

**BYLAWS
OF
NALS OF MICHIGAN
SCHOLARSHIP FUND**



**Distributed May 2010
(Amended October 2009)**

TABLE OF CONTENTS

ARTICLE I. PURPOSE AND POWERS	1
ARTICLE II. TRUSTEES	1
Section 1. Identity and Term of Office	1
Section 2	1
Section 3. Trustees	1
Section 4. Powers	1
ARTICLE III. TRUSTEES' MEETINGS.....	1
Section 1. Regular Meetings	1
Section 2. Special Meeting	1
Section 3. Notice of a Special Meeting	1
Section 4. Waiver of Notice of Meetings	1
Section 5. Quorum	2
Section 6. Vote Required	2
Section 7. Voting Rights	2
Section 8. Conduct of Meetings	2
Section 9. Action without A Meeting	2
Section 10. Electronic Participation in Meeting	2
ARTICLE IV. OFFICERS	2
Section 1. Identity	2
Section 2. Term	2
Section 3. President	2
Section 4. President-elect	2
Section 5. Secretary	2
Section 6. Treasurer	2
Section 7. Certification	3
Section 8. Marketing Director	3
Section 9. Membership Director	3
Section 10. Immediate Past President	3
Section 11. Parliamentarian	3

ARTICLE V. GENERAL PROVISIONS.....	3
Section 1. Checks	3
Section 2. Fiscal Year	3
Section 3. Financial Review	3
ARTICLE VI. SCHOLARSHIP GRANT MAKING	3
Section 1. Scholarship Committee	3
Section 2. Purpose	3
Section 3. Meetings	3
ARTICLE VII. DEDICATION OF ASSETS	3
Section 1. Use of Funds	3
Section 2. Dissolution and Liquidation	3
ARTICLE VIII. AMENDMENTS.....	4

BYLAWS
OF
NALS OF MICHIGAN SCHOLARSHIP FUNDS

ARTICLE I. PURPOSE AND POWERS

The purpose for which the Scholarship Fund is formed and the powers, which the trustees may exercise, are set forth in its Articles of Incorporation.

ARTICLE II. TRUSTEES

Section 1. Identity and Term of Office. The trustees shall consist of those individuals who are then acting as members of the **Board of Directors** of NALS of Michigan, a Michigan nonprofit organization. A trustee's term of office shall coincide with his or her term of office as a member of the **NALS of Michigan Board of Directors**.

Section 2. Resignation and Removal. A trustee shall cease to be a trustee upon his or her expiration of term, resignation, or removal as a member of the **NALS of Michigan Board of Directors**.

Section 3. Trustees. The Parliamentarian shall provide each trustee with current copies of the Bylaws, Standing Rules and other pertinent information regarding the organization and operation of the Scholarship Fund.

Section 4. Powers. The trustees manage the Scholarship Fund and may exercise all of its powers.

ARTICLE III. TRUSTEES' MEETINGS

Section 1. Regular Meetings. Regular trustees' meetings will be held immediately after regular meetings of the **NALS of Michigan Board of Directors** at the same time and place. Notice of a regular meeting of the **NALS of Michigan Board of Directors** shall constitute notice of trustees' regular meeting.

Section 2. Special Meeting. The President may call a special meeting of the trustees at any time.

Section 3. Notice of a Special Meeting. Notice of a special meeting of the trustees stating the time, place and purpose of the meeting must be given to each trustee by one of the following methods:

- (a) by mailing a written notice of such meeting to such address as the trustee designates from time to time or, in the absence of designation, to the last known address of the trustee at least **ten (10)** days prior to the date set for such meeting;
- (b) by orally notifying the trustee of such meeting at least **five (5)** days in advance, either personally or by telephone; or
- (c) by transmitting notice to the trustee at least **five (5)** days in advance **via fax** or e-mail to the trustee's last known office or home or to such other location as the trustee designated from time to time.

Section 4. Waiver of Notice of Meetings. A trustee's attendance at or participation in a meeting waives and required notice to the trustee of the meeting, unless, at the beginning of the meeting or upon the trustee's arrival, the trustee objects to the meeting or the transacting of business at the meeting and does not

thereafter vote for or assent to any action taken at the meeting. A trustee may waive in writing any right to notice before or after a meeting.

Section 5. Quorum. A majority of the trustees constitutes a quorum for the transaction of business. The act of a majority of those trustees present at any meeting at which there is a quorum is the act of the trustees, except as provided by law, the Articles of Incorporation, or these Bylaws.

Section 6. Vote Required. The trustees shall authorize all actions by a majority of votes cast.

Section 7. Voting Rights. Each trustee present in person at trustees meeting is entitled to one (1) vote.

Section 8. Conduct of Meetings. Trustees' meeting shall generally follow accepted rules of procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

Section 9. Action without A Meeting. Unless otherwise provided by the Articles of Incorporation, any action may be taken without a meeting, prior notice, or vote, if all trustees consent to the action in writing.

