

BYLAWS
OF
THE THIRD DISTRICT SCHOLARSHIP, TALENT HUNT, AND SOCIAL ACTION FOUNDATION
(A Commonwealth of Virginia Nonprofit Corporation)

Original: December 28, 1995

Amended and Approved: December 16, 2018

ARTICLE I

NAME, SEAL, AND OFFICES

1. **NAME.** The name of this Corporation is **THIRD DISTRICT SCHOLARSHIP, TALENT HUNT, AND SOCIAL ACTION FOUNDATION.**
2. **SEAL.** The Board of Directors may provide an appropriate corporate seal, which seal shall be in the charge of the Secretary.
3. **OFFICES.** The principal offices of the Corporation shall be in the Commonwealth of Virginia. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II

PURPOSE

1. The purpose for which the Corporation is formed is exclusively for educational, civic, literary, scientific, prevention of cruelty to children, and similar non-profitable purposes, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented or suspended).
2. The assets of the Corporation shall be at all times dedicated to the purpose set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association, or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, and the remaining laws are met and complied with, the assets of the Corporation shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Corporation and qualifying under Section 501(c)(3) of the Internal Revenue Service Code of 1954, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction. The Corporation does not contemplate pecuniary gain or profit, incident or otherwise.

ARTICLE III

DIRECTORS

1. The number of Directors which shall constitute the regular Board of Directors is thirteen (13), and they shall be elected or appointed for such terms as these By-Laws shall determine. The number of Directors, which shall constitute the Board of Directors and the terms of the said Directors, may be increased or decreased by the members of the Board of Directors by amendment of the By-Laws. However, no decrease in the number of Directors or decrease in the term for Directors shall have the effect of shortening the terms of any incumbent Directors.
2. **ELECTION, APPOINTMENT, and TERMS OF OFFICE.** The Board of Directors shall be comprised of the following Members: (i) Six (6) Members drawn from the Third District at large who are financial at the Chapter, District and International levels(hereinafter, "Non-Designated Directors"); (ii) the Chairman of the following four (4) Third District Standing Committees – Scholarship; Talent Hunt; Social Action; and Ways and Means (hereinafter, "Designated Directors"; and (iii) the following three (3) Third District Officers – the Third District Representative ("DR"), the District Keeper of Records and Seal, and the District Keeper of Finance (also, "Designated Directors. The terms of office of the Non-Designated Directors shall be for two (2) years from the effective date of their election to the Board, and the terms of office for the Designated Directors shall coterminous with the terms of their positions (or until a successor is elected or appointed to the affected position
3. **VACANCIES.** Any vacancy occurring may be filled for a Non-Designated Director, may be filled for the unexpired portion of the term of the Director (who has vacated (or if the vacancy arises because of an increase in the number of Directors, for a full term, by a majority of the **Directors (both Non-Designated and Designated)** then serving, although less than a quorum. Any vacancy occurring among a Designated Director shall be filled by the person appointed to serve in that Designated position.
4. **ANNUAL MEETINGS.** The Board shall hold an annual meeting during the Annual Third District Meeting at a time conducive to a majority of the Directors. The Board of Directors shall meet at other times during the year at such time and place as shall from time to time be determined by the Board.
5. **SPECIAL MEETINGS** may be called by the Chairman on ten (10) days' notice to each Director and shall be called upon written request of a majority of the Board provided written notice be delivered personally, e-mailed or mailed via U.S. mail to the address shown on the corporate records. Such notice may be waived.
6. **NOTICE** of all Board meetings, except as herein otherwise provided, shall be given by mailing the same at least fifteen (15) days before the date of such meeting or by e-mailing the same at least ten (10) days before the meeting.

