

Board of Directors' Attendance Policy

Attached is the director attendance policy. The following changes were made as a result of the discussions at the board meeting in January.

1. The language requiring removal of a Director for missing three (3) consecutive meetings has been deleted.
2. The attendance requirement has been changed to 60%
3. Language has been added that gives credit to Directors for attending committee meetings (but does not penalize them for missing committee meetings)
4. Allow Directors to attend by electronic means (i.e. telephone)
5. The attendance policy applies to all Foundations in which the Board has oversight

Further, the Foundation's bylaws do not need to be amended to allow for meetings by telephone conference. Article 1396-9.11. of the Texas Non-Profit Corporation Act states,

- A. Subject to the provisions required or permitted by this Act for notice of meetings, unless otherwise restricted by the articles of incorporation or bylaws, members of a corporation, members of the board of directors of a corporation, or members of any committee designated by such board may participate in and hold a meeting of such members, board, or committee by means of:
1. conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, or
 2. another suitable electronic communications system, including videoconferencing technology or the Internet, only if:
 - a. each member entitled to participate in the meeting consents to the meeting being held by means of that system; and
 - b. the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.
- B. Participation in a meeting pursuant to this Article shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purposes of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Board of Directors' Attendance Policy for
the Mary E. Bivins Foundation, Bivins Village, Bivins Village Phase II, Lee Bivins
Foundation, and the Betty Bivins Childers Foundation**

Purpose

The purpose of this Board of Directors' Attendance Policy (" **Policy** ") is to maintain effective and efficient non-profit corporations. This Policy is intended to support the full participation and contribution of all Directors. All Directors will receive a copy of the Policy prior to accepting the nomination to serve on the Board of Directors (" **Board**") of the Mary E. Bivins Foundation, Bivins Village, Bivins Village Phase II, Lee Bivins Foundation, and the Betty Bivins Childers Foundation (" **Foundations** "). Any Director that fails to satisfy the requirements of the Policy will be asked to resign or will be removed by the affirmative vote of the Board pursuant to the Bylaws of the Foundations. A Director may attend any meeting in person or by means of telephone conference call or video conferencing.

Violation of Board of Directors' Attendance Policy

All Directors must attend at least 60% of the total number of Board meetings and Board retreats in each calendar year ("**Attendance Requirement**"). A Director has violated this Policy if he or she fails to attend at least 60% of the total number of Board meetings or Board retreats of the Foundations in each calendar year. A Director, however, is not required to attend committee meetings. In determining whether the Director has satisfied the Attendance Requirement, the Director shall receive credit for attending committee meetings as if they were a Board meeting, but shall not be penalized for failing to attend committee meetings.

Absences may be unavoidable but do inhibit the Board's effectiveness. Directors are expected to notify the Board Chair prior to missing any Board meeting or Board retreat.

Board Response to a Violation of this Policy

If a violation of this Policy occurs, the Board Chair will promptly contact the Director to inform the Director of this fact. The Board Chair will request a letter of resignation from the Director to be received within two weeks of such request. If the Director fails to resign within the two week period, the Director will be relieved of his or her duties as a Director by the affirmative vote of the Board pursuant to the Bylaws of the Foundations. The Board will promptly initiate a process to begin recruiting a new director as outlined in the Bylaws of the Foundations.

Date: _____

(Signature of Director)