

**BYLAWS OF  
LOWELL AREA SCHOOLS EDUCATION FOUNDATION**

**ARTICLE I  
MISSION**

It shall be the mission of the Lowell Area Schools Education Foundation to enrich the education of Lowell Area students by providing funding and resources for enhanced programs and innovative learning.

**ARTICLE II  
OFFICES, CORPORATE SEAL**

Section 2.01. **Registered Office.** The registered office of the corporation in Michigan shall be that set forth in the Articles of Incorporation, or in a resolution of the Trustees filed with the Secretary of State changing the registered office.

Section 2.02. **Other Offices.** The corporation may have such other offices, within or without the State of Michigan, as the Trustees shall from time to time determine.

**ARTICLE III  
BOARD OF TRUSTEES**

Section 3.01 **Members.** This corporation shall have no members. All corporate actions shall be approved by the Board of Trustees as provided in these bylaws. All rights which would otherwise rest in the members shall rest in the Trustees.

Section 3.02. **General Powers.** The property, affairs and business of the corporation shall be managed by the Trustees.

Section 3.03. **Property.** No trustee shall have any right, title or interest in or to the property of the corporation.

Section 3.04. **Number, Qualification and Term of Office.** The number of Trustees shall be not less than eleven (11); however, the minimum number of Trustees may be increased or decreased to any odd number, by amendment of these bylaws. Trustees shall serve without compensation. All Trustees shall be elected by those remaining duly qualified Trustees. The Superintendent of Schools or designee and the Chair of the Board of Education or designee shall hold official seats as permanent trustees with vote. Each elected Trustee shall hold office until the Annual Meeting six (6) years following his or her election, until his or her death, until resignation, or until he or she is removed in the manner hereinafter provided. Each permanent Trustee shall hold office until his or her designated position with the School District is changed.

Section 3.05. **Resignation.** Any Trustee of the corporation may resign at any time by giving written notice to the Chair of the Board or to the Secretary of the corporation. The resignation of any Trustee shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06. **Vacancies.** Any vacancy in the elected Board of Trustees caused by death, resignation, disqualification, removal, or any other cause, shall be filled by a majority vote of the whole

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Revised and Approved May 16, 2012*

Board of Trustees and the Trustee so elected shall hold office for the remaining term of that Trusteeship or until his or her successor shall be duly elected and qualified by the remaining Trustees. Any vacancy in permanent Trustees as noted in Section 3.04 shall be filled when the designated position with the School District has been determined. In the event of a partial term to be filled a new member may be allowed to serve the remainder of the unfilled term and an additional 6 consecutive years.

Section 3.07. **Place of meeting.** The Board of Trustees may hold its meetings at such place or places, within or without the State of Michigan, as it may choose.

Section 3.08. **Annual Meeting.** As soon as practical and not more than ninety (90) days after the beginning of a new fiscal year as defined in Section 10.03 the Annual Meeting of the corporation shall be held for the purpose of election of officers of the corporation and any other business or transactions as shall come before the meeting. Notice of the Annual Meeting shall be communicated to the Board of Trustees not less than ten (10) days prior to said meeting date via electronic (e.g. email) or written media.

Section 3.09. **Regular Meetings.** Regular meetings of the Board of Trustees shall be held at such time and place within the State of Michigan as the Board may determine by resolution adopted by a majority of the whole Board of Trustees. Notice of regular meetings shall be communicated to the Board of Trustees not less than five (5) days prior to the meeting via electronic (e.g. email) or written media.

Section 3.10. **Special Meetings; Notice.** (A) Notice of any special or regular meeting of the Board of Trustees shall be given by or at the direction of the Chair at least five (5) days previous thereto by electronic (e.g. email) or written media. Notice of any special meeting shall state the purpose or purposes for which the meeting is called. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(B) Electronic voting is permitted in emergency situations requiring immediate dispensing of funds or action by the Trustees. The voting shall be managed by the Chair at his or her discretion. The requirements for a quorum as stated in Section 3.12 shall apply. The results of all electronic voting must be reported at the next regular meeting of the Board and recorded in the minutes of said meeting.