7. **QUORUM.** At all meetings of the Board of Directors, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority present at any meeting there is a quorum shall be the act of the Board of Directors, except as may be otherwise provided by statute.
8. **DUTIES.** The Board of Directors shall manage the affairs of the Corporation. In addition to the powers and authorities expressly conferred upon them by these By-Laws; the Board may exercise all such powers of the Corporation and all such lawful things as may be in furtherance of the purposes of the Corporation as set forth in the Articles of Incorporation and these Bylaws, it is hereby expressly declared that the Board of Directors shall have the power: (a) to expend money necessary for the operation of the affairs of the Corporation; (b) to determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents; and (c) designate and appoint by resolution adopted by a majority of the Directors, one or more committees which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; appoint standing committees and all committees not otherwise provided for herein by these By-Laws.

ARTICLE IV

OFFICERS

1. **NUMBER.** The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors to serve for a period of one (1) year. Any two (2) offices except those of President, Treasurer, and Secretary may be held by the same person.
2. **PRESIDENT.** The President shall preside at all meetings of members and of the Board of Directors; he shall have general supervision of the affairs of the Corporation; he shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature in the name of the Corporation, all contracts authorized by the Board; and shall do and perform such other duties as may be assigned to him by the Board of Directors.
3. **VICE-PRESIDENT.** The Vice-President shall be vested with all the powers required to perform all the duties of the President in the President's absence or upon death or resignation of the President and shall assist the President when called upon and shall become President when called upon.
4. **SECRETARY.** The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the Corporate Seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Corporation showing their places or residence and such book shall be open for inspection as prescribed by law; sign with the President or Vice-President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors; and when so

authorized or ordered by the Board of Directors; he may affix the Corporate Seal. He shall, in general, preform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

5. **TREASURER.** The Treasurer shall receive and supervise the safekeeping and expenditure of the funds and investments of the Corporation. The Treasurer and President shall sign all checks and other forms regarding disbursement of funds by the Corporation. The Treasurer shall report on the financial condition of the Corporation at all meetings of the Board of Directors and at other times when called upon by the President. The Treasurer shall make the financial books and records of the Corporation available for examination and audit by independent accountants and government entities. The Treasurer shall, when required, give security for the faithful performance of his duties as the Board may determine.
6. **ELECTION, TERM OF OFFICE, AND QUALIFICATIONS.** The officers shall be elected annually by the Board of Directors from among their number within 30 days of the close of the annual meeting of the Corporation.
7. **VACANCIES.** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, a majority of the Board then in office, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting and until the election of his successor.
8. **REMOVAL.** Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purpose. Any officer proposed to be removed shall be entitled to at least ten (10) days' notice in writing by mail of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.
9. **OTHER OFFICERS AND AGENTS.** The Board of Directors shall appoint an Executive Director and such other agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.

ARTICLE V

MEMBERSHIP

The Corporation is to have no members.

ARTICLE VI

PROXY VOTING

There shall be no voting by proxy.

ARTICLE VII

CHECKS, DRAFTS, DEPOSITS, ETC.

1. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or depositories as the Board of Directors may select, and all checks or orders of payment of the money, etc., shall be signed by officers, agents, and in such manner, shall from time to time be determined by resolution of the Board of Directors.
2. The Corporation shall not make loans to its officers or members of the Board of Directors.
3. The financial transactions of the Corporation shall be audited every five (5) years by an independent Certified Public Accountant, or more frequently as may be directed by a two-thirds (2/3) vote of the Directors. The audit shall be conducted at the place or places where the financial records, reports, files, and other papers on property necessary to facilitate the audit are located. Such documents shall be made available to the person(s) conducting the audit.

ARTICLE VIII

FISCAL YEAR

1. The fiscal year of the Corporation shall be November 1 through October 31.

ARTICLE IX

AMENDMENTS

1. These By-Laws may be altered, amended, or repealed at any meeting of the Board of Directors by a majority vote of the Directors, provided that the proposed action is inserted in the notice of such meeting.

ARTICLE X

The latest Revised Edition of *Roberts Rules of Order* shall govern where not inconsistent with these By-Laws for the conduct of the Corporation.