

Durand Area Schools Educational Foundation

Bylaws

Article I

Purpose and Mission

Section 1.01

Purpose

The purpose of the Durand Area Schools Educational Foundation (Foundation) is to receive, administer and disburse funds and gifts to improve and enrich the quality of education for students in the elementary, middle and high schools of the Durand Area Schools. The Foundation is organized exclusively for educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 1.02

Mission

The mission of the Durand Area Schools Educational Foundation is to partner with the community to enhance educational opportunities for students of Durand Area Schools.

Section 1.03

Program

The Board of Directors will implement a process to receive requests from individuals or groups of individuals associated with Durand Area Schools for funding projects, activities, materials or facilities that will enhance the education of students in Durand Area Schools. It is not the intent of the Foundation to fund scholarships to students to pursue opportunities of higher education.

Article II

Registered Office, Mailing Address, Official Seal/Logo

Section 2.01

Registered Office

The registered office of the corporation shall be 310 N. Saginaw St., Durand, MI 48429 as set forth in the Articles of Incorporation of the Foundation. The registered office may be changed by resolution of directors of the Foundation and filed with the Corporations Division of the State of Michigan.

Section 2.02

Mailing Address

The mailing address is P.O. Box 124, Durand, MI 49429, unless changed by a resolution of the Board of Directors.

Section 2.03

Seal or Logo

The corporation may adopt a seal or logo of a design and form to be determined by the Board of Directors.

Article III

Members

Section 3.01

Members

The Foundation shall have no members

Article IV

Directors – Powers, Number, Election, Terms, Removal, Resignation, Vacancies

Section 4.01

Powers

All affairs of the Foundation, including creating policies to carry out the mission and purpose of the Foundation, will be managed by the Board of Directors.

Section 4.02

Number

The number of Directors of the Foundation will be not less than 7 (seven) nor more than 11 (eleven). The minimum or maximum number of Directors may be changed by amending these Bylaws. No decrease shall shorten the term of any incumbent Director, nor shall the number of Directors be decreased at any time to less than three. The superintendent of Durand Area Schools will serve as a member of the Board of Directors and will not be counted in the required minimum number of members of the Board. The superintendent will serve as an *ex officio* member of the Board, but will have no voting rights. The Board of Directors will adopt a policy for nominating members.

Section 4.03

Election and Terms of Office

- (a) Election of Board members shall occur at each annual meeting of the Board of Directors.
- (b) Initial Officers of the Board shall serve a term of two years. Remaining initial Directors shall serve a term of one year. Thereafter, terms of office shall be for two years.
- (c) Board members shall not be term limited.
- (d) Officers of the Board shall not be term limited.

Section 4.04

Removal of Director

Any Director may be removed for cause by a vote of simple majority of those present at a regular meeting of the Board, at a Special Meeting called under **Section 6.02** of these Bylaws, or at an annual meeting, as provided by **Section 6.01**. A Director may be removed whenever, in the judgment of the Board, the best interest of the Foundation would be served by such removal.

Section 4.05

Resignation of a Director

A director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified in the notice, unless the resignation would result in the number of board members falling below the minimum specified in **Section 4.02** of these Bylaws. No acceptance of the resignation is required.

Section 4.06

Filling Vacancies

Vacancies, whether created by resignation or removal of a Director, shall be filled by a majority vote of the remaining members of the Board of Directors. The Director chosen shall serve until the end of the term of his/her predecessor and shall serve until his/her successor is elected at an annual meeting or Special Meeting of the Board.

Article V

Officers – Number and Duties, Term, Resignation, Removal. Vacancies

Section 5.01

Number and Duties

The officers of the Foundation shall include a Chairperson, Vice Chairperson, Secretary, and Treasurer. Duties of the officers will include those prescribed by the Board of Directors.

Section 5.02

Term

All officers shall serve two year terms.

Section 5.03

Resignation

An officer may resign at any time by providing written notice to the chairperson of the Board. The resignation will be effective on the date specified in the notice, and no acceptance by the Board is required.

Section 5.03

Removal

An officer may be removed from his/her position by a resolution adopted by a simple majority (51%) of the Board whenever such removal, in the opinion of the Board, is in the best interests of the Foundation. A successor may be elected by the board at any regular or special meeting of the board. The procedure for electing a successor shall follow the procedure described in **Section 4.06**.

Article VI

Meetings – Annual Meeting, Regular & Special Meetings, Notice, Waiver of Notice

Section 6.01

Annual Meeting

An annual meeting shall be held once a year at a time and location set by the Board of Directors, for the purpose of electing officers and conducting such other business as determined by the Board of Directors. The annual meeting will be the first meeting of the fiscal year.

