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Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2016Department of the Treasury
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation Tri-M Foundation		A Employer identification number 47-0943697
Number and street (or P.O. box number if mail is not delivered to street address) 1130 Spruce Street	Room/suite	B Telephone number (see instructions) 718-789-1522
City or town, state or province, country, and ZIP or foreign postal code Lockhart, TX 78644		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 16746	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	11333			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	0	0		
	5a Gross rents	0	0		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0				
12 Total. Add lines 1 through 11	11333				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	0	0		0
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	0			0	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	11333				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No. 11289X

Form **990-PF** (2016)

SCANNED MAY 25 2017

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	5413	16746	16746
	2 Savings and temporary cash investments	0	0	
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable	0	0	
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . .	0	0	
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	0	0	
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges	0	0	
	10a Investments—U.S. and state government obligations (attach schedule)	0	0	
	b Investments—corporate stock (attach schedule)	0	0	
	c Investments—corporate bonds (attach schedule)	0	0	
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	0	0	
	12 Investments—mortgage loans	0	0	
	13 Investments—other (attach schedule)	0	0	
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	0	0	
15 Other assets (describe ▶)	0	0		
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5413	16746	16746	
Liabilities	17 Accounts payable and accrued expenses	0	10000	
	18 Grants payable	0	0	
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule) . . .	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	10000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	5413	6746	
	25 Temporarily restricted	0	0	
	26 Permanently restricted	0	0	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions) . . .	5413	6746	
31 Total liabilities and net assets/fund balances (see instructions)	5413	16746		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5413
2 Enter amount from Part I, line 27a	2	11333
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	16746
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6	16746

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015			
2014			
2013			
2012			
2011			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			0

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	✓	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TEXAS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	✓	

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	✓
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.Tri-M.foundation</u>	13	✓
14 The books are in care of ► <u>Matthew J Collins</u> Telephone no. ► <u>718 789 1522</u> Located at ► <u>118 East 60th St, New York, NY</u> ZIP+4 ► <u>10022-6643</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	✓
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____	2b	✓
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	✓
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4a	✓
	4b	✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**5b****6b****7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Zachary Christman c/o Tri-M Foundation, 1130 Spruce St, Lockhart, TX	President: 5	0	0	0
Matthew Collins c/o Tri-M Foundation, 1130 Spruce St, Lockhart, TX	Secretary / Treasurer: 10	0	0	0
Eric Mund c/o Tri-M Foundation, 1130 Spruce St, Lockhart, TX	Director: 5	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A**2****3****4****Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 None**2**

All other program-related investments. See instructions.

3 None**Total.** Add lines 1 through 3

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	8941
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	8941
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8941
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	134
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8807
6	Minimum investment return. Enter 5% of line 5	6	440

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	440
2a	Tax on investment income for 2016 from Part VI, line 5	2a	
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	440
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	440
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	440

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	0
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				440
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2016 distributable amount				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0	
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				440
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation; and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

- b** The form in which applications should be submitted and information and materials they should include:

- c** Any submission deadlines:

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
(none)				
Total				3a
b Approved for future payment				
Texas State University University Drive, San Marcos, TX 78666		PC	In support of mission-critical educational projects in the Honors College	10000
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

13

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Exempt Organizations		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash		1a(1)	✓
(2) Other assets		1a(2)	✓
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization		1b(1)	✓
(2) Purchases of assets from a noncharitable exempt organization		1b(2)	✓
(3) Rental of facilities, equipment, or other assets		1b(3)	✓
(4) Reimbursement arrangements		1b(4)	✓
(5) Loans or loan guarantees		1b(5)	✓
(6) Performance of services or membership or fundraising solicitations		1b(6)	✓
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	✓
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Date

Secretary / Treasurer

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				
	Firm's address ▶				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

Tri-M Foundation

Employer identification number

47-0943697

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Tri-M Foundation

Employer identification number

47-0943697

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	John Robert Hood Trust c/o 4003 Kendall #101 San Antonio, TX 78212	\$ 10000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Tri-M Foundation

Employer identification number

47-0943697

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	(none received in 2016) ----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization

Tri-M Foundation

Employer identification number

47-0943697

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2016 990-PF, Part VII-A, Line 3

STATEMENT

I certify that the following is a complete and accurate copy of the current Bylaws of the Tri-M Foundation as of the filing date of this 990-PF.



