Corporation or such other place or places, either within or without the State of Missouri, as may be agreed upon by the Board of Directors. Members of the Board of Directors may also participate in meetings of the Board by means of conference telephone or other communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall be deemed present in person at the meeting for all purposes.

8. Notice. Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors may be held upon two (2) days notice, given as provided in Article VIII of these By-Laws.

9. Quorum. The presence of a majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business by the Board of Directors.

10. Actions by the Board of Directors. All actions by the Board of Directors, unless expressly stated otherwise herein or in the Articles of Incorporation, shall be approved by a majority vote of the Directors present.

11. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment by the Board of Education. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

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of Directors, and who shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Directors. Each officer shall hold office until his successor shall have been elected and shall have qualified.

3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the affirmative unanimous vote of all and not less than all of the Directors in office at the time the vote is taken whenever in their judgment the best interests of the Corporation will be served thereby.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI. DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR

1. President. The President shall be the chief executive and operating officer of the Corporation. He shall preside at all meetings of the Directors; he shall have general supervision and active management of the business and finances of the Corporation; he shall see that all orders and resolutions of the Board of Directors are carried into effect; subject, however, to the right of the Directors to delegate any specific powers to any other officer or officers of the Corporation, except such as may be by statute exclusively conferred upon the President. The President shall execute all bonds, mortgages, conveyances and other contracts requiring the seal of the Corporation. In the absence of direction by the Board of Directors to the contrary, the President shall have the power to vote all securities held by the Corporation and to issue proxies therefor.

2. Secretary. The Secretary shall attend all meetings of the Board of Directors and act as clerk thereof, and shall record all votes and the minutes of all proceedings in a minute book to be kept for that purpose. If the Board adopts a seal, he shall keep in safe custody the seal of the Corporation, and when authorized by the President or a Vice President, he shall affix the seal to any instrument requiring the seal, and, when so ordered, add his signature as an attestation thereof. He shall give, or cause to be given, a notice as required of all meetings of the Board of Directors. He shall perform such other duties as may be prescribed from time to time by the Board of Directors.

3. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of the Corporation to be maintained by him for such purpose; he shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in depositories designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors; provided, that all disbursements over One Hundred (\$100.00) Dollars shall require the signature of the Treasurer and one other officer. The Treasurer shall prepare an annual report of expenditures for review by the Board of Directors as well as the Board of Education for the Camdenton R-III School District, which annual report of expenditures shall be furnished to the Board of Education for the Camdenton R-III School District within thirty days after the close of each fiscal year, or at such other times as may be requested by the Board of Education for the Camdenton R-III School District.

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4. **Delegation of Power.** In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director for the time being.

ARTICLE VII. COMMITTEES

The Board of Directors may, by resolution, designate one or more committees, each committee to be composed of two or more Directors, who serve at the pleasure of the Board of Directors. Each such committee, to the extent provided in said resolution, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority to: authorize distributions to Directors, officers, agents or employees except in exchange for value received; approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or adopt, amend or repeal the Articles or By-Laws.

ARTICLE VIII. NOTICE

1. **Notice Deemed Given.** Whenever under the provisions of these By-Laws notice is required to be delivered to any Director or officer, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, or dispatched by teletype or prepaid telegram, addressed to such individual at his address as it appears on the records of the Corporation, or when delivered in person to the individual.

2. **Attendance as Waiver.** Notice of any meeting required to be given under the provisions of these By-Laws or the laws of the State of Missouri shall be deemed waived by the attendance at such meeting of the party or parties entitled to notice thereof, except where a party or parties attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

3. **Waiver of Notice.** Any notice required to be given under the provisions of these By-Laws or the laws of the State of Missouri may be waived by the persons entitled thereto signing a waiver of notice before or after the time of said meeting, and such waiver shall be deemed equivalent to the giving of such notice.

ARTICLE IX. AMENDMENTS

By a vote of sixty-seven (67%) percent of the Directors in office immediately before the action is taken, the Directors shall have the power to adopt new By-Laws, and to amend, alter and repeal these and any additional and supplementary By-Laws, at any regular or special meeting of the Board of Directors. Notice of any such action to be taken on any By-Laws need not be included in the call of said meeting. Provided however, that any action taken herein must

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Amendment Attachment

This amendment attachment is in response to your March 21, 2001 letter requesting additional information of the organizations activities. In response to item #3, page 3 the Camdenon R-III School District Education Foundation, Inc. (The Foundation) is a new organization with no past of present history of operation. Due to this fact, the following discussion of each activity will be restricted to the organizations proposed activities.

Activity #1 - Scholarship Program

- A. The Camdenon R-III School District Education Foundation Inc. Scholarship Fund will be established for the purpose and function of providing scholarships and financial assistance to graduating seniors of Camdenon High School who are highly motivated, have participated in numerous co-curricular activities and who have need of financial assistance through the award of scholarship funds.
- B. The scholarship activity will be initiated after approval of the organization as being exempt from federal income tax and sufficient funds being deposited in The Foundation to fund the scholarships. It is projected that the first scholarship would be offered to graduating seniors of the Camdenon High School Class of 2002.
- C. The Board of Directors of The Camdenon R-III School District Education Foundation Inc. shall:
 1. Set the number of scholarships
 2. Set the amount of scholarships
 3. Approve the application procedures
 4. Approve the selection committee which will be appointed by the Camdenon R-III School District Director of Guidance and High School Principal

The final scholarship selection committee shall be composed of five persons from the community. This committee shall:

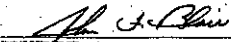
1. Review all applications according to established criteria
2. Select final applicants for an interview based upon criteria
3. From the interviews, select the scholarship recipients

The scholarships shall be awarded at the Senior High Honors Assembly by the President of the Board of Directors or a designee of the Board.

Scholarships shall be payable in two equal annual installments to the college financial aids office upon receipt of enrollment for that semester. After the first payment, the student must provide the Board of Directors with grades for previous semester and proof of enrollment.

be approved by a majority vote of the Board of Education for the Camdenon R-III School District before being effective.

Dated: August 14, 2000.


PRESIDENT John F. Blair

Attest:


Secretary Diane Karakas

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Should a recipient drop from school, the scholarship becomes void on that date and funds remain in The Foundation account.

All Camdenon R-III graduating seniors who plan to attend an accredited vocational school, a two-year accredited associate arts program, or a four-year accredited college program are eligible to apply for this scholarship.

Students must make application for the scholarship on the approved scholarship application provided by The Foundation Scholarship Committee.

Scholarship forms will be available in the senior high school counselor's office during the fourth quarter of the school year. Applications must be returned to the counselor's office on the date designated for the return of all local scholarship applications. This date will vary from year to year.

