

***Single Parent Scholarship Fund
of Washington County, Inc.***

**Organizational Bylaws
Adopted June 28, 2002**

ARTICLE ONE: NAME AND LOCATION OF ORGANIZATION

1. The name of this organization shall be the Single Parent Scholarship Fund of Washington County, Inc., hereafter referred to as SPSF/WC.
2. The principal office of this organization shall be: 614 E Emma Street, Suite 103, Springdale, Arkansas 72764.

ARTICLE TWO: PURPOSE

1. The purpose of this organization shall be to provide incentive scholarships to economically disadvantaged single parents who are completing their post-high school education in preparation for employment leading to economic self-sufficiency.

ARTICLE THREE: COMPLIANCE WITH 501(c)(3) CODE

1. SPSF/WC shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE FOUR: MEMBERSHIP

1. The Corporation will not have members.

ARTICLE FIVE: GOVERNMENT

1. The government of this organization shall be vested in its Board of Directors.

ARTICLE SIX: BOARD OF DIRECTORS

1. The affairs and business of this organization shall be managed by a Board of Directors composed of not less than 15 and not more than 25 persons in addition to the Directors designated as Founding Board Members.
2. Membership on the Board of Directors will be open to any individual interested in promoting SPSF/WC's ideals and principles and deemed qualified for membership by the current Board.
3. Directors serving on or before January 1, 1993 are considered Founding Board Members. Founding Board Members may be re-elected to the Board of Directors with full voting rights for an unlimited number of terms of office. Founding Board Members elected to the Board of Directors are subject to all other provisions of these bylaws. Founding Board Members not elected to the Board of Directors serve in an advisory capacity and have no voting rights.

4. Directors elected after January 1, 1993 shall serve a maximum of two consecutive three year terms. After fulfilling this maximum, Directors are required to have one year off the Board prior to being re-elected to an additional term.
5. All Directors shall be elected to serve a three-year term. The Nominating Committee has the discretion to invite any individual Director to run for election to a second three year term, but is not obligated to do so.
6. Election of new Directors will be staggered. Directors shall be elected so that there are always three classes of approximately equal size, with the term of each class ending in consecutive years.
7. Directors' terms begin on the date of the June Board Meeting following election and end three years later on the day prior to the date of the June Board meeting.
8. Attendance at regularly scheduled meetings is a primary duty of a Director. Any Director who is absent from two consecutive Board meetings, without cause having been shown, and/or who does not actively participate in the organization's activities, may be removed from the Board. Any Director or the Executive Director may request a meeting of the Nominating Committee to assess the performance of a Director. If the Nominating Committee decides the Director has not fulfilled his or her responsibilities as a Director they can propose a removal vote by the entire Board. A director may be removed by a vote of the majority of the Board.
9. In the case of a resignation or removal, a replacement may be voted to complete the term. The Nominating Committee shall meet to decide if a replacement is necessary and, if it is deemed necessary, will decide on a replacement Director. The Nominating Committee will propose that replacement to the entire Board of Directors for a vote. A replacement Director may be elected to two additional three year terms at the discretion of the Nominating Committee.
10. Full Board meetings will be held quarterly on the last Friday of the months of March, June, and September. The December quarterly meeting will be scheduled for the first Friday to avoid the holidays. Written notice of a regularly scheduled Board meeting will be given by the Executive Director or the Board Chair not less than three days before the time for such meeting.
11. If necessary, the Chair can change the date of a regular Board meeting provided the Directors receive notice of the change 15 days in advance from either the Chairperson or the Executive Director.
12. The March meeting shall be regarded as the annual meeting of SPSF/WC. The annual meeting shall be for the election of Directors and for whatever other business shall properly come before the meeting.
13. A quorum shall consist of a majority of the Board of Directors.
14. The Chair of the Board shall cast a vote in the case of a tie. Otherwise, the Chair shall refrain from voting on motions before the Board.
15. Special meetings of the Board of Directors may be called by the Chair. A special meeting may also be called by the Chair upon the written request of three Directors. Written notice of a Special meeting shall be given by the Chair or Executive Director not less than three days before the time named for such meeting.