**Matthew J Collins
Secretary Treasurer
Tri-M Foundation**

**Tri-M Foundation
A Non-Profit Corporation
BYLAWS**

*Incorporating amendments adopted at October 3, 2005 Annual Meeting and August 6, 2006 Annual Meeting.
Incorporating amendments adopted at October 30, 2016 Annual Meeting.*

**ARTICLE I
NAME AND IDENTIFICATION**

The name of the Corporation is the Tri-M Foundation, organized as a Non-Profit Corporation in the State of Texas. The Certification of Incorporation, Filing Number 8700371777, was issued by the Texas Secretary of State on July 30, 2004.

**ARTICLE II
MISSION AND PURPOSES**

- 2.00 The Tri-M Foundation is organized and operated for cultural, charitable, and educational purposes in media and performing arts, particularly in the central region of the State of Texas. Activities and missions of the Corporation related to these purposes are:
- 2.01 To promote, encourage, and facilitate the production and presentation of media and performing arts;
- 2.02 To educate and provide training opportunities in these arts for students of all ages and cultures, including workshops and presentations for K-12 schools;
- 2.03 To encourage and extend affordable opportunities in the performing arts to students, artists, and audiences;
- 2.04 To promote emerging artists and encourage presentations of their works;
- 2.10 As an amplification of the charitable and educational purposes, the Corporation may solicit, invest, earn, raise, and distribute funds;
- 2.11 To advance education in the media and performing arts through gifts, grants, and scholarships;
- 2.12 To found and maintain, in whole or in part, charitable and educational agencies, institutions and corporations, and aid established and existing agencies, institutions and corporations for purposes as outlined in 2.01 – 2.04 above;
- 2.121 To stimulate and finance research and experimental work in the performing arts and to make the results thereof available to the public on a non-discriminatory basis;
- 2.122 To encourage, aid, or finance the conduct of research, education, performance, and experimental work in media or performing arts by making gifts, grants, and contributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code;
- 2.123 To encourage, aid, or finance the conduct of research, education, performance, and experimental work in media or performing arts by providing grants, internships, and scholarships to qualified individuals either directly or through other organizations.

**ARTICLE III
OFFICES**

- 3.01 Registered Office. The registered and principal office of the Corporation shall be located in Texas, and may be moved as convenient to the Officers and Board Members of the

Corporation.

- 3.02 Other Offices. The Corporation may locate other offices within or without the State of Texas as appropriate to the conduct of the operation of the Corporation.

ARTICLE IV GOVERNANCE

- 4.00 The Corporation is organized as a Texas Non-Profit Corporation without members. It is governed by a Board of Directors, acting through the Officers of the Corporation.
- 4.01 The governing instruments for the Corporation shall be the Articles of Incorporation and a set of Bylaws, duly adopted and approved by the Board of Directors prior to authorizing any substantial public activities.
- 4.011 Should any requirement or provision of the Articles of Incorporation or the bylaws, or should any action of the board of Directors be in conflict (or become in conflict by legislative or court action or interpretation) with a statute or other legal requirements of a local, state, or federal agency, such conflicting requirement, provision, or act shall be considered as void, and the Board of Directors shall immediately act to amend all Corporation documents to conform with such legal requirement.
- 4.0111 This conformance requirement shall also apply to any legislative or administrative decision that would affect or alter the Non-Profit or tax-exempt status of the Corporation