- D. The scholarship activity shall be a competitive process. All Camdenon High School graduating seniors shall qualify to participate in the process and receive benefit from the activity. Find attached proposed requirements and evaluation procedures (Attachment A) and scholarship application form (Attachment B) for the Camdenon R-III School District Education Foundation Inc, Scholarship Activity.
- E. There will be no charges or fees for a graduating senior to participate in the scholarship activity.
- F. The activity will accomplish one of the stated purposes of The Foundation to provide funding and assistance for Camdenon R-III School District graduates in furthering their education.
- G. As this will be one of the major activities of The Foundation it is assumed that the activity will consume 33.3% of the Board of Directors' time. The percentage of funds to be devoted to this activity is projected to be 25%.

Activity #2 - Educational Programs

- A. The purpose and function of this activity will be to organize and fund educational programs in the Camdenon R-III School District to enrich students learning experiences in Academics, Fine Arts, Practical Arts, Athletics and other related areas.
- B. It is anticipated that this activity will be organized by the Board of Directors of the Camdenon R-III School District Education Foundation, Inc. after The Foundation receives income tax exemption and secures contributions to The Foundation. It is hoped that the activity will be organized during the 2001 - 2002 school year and actual grants made to successful recipients for the 2002 - 2003

- school year.
- C. Article II of The Foundation articles of Incorporation state that "the purpose for which the corporation is organized include...the purchase of equipment, materials and other supplies, the establishment of educational programs and facilitation of capital projects." To accomplish this purpose the Board of Directors of The Foundation will establish an application procedure for Camdenon R-III School District educators to request long and short term grants. The Camdenon R-III School District Superintendent will appoint a seven (7) member or greater committee made-up of school district administrators, faculty representative, community representative and Foundation Board of Directors Representative to oversee the administration of this grant program. The Camdenon R-III School District Board of Education will approve the appointment of members of this Committee. Funds recommended by the committee and approved by The Foundation Board of Directors will be transferred to a Camdenon R-III School budget account for the approved grant upon receipt of proof of expenditures from the district for the grant expenditures to the Foundation. Grant applications will be accepted during the school year preceding the implementation of the grant. The Foundation Grant Committee will meet during the second semester of the school year to review and approve grant request to be recommended for the next school year. The request process shall be competitive.
- D. Any educator or group of educators may participate and receive benefit from this activity. The educator or group of educators must comply with the "General Guidelines" developed by The Foundation Board of Directors to participate in the activity. Those "Guidelines" although not firmly established by the Board of Directors as of yet will generally included the following:

General Guidelines

Purpose

The purpose of the Camdenon R-III School District Education Foundation, Inc. Grant Program is to initiate special projects with one year or longer educational objectives of enrichment of student learning experiences in Academics, Fine Arts, Practical Arts, Athletics and other related areas.

Grant Period

The grant request is to be for one or more years with a review by the Camdenon R-III School District Education Foundation, Inc. during each year. At the end of the grant period, the applicant or applicants may reapply for a continuation grant. The grant will run between July 1 and June 30 of each year.

Application Procedures

Respond to all areas of the application guide on separate paper and submit an original copy with appropriate signatures to the designated Foundation Grant committee representative by the required deadline date.

- ▶ Number of educators in the project
- ▶ Total cost of the project
- ▶ Brief summary of how the project will achieve the stated purpose of the grant program
- ▶ Statement of the following:
 - ... Project goals
 - ... Specific objectives to accomplish each stated goal
 - ... Explanation of activities that will support each objective
 - ... Explanation of how each objective will be evaluated for successful achievement
- ▶ Briefly explain the budget request and complete the attached budget form
- ▶ Appropriate signatures must be signed at the bottom of the budget page.

Please note that in the spring The Foundation Grant Committee will ask that you report on the success of each of the project goals and objectives.

Proposed Budget

School Building or Buildings	Applicant / Contact Person	
Grant Applicant	<input type="checkbox"/> Individual educator <input type="checkbox"/> School Building <input type="checkbox"/> Group of educator <input type="checkbox"/> District Level	
	Blair Request	District Match
Supplemental Pay	\$	\$
Purchased Services	\$	\$
Travel	\$	\$
Materials and Supplies	\$	\$
Equipment / Facilities	\$	\$
Total of above	\$	\$
	Project Total	
Applicant / Contact Person Signature	Date	
Building Principal Signature (only if required)	Date	
Superintendent / Assoc. Superintendent Signature (only if required)	Date	

Eligible Applicants

- ▶ Individual educators - including Counselors and Librarians
- ▶ Group of educators- including Counselors, Librarians, and Administrators
- ▶ Building - the building Principal must approve this grant and it must be building-wide in scope and impact.
- ▶ District - the Associate Superintendent or Superintendent must approve this grant and it must include two or more buildings housing similar target populations or be district-wide in scope and impact.

Funding

Grants may be written for annual amounts published by The Foundation for a period of one (1) or more years with the budget to be re-evaluated at the end of each year. Funds will be dispersed through existing district expenditure procedures such as Purchase Orders and Payroll Requisition forms. The grantee shall file with the Superintendent of Schools, a final expenditure report by July 15 which will be submitted to The Foundation as proof of expenditure and The Foundation will transfer those funds to the appropriate school district account.

Allowable Costs

- ▶ Supplemental pay for out of contract time and substitute teacher pay
- ▶ Purchased Services for persons not employed by the district and their related expenses
- ▶ Travel for district personnel or students
- ▶ Materials and supplies
- ▶ Equipment
- ▶ Facilities

The above items are intended to provide guidance and may not include all allowable costs. A grant application may include all or only one of these items.

Audit

This grant will be audited as part of the district's audit of the Camdenon R-III School District Education Foundation, Inc. annually.

Approval and Review

The successful grant application(s) will be recommended by The Foundation Grant Committee and approved by The Foundation Board of Directors. The grant will be reviewed for continuation in the spring of each year. It is anticipated that if the grant is meeting its stated goals, it will continue to be approved for the initial number of years requested.

Specific Guidelines

The grant application should include a narrative description of each of the following items:

- ▶ Project title
- ▶ Type of project (individual, group, building, district)
- ▶ Contact person or persons
- ▶ Number of students served by the project and grades served

- E. Their will be no charge or fees for educators to participate in this grant program.
- F. The activity will accomplish enrichment of student learning experiences in the Camdenon R-III School District through improvement of Academic, Fine Arts, Practical Arts, Athletic and related learning opportunities.
- G. The percentage of time devoted to this activity should be approximately 33.3% and Foundation Fund Expenditure is estimated at 75%. These are of course estimates and actual per-cents will not be known until The Foundation is in operation and contributions are made by donors.

The Following is in response to the remaining items on page 3 and 4 of the March 21, 2001 letter.

Item #4

The Scholarship Selection Committee will be chosen to avoid any relative of members of the Scholarship Selection Committee being eligible for scholarship assistance.

Item #5

This item is covered in detail above under Activity #1 (d) and Activity #2 (d).