ARTICLE SEVEN: BOARD OFFICERS AND THEIR ELECTION

1. The Board's officers shall consist of the following: Chair, Vice-Chair, Treasurer, Secretary and two At-Large Members of the Executive Committee.
2. Any officer may be removed from his or her position for good cause by a two-thirds (2/3) vote of the Directors present at any regular business meeting provided the individual has received written notification at least 15 days prior to the meeting and is given an opportunity to state his or her position on the matter to the Directors in writing or in person.
3. Any officer may resign from his or her position by submitting a written resignation to the Board Chair or the Executive Director.
4. The Chair, Vice-Chair, Treasurer, Secretary, and At-Large Executive Committee Members shall be elected at the regular business meeting in March for a term of one year. Nominations for these elected officers will be requested from the Board of Directors. Nominations to the slate of officers must be made to the Nominating Committee at least 30 days prior to the March meeting. Prior consent of the person being nominated is required. The Nominating Committee evaluates the nominations and presents a slate of officers to be voted on at the March meeting.
5. Elections shall be conducted by a show of hands. The slate of officers must be elected by a majority of those present at the Board meeting. The Secretary will count votes. In the event of an uncontested race, voting may be done by voice.
6. To fill an office in which no one is willing to serve, the Chair will appoint a person subject to a majority vote of the Board of Directors.
7. All officers shall assume their duties immediately upon election.
8. Directors nominated for the office of Chair must have been a Director for at least one year at the time they assume office.
9. No Director shall hold more than one office at one time unless approved by a majority of the Board of Directors. An officer may not serve more than two consecutive terms in the same office unless approved by a majority of the Board of Directors. Filling an unexpired term for six months or more shall be considered as a full term in office.
10. If the current Chair is not nominated for re-election the Nominating Committee will first consider the current Vice-Chair to be nominated for that position.
11. In the event the Chair is unable to complete his or her term of office, the Vice-Chair shall finish out the year as President. The new Chair shall appoint replacements to any vacancies subject to a majority vote of the Board of Directors.
12. In the event that any officer, other than Chair, is unable to complete his or her term of office, the Chair may appoint an individual to fill the vacancy with a majority vote of the Board of Directors.

ARTICLE EIGHT: DUTIES OF BOARD OFFICERS

1. Duties of the Chair shall include but not be limited to:
Preside at all meetings of this organization and perform all duties indicated by general usage of the title of office.
 - a. Act as the official representative of the organization at all functions, or appoint a representative.
 - b. Have general supervision of the affairs of this organization.

- c. Appoint chairpersons of permanent and ad hoc committees with the approval of the Executive Committee.
 - d. Attend all executive and regular business meetings.
 - e. Set the dates for the quarterly Board meetings
 - f. Serve as a member of the Personnel Committee, voting only in case of a tie vote.
2. Duties of the Vice-Chair shall include but not be limited to:
 - a. Attend all Executive Committee and regular business meetings.
 - b. Assume the duties of the Chair in case of his or her absence, incapacity, resignation, or removal from office.
 - c. Perform other duties as assigned by the Chair.
3. Duties of the Treasurer shall include but not be limited to:
 - a. Attend all Executive and regular business meetings.
 - b. Present upcoming year's budget to the Board of Directors for approval at the September quarterly meeting.
 - c. Report on the fiscal status of the organization at quarterly meetings.
 - d. Chair the Finance Committee.
 - e. Perform other duties as assigned by the Chair.
4. Duties of the Secretary shall include but not be limited to:
 - a. Attend all Executive and regular business meetings.
 - b. Keep accurate and complete records of all meetings of this organization.
 - c. Be responsible for general roll call and roll call voting.
 - d. Perform other duties as assigned by the Chair.
5. Duties of the At Large Members of the Executive Committee shall include but not be limited to:
 - a. Attend all Executive and regular business meetings.
 - b. Perform other duties as assigned by the Chair.

ARTICLE NINE: BOARD COMMITTEES

1. The organization's elected officers shall constitute an Executive Committee. The Executive committee will convene as necessary and shall be vested with the power to act in cases of emergency and when to the advantage of this organization. However, the Executive Committee does not have the authority to:
 - a. Approve a dissolution or merger or the sale of all the corporation's assets;
 - b. Appoint or remove directors;
 - c. Appoint or remove the Executive Director; or
 - d. Amend the bylaws.

A quorum of the Executive Committee shall consist of three members at a meeting of that committee. The Chair of the Board of Directors shall preside over the Executive Committee meetings. With the consent of the Executive Committee Members, the Chair may consult the members by telephone or email when necessary. Actions of the Executive Committee shall be ratified by the Board of Directors at its next meeting.
2. There shall be three standing committees in addition to the Executive Committee: the Nominating Committee, the Personnel Committee and the Finance Committee.
3. Other committees shall periodically convene to take responsibility for fundraising, applicant selection, policy review, or other necessary activities. The Chair shall ask for

volunteers or make appointments to these committees as needed. The Chair shall appoint Committee Chairs as needed.

4. The Nominating, Personnel, and Finance Committees shall consist entirely of Directors. Other committees may include both Directors and other volunteers at the discretion of the Chair.
5. The Nominating Committee shall evaluate strengths and weaknesses of current board membership and will solicit and accept nominations for Board members that would strengthen the resources of the SPSF/WC Board. Nominations for Board membership must be made to the Nominating Committee at least 30 days prior to the March meeting. The committee members will talk with potential Board members about responsibilities and benefits of board service. They will evaluate potential Board members to propose a slate of nominees to the entire board for a vote at the March meeting.