Section 3.11. **Electronic Conferences.** A Trustee may participate in a meeting of Trustees by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 3.12. **Quorum and Manner of Acting.** Except as otherwise provided by statute or by these Bylaws, a minimum of 51% of the Trustees shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. A majority of the total number of trustees shall be required to approve the expenditure funds. In the absence of a quorum, a majority of the Trustees present may adjourn any meeting until a quorum be had. Notice of any such adjourned meeting need not be given.

Section 3.13. **Removal of Trustees.** Any Trustee with the exception of the permanent seats, as outlined in Section 3.04 of these bylaws, may be removed with or without cause at any time. Removal shall be by a vote of two thirds (2/3) of the whole number of Trustees of the corporation at a special meeting of the Trustees called for that purpose. Written notice stating the place, date, hour, and purpose of any special meeting called for the purpose of removing one or more Trustees must be delivered to all Trustees at least twenty (20) days prior to such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Trustee at his or her address as it appears on the records of the corporation, with postage thereon prepaid. The vacancy in the Board of Trustees caused by any such removal shall be filled in the manner specified in Section 3.06 hereof.

Section 3.14. **Proxies.** Proxies shall not be allowed or used.

## **ARTICLE IV OFFICERS**

**Section 4.01. Number.** The officers of the corporation shall be a Chair of the Board, Vice Chair, Secretary, Treasurer, and other officers as may be elected by the Board of Trustees. No trustee shall hold more than one elected officer position at a time.

Section 4.02. **Election, Term of Office and Qualifications.** No officer shall be an employee, trustee, agent, or member of the Board of Education of Lowell Area Schools. All officers shall be elected annually by the Trustees of the corporation no later than the Annual Meeting. Except in the case of officers appointed in accordance with the provisions of Section 4.10, each shall hold office for a period of one (1) year or until the next Annual Meeting and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.

Section 4.03. **Resignations.** Any officer may resign at any time by giving written notice of his or her resignation to the Board of Trustees, to the Chair of the Board or to the Secretary of the corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. **Election and Removal.** Any officer elected by the Board of Trustees may be removed with or without cause by the Board whenever in its judgment the best interests of the corporation would be served thereby. Removal shall be by a vote of a majority of the whole number of Trustees of the corporation at a special meeting of the Trustees called for that purpose. Notification stating the place, date, hour, and purpose of any special meeting called for the purpose of removing one or more officers must be delivered to all Trustees at least twenty (20) days prior to such meeting via electronic (e.g. email) or written media. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. **Vacancies.** A vacancy in any office because of death, resignation, disqualification, removal, or any other cause, shall be filled by a majority vote of the whole Board of Trustees and the Trustee so elected shall hold office until his or her successor shall be duly elected and qualified by the remaining Trustees (no more than six (6) consecutive years).

Section 4.06. **Chair of the Board.** The Chair of the Board shall assume all duties normally associated with that office. The Chair of the Board shall conduct the meetings of the corporation. The Chair of the Board shall be the chief executive officer of the corporation and shall have general active

management of the business of the corporation. The Chair, shall, when present, preside at all meetings of the Trustees. The Chair shall see that all orders and resolutions of the Board of Trustees are carried into effect. The Chair shall have such other duties as may from time to time be prescribed by the Board of Trustees. The Chair shall be an ex-officio member of all Board committees

Section 4.07. **Vice Chair.** The Vice Chair shall assist the Chair in the discharge of the Chair's duties and shall have such powers and shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Trustees or by the Chair of the Board. In the event of absence or disability of the Chair of the Board, the Vice Chair shall succeed to his or her power or duties.

Section 4.08. **Secretary.** The Secretary or designee shall see that the proceedings of the meetings of the Board of Trustees are kept. The Secretary shall when directed to do so, notify the Trustees of all meetings, and perform such other duties as may from time to time be prescribed by the Board of Trustees or by the Chair of the Board and, in general shall perform all duties incident to the office of the Secretary.