Item #6

As members of the Camdenon R-III School District Education Foundation Inc. Board of Directors will be members of the Camdenon R-III School District Community it is possible that scholarships and grants could be made to spouses, children, descendants, spouses of descendants or other persons related to a member of the Board of Directors. It should be pointed out however, that recipients of scholarships will be selected by an independent committee appointed by the Camdenon R-III School District Director of Guidance and Counseling and approved by the High School Principal and that grant recipients will be selected by an independent committee selected by the Superintendent of Schools and approved by the Camdenon R-III Board of Education. Foundation Board of Directors members shall not vote on any recommendation brought to the Board by these committees involving any person who is related within the fourth degree to such Board of Director member, either by consanguinity or affinity. In the event that such a recommendation is made involving an individual related within the fourth degree to a Board of Director member, the member shall declare his or her interest, and shall refrain from debating or voting upon the scholarship or grant.

Item #7

The scholarship program will be publicized to all High School Seniors through the Camdenon High School Guidance and Counseling Office. Publications to ensure that all eligible individuals are informed that the scholarship is available will include the following:

- Paid notice in local newspaper last week of March announcing Parent and Senior Local Scholarship meetings conducted by Camdenon High School Guidance Staff with time and place of meeting.
- Meeting for all Parents of Seniors first of April
- Meeting for all Seniors following Parent meeting first of April
- Letter concerning scholarship and meeting mailed to parent of every Camdenon High School Senior
- Announcements in High School bulletin for two weeks prior to the parent and senior scheduled scholarship aid meeting
- Automated Phone Tree Call made to the home of every senior the night before the scheduled scholarship aid meeting dates to remind them to attend
- List of all available local scholarships is distributed to every senior. Any senior who does not pick-up a list is called to the Guidance Office and given a list
- The Local Scholarship list is posted in the Guidance Office
- Seniors are assisted with completion of scholarship applications by the Guidance Office and through their Language Arts Classes

Item #8

All scholarships and other grants involving attendance at educational institutions will be limited to students who will be attending educational institutions as defined in section 170(b)(1)(A)(ii) of the code.

Item #9

Scholarships shall be payable in two equal annual installments to the college financial aids office upon receipt of enrollment for that semester. After the first payment, the student must provide The Foundation Scholarship Committee with grades for the previous semester and proof of enrollment.

Should a recipient drop from school, the scholarship becomes void on that date and funds remain in the account.

Misuse of funds by the financial aids office is unlikely however, if it occurred the appropriate College or University officials would be contacted to refund the misused monies. If the funds were not returned, The Foundation would pursue legal action if required to recover the funds.

DRAFT

**UNANIMOUS CONSENT OF THE
BOARD OF EDUCATION FOR THE CAMDENTON R-III SCHOOL DISTRICT
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the Directors of The Board of Education for the Camdenton R-III School District, a Missouri Political Subdivision (the "District"), hereby adopts the following resolutions for the Camdenton R-III School District Education Foundation, Inc. and consent to the taking of the actions therein described, such consent to have the same force and effect as a unanimous vote of the Directors of the Corporation at special meetings duly held:

WHEREAS, the Corporation was organized under the laws of the State of Missouri on January 11, 2001 by filing Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, the Corporation amended its Articles of Incorporation on April 24, 2001 by filing an Amendment of Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, the Directors of the Corporation have determined that it is advisable and in the best interests of the Corporation to amend the Amended Articles of Incorporation of the Corporation; and

WHEREAS, the Corporation enacted its Bylaws on August 14, 2000; and

WHEREAS, the Directors of the Corporation believe that it is advisable and in the best interests of the Corporation to (i) amend and restate the Corporation's Articles of Incorporation in the manner set forth in **Exhibit A** attached hereto and incorporated herein by this reference, and (ii) amend and restate the Corporation's Bylaws in the manner set forth in **Exhibit B** attached hereto and incorporated herein by this reference; and

NOW, THEREFORE, the undersigned hereby adopts the following resolutions:

RESOLVED, that the Amended and Restated Articles of Incorporation be, and hereby are, approved, in substantially the form provided to the Board and the Board of Education for Camdenton R-III School District for consideration and attached as **Exhibit A** hereto, with such changes as any Authorized Officer (as hereinafter defined) shall approve, such approval to be evidenced conclusively by the execution thereof by any such Authorized Officer.

RESOLVED FURTHER, that the Bylaws be, and hereby are, approved, in substantially the form provided to the Board and the Board of Education for Camdenton R-III School District for consideration and attached as **Exhibit B** hereto, with such changes as any Authorized Officer (as hereinafter defined) shall approve, such approval to be evidenced conclusively by the execution thereof by any such Authorized Officer.

RESOLVED FURTHER, that the President of the Corporation, or such other officer of the Corporation as the President may designate, (each an "Authorized Officer"), be, and hereby is, authorized, directed and empowered to execute and deliver, in the name and on behalf of the Corporation, the Corporate Documents, and each Authorized Officer is further authorized and directed to take any and all other actions and to execute, deliver, file and perform such other agreements, instruments and documents as they may deem necessary or appropriate in order to consummate amendment and restatement of the Corporate Documents and the other transactions

contemplated by the Corporate Documents and otherwise to give effect to the intent of the foregoing Recitals and Resolutions; and

RESOLVED FURTHER, that the execution by each Authorized Officer of the Corporate Documents and any such other agreement, instrument or document or the doing by such Authorized Officer of any act in connection with the foregoing matters shall establish conclusively his or her authority therefor from the Corporation, and the approval and ratification by the Corporation of such agreement, instrument or document and the actions so taken; and

RESOLVED FURTHER, that any and all action heretofore taken, and any and all things heretofore done by the Authorized Officer in connection with, or with respect to, the matters referred to in the foregoing Resolutions and Resolutions be, and same hereby are, confirmed as authorized and valid acts taken on behalf of the Corporation; and

RESOLVED FURTHER, that this Consent may be executed and transmitted by facsimile machine, telecopier or other electronic transmission, including portable document file (PDF) in counterparts, which for all purposes is to be deemed an original.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this written consent this ___ day of March, 2013.


NANCY MASTERSON


CHRISTOPHER C. McELYEA


SELYNN BARBOUR


JIM BESANCENEZ


JOHN L. BECKETT


LAURA MARTIN


JACKIE SCHULTE


LINDA LEU

CONSTITUTING ALL OF THE DIRECTORS OF
THE BOARD OF EDUCATION FOR THE CAMDENTON R-III SCHOOL DISTRICT

**UNANIMOUS CONSENT OF THE DIRECTORS
OF CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the Directors of Camdenton R-III School District Education Foundation, Inc., a Missouri nonprofit corporation (the "Corporation"), hereby adopts the following resolutions for the Corporation and consent to the taking of the actions therein described, such consent to have the same force and effect as a unanimous vote of the Directors of the Corporation at special meetings duly held:

WHEREAS, the Corporation was organized under the laws of the State of Missouri on January 11, 2001 by filing Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, the Corporation amended its Articles of Incorporation on April 24, 2001 by filing an Amendment of Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, the Directors of the Corporation have determined that it is advisable and in the best interests of the Corporation to amend the Amended Articles of Incorporation of the Corporation; and

WHEREAS, the Corporation enacted its Bylaws on August 14, 2000; and

WHEREAS, the Directors of the Corporation believe that it is advisable and in the best interests of the Corporation to (i) amend and restate the Corporation's Articles of Incorporation in the manner set forth in Exhibit A attached hereto and incorporated herein by this reference, and (ii) amend and restate the Corporation's Bylaws in the manner set forth in Exhibit B attached hereto and incorporated herein by this reference; and

NOW, THEREFORE, the undersigned hereby adopts the following resolutions:

RESOLVED, that the Amended and Restated Articles of Incorporation be, and hereby are, approved, in substantially the form provided to the Board and the Board of Education for Camdenton R-III School District for consideration and attached as Exhibit A hereto, with such changes as any Authorized Officer (as hereinafter defined) shall approve, such approval to be evidenced conclusively by the execution thereof by any such Authorized Officer.

