

**The bylaws have been amended as follows: To add Section 8 to Article II as follows; Operating Expenses. The Board of Directors may authorize the use of interest funds to pay expenses of the Foundation on a prorata basis. (4-18-2006)**

**BYLAWS  
OF  
THE ACCHS ALUMNI ASSOCIATION SCHOLARSHIP FOUNDATION**

**A Kansas Not-for Profit Corporation**

**ARTICLE I**

**NAME, OFFICE, PURPOSE, MEMBERS, AND CORPORATE SEAL**

- Section 1. NAME.** The name of the corporation shall be ACCHS Alumni Association Scholarship Foundation, Inc., hereafter referred to as the “Foundation.”
- Section 2. PRINCIPAL OFFICE.** The principal office and place of business shall be maintained at 506 6th Street, in the city of Effingham, Kansas. The address of the principal office may be changed as determined by the Board of Directors.
- Section 3. PURPOSE.** The Corporation is organized and shall be operated exclusively for such charitable and educational purposes as may qualify it for exemption from the federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).  
The object is to solicit, receive and provide resources for the benefit and support of Atchison County Community High School, Unified School District #377, provided, however, that the resources herein contemplated shall be over and above what the State of Kansas would traditionally provide the District. More specifically, the purposes of the Foundation are as follows:
- (a) To establish and operate an organization that shall function in cooperation with the District’s policies and procedures.
  - (b) To develop policies and procedures for effective management of the Foundation’s resources in accordance with the Foundations Articles of Incorporation, Corporate Bylaws and laws of the State of Kansas.
  - (c) To provide financial support for the purpose of preserving, maintaining and improving public education in the high school.

(d) To solicit, accept, receive and distribute contributions designated for a specific purpose or otherwise of money, land, stocks, bonds, personal property and other such items of value from individuals, businesses, trusts, foundations, corporations and any other lawful entity to be invested and reinvested by the Foundation and used by the Foundation to enhance the educational goals and objectives of the District. The Foundation reserves the right to refuse any contribution it may deem not to be in the best interest of the Foundation.

(e) Subject to and specifically limited by the foregoing, this foundation may engage in any lawful act or activity in which not-for-profit foundations may engage in under the laws of the State of Kansas.

(f) To raise funds to create and maintain a permanent endowment to provide income from which scholarships may be provided to graduates of ACCHS. In addition to the permanent endowment, we will receive gifts that are designed to be depleted over an extended period of time because the annual scholarship given will exceed that gift's annual income. If other groups prefer to maintain funds and have us distribute the income from those funds in the form of scholarships, we will do that also. However, the administration of the scholarship program (applications, selection, distribution of funds) will be controlled by our corporation. Donors may provide legally permissible criteria to be considered by us in awarding the scholarships. Examples of this might include specific fields of study, specific schools to be attended, financial need, etc. We anticipate two main programs. One will be available to ACCHS students as they graduate from high school. The other will be available to those past ACCHS graduates who may want to go back to school as an adult.

**Section 4. MEMBERS.** The members of the corporation shall be its Board of Directors.

**Section 5. CORPORATE SEAL.** The Foundation shall have no corporate seal, unless the Board of Directors shall adopt one.

## **ARTICLE II BOARD OF DIRECTORS**

**Section 1. POWERS.** The management of all of the affairs, property and interests of the corporation shall be vested in the Board of Directors (Board). In addition to the power and authority expressly conferred upon the Board by these by-laws, the Board may exercise all such powers of the corporation and do all such lawful acts as are not, by statute or by the Articles of Incorporation or by these by-laws of the Foundation,

prohibited.

**Section 2. NUMBER AND QUALIFICATION.** The Board of Directors shall be composed of not less than five (5) nor more than twenty-five (25) Directors. The authorized number may be changed but in no event to a number less than five (5) by an amendment to these Bylaws duly adopted by an action of the Board of Directors of the Corporation. One member shall be the President of the Alumni Association and one member shall be a member of the Board of Education of Unified School District #377 and remaining members shall be ACCHS Alumni.

**Section 3. ELECTION AND TERM OF OFFICE.** The election of members of the Board of Directors shall be by a recommendation of Directors of the Foundation through a nominating committee. The nominating committee shall be composed of:

- 1) The President of the ACCHS Alumni Association
- 2) A member of the USD 377 Board of Education
- 3) One other Director appointed by the President

The nominating committee shall meet when necessary to nominate officers and/or Directors for the Foundation. Vacancies shall be filled by the process below.

Each Director shall hold office for two years and until his successor is elected and qualifies, or until his death, resignation or removal. Directors may be re-elected to serve more than one term in office.

**Section 4. REMOVAL.** Any Director elected or appointed by the Board may be removed at any time with or without cause, by a majority vote of the Board. A Director may resign at any time, including at a stated future date, upon written notice to the Board.