Section 4.09. **Treasurer.** The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall cause to be kept accurate accounts of all moneys of the corporation received or disbursed. The Treasurer shall deposit all moneys, drafts and checks in the name of, and to the credit of, the corporation in such banks and depositories as a majority of the whole Board of Trustees, by resolution, shall from time to time designate. The Treasurer shall cause to be submitted to the Chair of the Board and the Trustees, at regularly scheduled meetings or when required, a report of all transactions and the financial condition of the corporation, and shall perform such other duties as may from time to time be prescribed by the Board of Trustees or by the Chair of the Board, and, in general, shall perform all duties incident to the office of the Treasurer.

Section 4.10. **Other Officers.** The corporation may have such other officers and agents as may be deemed necessary by the Board of Trustees, who shall be elected in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Trustees.

## **ARTICLE V ELECTIONS**

Section 5.01. **Election Procedure.** Officers and Trustees shall be elected no later than the Annual Meeting.

Section 5.02. **Trustees and Officers.** Any member of the Board of Trustees may present candidates to fill officer positions, Trustee vacancies or designated Trustee additions. A vote of a majority of all duly qualified board members shall be required to elect officers and Trustees. Nominations from the floor in both the instances of officers and Trustees shall be allowed.

## **ARTICLE VI COMMITTEES**

Section 6.01. **Other Committees.** The Board of Trustees may act by and through such other committees to the extent as allowed by law as may be specified in resolutions adopted by a majority of the whole number of Trustees. Each such committee shall have such duties and responsibilities as are granted to it by the Board of Trustees. Each such committee shall at all times be subject to the direction of the Chair of the Board of Trustees. Committee members will be appointed by the Board. The Chair or designee of the Chair shall be an ex-officio member, without vote, of each committee.

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## **ARTICLE VII FISCAL AGENTS**

This corporation may designate such fiscal agents, investment advisors and custodians as the Board of Trustees may select by resolution. The Board of Trustees may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

## **ARTICLE VIII FIDUCIARY RESPONSIBILITY**

It shall be the policy of this corporation that the Board of Trustees shall assume and discharge fiduciary responsibility with respect to all funds held or administered by this corporation.

The Chair, Secretary, and Treasurer shall be designated as authorized signers for disbursement of corporation funds. Disbursement of funds in excess of \$500 shall require two signatures. A majority of the whole Board shall by resolution periodically authorize additional signers for disbursement of corporation funds. A majority of the whole Board shall periodically approve procedures for disbursement of Foundation funds.

## **ARTICLE IX CONFLICTS OR DUALITY OF INTEREST**

Section 9.1. **Statement of General Policy.** These bylaws recognize that it is natural for both actual and apparent conflicts or dualities of interest to sometimes occur in the course of conducting the daily affairs of the corporation. A Conflict or duality of interest refers here only to personal or proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion. Conflicts or dualities of interest will occur because the many persons associated with the corporation should be expected to have and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two (2) or more organizations having similar activities, but service on behalf of two (2) or more organizations comprising or comprised of shall not constitute a conflict of interest.

Conflicts or dualities of interest are to be avoided because they potentially or apparently place the interests of others ahead of the corporation's obligations to its corporate purposes and to the public interest. Conflicts or dualities of interest are likewise undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, it is decidedly not in the long-range best interests of the corporation to terminate or cease all association with persons who may have actual or apparent conflicts or dualities of interest if there is a prescribed and effective method of rendering such conflicts harmless to all concerned.

It shall be the policy of the corporation, therefore, not to preclude all dealings with those having actual or apparent conflicts or dualities of interest, but in keeping with Michigan law relative to not for profit corporations to require that they be disclosed promptly and fully to all necessary parties whenever they occur.

Section 9.2. **Coverage of This Policy.** This policy shall apply to all trustees, members of the board of trustees and corporate officers, compensated agents, and employees of the corporation, and

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also independent contractor providers of services and materials, including licensed health care professional related contractually to the corporation by medical staff bylaws or other agreements. It shall be the obligation of the corporation's management to publicize this policy to all such parties on a recurring bases, and to request appropriate disclosures thereunder at least annually as provided below.