Section 10. Electronic Participation in Meeting. A trustee may participate in a meeting by means of a conference telephone or similar communications device through which all persons participating in the meeting can communicate with the other participants. Such participation in a meeting constitutes presence in person at the meeting.

ARTICLE IV. OFFICERS

Section 1. Identity. The individuals then serving as President, **President-elect**, Secretary, Treasurer, **Certification - Education Director, Marketing Director and Membership Director**, Immediate Past President, and Parliamentarian, of NALS of Michigan shall hold the same offices in the NALS of Michigan Scholarship Fund.

Section 2. Term. An officer's term shall coincide with his or her term of office in the same capacity in NALS of Michigan.

Section 3. President. The President is the chief executive officer and shall preside at all trustees' meetings. The President shall sign all contracts and agreements on behalf of the NALS of Michigan Scholarship Fund, except when the trustees specify the same to be done by some other officer or the resident agent. The president shall see that all orders and resolutions of the trustees are carried into effect and shall perform all other duties necessary or appropriate to the office of President.

Section 4. President-elect. **The President-elect will preside as president of the current trustees' meeting in the absence of current NALS of Michigan president. The president-elect will have a vote on all issues during any Scholarship Fund Meeting.**

Section 5. Secretary. The Secretary shall cause to be recorded and maintained minutes of all meetings of the trustees. The Secretary shall cause to be given all notices required by law, these bylaws, or resolution of the trustees and shall perform other duties that the President assigns or the trustees designate.

Section 6. Treasurer. Except as otherwise designated by the trustees, the Treasurer shall have the custody of the scholarship funds; cause to be kept in books belonging to the NALS of Michigan Scholarship Fund, a full and accurate account of all receipts, disbursements, and other financial transactions of the Scholarship Fund. The treasurer shall deposit all funds to the credit of the Scholarship Fund in such depositories as the trustees designate. The Treasurer shall perform other duties that the President assigns or the trustees designate.

Section 7. Certification. – Education Director. The Certification – Education Director will have a vote on all issues during any Scholarship Fund Meeting.

Section 8. Marketing Director. The Marketing Director will have a vote on all issues during any Scholarship Fund Meeting.

Section 9. Membership Director. The Membership Director will have a vote on all issues during any Scholarship Fund Meeting.

Section 10. Immediate Past President. The Immediate Past President will have a vote on all issues during any Scholarship Fund Meeting.

Section 11. Parliamentarian. Present proposed amendments to the Bylaws of the Scholarship Fund after notice to the trustees. The Parliamentarian shall perform other duties that the President assigns or the trustees designate.

ARTICLE V. GENERAL PROVISIONS

Section 1. Checks. All Scholarship Fund checks or demands for money and notes shall be signed by such person(s) as the trustees designate.

Section 2. Fiscal Year. The Scholarship Fund's fiscal year ends annually on April 30.

Section 3. Financial Review. The Scholarship Fund's books shall be financially reviewed by the Financial Review **Chairperson** of NALS of Michigan prior to all regularly called business meetings and make a report of the findings at said meetings.

ARTICLE VI. SCHOLARSHIP GRANT MAKING

Section 1. Scholarship Committee. The Scholarship Committee shall consist of such individuals as the President appoints. A committee member shall serve on the committee until he or she resigns or is removed by the President. A committee member need not be a trustee.

Section 2. Purpose. The purpose of the Scholarship Committee shall be to assist and guide the Trustees in carrying out the scholarship grant-making program.

Section 3. Meetings. The committee members shall meet as a committee or as subcommittees at such times and places as they see fit. No minutes of committee meetings need to be kept. However, the committee shall regularly keep the trustees informed as to the committee's activities.

ARTICLE VII. DEDICATION OF ASSETS

Section 1. Use of Funds. The Scholarship Fund's assets and property shall be used exclusively for the purpose set forth in the Articles of Incorporation. No part of the income or assets of the Scholarship Fund shall inure to the benefit of any individual or Trustee.

Section 2. Dissolution and Liquidation. If the Scholarship Fund's purposes fail or if the Scholarship Fund ceases to be approved as a tax-exempt organization under the federal Internal Revenue Code, and any

such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the Scholarship Fund's assets and accumulated income shall be distributed to such other organizations as the Trustees (or in default of designation by the Trustees, the Circuit Court for the County of Kent, Michigan) designate as best accomplishing the purposes for which the Scholarship was formed. An organization receiving such distribution must be qualified as tax-exempt under **Section 501(c) (3)** of the federal Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The Scholarship Fund shall be dissolved after all its property has been so distributed.

ARTICLE VIII. AMENDMENTS

The trustees may amend or repeal these bylaws by vote of a majority of trustees entitled to vote at any regular or special meeting, except that any amendment or repeal of any of the provisions of Article II or of this Article shall require consent of the NALS of Michigan **Executive Board** before becoming effectiv