**Section 5. VACANCIES.** Except as otherwise stated in these bylaws, any vacancy occurring among the elected directors of the Board shall be filled by majority vote of the directors then in office. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

**Section 6. COMPENSATION.** All Board members shall serve without compensation.

**Section 7. INDEMNIFICATION.** The Board of Directors may authorize the expenditure of foundation funds to pay expenses incurred by, or to satisfy a judgment or find rendered or levied against, a present or

former director, officer or employee of the foundation in any action brought by a third party against such person, whether or not the foundation is joined as a party defendant to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer or employee, or by the foundation or both; provided, that the board of directors determines in good faith that such director, officer or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interests of the foundation or its members. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or amounts paid and expenses incurred in settling any such action or threatened action. Expenses include attorney fees, expert witness fees, and any and all other sums necessarily expended in connection with the actions referred to above. The provision of this section shall apply to the estate, executor, administrator, heirs, legatees or devisee of a director, officer, or employee, and the term "person" where used in the foregoing section shall include the estate, executor, administrator, heirs, legatees, or devisee of such person.

**Section 8. OPERATING EXPENSES.** The Board of Directors may authorize the use of interest funds to pay expenses of the Foundation on a prorata basis. (Amended April 18, 2006)

### ARTICLE III OFFICERS

**Section 1. ELECTED OFFICERS.** The Board of Directors shall elect from the board a President, Vice-President, Secretary, and Treasurer. They shall be elected for a term of one year at the annual meeting, and shall hold their offices until their successors are chosen and qualified unless terminated by resignation in writing, duly filed with the Secretary; provided, however, that any officer of the corporation may be removed at any time with or without cause, by a vote of the majority of the Board of Directors at any annual, regular, or specially scheduled meeting of the Board of Directors. Upon such removal of any such officer, the Board of Directors may elect a successor possessing the requisite qualifications to fill the office of the person so removed for the unexpired term of said office. All officers must be directors of the Foundation.

**Section 2. PRESIDENT.** Subject to the control of the Board of Directors, the President shall have general supervision of the affairs of the foundation. The President shall preside at all meetings of the Board of Directors, shall sign or counter-sign all contracts and other instruments of the corporation as authorized by the Board, shall make reports to the Board

of Directors and perform all such other duties as are consistent with his or her office, or as are properly required of him or her by the Board of Directors. The President shall serve as an ex-officio member of all committees.

**Section 3. VICE-PRESIDENT.** In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall have such other powers and duties as may be assigned by the Board of Directors.

**Section 4. SECRETARY.** The Secretary shall act as secretary of all the meetings of the Board of Directors, and shall be responsible for the minutes of all such meetings. The Secretary shall have charge and custody of the minutes book of the corporation and of all records and proceedings of all meetings of the directors, as well as, all other corporate records customarily kept by the Secretary of a corporation. The Secretary shall attend to the giving and serving of all notices required by the Foundation. The Secretary shall perform such additional duties as shall be assigned by the Board of Directors. During the absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem who shall exercise all of the functions of the Secretary.

**Section 5. TREASURER.** The Treasurer shall receive and keep the funds of the Foundation and pay out the same only by the direction of the Board of Directors. The Treasurer shall deposit all monies, checks, and other credits to the account of the Foundation in such bank or banks or other depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers for payments made to the Foundation and all vouchers and checks made by the Foundation, jointly with such other officers as may be designated by the Board of Directors. The Treasurer shall render to the Board of Directors an account and statement of all transactions at each annual meeting of said Board and at such other times as said Board might from time to time determine. He/she shall enter regularly in the books of the Foundation to be provided for the purpose a full and accurate account of all monies received and paid out on account of the Foundation. He/she shall execute and deliver to the Foundation a bond in such sum and with such surety or sureties as shall be determined by the Board of Directors. He/she shall at all reasonable times exhibit his/her books and accounts to any Director of the Foundation, and shall in general perform the entire duties incident to the Office of Treasurer, subject to the control of the Board of Directors.

**Section 6. ABSENCES.** In case any officer of the corporation or any person herein authorized to act in his or her place, is absent or unable to act,

officer the Board of Directors may delegate the powers or duties of such to any other officer, director, or other person it may select.

## **ARTICLE IV MEETINGS**

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- Section 1. ANNUAL MEETING.** The annual meeting of the Board of Directors shall be held without notice unless otherwise specified pursuant to Bylaws, at Atchison County Community High School on the first Saturday in June each year at 2:00 pm for the purpose of electing successors to the Board of Directors and for the transaction of such other business as may come before the meeting. The new officers shall begin their functions with the first meeting of the next fiscal year. In the event of failure, through oversight or otherwise, to hold the annual meeting of the Board of Directors in any year on the day herein provided therefore, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election held or business transacted at such meeting shall be as valid and effectual as if it had been held or transacted at the annual meeting on the date provided herein.
- Section 2. REGULAR MEETINGS.** Regular meetings of the Board of Directors of the Corporation shall be held at such time and place as the Board of Directors may designate, or in the absence of a designation by the Board of Directors, as the President shall designate.
- Section 3. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called at any time by the President, or in his or her absence by the Vice-President, to be held at the principal office of the corporation, or at any such other place or places, within or outside the State of Kansas, as the Directors may from time to time designate.
- Section 4. NOTICE OF MEETINGS.** Notice of all meetings or special meetings of the Board of Directors unless waived, shall be given not less than three days before such meeting.
- Section 5. QUORUM.** A majority of the Directors in office shall constitute a quorum for the transaction of business. Each act of decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of decision of the Board of Directors, unless the law, the Articles of Incorporation or these Bylaws require a greater portion.