RESOLVED FURTHER, that the Bylaws be, and hereby are, approved, in substantially the form provided to the Board and the Board of Education for Camdenton R-III School District for consideration and attached as Exhibit B hereto, with such changes as any Authorized Officer (as hereinafter defined) shall approve, such approval to be evidenced conclusively by the execution thereof by any such Authorized Officer.

RESOLVED FURTHER, that the President of the Corporation, or such other officer of the Corporation as the President may designate, (each an "Authorized Officer"), be, and hereby is, authorized, directed and empowered to execute and deliver, in the name and on behalf of the Corporation, the Corporate Documents, and each Authorized Officer is further authorized and directed to take any and all other actions and to execute, deliver, file and perform such other agreements, instruments and documents as they may deem necessary or appropriate in order to

consummate amendment and restatement of the Corporate Documents and the other transactions contemplated by the Corporate Documents and otherwise to give effect to the intent of the foregoing Resitals and Resolutions; and

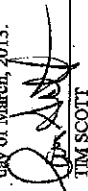
RESOLVED FURTHER, that the execution by each Authorized Officer of the Corporate Documents and any such other agreement, instrument or document or the doing by such Authorized Officer of any act in connection with the foregoing matters shall establish conclusively his or her authority therefor from the Corporation, and the approval and ratification by the Corporation of such agreement, instrument or document and the actions so taken; and

RESOLVED FURTHER, that any and all action heretofore taken, and any and all things heretofore done by the Authorized Officer in connection with, or with respect to, the matters referred to in the foregoing Resolutions and Resolutions be, and same hereby are, confirmed as authorized and valid acts taken on behalf of the Corporation; and

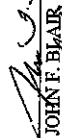
RESOLVED FURTHER, that this Consent may be executed and transmitted by facsimile machine, telecopier or other electronic transmission, including portable document file (PDF) in counterparts, which for all purposes is to be deemed an original.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this written consent this 21
day of March, 2013.


TIM SCOTT


JOI DICKEMANN


JOHN F. BLAIR


ALAN WEST


JOHN R. PORITH


KELLEY ROGERS


NANCY MASTERSON


SELYON BARBOUR

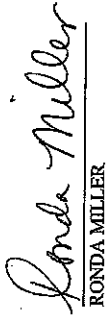
TRISH CREACH


TIM HADFIELD


JAMES JACKSON

RON HENDRICKS

00066941


RONDA MILLER

MARSHA SCHOENEMAN

KAREN FAIFERLICK

CONSTITUTING ALL OF THE DIRECTORS OF
CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.

00066941

From: Leisa Rues <lrues@mail.crodeschools.org>
Sent: Thursday, March 21, 2013 1:12 PM
To: Linda Leu
Subject: From: Ron Hendricks - Camden R-3 School District Foundation RE: Separation of Foundation from School District

I give my full support to the action taken by the Foundation Board of Directors, at a meeting held on March 21, 2013.

From: Trish Creach <creach2061@yahoo.com>
Sent: Thursday, March 21, 2013 2:12 PM
To: Linda Leu; lleu@yahoo.com
Subject: Proxy vote for Foundation bylaw amendments

Linda,

Thank you for the email. I apologize for my absence at the meeting however please record my proxy vote in favor of the bylaw amendments as presented.

Best regards,
Trish Creach, Executive Director, IOM
Camden Chamber of Commerce

Subject: RE: Bylaws Amendments - Proxy Vote
From: Karen Falterick (karenfalterick@hotmail.com)
To: lleu@camdentonschools.org; john_porth@bobolbank.com; ckrogers@charter.net
Cc: lleu@yahoo.com
Date: Thursday, March 21, 2013 1:39 PM

Sorry for the delay. I'm in an all-day meeting in Pennsylvania.

Yes, I agree to amend the Education Foundation bylaws as discussed today in the meeting I was unable to attend.

Please let me know if you need anything else.

Best,
Karen
From: Marsha Schoeneman <shingspotemars@yahoocom>
Sent: Thursday, March 21, 2013 11:05 AM
To: Linda Leu; lleu@yahoo.com
Subject: Re: Bylaws Amendments - Proxy Vote

Linda: With this email I'm providing my approval of the bylaws amendments.

Seylm also thought my name or address might have been spelled incorrectly somewhere, but I think it's right every where I found it. My zip is 65079 if you need it.

Let me know you got this ok as I'm unable to attend today?

Marsha Schoeneman
1208 Brookhaven Lane
Sunrise Beach, Missouri 65079
mail to: shingspotemars@yahoocom
mobiles: 573 480 4669

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

90066094.1

EXHIBIT B
BYLAWS

DRAFT

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.

The undersigned Camdenton R-III School District Education Foundation, Inc. (the "Corporation"), a nonprofit corporation under the provisions of the Missouri Nonprofit Corporation Act, for the purpose of amending and restating its articles of incorporation, hereby adopts the following Amended and Restated Articles of Incorporation:

WHEREAS, the Corporation was organized under the laws of the State of Missouri on January 11, 2001 by filing Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, the Corporation amended its Articles of Incorporation on April 24, 2001 by filing an Amendment of Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, Article XII of the Articles of Incorporation provides that an amendment to the Articles can be made by a vote of sixty-seven (67%) percent of the Directors and must be approved by a majority vote of the Board of Education for the Camdenton R-III School District.

WHEREAS, the Board of Directors of the Corporation, by joint unanimous written consent dated March 20, 2013, adopted resolutions setting forth a proposed amendment and restatement of the Articles of Incorporation of the Corporation in the form hereof, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and attaching thereto and submitting the proposed amendment and restatement to the Board of Education and the Directors of the Corporation for consideration thereof.

NOW, THEREFORE, the text of the Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the Corporation is:

CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.

ARTICLE II

This Corporation is a public benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

ARTICLE III

This Corporation is organized exclusively for charitable, scientific and educational purposes. The terms charitable, scientific and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect. In order to implement this purpose, the corporation's goals and objectives are:

a. To receive and administer funds for the operation and endowment of educational and enrichment programs for the benefit of students of the Camdenton R-III School District, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise either absolutely or jointly with any other person, persons, or corporations, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal of the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this certificate of incorporation, the by-laws of the corporation, or any laws applicable thereto.

b. The fostering of educational opportunities for the students of the Camdenton R-III School District, the solicitation of funds for specific capital improvement projects to benefit the Camdenton R-III School District and the making of direct grants or scholarships to students of the Camdenton R-III School District to enable them to meet the expenses of higher education.

c. To accept gifts or grants from philanthropic or charitable organizations or individuals to fund activities consistent with the purposes stated herein.

d. To possess each and every power, privilege, right and immunity now or hereafter authorized pursuant to the provisions of the Missouri General Not For Profit Corporation Law.

Provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this paragraph, this Corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This Corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this Corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of this corporation, except that this

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article III.

ARTICLE IV

This Corporation shall have all the powers of a corporation organized under the Missouri Nonprofit Corporation Act; provided, however, that none of the powers of this Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this Corporation.

ARTICLE V

The duration of this Corporation shall be perpetual.

ARTICLE VI

The name and address of the incorporator are:

Name:	_____
Address:	_____
Ronald Hendricks	359 Minnow Brook Road Camdenton, Missouri 65020

ARTICLE VII

The address of the registered office in the State of Missouri is 172 Dare Blvd., P.O. Box 1409, Camdenton, MO 65020. The name of the registered agent at said address is Charles E. McElyea.

ARTICLE VIII

This Corporation shall not have members as such but, in lieu thereof, shall have only a self-perpetuating board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of this Corporation. The rights, powers and privileges of the directors shall be fixed in the bylaws. The bylaws of this Corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, by resolution adopted by a majority of the full board of directors at a meeting thereof.

The initial board of directors shall consist of nine (9) persons, who shall hold office until the annual meeting of the board of directors in the year set forth opposite their respective names below and until their successors are duly elected and qualified, all as provided in the bylaws. The number of members of the board of directors shall not be less than three (3) and no more than fifteen (15) and shall be fixed by, or in the manner prescribed in, the bylaws, as amended from time to time at any time after the adoption of the initial bylaws. Directors shall be elected or appointed in the manner and for the terms as

provided in the bylaws.

The names and addresses of the persons constituting the board of directors

Name	Address	Year in Which Term Expires
Tim Scott	106 Oaktree Rd., P.O. Box 49, Camdenton, MO	_____
Joi Dickmann	P.O. Box 847, Camdenton, MO	_____
John F. Blair	680 West Highway 54, Camdenton, MO	_____
Alan West	519 Panoramic Dr., P.O. Box 622	_____
John R. Porth	172 Dare Blvd., Camdenton, MO 65020	_____
Kelley Rogers	655 Country Club Dr., Camdenton, MO 65020	_____
Nancy Masterson	3763 Dry Hollow Rd., Camdenton, MO 65020	_____
Seymour Barbour	6129 Oak Creek Dr., Osage Beach, MO 65020	_____
Trish Creach	172 Dare Blvd., Camdenton, MO 65020	_____
Tim Hadfield	172 Dare Blvd., Camdenton, MO 65020	_____
James Jackson	172 Dare Blvd., P.O. Box 27, Camdenton, MO	_____
Ron Hendricks	172 Dare Blvd., Camdenton, MO 65020	_____
Ronda Miller	343 Box M, Ranch, P.O. Box 796, Camdenton	_____
Marsha Schoeneman	1208 Brookhaven Ln., Sunrise Beach, MO	_____
Karen Faiferick	1263 Darwin Rd., Osage Beach, MO 65065	_____

ARTICLE IX

This Corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his or her office or position and in its bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of this Corporation, or any person who serves at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the extent authorized or permitted by the laws (including without limitation the statutes, case law and principles of equity) of the State of Missouri.

This Corporation may give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this Article, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

ARTICLE X

Upon dissolution of this Corporation and after discharging all liabilities and obligations of this Corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this Corporation and after taking any other action required by law, any

remaining assets of this Corporation shall be distributed to the capital projects fund of the Camdenton R-III School District, or if such District is not then in existence, such board of directors shall dispose of all of the assets of the Corporation to any one or more organizations selected by the board of directors which are organizations described in each of Sections 501(c)(3), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.


ARTICLE XI

This Corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Missouri, and all rights and powers conferred herein are granted subject to this reservation.

IN AFFIRMATION OF THE FACTS STATED ABOVE, the undersigned has executed these Articles of Incorporation on May 21, 2013.


John K. Porth
President

Attest:


Kelley Rogers
Secretary

**AMENDED AND RESTATED BYLAWS
OF
CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.**

WHEREAS, Camdenton R-III School District Education Foundation, Inc. was organized under the laws of the State of Missouri on January 11, 2001 by Filing Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, the corporation enacted its Bylaws on August 14, 2000; and

WHEREAS, Article IX of the Bylaws provides that an amendment to the Bylaws can be made by a vote of sixty-seven (67%) percent of the Directors and must be approved by a majority vote of the Board of Education for the Camdenton R-III School District.

WHEREAS, the Board of Directors of the corporation, by joint unanimous written consent dated March 1, 2013, adopted resolutions setting forth a proposed amendment and restatement of the Bylaws of the corporation in the form hereof, declaring said amendment and restatement to be advisable and in the best interests of the corporation and attaching thereto and submitting the proposed amendment and restatement to the Board of Education and the Directors of the corporation for consideration thereof.

NOW, THEREFORE, the text of the Bylaws of the corporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

CORPORATION, OFFICES, RECORDS, SEAL

Section 1.1 **The Corporation.** CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC. is a corporation that is organized under the Missouri Nonprofit Corporation Act.

Section 1.2 **Principal Office.** The principal office and location of this corporation shall be at such place in or outside the State of Missouri as may be designated from time to time by the board of directors.

Section 1.3 **Registered Office and Registered Agent.** This corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be as are stated in the articles of incorporation or as may be determined from time to time by the board of directors pursuant to the applicable provisions of law.

Section 1.4 **Records.** This corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by committees of the board of directors. This corporation shall maintain appropriate accounting records.

This corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Without limiting the records required to be kept pursuant to this Section 1.4, this corporation shall keep a copy of the following records at its principal office:

- (a) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (b) its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) a list of the names and business or home addresses of its current directors and officers;
- (d) its most recent annual report delivered to the Missouri secretary of state as required by the Missouri Nonprofit Corporation Act; and
- (e) appropriate financial statements of all income and expenses.

Section 1.5 **Seal.** The corporation shall not have a seal.

ARTICLE II

TYPE OF CORPORATION, PURPOSES

Section 2.1 **Type of Corporation.** This corporation is a public benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

Section 2.2 **Purposes Stated in Articles.** The purposes of this corporation shall be those nonprofit purposes stated in the articles of incorporation.

ARTICLE III

DIRECTORS

Section 3.1 **Directors in Lieu of Members.** This corporation shall not have members as such but, in lieu thereof, shall have only a self-perpetuating board of directors.

Section 3.2 **Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed under the direction of, the board of directors of this corporation. The board of directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws, to supervise, control, direct and manage the property, affairs and activities of this corporation, to determine the policies of this corporation, to do or cause to be done any and all lawful things for and on behalf of this corporation, to exercise or cause to be

exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the board of directors shall not authorize or permit this corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a corporation organized under the Missouri Nonprofit Corporation Act, (b) none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation, and (c) all income and property of this corporation shall be applied exclusively for its nonprofit purposes.

This corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Section 3.2.

Section 3.3 Number. The directors of this corporation shall be fifteen (15) in number. The number of directors may be increased or decreased (but to no fewer than three) by amendment to these bylaws. All directors must be natural persons.

Section 3.4. Election and Terms of Office. Each director named in the articles of incorporation shall hold office until the annual meeting of the board of directors held in the year set forth opposite such director's name in the articles of incorporation and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal. At the first annual meeting and at every annual meeting of the board of directors thereafter, as the first order of business of the meeting, new directors shall be elected by the board of directors then in office to succeed those directors whose terms expire with such annual meeting. Each individual elected as a director shall serve until the third following annual meeting of the board of directors and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal.

Any director may be elected for successive terms. Notwithstanding the foregoing, no director shall be elected as such director for more than three consecutive full terms. A full term for a director shall consist of three full years. The election in respect of three consecutive full terms shall not be deemed to include any term of less than two full years.

After the election of the new members of the board of directors, the meeting shall continue as a meeting of the new board for the purpose of electing officers and transacting such other business as may be presented at the meeting, and no notice need be given to such newly elected directors who are present at the meeting or who sign waivers of notice.

Section 3.4 Commencement of Term of Office. The term of office of a person elected a director shall not commence until the time the person accepts the office of director either by a written acceptance or by participating in the affairs of this corporation at a meeting of the board of directors or otherwise.

Section 3.5 Vacancies. Vacancies on the board of directors resulting from the death, resignation, removal, incapacity or disqualification of a director, or by reason of an increase in the number of directors or the failure of an elected director to accept the office of director, may be filled by a majority vote of the remaining members of the board of directors (even though the directors remaining in office constitute fewer than a quorum) at any annual meeting or at a special meeting called for that purpose. A director elected to fill a vacancy shall meet any qualifications set forth in these bylaws, and shall serve for the unexpired term of such director's predecessor and until the term of office of such director's successor has commenced.

Section 3.6 Compensation. No director shall receive compensation from this corporation for any service such person may render to it as a director. However, a director may be reimbursed for such director's actual expenses reasonably incurred in attending meetings and in rendering service to this corporation in the administration of its affairs.

Section 3.7 Investment Policy. An investment policy shall be enacted by the Board of Directors.

Section 3.8 Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors and shall have and exercise the authority of the board in the management of this corporation to the extent provided in the designating resolution. Other committees not having the authority of the board of directors in the management of this corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the board of directors.

Committees of the board of directors and members of such committees are governed by Article IV of these bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further, that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee.

All committees so appointed shall, unless otherwise provided by the board of directors in the case of committees not having the authority of the board of directors, keep

regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of this corporation and shall report the same to the board of directors at or prior to its next meeting. The secretary or an assistant secretary of this corporation may act as secretary of any such committee if the committee so requests.

A committee of the board may not:

- (a) authorize distributions to directors, officers, agents or employees except in exchange for value received;
- (b) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of this corporation's assets;
- (c) unless otherwise stated in these bylaws or the articles of incorporation, elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or
- (d) adopt, amend or repeal the articles of incorporation or these bylaws.

Section 3.9 Resignation. Any director may resign from the board of directors by delivering a written notice thereof to the board of directors, its presiding officer, or to the president or secretary of this corporation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

Section 3.10 Removal. A director may be removed without cause by a vote of two-thirds (2/3) of the directors then in office.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Place of Meetings. Meetings of the board of directors may be held at any place within or without the State of Missouri as may be determined from time to time by resolution of the board of directors or by written consent of the members of the board of directors.

Section 4.2 Annual Meetings. An annual meeting of the board of directors shall be held on the fourth Thursday in September of each year, if not a legal holiday, and if a legal holiday, then on the next business day following. Notice of an annual meeting shall be given and effective to each director not less than five (5) days before the date of the annual meeting.

Section 4.3 Regular Meetings. In addition to the annual meeting, the board of directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the board. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting.

Section 4.4 Special Meetings. Special meetings of the board of directors may be called by the chairman of the board, by the president or by at least 20 percent of the directors to be held at any time and for any purpose or purposes. Special meetings shall be held at the principal office of this corporation or at such place or places, within or without the State of Missouri, as the board of directors shall have determined.

Section 4.5 Notice of Meetings.

(a) Notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be given and effective to each director at least two (2) days before the day on which the meeting is to be held.

(b) Whenever notice is required to be given to a director, such notice shall be provided by the officer or directors calling the meeting and shall be mailed, sent by facsimile or personally delivered to such director. Such notice shall be deemed given and effective on the date determined in accordance with Article VIII of these bylaws.

"Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

Section 4.6 Waiver of Notice. A director may at any time waive any notice required by law, the articles of incorporation or these bylaws. Such waiver must be in writing, signed by the director entitled to notice and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law, the articles of incorporation or these bylaws, objects to lack of notice and does not vote for or assent to the objected to action.

Section 4.7 Quorum. Unless otherwise required by law or provided elsewhere in these bylaws, the presence of a majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business by the Board of Directors.

Section 4.8 Adjournment. If the quorum specified above shall not be present at any such meeting, but at least one-third (1/3) of the directors in office are present, the directors present shall have power successively to adjourn the meeting, and to act as a quorum for such limited purpose, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that could have been transacted at the original session of the meeting.

Section 4.9 Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

Section 4.10 Meetings by Conference Telephone or Similar Communications Equipment. Members of the board of directors of this corporation may participate in a meeting of the board by means of conference telephone or similar

communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 4.11 Action Without a Meeting. Any action which is required to be written consents describing the action so taken are signed by all members of the board. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The secretary shall file such consents with the minutes of the meetings of the board of directors.

ARTICLE V

OFFICERS

Section 5.1 General. The officers of this corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers as the board of directors may elect, including but not limited to a chairman of the board of directors, assistant secretaries and assistant treasurers. The chairman of the board, if any, and the president shall be elected from among the members of the board of directors and shall at all times while holding such office be a member of the board of directors. The same person may simultaneously hold more than one office in this corporation.

The officers shall be first elected by the board of directors named in the articles of incorporation at the first meeting of the board, to serve at the pleasure of the board until the first annual meeting of the board of directors or until their earlier death, incapacity, disqualification, resignation or removal. At the first and each subsequent annual meeting of the board of directors, the newly elected board shall elect officers to serve at the pleasure of the board until the next annual meeting of the board or until their earlier death, incapacity, disqualification, resignation or removal.

Each officer of this corporation who is not reelected at the annual meeting of the board next succeeding such officer's election and at which any officer of this corporation is elected shall be deemed to have been removed by the board, unless the board provides otherwise at the time of such officer's election.

The election of an officer does not itself create contract rights.