ARTICLE V BOARD OF DIRECTORS

- 5.01 *General Powers.* The business and affairs of the Corporation shall be planned and managed by its Board of Directors.
- 5.02 *Number, Tenure, and Qualifications* The number of Directors of the corporation shall be at least three and not more than nine. Directors shall be elected at the tenth (October) regular monthly meeting of the Board of Directors, and shall take office at the succeeding first (January) regular monthly meeting. The term of office of each Director shall be two years, or until the election and qualification of a successor.
- 5.021 Following the designation of the Corporation by the U.S. Internal Revenue Service as a 501(c)(3) organization, a Directorship shall be considered only for individuals who make an annual contribution of not less than \$100 to the Corporation.
- 5.0211 This contribution requirement may be waived for a period of one year by vote of the qualified Directors.
- 5.022 All Directors are subject to the Corporation's Conflicts of Interest and Related Party Transaction Policy.
- 5.03 *Annual Meeting.* The Annual Meeting of the Board of Directors shall be the 10th regular monthly (October) meeting of the fiscal year, beginning with an initial Annual Meeting in October of 2004, for the purpose of electing Directors and Officers, amending by Bylaws, and for the transaction of such other business as may come before the meeting.
- 5.031 If the election of Directors and Officers is not held at the regular Annual Meeting or at an adjournment thereof, the Board of Directors shall hold a special meeting or may reconvene the Annual Meeting at the next regular monthly meeting (November) to elect Directors and Officers.
- 5.032 At the Annual Meeting, the Officers shall report on the status of the Corporation, and the Directors shall consider proposals for plans and projects for the following year.
-

- 5.033 The Bylaws of the Corporation may be amended only at the annual Meeting, or at a special Meeting of the Board of Directors called for the stated purpose of adopting or amending by Bylaws. Proposed amendments to the bylaws shall be provided to each Director at least fourteen days prior to the meeting at which such amendments are to be voted upon.
- 5.0331 All proposed amendments shall be in the written form of a motion, submitted over the name of the proposing Director. Such motion shall cite the appropriate numbered section and wording of the current Bylaws, and shall indicate insertions by bold face type and deletions by strike-outs.
- 5.0332 Any proposed amendment to the Bylaws shall be adopted only by a three-quarter (75%) majority vote of the current Board of Directors. Should a sufficient number of Directors not be present at a meeting where Bylaw amendments are being considered, the President shall conduct a ballot by telephone, mail, or e-mail to determine whether the motion passes.
- 5.04 *Regular Meetings.* The Board of Directors shall hold regular monthly meetings without notice other than this bylaw. The Board of Directors may provide, by resolution, the time and place for holding additional meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.
- 5.05 *Special Meetings.* Special meetings of the Board of Directors, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, or by the Secretary at the request of two members of the Board of Directors.
- 5.06 *Place of Meeting.* The Board of Directors may designate any place as the place of meeting for any meeting of the Board of Directors. A waiver of notice signed by all Directors entitled to vote at a meeting may designate any place as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation in the City of San Marcos, Texas.
- 5.07 *Notice of Meeting.* Except as provided above, written or printed notice stating the place, day, and hour of the meeting is required. Such notice shall include the purpose or purposes for which the meeting is called and shall be delivered not less than one nor more than fourteen days before the date of the meeting (either personally, by mail, or by e-mail, by or at the direction of the President, the Secretary, or the persons calling the meeting) to each Director entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered within five business days when deposited in the United States mail, addressed to the Director at his address of records, with postage thereon prepaid.
- 5.071 Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. With the exception of regular meetings, the business to be transacted and the purpose of a specially called meeting of the Board of Directors shall be specified in the Notice or Waiver of Notice for a meeting.
- 5.08 *Quorum.* A simple majority (greater than 50%) of the Directors shall constitute a quorum at any meeting of the Board of Directors. If less than a majority should become present, the meeting shall be adjourned from time to time without further notice. At such adjourned meeting, no business shall be conducted until a quorum is reestablished.
- 5.09 *Proxies.* No proxies or absentee votes from members of the Board of Directors not present at a meeting shall be recognized. Each present Director shall have only one vote at any time.
- 5.10 *Board Decisions.* The act of a simple majority (greater than 50%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, excepting a motion to amend the bylaws, which shall be conducted as described above (5.033 – 5.0332).
-

