

The Archangel Scholarship Foundation Corporation By-Laws

I. PURPOSE

The St. Michael's School (SMS) Archangel Scholarship Foundation (herein after referred to as Foundation) is formed to:

- (a) Help families with children attending St. Michael's school located in Ridge, Maryland meet their financial commitment to the school through a scholarship program.
- (b) Ensure that no deserving scholar is deprived of a Catholic education due to a shortage of funds.
- (c) Act as a perpetual source of financial assistance to benefit deserving students of SMS.

II. SCOPE OF RESPONSIBILITY

The Foundation is responsible for:

- (a) Receiving scholarship applications.
- (b) Determining the awards based on the established weighing of the criteria.
- (c) Accounting for the disbursement and management of funds for the scholarship program.
- (d) Receiving and depositing funds, grants, bequests, awards and donations made to the foundation.

III. MEMBERSHIP ROLE / RESPONSIBILITIES

Membership in this organization and election to the Board of Trustees shall be open to all persons over 18 years of age, who subscribe to the purposes of the foundation as stated in Section 1 of this Charter. No one shall be prohibited from said membership or the Board as result of that person's race, color, creed, religion, sex, national origin or physical impairment.

There will be three (3) classes of membership:

- (a) GENERAL - Open to all persons who subscribe to the purposes of the foundation.
 - Make annual donation to the Foundation.
 - Perform volunteer duties for the Foundation, including attendance at meetings.
 - Hold office or vote in an election for Board membership.
- (b) BOARD OF TRUSTEES – The Pastor of St. Michael's Church holds a permanent trustee position. Board membership will be open to persons, who are active, general members, and shall be elected by the general membership for a rotating three-year period. The initial board of trustees shall be those persons named in the Articles of Incorporation. There shall be a minimum of three (3) and a maximum of nine (9) board members.
 - Prepare for and attend Foundation meetings, as scheduled.
 - Set membership dues and services available, by majority vote at any regular, special, or annual meeting.
 - Vote on Foundation decisions and awards.
 - Approve changes to the Foundation charter and by-laws.
 - Elect the Officers (President, Vice-President, Secretary and Treasurer) of the Foundation at the first annual Board of Trustees meeting.
- (c) EX OFFICIO – The Principal and Vice-Principal of St. Michael's School are ex officio members of the Board. Additional individuals or positions may be duly recognized as ex officio members as decided by the Board of Trustees.
 - Provide advice and counsel to the Board of Trustees, but have no vote.

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IV. OFFICER ROLE / RESPONSIBILITIES

The officers of the Foundation shall be a president, a vice-president, a secretary and a treasurer. Each officer shall hold office for a period of one year unless reelected, or until a successor is duly elected. No person may hold more than one office. All officers must be elected from among the Trustees.

- (a) **PRESIDENT** is the principal executive officer of the Foundation and shall:
- Preside as Chairman of the Board of Trustees of this Corporation.
 - Supervise and control all of the business and activities of the Foundation under the direction of the Board of Trustees.
 - Preside at all meetings, call the meetings to order, announce the order of business, rule on all matters of procedure, appoint all committees and in case of a tie vote on any committee he shall have the deciding vote.
 - Be an ex-officio member of each committee.
 - Approve annually a full and correct statement of the affairs of the Foundation, including a balance sheet and a statement of the results of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board and filed within twenty (20) days thereafter at the principal office of the Foundation in the state of Maryland.
 - Perform all duties incident to the office of President and as prescribed by the Board of Trustees as required.
- (b) **VICE-PRESIDENT** shall assume responsibility for the President's duties if the President is unable or unavailable to do the assigned duties.
- Provide final briefing of the application data to ensure an impartial, consistent and comprehensible format that facilitates unbiased award selections.
 - Perform information assurance and maintain documentation for grants that have been awarded to the Foundation to ensure compliance with specific grant requirements.
 - Perform duties assigned by the President or the Board of Trustees, as required.
- (c) **SECRETARY** shall:
- Ensure meeting times and locations are scheduled with notifications with agendas and meeting materials are distributed in advance.
 - Facilitate meetings with action items assigned and tracked to closure, and accurate records/minutes are kept.
 - Ensure the scholarship application data is confidentially loaded into the foundation's secure database.
 - Keep the minutes of the proceedings of the Board of Trustees.
 - Enter scholarship application data into a secure database from which documents can be retrieved for selecting and awarding purposes.
 - See that all notices and communications are duly given in accordance with the provisions of the By-laws.
 - Be the custodian of the corporate records.
 - Perform duties assigned by the President or by the Board of Trustees, as required.

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- (d) **TREASURER** disburses the funds of the Foundation, as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall:
- Provide to the President and Board of Trustees an account of all transactions and of the financial condition of the Foundation.
 - Keep full and accurate accounts of receipts and disbursements.
 - Deposit all monies and other valuable effects in the name and to the credit of the Foundation in designated depositories.
 - Prepare annual balance sheet and a statement of the results of operations for the preceding fiscal year for the President's approval prior to the annual meeting of the Board and filed within twenty (20) days thereafter at the principle office of the Foundation in the state of Maryland.