Section 5.2 Resignation. An officer may resign by delivering a written notice thereof to this corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

Section 5.3 Removal. Any officer or any employee or agent of this corporation may be removed or discharged for any lawful purpose by the board of directors at any time with or without cause, but such removal or discharge shall not affect the contract rights, if any, of the person so removed or discharged.

Section 5.4 Compensation. No officer who is also a member of the board of directors shall receive any salary or compensation for serving as a director. Salaries and compensation of all officers and of all other agents and employees of this corporation, if any, may be fixed, increased or decreased by the board of directors, but until action is taken with respect thereto by the board of directors, the same may be fixed, increased or decreased by the chairman of the board, president, or such other officer or officers as may be empowered by the board of directors to do so; provided, however, that no person may fix, increase or decrease such person's own salary or compensation. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of this corporation.

Section 5.5 Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this corporation shall be filled by the board of directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section 5.6 Delegation of Authority. The board of directors may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of this corporation or other responsible person. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Section 5.7 The Chairman of the Board. If a chairman of the board be elected, the chairman shall preside at all meetings of the board of directors at which the chairman may be present and shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws. The board of directors may delegate such other authority and assign such additional duties to the chairman of the board, other than those conferred by law exclusively upon the president, as it may from time to time determine, and, to the extent permissible by law, the board may designate the chairman of the board as the chief executive officer of this corporation with all of the powers otherwise conferred upon the president of this corporation under Section 5.8, or it may, from time to time, divide the responsibilities, duties and authority for the general control and management of this corporation's properties and affairs between the chairman of the board and the president.

Section 5.8 The President. Unless the board otherwise provides, the president shall be the chief executive officer of this corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and the president shall carry into effect all directions and resolutions of the board. In the absence of the chairman of the board or if there be no chairman of the board, the president shall preside at all meetings of the board of directors at which the president may be present. If the board of directors does not appoint a Executive Director pursuant to Article VI of these bylaws or upon the death or during the absence, disability, or

inability or refusal to act of any Executive Director so appointed, the president may exercise all of the powers and perform all of the duties of the Executive Director.

The president may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of this corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of this corporation.

If a chairman of the board be elected and designated as the chief executive officer of this corporation, as provided in Section 5.7, the president shall perform such duties as may be specifically delegated to the president by the board of directors or are conferred by law exclusively upon the president, and upon the death or during the absence, disability, or inability or refusal to act of the chairman of the board, the president shall perform the duties and exercise the powers of the chairman of the board.

Unless otherwise specifically provided by the board of directors, the president shall have the right to participate in any meeting of any committees of the board of directors, whether or not the president is a member of such committee; provided, however, that unless the board of directors otherwise directs, the president shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of a committee of which the president is not a member.

The president shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws or by the board of directors.

Section 5.9 The Vice President. The vice president, or vice presidents if there are more than one, shall work in cooperation with the president and shall perform such duties as the board of directors may assign. In the event of the death or during the absence, incapacity, or inability or refusal to act of the president, the vice president (in order of seniority if there is more than one vice president) shall be vested with all the powers and perform all the duties of the office of president until the board otherwise provides.

Section 5.10 The Secretary. The secretary shall attend the meetings of the board of directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of this corporation to be kept for that purpose. The secretary shall perform similar duties for any committee when requested by any such committee. In addition, the secretary shall have the following duties:

- (a) act as custodian of all the books, papers and records of this corporation and authenticate records of this corporation;
- (b) furnish the board, upon request, a full, true and correct copy of any book, paper or record in the secretary's possession;
- (c) act as custodian of the seal of this corporation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;

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(d) give or cause to be given notice of the meetings of the board of directors, but this shall not lessen the authority of others to give such notice as provided in these bylaws;

(e) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and

(f) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors.

Section 5.11 The Treasurer. The treasurer shall have supervision and custody of all moneys, funds and credits of this corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of this corporation in books belonging to it. The treasurer shall keep or cause to be kept all other books of account and accounting records of this corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of this corporation in such accounts and depositories as may be designated by the board of directors. The treasurer shall disburse or permit the disbursement of funds of this corporation in accordance with the authority granted by the board of directors. The treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the board of directors to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The treasurer shall render to the president, the Executive Director or the board of directors, whenever requested by any of them, a report on all financial transactions of this corporation and the financial condition of this corporation.

The treasurer shall be bonded if the board of directors so requires.

The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of this corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the board of directors.

Section 5.12 Assistant Secretary and Assistant Treasurer. Each assistant secretary or assistant treasurer, if any, in order of their seniority, in the event of the death or during the absence, incapacity, inability or refusal to act of the secretary or treasurer, respectively, shall perform the duties and exercise the powers of said respective officers until the board provides otherwise and shall perform such other duties as the directors may from time to time prescribe.

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ARTICLE VI

EXECUTIVE DIRECTOR

The board of directors may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article and shall designate such person so appointed as the Executive Director. The Executive Director shall have such general powers and duties of supervision and management as are usually vested in the office of the chief administrative officer of a corporation, and such person shall carry into effect all directions and resolutions of the board. The Executive Director shall direct the day-to-day affairs of this corporation including supervising all employees of this corporation, reporting to the board of directors any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the board of directors and reporting thereon whenever so requested by the board of directors. The Executive Director shall be directly responsible to the board and shall report directly to the board.

The Executive Director shall cause to be prepared and shall submit to the board for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the board of directors at its annual meeting a report summarizing the operations and affairs of this corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also make such reports to the board of directors as may be appropriate, or which may be required by these bylaws, or by the board.

The Executive Director shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the board of directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

The Executive Director (if not a director) may be invited to participate in any meeting of the board of directors and any committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of (i) the board of directors, if the Executive Director is not a director, or (ii) a committee, if the Executive Director is not a member of such committee.

The Executive Director shall be bonded at this corporation's expense if the board of directors so requires.

The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these bylaws or the rules and regulations (if any) or from time to time by the board of directors.

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The board of directors may terminate Executive Director's employment at any time, effective immediately upon written notice, for cause. For the purpose of this section "cause" shall mean:

- i. The willful and continued failure by Executive Director to substantially perform Executive Director's duties hereunder other than any such failure resulting from Executive Director's incapacity due to physical or mental illness;
- ii. The willful engaging by Executive Director in conduct which is demonstrably and materially injurious to the corporation, monetarily or otherwise; or
- iii. Executive Director's conviction of, or plea of nolo contendere to a felony, provided any right of appeal has been exercised or has lapsed.

In the event that Executive Director is terminated for cause, the corporation shall pay Executive Director's salary through the date of termination, and shall thereafter have no further obligation to Executive Director. For purposes of this subsection, no act, or failure to act, on the part of the Executive Director shall be deemed "willful" unless done, or omitted to be done, by the Executive Director without good faith and without reasonable belief that the action or omission was in the best interest of the corporation.

In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the board of directors or president shall designate some other person to exercise, and in the absence of such designation the president may exercise, all of the powers and perform all of the duties of the Executive Director.