Section 9.3. **Disclosure of All Conflicts.** All Trustees, members, officers, agents and employees of the corporation shall disclose all actual or apparent conflicts or dualities of interest that they discover or have brought to their attention in connection with the corporation's activities. "Disclosure" as used in these bylaws shall mean providing promptly to the appropriate persons a description of the facts comprising the actual or apparent conflict or duality of interest and, in the case of trustees of the corporation, all material facts concerning any transaction or arrangement in which the trustee has a direct or indirect interest. An annual disclosure statement shall be circulated to trustees, officers, certain identified agents, and employees and also to certain independent contractors to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts or dualities of interest may occur. Disclosure of conflicts or dualities of interest shall be made to the Chair of the corporation or any other person designated by the Chair from time to time to receive such notifications. In the case of the Chair, disclosure shall be made to the total number of trustees.

Section 9.4. **Proscribed Activity by Persons Having Conflicts.** Where an individual trustee, officer, agent, employee or independent contractor believes that he or she or a member of his or her immediate family might have or does have an actual or apparent conflict or duality of interest, such person should, in addition to making the disclosure required under Section 9.3, abstain from making motions, voting, executing agreements, or taking any other similar direct action of behalf of the corporation where the conflict or duality of interest might pertain by law, agreement or otherwise. Trustees who have declared actual or apparent conflicts or dualities of interest are encouraged, when abstaining from voting, to restate the disclosure for the minutes.

## **ARTICLE X**

### **BOOKS OF RECORD, AUDIT, FISCAL YEAR, BOND**

Section 10.01 **Books and Records.** The Board of Trustees of this corporation shall cause to be kept:

- (1) records of all proceedings of the Board of Trustees, and Committees thereof; and
- (2) all financial statements of this corporation; and
- (3) Articles of Incorporation and Bylaws of this Corporation and all amendments thereto and restatements thereof; and
- (4) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business and maintained on an accrual basis; and
- (5) all records of the corporation shall be open for Trustee inspection at any reasonable time.

It is highly recommended that these records be maintained online within the LEF web page with password access by all board members.

Section 10.02 **Audit and Publication.** The Board of Trustees shall cause the records and books of account of this corporation to be submitted for a financial review at least once in each fiscal year in such a manner as may be deemed necessary or appropriate, and also shall make such inquiry as the Board of Trustees deems necessary or advisable into the condition of all trusts and funds held

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by any Trustee, agent, or custodian for the benefit of this corporation, and shall retain such person or firm for such purposes as it may deem appropriate. The Foundation will annually make a report to the Board of Education regarding the status of the Foundation.

Section 10.03. **Fiscal Year.** The fiscal year of the corporation shall end on June 30 of each year.

Section 10.04. **Bond.** The corporation shall obtain bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Trustees.

## **ARTICLE XI WAIVER OF NOTICE**

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Michigan, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

## **ARTICLE XII INDEMNIFICATION OF TRUSTEES AND OFFICERS**

The corporation shall indemnify any trustee or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or complete civil, criminal, administrative or investigative action, suit, or proceeding (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a trustee or officer, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may indemnify persons who are not trustees or officers to the extent authorized by resolution of the Board of Trustees or by contractual agreement authorized by the Board of Trustees. A change in the Michigan Nonprofit Corporation Act, these Articles, or the bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

## **ARTICLE XIII AMENDMENTS**

The Board of Trustees may amend this corporation's Articles of Incorporation, as heretofore or hereafter from time to time amended or restated, and these Bylaws as from time to time amended or restated, to include or omit any provision that could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, may be voted upon at a single meeting of the Board of Trustees and be adopted at such meeting a quorum being present, upon receiving the affirmative vote of not less than two-thirds of the whole number of Trustees; provided, however, that amendment of the Purpose, Use of Earnings and Dissolution clauses of the Articles of Incorporation may be made only with the three-fourths approval and resolution of the whole number of Trustees. Any proposed amendments shall be presented to the Trustees not less than thirty (30) days prior to the meeting when Board action is to be taken.

## **ARTICLE XIV SEVERABILITY CLAUSE**

If any provision or part thereof of these bylaws is declared invalid and of no further force and effect, the other provisions shall remain in full force and effect.

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Secretary