V. MEETINGS

SECTION A. ANNUAL REGULAR MEETING. This Corporation shall meet annually on the second Tuesday of August at 7:00 PM for the purpose of doing such business as may be properly brought before it. The business shall include the election of Trustees to the positions due for election in accordance with the rotational process.

SECTION B. BOARD OF TRUSTEES MEETING. The Board of Trustees of the Corporation shall meet at a minimum quarterly between the annual meetings of the Corporation and as needed to conduct the proper business of the Corporation.

SECTION C. SPECIAL BOARD OF TRUSTEE MEETINGS. Special meetings of Board of Trustees may be called at the request of the President.

SECTION D. QUORUM ANNUAL MEETING. Forty (40) percent of the total active General Membership shall constitute a quorum for the transaction of business at Annual Meetings of the Corporation.

SECTION E. QUORUM BOARD OF TRUSTEES MEETINGS. Seventy (70) percent of the total Board of Trustees membership shall constitute a quorum for the transaction of business at any Board of Trustee Meeting of the Corporation.

SECTION F. PARLIAMENTARY PROCEDURES. All meetings of the Corporation shall be in accordance with Robert Rules of Orders, revised when they do not conflict with these By-Laws.

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VI. ELECTION OF TRUSTEES

SECTION A. NOMINATIONS

1. The Board of Trustees shall be nominated from the General Membership.
2. Nominations to Trustees shall be open from the floor of the Annual Meeting of the Corporation.
3. Nominations shall be the first order of business after the reading of the minutes of the previous meeting, Treasurer's report and Roll Call.

SECTION B. ELECTION OF TRUSTEES

1. Election for Trustees shall take place at the Annual Meeting of the Corporation.
2. Election may be by voice vote with the majority vote of those present and voting to constitute an election.
3. In the event of a tie vote, the tie shall be broken by secret ballot until the tie is broken.

SECTION C. ELECTION OF CORPORATION OFFICERS

1. Election for Officers of the Corporation, President, Vice President, Secretary and Treasurer shall take place within 10 days of the Annual Meeting of the Corporation.
2. Election shall be by secret ballot with the majority vote of the Board of Trustee's present and voting to constitute an election.
3. In the event of a tie vote, the tie shall be broken by secret ballot until the tie is broken.

SECTION D. VACANCIES

A vacancy occurring among the Trustees of this Corporation shall be declared at the next Board of Trustees Regular Meeting, at which time the Board of Trustees shall fill the vacancy by appointment. Prior to the Board of Trustees Regular Meeting, the President shall appoint a Nomination Committee to investigate and recommend one or more candidate(s) to fill the vacant position. At the next Board of Trustees Regular Meeting, the Trustees by secret ballot with the majority vote of those present and voting determine a candidate to fill the vacant Trustee position. The new appointed Trustee shall hold the office until the next Annual Meeting of the Corporation at which time the position will be filled by election. Said election to be in accordance with these By-Laws.

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VII. AMENDMENTS

A resolution to amend any or all articles of these By-Laws; except, ARTICLE IX; may be presented by any member, in writing and dated, to the Secretary of the Corporation, without Right of Rejection and shall present it to the Corporation at the next Annual Business Meeting of the Corporation. All such resolutions must be presented to the Secretary at least two (2) months prior to the annual business meeting. The Secretary shall present the proposed amendment to the Board of Trustees who shall meet prior to the annual meeting of the Corporation decide a recommendation to the General Membership at the Annual Meeting. The Secretary shall include a copy of the proposed By-Law amendment and Board of Trustees recommendation in the Annual Meeting notice to the General Membership. The proposed change or amendment shall be brought before the membership at the next Annual Business Meeting of the Corporation at which time it shall be voted on.

VIII. BY-LAWS

These By-Laws shall become effective immediately upon adoption and shall supercede all previous By-Laws of the Corporation.

IX. ORDER OF BUSINESS

1. Meeting called to order at 7:00 PM.
2. Invocation by SMS Pastor or designee.
3. Roll Call of members.
4. Reading of previous month's meeting minutes.
5. Treasurer's Report.
6. Nominations and Election of Officers (Meeting following Annual Meeting).
7. Committee Reports.
8. Unfinished Business.
9. New Business.
10. Adjournment.

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X. PERMANENCY OF THE CORPORATION

DISSOLUTION.

To prevent dissolution of the Corporation, ten (10) active General Members desirous of the Corporation's continuance can hold the property of the Corporation in trust. These members shall be held personally responsible for the estimated valuation of the property, funds and equipment. Such valuation to be made at the time of the acceptance of the trust and in accordance with the Articles of Incorporation.

Approved by the Board of Trustees, 3/30/2010