- 5.11 *Resignations.* Any member of the Board of Directors may resign upon written notice to the President or Secretary of the Corporation. Such resignation shall be effective immediately and not later than 12:01 AM on the date of the next regular or special meeting of the Board of Directors at which the resigning Director is not in attendance, unless a termination date is designated in the notice of resignation and the resigning Director is present at intervening meetings, with the following exception:
- 5.111 In accepting a Directorship, a person agrees not to resign if such a resignation would reduce the number of Directors to less than three. A resignation shall become effective only after another person has been elected to the Board of Directors, so as to maintain the required minimum of three Directors.
- 5.112 A Director who is not present for three consecutive regular meetings of the Board of Directors shall be considered to have resigned without notice. Such resignation shall be effective as of 12:01 AM on the date of the third meeting at which the Director is not present.
- 5.12 *Vacancies.* Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors.
- 5.121 Should there be only three members of the Board of Directors, a special meeting shall be called immediately to elect a fourth member to the Board of Directors.
- 5.122 A Director elected to fill a vacancy shall be elected for the remaining term of the predecessor in office. Such election may take place at any regular or special meeting of the Board of Directors.
- 5.123 An increase in the number of Directors shall take place only at an Annual Meeting or at a special meeting called for that purpose.
- 5.13 *Removal.* A Director may be removed by:
- 5.131 The affirmative vote of a majority of the Directors present at a regular meeting of the Board of Directors, providing notice of the proposed removal has been given, and that Director being considered for removal is given the opportunity to be heard and to vote, and
- 5.132 The affirmative vote of a majority of Directors in response to a mail ballot following the meeting at which the first vote for removal was taken.
- 5.14 *Compensation.* All Directors serve and contribute their time and expertise without compensation. No Director shall be paid any fee, including a salary or honorarium, for their services as a member of the Board of Directors.
- 5.141 By adopted motion, a Director may be reimbursed for direct expenses incurred in the interest of the Corporation, including travel and meals. Reimbursement shall not be made for the Director's time.
- 5.142 By adopted motion, a Director may be contracted or employed to serve the corporation in a capacity other than as a Director or Officer subject to the Corporation's Conflicts of Interest and Related Party Transaction Policy.
- 5.15 *Presumption of Assent* A Director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting by specific dissent or by recorded vote.
- 5.16 *Action Without Meeting* Any action required or permitted to be taken at a meeting of the board of Directors may be taken (by e-mail, telephone, mail or other documented form of communication) without a meeting if a consent in writing or a waiver of notice, setting forth the action so taken, is signed by all members of the Board of Directors. Such consent shall have the same force and effect as a majority vote at a meeting. The signed consent, or a signed copy, shall be place in the minute book.
-

- 5.17 *Minutes* The Secretary of the Corporation shall cause written minutes to be taken for each meeting and circulated within one week to members of the Board of Directors.
- 5.171 Any Director may object to the recorded minutes by written notice to the Secretary prior to the next regular meeting of the Board of Directors. A motion to approve minutes of a meeting shall note all objections. If the minutes are not corrected to conform with the objection, or if such objection is not withdrawn or shown to be contrary, the minutes shall note a dissent by notice of the objecting Director.
- 5.18 *Committees.* The President of the Corporation shall appoint such committees as are appropriate. Each such committee may include persons who are not members of the Board of Directors, but shall include at least one Board member as Committee Liaison. Committees are advisory and serve at the discretion of the President.
- 5.181 By vote of the Board of Directors, a Committee may be authorized to plan and manage a specific project with a budget approved by the Board of Directors; periodic reports shall be delivered to the Board of Directors.
- 5.182 All Committee members who are not members of the Board of Directors are subject to the Corporation's Conflicts of Interest and Related Party Transaction Policy.
- 5.19 *Leaves of Absence.* A Director who experiences an emergency situation that would cause an extended absence (of more than one month) from service with the Corporation, may request a Leave of Absence for a term of not more than six months. Such a Leave of Absence shall be proposed and voted upon by the board of Directors at the next meeting, with the requesting Director abstaining from the vote.
- 5.20 *Meetings by Remote Communications Technology.* As allowed by the Texas Business Organization Code of 2006, section 22.002 any meeting of this Corporation may be held by means of remote electronic communications systems, including videoconferencing, telephone, or the internet, provided that each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system provides access to the meeting in a manner or by using a method by which each person participating in the meeting can communicate concurrently with other participants.

