

The Lunsford/Behrend Scholarship Fund, Inc.
EIN# 26-0538278

BYLAWS OF THE LUNSFORD/BEHREND SCHOLARSHIP FUND, INC.

(a nonprofit, nonstock corporation formed under the Virginia Nonstock Corporation Act)

Adopted July 23, 2007; amended June 2, 2008.

Section 1. Name.

The name of this organization is the Lunsford/Behrend Scholarship Fund, Inc.

Section 2. Organization.

The Corporation is incorporated in Virginia under the Virginia Nonstock Corporation Act (the “Act”) as a nonstock, nonprofit corporation that is intended to be an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, (the “Code”), as time-to-time amended.

Section 3. Purpose.

The purpose of the Lunsford/Behrend Scholarship Fund is to provide scholarships to graduating students of Robinson Secondary School in Fairfax, Virginia, who participate in the Robinson band program and who intend to continue participating in music after graduation. This purpose shall at all times be exclusively for charitable, religious, 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 the corresponding section of any future federal tax code.

Section 4. Classes and Qualification of Membership.

The Corporation shall have one class of members, which consists of the Board of Directors, the Scholarship Selection Committee, and other appointed committees as outlined in Section 9.

Section 5. Officers and Board of Directors.

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The Corporation shall consist of three or more Officers, and as many Directors as the Corporation deems necessary to carry out its duties. The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Officers also shall be Directors.

Section 6. Nomination and Appointment of Officers and Directors.

The Corporation shall nominate and elect its Officers from among the Directors. The number of Directors may be increased or decreased from time-to-time as the Corporation deems necessary and appropriate. Except for the initial Board of Directors, the Directors and Officers of the Corporation shall be elected, by a majority vote, annually at the Corporation’s annual meeting. Those elected shall take office immediately following the meeting in which they have been

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elected, and shall serve for a 1-year period. Directors in addition to, or succeeding, the initial Directors of the Corporation shall be nominated by the existing Directors and elected at the Corporation's annual meeting or in the interim via electronic or other communication of the existing Board members. Those elected in interim periods will serve up to the time of the next annual meeting.

Any Director may resign at any time by giving written notice to another Board member, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Board.

No compensation will be paid to Officers or Directors for their services.

Section 7. Duties of Officers.

The President, in consultation with the Directors, shall call special meetings, preside at all meetings, develop the agenda for each meeting, appoint committees, and serve as principal spokesman for the Corporation. The President may sign all official documents of the Corporation as provided by law.

The Vice President(s), in the absence of the President, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. The President shall designate which Vice President is to preside in his or her absence.

The Secretary shall record the minutes, review all minutes for accuracy and completeness before they become a permanent record of the Corporation's proceedings, see that all notices are duly given in accordance with the provisions of the bylaws, maintain written copies of Corporation business and transactions, act as parliamentarian for the Corporation, act as President in the absence of the President and all of the Vice Presidents, and maintain the Corporation's archives at a place to be determined.

The Treasurer shall maintain and oversee all bank accounts and financial records of the Corporation, write checks for necessary Corporation expenses, act as administrator for electronic access to bank accounts, develop and submit an annual budget, and prepare periodic reports on the Corporation's financial status as needed or requested by the Board, with such reports provided at least annually, at the Corporation's annual meeting.

The Vice President(s), Secretary or Treasurer may sign all official documents of the Corporation as provided by law in the absence of the President and with the President's written authorization, and they shall perform such duties as from time to time may be assigned by the President or by the Corporation.

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Section 8. Meetings.

The Annual Scholarship Candidate Selection Meeting shall take place each April, or at such time and place as determined by the Corporation. At this meeting, the Scholarship Candidate Selection Committee (see Section 8) will evaluate and select the scholarship award winner.

The Corporation's Annual Meeting shall take place at the same time and place as the Scholarship Candidate Selection Meeting, or at such time and place as determined by the Corporation. At this meeting the Directors will conduct elections and other business as needed.