Section 6.02

Regular and Special Meetings

Meetings of the Board of Directors, regular and special, may be held at such time and place within or outside of the City of Durand as determined by the Board.

Section 6.03

Quorum

A minimum of 50% of the members of the Board shall be required to constitute a quorum for the transaction of business at any meeting and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting until a quorum can be present. Notice of any adjourned meeting need not be given.

Section 6.04 Notice

Notice of all meetings, both regular meetings and special meetings of the Board, will be provided to members of the Board 10 days prior to the meeting date. Such notice shall be in writing via

United States Postal Service or by electronic communication, as described in **Section 8.02** of these Bylaws. Notice shall state the date, time, and place of the meeting, but need not state the purpose or purposes of the meeting. The pre-published annual calendar of meeting dates shall also serve as notice.

Section 6.05

Waiver of Notice

Whenever notice of a meeting is required by these Bylaws, such notice may be waived in writing, signed by the person or persons entitled to such notice. The waiver may be signed prior to, at, or after the meeting in question. Attendance at a meeting is to be considered a waiver that such communication was received, unless attendance at the meeting is for the purpose of disputing that such required notice was provided.

Article VII

Voting – Quorum, Majority, Electronic Transmission, Proxy

Section 7.01

Quorum

Unless otherwise defined in these Bylaws for specific purposes, a quorum is defined as 50% of the members of the Board of Directors qualified to vote. The superintendent of Durand Area Schools shall have no voting rights and shall not be counted in the required number to constitute a quorum.

Section 7.02

Majority

Unless otherwise defined in the Bylaws for specific purposes, actions of the Board require a simple majority (51%) of the members of the Board present at a meeting.

Section 7.03

Electronic Transmission

A member of the Board shall be allowed to vote on any action of the Board using electronic transmission, as defined by **Section 8.02** of these Bylaws, except for election of members of the Board or officers of the Board.

Section 7.04

Proxy

Voting by Proxy is not allowed.

Article VIII

Electronic Communication & Transmissions – Definitions, Notice, Meetings, Voting

Section 8.01

Electronic Communication Defined

Electronic communication shall include email, text message, or other communication that does not directly involve the physical transmission of paper, but a communication that

- creates a record that can be retained and retrieved by the recipient and
- may be directly or indirectly reproduced in paper form by the recipient

Any notice provided through such electronic communication shall be considered written notice.

Section 8.02

Electronic Transmission Defined

Electronic transmission shall include any method by which the Board is able to

- implement reasonable measures to verify that a person present through electronic transmission is a member of the Board qualified to vote
- implement reasonable measures to provide the individual a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Board, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings

Section 8.03

Notice by Electronic Communication or Transmission

Any notice required by these Bylaws may be provided via electronic communication or transmission, so long as the communication or transmission complies with all provisions of **Article VI** of these Bylaws.

Section 8.04

Meetings

Members of the Board may be considered present at a regular or special meeting, or an annual meeting, through the use of electronic transmission, as defined in **Section 8.03** of these Bylaws.

Section 8.05

Voting

A member of the Board may vote using electronic transmission on any issue that comes before the Board, except voting for members of the Board, or officers of the Board.

Article IX

Liability and Indemnification of Volunteer Directors and Non-director Volunteers

Section 9.01

Liability and Indemnification of Volunteer Directors

Except as otherwise provided by law, a volunteer director of the Foundation is not personally liable to the Foundation or its directors for monetary damages for a breach of the director's fiduciary duty. The Foundation assumes all liability to any person other than the Foundation or its directors for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as a director.

Section 9.02

Liability and indemnification of Non-director Volunteers

The Foundation assumes liability for all acts or omissions of a non-director volunteer provided that:

- The volunteer was acting, or reasonably believed he or she was acting, within the scope of his or her authority
- The volunteer was acting in good faith
- The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct
- The volunteer's conduct was not an intentional tort, and
- The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act.

Article X

Amendments – Articles of Incorporation, Bylaws

Section 10.01

Amending the Articles of Incorporation or Bylaws

The Board may amend the Articles of Incorporation of the Foundation by way of a resolution of the Board passed by 2/3 (two thirds) of the members of the Board.

Article XI

Miscellaneous Provisions – Fiscal Year, Compensation of Directors

Section 11.01

Fiscal Year

The fiscal year of the Foundation shall be July 1 through June 30.

Section 11.02**Compensation of Directors**

Directors of the Foundation shall serve with no compensation. Directors may be reimbursed for reasonable expenses incurred in the transaction of necessary business of the Foundation not including compensation for time spent transacting business nor travel to and from meetings of the Board of Directors.

**Article XII
Committees****Section 12.1**

The Board shall have the authority to establish committees as needed to carry out the mission of the Foundation. Such committees may include board members and other members of the community.

Adopted, December 3, 2013