ARTICLE VI OFFICERS

- 6.01 *Number.* The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The offices of Secretary and Treasurer may be held by the same person.
- 6.0101 *Reduced Number.* When the Board of Directors numbers fewer than five, the Board may reduce the number of officers to two: a President and a Secretary, as allowed by the Texas Business Organization Code of 2006, section 22.231. The President and the Secretary shall serve as an executive committee fulfilling the other officer duties of Vice-President and Treasurer.
- 6.011 The Board of Directors shall have the power to appoint subordinate officers, employees, or agents as may in its judgment be necessary. Designation of title, assignment of duties, and awarding of compensation, if any, shall be subject to the recommendation and approval of the Board of Directors.
- 6.02 *Qualification.* No person may serve as an Officer of the Corporation who is not a qualified member of the Board of Directors.
- 6.03 *Election and Term of Office.* The Officers of the Corporation shall be elected at the first meeting of the Board of Directors and at each Annual Meeting thereafter. The election of Officers shall be as described in 5.031 above.
-

- 6.04 *Resignations.* Any officer may resign upon written notice to the Board of Directors. Such resignation shall be effective immediately, unless a termination date is designated in the notice of resignation, with the following exception:
- 6.041 As Officers have fiduciary duties to the Corporation, their resignation will become effective only after another Board member has accepted the office or agreed to assume the fiduciary duties. The President may not assume Treasurer or Secretary duties, excepting the taking of meeting notes.
- 6.05 *Removal.* Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.
- 6.051 Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.
- 6.06 *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the remaining portion of the term.
- 6.07 *Powers and duties.* The powers and duties of the Officers shall be as provided by resolution or directive of the Board of Directors.
- 6.08 *Compensation.* All Officers serve and contribute their time and expertise without compensation. No Officer shall be paid any fee, including a salary or honorarium, for their services as a member of the Board of Directors.
- 6.081 By adopted motion, an Officer may be reimbursed for direct expenses incurred in the interest of the Corporation, including travel and meals. Reimbursement shall not be made for the Director's time.
- 6.09 *Officers' duties and responsibilities.*
- 6.091 *President.* The Duties of the President include presiding at all meetings of the Board of Directors. The President shall serve ex-officio on all Committees, but is under no obligation to attend Committee meetings. The President shall supervise generally the affairs of the Corporation, execute the policies of the Corporation as directed by the Board, and perform such other duties as assigned by the Board.
- 6.092 *Vice-President.* The Vice President shall act in the capacity of the President when the President is absent or incapacitated. In the event of the resignation or removal of the President, the vice President shall act in the capacity of President until the board of Directors elects a person to fill the remainder of the vacated term. The Vice President shall perform other duties as assigned by the Board.
- 6.093 *Secretary.* The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of Directors may order, of all meeting of the Directors. The Secretary shall also keep, or cause to be kept, at the principal office or other designated place, a Corporate archives, which shall include all Corporate documents and records, including licenses, tax filings, budgets, and reports. Copies of all correspondence in the name of the Corporation, Treasurer's reports, and Corporate financial records shall be filed with the Secretary.
- 6.0931 The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.
- 6.0932 The Secretary shall receive and preserve all pertinent correspondence or a record thereof addressed to the Corporation, Directors, Officers, or agents, and shall present them for appropriate action or disposition by the respective addressee. In the instance of written communications addressed to the Secretary of the Corporation, the Secretary shall present
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them for action or disposition at the next meeting of the Board.