In addition, special or emergency meetings may be called by the President or by a petition of a majority of Directors. Notice of a special meeting shall be called by telephone, by email and/or in writing. This Corporation is empowered to meet telephonically or electronically, provided that advance notice is given prior to the meeting and at least one Director is in a location where a phone or electronic device is used to enable all Corporation members to participate in the discussion. Fifty-one percent of the actual Corporation membership at the time of a meeting shall constitute a quorum for official business. A Director is permitted to vote by proxy, provided that such Director grant the proxy in writing (hard-copy or e-mail) to another Director who will vote on his or her behalf.

Section 9. Committees.

The Scholarship Candidate Selection Committee ("the Committee") shall meet annually at the call of the President, not to conflict with other Corporation meetings, and shall exercise all of the powers of the Committee that may lawfully be delegated or such lesser powers as may be specified from time to time by vote of the Committee. A majority of the members of the Committee shall constitute a quorum. All actions of the Committee shall be subject to review by the Corporation. Voting by proxy is permitted.

The Committee will have the option to nominate and elect a Chairperson and/or other Officers from among the Committee members, who shall serve a 1-year term beginning immediately after the Committee meeting.

At the annual Scholarship Candidate Selection Meeting, it shall be the duty of the Committee to receive and review documentation submitted on behalf of qualifying Robinson Secondary School band program seniors who have provided completed documentation/applications to the Corporation or its appointees by the specified deadline each year. The Committee shall select a scholarship candidate or candidates annually to receive the Lunsford/Behrend Scholarship Award and shall communicate this selection to the current Robinson Secondary School band director and/or his/her representative or designee in a timely fashion.

The decision of the Committee pertaining to the selection of the award recipient will be final, and reasons for the decision are not required to be disclosed.

The qualifications for being considered for the scholarship and the criteria used in the selection process will be outlined in detail on the application form and are considered binding. The

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Corporation may revise the application qualifications and the selection process from time-to-time as it deems necessary and appropriate.

In addition to the Scholarship Candidate Selection Committee named above, the President may appoint other committees as needed for the functioning of the Corporation.

Section 10. Checks, Drafts, Loans, etc.

All checks, drafts, loans, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall be from time-to-time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the President.

Section 11. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or depositories as the Board of Directors may from time-to-time select. No committees shall maintain their own accounts without the express prior written approval of the majority of the Board of Directors on such terms and conditions as they may provide; however, nothing shall prevent the President from maintaining account balances by committee or any other similar classification of the funds under his or her control.

Section 12. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year unless otherwise determined by the Board of Directors.

Section 13. Bylaws Governance.

These bylaws shall be governed by and shall comply with Virginia Code and any other applicable statutes.

Section 14. Standing Rules.

Standing Rules, as approved by the Corporation, shall be considered a part of the Bylaws.

Standing Rule No. 1 – Copies of completed candidate application forms and supporting documentation shall be made available to the directors upon request.

Standing Rule No. 2 – Minutes of all Corporate meetings shall be sent to all Directors.

Standing Rule No. 3 – Where these Bylaws are silent, Robert's Rules of Order, Newly Revised, shall apply.

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Standing Rule No. 4 – Any Director or Committee member who misses three consecutive meetings may be asked in writing to resign by the President. Upon receipt of the resignation, should the Corporation determine that the position needs to be filled it shall hold a special meeting to consider and select a new appointment.

Section 15. Amendments.

The Bylaws of the Lunsford/Behrend Scholarship Fund, Inc., may be amended by a majority of the Corporation.

Section 16. Indemnification.

Any officer, director, or other member of the Corporation shall be indemnified and held harmless to the full extent of the law.

The corporation may but is not required to obtain insurance providing for indemnification of Directors, Officers, and members.

No Officer or Director shall be liable for any debt, obligation, or liability of the corporation.

Section 17. Dissolution.

Upon the Corporation's dissolution, the Board of Directors, after paying or making provision for payment for all of its liabilities, shall dispose of all of the Corporation's assets in such manner, or to such organizations, as the Board of Directors determines to be consistent with the Corporation's purposes and Articles of Incorporation and with applicable provisions of law, including Section 501(c)(3) of the Code, as amended.