The Nominating Committee is also responsible for gathering nominations for Board Officers. The Nominating Committee will evaluate the nominations and propose a slate of officers to be voted on at the March meeting.

6. The Personnel Committee will periodically review employee job descriptions, policies and procedures and will propose changes to the Board for a vote if needed. Changes to employee job descriptions, policies and procedures may be made with a majority vote of the Board of Directors. The Chair of the Board of Directors will serve on the personnel Committee without vote except in the case of a tie.

In addition, the Personnel Committee will be responsible for coordinating the hiring process for the Executive Director, evaluating the Executive Director's performance, setting the starting salary, proposing step and merit increases, and recommending the termination of the Executive Director to the Board of Directors. Decisions regarding hiring, compensating, and terminating the Executive Director must be approved by a majority vote of the Board of Directors.

The Personnel Committee will also review the Executive Director's recommendations for starting salary, and step and merit increases, for all other employees of SPSF/WC. These decisions must also be approved by a majority vote of the Board of Directors.

The Personnel Committee will evaluate staffing of SPSF/WC and if there is a need for additional employees will propose new staff positions for a vote by the Board of Directors. Any new position must be approved by a majority of the Directors. Finally, the Personnel Committee is responsible for reviewing and making recommendations to the Board on other personnel issues as needed by SPSF/WC, including consideration of appeals by employees following termination, and of other matters as may be described in the Employee Policies and Procedures Manual.

7. The Finance Committee is chaired by the Board Treasurer. It will review budget and expenditures as needed, make recommendations regarding annual bonuses, monitor the status of the endowment investments, and evaluate goals for the endowment. The committee will propose endowment and financial policy to the entire board for a vote. It will meet annually to review the endowment performance and modify investment strategies as necessary.

ARTICLE TEN: EXECUTIVE DIRECTOR

1. The Board of Directors is the ultimate authority for SPSF/WC's administration. The Executive Director is the chief executive officer. The Board of Directors appoints, evaluates, sets the compensation of, and terminates the Executive Director. The Executive Director is responsible for the day to day operations of the organization. Duties of the Executive Director include, but are not limited to:
 - a. hiring, supervising, evaluating, and terminating all other employees of SPSF/WC;
 - b. conducting everyday financial transactions necessary for the smooth operation of SPSF/WC;
 - c. reporting the financial condition of the corporation to the Board treasurer;
 - d. representing SPSF/WC in the community; and
 - e. proposing annual goals to the Board of Directors at the September Board meeting.

ARTICLE ELEVEN: CORPORATE OFFICERS

1. The officers of the Corporation are the President, Chair, Vice Chair, Secretary, and Treasurer. The Executive Director will serve as the President. The Board Chair, Vice Chair, Secretary, and Treasurer will serve as the Corporate Chair, Vice Chair, Secretary and Treasurer, respectively.

ARTICLE TWELVE: FINANCES

1. The fiscal year of the organization shall be January 1 through December 31.
2. The Board Treasurer will maintain authority over all financial operations of the Fund and will report on the fiscal status of the organization at quarterly meetings. The Executive Director will expedite daily transactions and report to the Treasurer on a quarterly basis on contributions, expenditures, and investments.
3. The Finance Committee shall review the performance of the invested endowment and, with the approval of the Executive Committee, will modify the investment strategy when necessary.
4. The Finance Committee will meet annually to evaluate the budget and to determine, with the approval of the Executive Committee, the percentage of direct contributions to be placed in the endowment. At that time, they will also determine the percent of principal to be withdrawn for scholarships.
5. There shall be an annual audit of the Corporation's finances conducted by an external accountant.

ARTICLE THIRTEEN: CONFLICT OF INTEREST

1. Members of the Board of Directors, staff of SPSF/WC, and the immediate relatives of Directors and staff are ineligible to receive scholarships.

ARTICLE FOURTEEN: PARLIAMENTARY AUTHORITY

1. Sturgis Standard Code of Parliamentary Procedures shall govern the proceedings of all meetings of the corporation and its constituent parts, except as provided in these bylaws.

ARTICLE FIFTEEN: BYLAWS

1. These bylaws shall become effective immediately upon adoption by a majority vote of the Board of Directors present and voting.
2. These bylaws may be altered, amended, or repealed by a majority of the Board of Directors at any regular Board meeting or special meeting called for that purpose, provided there is a quorum.
3. Board members shall be notified in writing at least 15 days in advance of any vote to change the Bylaws.

ARTICLE SIXTEEN: DISSOLUTION OF SPSF/WC:

1. In the event of the dissolution of this organization, its assets shall, on the decision of the Board of Directors, be donated to a nonprofit organization of similar purposes and intents.
Dissolution of this organization shall require a majority vote of the Board of Directors provided there is a quorum. Board members must be notified in writing 15 days prior to said meeting at which time a vote will be taken.