**Section 6. ORDER OF BUSINESS.** The order of business of each meeting shall, as far as practicable be 1) roll call, 2) consideration of minutes of previous meeting and approval, 3) approval of the agenda, 4) reports of officers and committees, 5) completion of unfinished business, 6) new business, 7) adjournment.

## **ARTICLE V FISCAL INSTRUMENTS**

**Section 1. EXECUTION OF INSTRUMENTS.** Except as provided in these Bylaws or as otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authorization may be general or confined to a specific incident. Except as so authorized, or in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Foundation by a contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

**Section 2. BANK ACCOUNTS.** The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Foundation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.

**Section 3. CHECKS AND DRAFTS.** All checks, drafts, or other orders for payment of money, notes of acceptance or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation, and in such manner, as may be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Foundation in any of its duly authorized depositories may be made without counter-signature, by the President, Vice-President, Treasurer, officer, or agent of the Foundation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Foundation.

**Section 4. LOAN.** No loan shall be contracted in behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by or under authority of a resolution of the Board of Directors.

**Section 5. SALE OF SECURITIES.** The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge, or hypothecate any and all shares of stocks, bonds, or securities, or interest in stocks, bonds, or securities, owned or held by this Foundation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock and make and execute to the purchase or purchasers, pledge or pledges, on behalf of and in the name of the Foundation, any assignment of bonds or stock certificates representing shares of stock held by this Foundation and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock.

**Section 6. FISCAL YEAR.** The fiscal year of the Foundation shall begin on the first day of July of each year and run through the last day of June for the following year or on such other dates as may be fixed from time to time by the Board of Directors.

## **ARTICLE VI AMENDMENTS**

**Section 1. AMENDMENTS.** The power and authority to amend, alter, or repeal these Bylaws shall be vested in the Board of Directors. The Bylaws may be amended, altered or repealed at any regular or special meeting; provided, however, that two-thirds of all directors must vote in favor of the amendment, alteration or repeal, and that written notice of any such amendment, alteration or repeal of the Bylaws shall be given to each director at least ten days prior to such meeting.



**ACCCHS ALUMNI ASSOCIATION SCHOLARSHIP  
FOUNDATION, INC.**

ARTICLES OF INCORPORATION

The undersigned incorporator in order to form a non-profit corporation under and pursuant to the laws of the State of Kansas do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be ACCCHS Alumni Association Scholarship Foundation, Inc. The registered agent shall be Debra Parnell and the registered office shall be 506 6th Street, Effingham, KS 66023.

ARTICLE II

The period of existence of the Corporation shall be perpetual, unless dissolved or disincorporated according to law.

ARTICLE III

The Corporation is organized and shall be operated exclusively for such charitable and educational purposes as may qualify it for exemption from the federal income tax under Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.)

More specifically, the Corporation shall be organized and operated exclusively for such charitable and educational purposes, including, for such purposes, to benefit Atchison County Community High School or its successor, as described in its By-Laws, provided such purposes shall always be construed to mean and be limited to such purposes as come within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and the foundation is and remains an organization that qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to Atchison County Community Schools or such charitable or educational organizations

that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by the order of the District Court for the County of Atchison to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable or educational purposes.

ARTICLE VI

The Corporation shall not have authority to issue capital stock and the authority to be given to the Board of Directors, will be established by the By-Laws.

ARTICLE VII

The name and address of the incorporator is:

Deborah J. Parnell, 7660 US Hwy 159, Effingham, KS 66023

ARTICLE VIII

The Corporation shall have members as established by the By-Laws. The conditions of membership will be as set forth in the By-Laws.

These ARTICLES OF INCORPORATION are executed this 1st day of May, 2003.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 1st day of May, 2003.

\_\_\_\_\_  
Deborah J. Parnell

STATE OF KANSAS,     )

COUNTY OF ATCHISON,

BE IT REMEMBERED, That on this \_\_\_\_\_ day of \_\_\_\_\_, 2003, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came \_\_\_\_\_, who is known to me to be of lawful age, and who duly acknowledged to be the same person who executed the above and foregoing instrument, on that date last above written.

\_\_\_\_\_  
Notary Public

I hereby certify this to be a true and correct copy of the original on file.  
Certified on this date: \_\_\_\_\_.

MY APPOINTMENT EXPIRES: \_\_\_\_\_.

## **Exhibit A**

**Said organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.**

**No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.**

**Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.**