ARTICLE VII

GENERAL PROVISIONS

Section 7.1 Depositories and Checks. The moneys of this corporation shall be deposited in such manner as the directors shall direct in such banks or trust companies as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the board of directors.

Section 7.2 Bonds. Any officer or employee handling money of this corporation shall be bonded at this corporation's expense if the board of directors so requires.

Section 7.3 Custodian of Securities. The board of directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by this corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the board of directors. The board of directors may remove any such custodian at any time.

Section 7.4 Annual Audit. The board of directors shall direct that an annual audit of the books of account and financial records of this corporation be performed by an

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independent accounting firm if required by federal internal revenue law or if the board of directors otherwise deems such audit necessary or advisable.

Section 7.5. Liability and Indemnification of Directors and Officers.

(a) **Limitation of Liability.** No person shall be liable to this corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director, officer, employee, or agent of this corporation or of any Other Enterprise (as hereinafter defined) in which such person serves as a director, officer, employee, or agent at the request of this corporation, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of such person's own affairs, or (ii) took or omitted to take such action in reliance upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

(i) One or more officers or employees of this corporation or of such Other Enterprise whom the director, officer, employee or agent reasonably believes to be reliable and competent in the matters presented;

(ii) legal counsel, certified public accountants or other persons as to matters the director, officer, employee, or agent reasonably believes are within the persons' professional or expert competence; or

(iii) a committee of the board of which the director, officer, employee, or agent is not a member, as to matters within its jurisdiction, if the director, officer, employee, or agent reasonably believes the committee merits confidence;

provided that the director, officer, employee or agent did not, at the time of such reliance, have knowledge concerning the matter in question that made such reliance unwarranted.

(b) **Indemnification. Generally.** In addition to and without limiting the rights to indemnification and advancement of expenses specifically provided for in the other paragraphs of this Section 7.5, this corporation shall indemnify and advance expenses to each person who is or was serving in an Indemnifiable Capacity (as hereinafter defined) to the full extent permitted by the laws of the State of Missouri as in effect on the date of the effectiveness of this Section 7.5 and as may hereafter be amended.

(c) **Right to Indemnification.** This corporation shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate (regardless of whether such action, suit or proceeding is by or in the right of this corporation or by third parties) by reason of the fact that such person is or was serving in an Indemnifiable Capacity against all liabilities and expenses, including, without limitation, judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines and other expenses, actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding); provided, however, that this corporation shall not be required to indemnify or advance expenses to any person from or on account of such person's

conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct, provided, further, that this corporation shall not be required to indemnify or advance expenses to any person in connection with an action, suit or proceeding initiated by such person unless the initiation of such action, suit or proceeding was authorized in advance by the board of directors of this corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or under a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person's conduct was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

(d) **Enforcement of Indemnification.** In the event this corporation refuses to indemnify any person who may be entitled to be indemnified or to have expenses advanced hereunder, such person shall have the right to maintain an action in any court of competent jurisdiction against this corporation to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by this corporation for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement or appeal of such action).

(e) **Advancement of Expenses.** Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by this corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by this corporation. In no event shall any advance be made in instances where the board of this corporation or independent legal counsel reasonably determines that such person would not be entitled to indemnification hereunder.

(f) **Non-Exclusivity.** The indemnification and the advancement of expenses provided by this Section 7.5 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, under the articles of incorporation or these bylaws or any agreement, vote of disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not limit in any way any right which this corporation may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 7.5 shall continue as to a person who has ceased to serve in an Indemnifiable Capacity and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

(g) **Insurance.** This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent or employee of this corporation, or is or was serving at the request of this corporation as a director, officer, agent or employee of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not this

corporation would have the power to indemnify such person against such liability under the provisions of this Section 7.5.

(h) Vesting of Rights. The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargained-for, contractual condition of such person's serving or having served in an Indemnifiable Capacity and while this Section 7.5 may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this Section 7.5 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

(i) Definitions. For purposes of this Section 7.5:

(i) References to "this corporation" shall, if and only if the board of directors shall determine, include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers or persons serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, shall stand in the same position under the provisions of this Section 7.5 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued;

(ii) References to serving in an "Indemnifiable Capacity" shall mean service by a person as a director or officer of this corporation or service by a person at this corporation's request as a director, officer, employee, or agent of any Other Enterprise (as hereinafter defined);

(iii) References to "Other Enterprises" or "Other Enterprise" shall include without limitation any other corporation, partnership, limited liability company, joint venture, trust or employee benefit plan;

(iv) References to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan;

(v) References to "defense" shall include investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and shall also include any defensive assertion of a cross-claim or counterclaim; and

(vi) References to "serving at the request of this corporation" shall include any service as a director, officer, employee, or agent of a corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries;

(vii) Unless the board of directors of this corporation shall determine otherwise, any director or officer of this corporation who shall serve as a director, officer, employee, or agent of any Other Enterprise of which this corporation, directly or indirectly, is a member, shareholder or creditor, or in which this corporation is in any way interested, shall be presumed to be serving as such director, officer, employee, or agent at the request of this corporation; and

(viii) In all other instances where any person shall serve as a director, officer, employee, or agent of any Other Enterprise, if it is not otherwise established that such person is or was serving as such director, officer, employee, or agent at the request of this corporation, the board of directors of this corporation shall determine whether such person is or was serving at the request of this corporation, and it shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on this corporation and the person seeking indemnification or advancement of expenses.

(i) Severability. If any provision of this Section 7.5 or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of this Section 7.5 and the application of such provision to other persons or circumstances shall not be affected thereby and to the fullest extent possible the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any person who is or was serving in an Indemnifiable Capacity is entitled under any provision of this Section 7.5 to indemnification by this corporation for some or a portion of the judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines or other expenses actually and reasonably incurred by any such person in connection with any threatened, pending or completed action, suit or proceeding (including without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or appellate, but not, however, for all of the total amount thereof, this corporation shall nevertheless indemnify such person for the portion thereof to which such person is entitled.

ARTICLE VIII

NOTICE

Any notice required or desired to be given under these bylaws or otherwise to any director shall be given in writing and shall be deemed given and effective at the earliest of the following:

(a) when received by the director being notified;

(b) five days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;

(c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; and

(d) 30 days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Written notice is correctly addressed to a director if addressed to the director's address shown on this corporation's current records.

ARTICLE IX

FISCAL YEAR

The board of directors shall have the power to fix and from time to time change the fiscal year of this corporation. In the absence of action by the board of directors, however, the fiscal year of this corporation shall end each year on the date which this corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors.

ARTICLE X

AMENDMENTS

Except as otherwise specifically provided in these bylaws, the bylaws of this corporation may be amended or new bylaws adopted upon the approval of a majority of all directors in office at any regular or special meeting of the board. Notice of any such action to be taken need not be included in the call of said meeting. This corporation shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by any board member at all reasonable times during office hours.

CERTIFICATE

The foregoing bylaws were duly adopted as and for the bylaws of CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC. by the board of directors of this corporation at a meeting held on March 7, 2013.


Chairman of the Meeting


Secretary of the Meeting