

**BYLAWS**

**OF**

**ARLINGTON COUNTY SCHOLARSHIP FUND**

**FOR TEACHERS, INC.**

**(As amended December 4, 2002)**

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**ARLINGTON COUNTY SCHOLARSHIP FUND FOR TEACHERS, INC.**

**ARTICLE I**  
**Members**

The Corporation is to have no members.

**ARTICLE II**  
**Board of Directors**

**Section 1. Selection and Powers.** The business and prosperity of the Corporation, except as otherwise provided by statute or by the Charter or by these Bylaws, shall be conducted and managed by its Board of Directors, which shall consist of no less than seven (7) members (subject to increase or decrease as hereinafter provided). The Arlington County Council of Parent-Teachers Association shall have the right to appoint three (3) directors; the Arlington Education Association, one (1); the Arlington County School Board, one (1); and the Arlington County Civic Federation, two (2). Each director shall have a term of three years, provided that the term of office of one-third of the Board, as near as may be, shall expire each year.

**Section 2. Additional Directors.** Organizations other than those mentioned in Section 1 above shall have the right to appoint one (1) but not more than three (3) directors to the Board, provided such addition or additions are approved by a majority vote of the directors then in office. The Board of Directors, by a majority vote of the directors then in office, shall be able to add additional members because of their outstanding contributions to Arlington County provided that the total membership of the Board shall not exceed fifteen (15).

**Section 3. Vacancies.** If any director shall resign or die, the vacancy in the unexpired term shall be filled in the same way as the original appointment thereto. Each organization shall make the appointments to which it is entitled within six (6) months after notification by the Secretary of the Board.

**Section 4. Compensation.** No compensation of any kind shall be paid to directors or officers, other than reimbursement of actual expenses incurred in the performance of corporate duties.

**ARTICLE III**  
**Officers**

**Section 1. Officers and Term of Office.** The officers of the Corporation which shall be selected from among the membership of the directors shall be a President, a Vice-President, a Secretary and

a Treasurer and such officers as the Board from time to time considers necessary for the proper conduct of the business of the Corporation. The President shall appoint a Nominating Committee from the directors at a meeting preceding the December meeting. This committee is to make its report annually at the December meeting, following which the elections will take place. There may be additional nominations from the floor. All elections must be by a majority vote of the directors then in office. Officers shall be elected to a one year term. They may be reelected

**Section 2. President.** The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the board; he or she shall have general management and direction of the business of the Corporation and all powers ordinarily exercised by the President of a corporation; he or she shall, in the absence of the Treasurer, sign all checks, bonds, deeds, contracts or other such instruments in accordance with actions approved by majority of directors and as recorded in the official minutes of the regular meetings as provided in Article 3 of the Articles of Incorporation; he or she shall prepare annually a full and true statement of the affairs of the Corporation which shall be submitted at the annual meeting in December.

**Section 3. Vice-President.** In the absence of the President, the Vice-President shall perform all duties of the President and, when so acting, shall have the powers of the President.

**Section 4. Secretary.** The Secretary shall keep the minutes of the meetings of the Board in books provided for the purpose; he or she shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; he or she shall be the custodian of the records and of the corporate seal or seals of the Corporation; and, in general, he or she shall perform all duties ordinarily incident to the office as a secretary of a corporation, and such other duties as, from time to time, may be assigned to him or her by the Board of Directors, or by the President. The minutes shall be made available to each director prior to the next meeting.

**Section 5. Treasurer.** The Treasurer shall be responsible for all funds, securities, receipts and disbursements of the Corporation; he or she shall deposit, or cause to be deposited, in the name of the Corporation all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be approved by the Board of Directors; he or she shall render to the President and to the Board of Directors, whenever requested and not less frequently than annually, an account of the financial condition of the Corporation; he or she shall make this account available for public inspection; he or she shall, in general, perform all the duties ordinarily incident to the office of a treasurer of a corporation; and he or she shall perform such other duties as may be assigned to him or her by the Board of Directors or by the President. The Treasurer is authorized to expend funds provided for in the approved budget of the Corporation without submission of each individual item to the Board for approval. The Treasurer, or in the Treasurer's absence, the President shall sign all checks, bonds, deeds, contracts or other such instruments. An audit shall be made annually.

**Section 6. Officers Holding More Than One Office.** Two or more offices as specified may be held by the same person but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

## **ARTICLE IV Committees**

The Board, by a majority vote of the directors present, may create such advisory committees as it deems desirable and may define their duties.

## **ARTICLE V Meetings**

**Section 1. Regular Meetings.** The Board of Directors shall hold a regular meeting each month at the time and place designated by the President and approved by a majority of the Board of Directors in office. The President may cancel a regular meeting provided that there is no required business to transact, except at the petition of two or more directors for such meeting.

**Section 2. Special Meetings.** Special meetings may be called by the President or by a written request of a majority of the directors then in office. Such meetings will be held at a place and time designated by the President.

**Section 3. Annual Meeting.** The regular meeting in December shall be considered the annual meeting.

**Section 4. Quorum.** A majority of the directors then in office shall constitute a quorum for conducting business of the Corporation. Unless otherwise specified, approval by a majority of the directors present shall constitute an action of the Board.

## **ARTICLE VI Sundry Provisions**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be July 1 to June 30.

**Section 2. Budget.** A budget shall be presented at the regular meeting in October for approval at the meeting in December.

**Section 3. Amendments.** These Bylaws, or any of them, or any additional or amended Bylaws may be adopted at any regular meeting of the Board of Directors or at any special meeting, provided written notice of the proposed changes are sent to each director at least thirty (30) days prior to such meeting, and further provided each such change is approved, by written ballot by a majority of the directors then in office.

**Section 4. Rules of Order.** Parliamentary procedure in all meetings of the association shall be in accordance with Roberts Rules of Order.

Adopted 1955

Amended November 6, 1960

"        December 4, 2002