

(Last revised 10-22-18)

BY-LAWS

BERLIN COMMUNITY SCHOLARSHIP CORPORATION (BCSC)

Berlin, Wisconsin

PURPOSE

The purpose of the Berlin Community Scholarship Corporation is to encourage individuals to further their education by providing financial assistance for post-secondary studies.

ARTICLE I - - MEMBERS

Section 1. A minimum donation of Ten Dollars (\$10.00) shall qualify any person for membership in the Corporation for one fiscal year.

ARTICLE II - - BOARD OF DIRECTORS

Section 1. The business and property of the Corporation shall be vested in a Board of Directors consisting of thirteen (13) members. There will be two representatives each from the Berlin Area School District and Berlin businesses. There will be one representative each from the Berlin Chamber of Commerce, the Berlin senior community, the Berlin professional community, a Berlin financial institution, and five at-large residents from the Berlin Area School District. Board members must be members of the Corporation.

Section 2. Directors shall be elected at the organizational meeting of the board immediately following the annual meeting. Directors shall serve three (3) years to begin immediately after their election, with four (4) members being replaced the first and second years and five (5) being replaced the 3rd year.

Section 3. The Board may adopt such policies, procedures and by-laws it may consider necessary to carry out the purposes and requirements of the Corporation.

Section 4. A vacancy on the Board of Directors may be filled by appointment. Board members must be notified by mail/email with the name of the proposed appointee prior to the meeting at which the vote will be taken. A director may be appointed with a vote of two thirds (2/3) of the Board of Directors present. The appointed director will fill the vacated term until it would have normally ended.

ARTICLE III - - OFFICERS

Section 1. The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. They shall be elected at the organizational meeting of the board immediately following the annual meeting, and shall serve for a term of one year, beginning immediately after their election.

ARTICLE IV - - EXECUTIVE COMMITTEE

Section 1. The officers of the Corporation shall constitute the Executive Committee. The Executive Committee shall act for the Board in the interval between Board meetings, following guidelines established by the Board. The President shall serve as Chairman of the Executive Committee.

Section 2. Three (3) members will constitute a quorum.

ARTICLE V - - COMMITTEES

Section 1. The President of the Board shall appoint such standing or ad hoc committees and chairmen, as he/she may deem necessary. All committees shall include at least one board member.

Section 2. There shall be a standing Membership Committee responsible for conducting an annual membership drive. The number of members on this committee shall be left to the discretion of the President.

Section 3. A Nominating Committee consisting of three (3) Directors shall be appointed no fewer than thirty days before the annual meeting. This Committee shall select candidates for the positions of all directors whose terms are ending in the current year. The nominating committee shall also nominate board officers for the ensuing year. The committee shall report its recommendations to the Board President at least fourteen days prior to the annual meeting.

Section 4. The President of the BCSC will appoint Selection Committees to select the recipients of the individual scholarships. A Berlin High School Scholarship Committee consisting of at least two appointed BCSC board members and two Berlin High School staff members will select the graduating high school senior recipients. A Post-secondary Scholarship Selection Committee consisting of five (5) members, including at least two appointed BCSC board members, shall select post-secondary scholarship recipients. The Selection Committees will be appointed on or before the first day of February. All scholarship recipients must be approved by a quorum of the Board.

ARTICLE VI - - MEETINGS

- Section 1. a. The annual meeting of the Corporation membership shall be held on the fourth Monday of February.
- b. To call the annual or any other special meeting of the general membership, written notice of the date, place, time and purpose must appear in two consecutive issues of the Berlin Journal prior to the meeting.

Section 2. The Board shall meet at such frequency as designated by the President, or by special meeting called by the Executive Committee. A quorum shall consist of seven (7) directors, a majority of whom shall be necessary for passage of any matter.

Section 3. The President may arrange for voting by mail/email on any questions, which may properly come before the Board. Two-thirds (2/3) of the entire Board of Directors (13) must vote in favor of the questions under consideration for passage. In each case of a ballot, the President shall indicate a time limit for return of said ballot.

Section 4. Any or all directors may participate in a regular or special meeting or in a committee meeting of the board of directors by the use of any means of communication by which all participating directors may simultaneously hear and speak to each other during the meeting. If a meeting will be conducted through the means described in this section, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. If requested by a director, minutes of the meeting shall be prepared and distributed to each director. Normal quorum and voting requirements shall apply to business transacted utilizing the provisions of this section. If two or more directors object prior to a vote to the use of the procedure set forth in this section to vote on any particular item, the provisions of this Section shall not be utilized with respect to that item.

ARTICLE VII - - FUNDS

Section 1. The fiscal year shall extend from January 1 through December 31.

Section 2. All funds received by the Corporation shall be deposited in bank accounts designated by the Board or its Executive Committee. No funds shall be withdrawn from such accounts except by check signed by two officers, one of whom shall be the Treasurer or the President.

Section 3. Securities or other assets acquired by the Corporation may be transferred, sold or exchanged in accordance with the purposes of the Corporation by a majority of the Executive Committee.

ARTICLE VIII - - PARLIAMENTARY PROCEDURE

Section 1. All parliamentary matters not specifically defined in these by-laws shall be administered in accordance with the latest revised edition of Robert's Rules of Order.

ARTICLE IX - - AMENDING BY-LAWS

Section 1. The By-laws of the Corporation may be amended at any regular business meeting provided a five-day advance written notice of the proposed amendment shall be sent to all Directors.

Section 2. An amendment that is proposed at a regular meeting may not be voted upon until the next regular business meeting.

Section 3. Two-thirds (2/3) of the entire Board of Directors (13) must vote in favor of the proposed amendment to the By-laws.

ARTICLE X - - DISSOLUTION OF THE CORPORATION

Section 1. In the event of dissolution of the Corporation, all funds shall be transferred to its successor organization, whether or not incorporated, providing the purpose of said successor organization is also exclusively educational and charitable; otherwise, said funds shall be transferred to and become the property of the Berlin High School District Board of Education and for such purposes as the Board of Directors shall so designate.