6.0933 The Secretary shall have such other powers and perform such other duties as assigned by the Board.

6.094 *Treasurer.* The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The accounts shall be open to inspection by a Director of the Corporation at the Treasurer's office as designated by the Board.

6.0941 The Treasurer shall deposit all moneys and other valuables in the name of, and to the credit of, the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall record the disbursement of the funds of the Corporation substantiated by receipt or voucher and shall render to the President and Directors whenever they request it, an account of all transactions of the financial conditions of the Corporation, and shall have such other powers and perform such other duties as may be prescribed in these Bylaws or by the Board of Directors.

6.0942 *Annual Review.* The Treasurer shall annually prepare or approve a financial report for the Corporation for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include:

- (1) a statement of support, revenue, and expenses;
- (2) a statement of changes in fund balances;
- (3) a statement of functional expenses; and
- (4) a balance sheet for each fund.

The financial report is to be presented to the Board of Directors no later than their third monthly (March) meeting.

6.0943 The Treasurer shall fulfill all duties required by the Corporation or by state and Federal laws relative to audits, reports, tax statements, and other fiscal matters. The Treasurer shall be bonded if so required by the Board of Directors.

ARTICLE VII CONTRACTS, LOANS, CHECKS, DEPOSITS, AND INVESTMENTS

7.01 *Contracts.* The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, providing that such expenditures are included and authorized by a budget approved by the Board of Directors.

7.011 Non-budgeted expenditures or contracts shall be made or entered into only with the explicit approval of the Board of Directors.

7.02 *Loans.* No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

7.03 *Checks, Drafts, or Orders.* All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as determined by resolution of the Board of Directors.

7.031 The Treasurer and President are individually authorized to issue checks, drafts, or orders that are included within an authorized budget. All such transactions shall be reported to and recorded in the Corporate books by the Treasurer.

- 7.04 *Deposits.* All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors authorizes by resolution.
- 7.05 *Investments.* The Board of Directors has a direct oversight role regarding all decisions that impact assets held by the Corporation primarily for investment purposes ("institutional funds"), and may delegate supervisory responsibility for the management of the institutional funds to an Investment Committee. The actions of the Board of Directors and the Investment Committee are governed by the Investment Committee Charter as determined and adopted by resolution of the Board of Directors.
- 7.051 The Board of Directors shall conduct an annual review of the Corporation's investment assets to verify the existence and marketability of the underlying assets or satisfy themselves that such a review has been conducted in connection with an independent audit (if any) of the Corporation's financial statements.

ARTICLE VIII
FISCAL YEAR

- 8.01 The fiscal year of the corporation shall be the calendar year.

ARTICLE IX
CORPORATE SEAL

- 9.01 The Board of Directors has not authorized a corporate seal. All documents issued by the Corporation shall bear the name and signature of the responsible Officer or member of the Board of Directors.

ARTICLE X
WAIVER OF NOTICE

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

ARTICLE XI
AMENDMENTS

- 11.01 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors at the Annual Meeting or special meeting of the Board of Directors in accordance with paragraph 5.033 – 5.0332 above.

ARTICLE XII
INDEMNIFICATION

- 12.01 *Indemnification.* The Corporation shall indemnify all Directors and other persons, including agents, employees, and volunteers, authorized to act for the Corporation, as provided in the Texas Business Organizations Code, Title 1, Chapter 8.

END

2016 990-PF, Part VII-A, Line 10

Schedule of Substantial Contributors

The following became substantial contributors in 2016:

#	Name, Address
1	John Robert Hood Trust c/o 4003 Kendall #101 San Antonio, TX 78212