

ORIGINAL

BYLAWS
HARPER CREEK COMMUNITY SCHOOLS
EDUCATIONAL FOUNDATION

An Affiliate Fund of the Battle Creek Community Foundation

ARTICLE I
Board of Trustees

Section 1. **Name.** The Harper Creek Community Schools Educational Foundation (HCCSEF) is an affiliate fund of the Battle Creek Community Foundation and shall be known as the Harper Creek Community Schools Educational Foundation, hereafter referred to as the "Foundation." All affiliate funds of the Battle Creek Community Foundation are controlled and operated under the legal authority of the Board of Trustees of the Battle Creek Community Foundation and confirmed in compliance with the National Standards for U.S. Community Foundations.

Section 2. **Purpose.** The primary responsibilities of the HCCSEF Board are to build awareness for the Fund, raise principal assets for the Fund and recommend distributions from the Fund. Distributions should be consistent with the purpose of the Fund. The Battle Creek Community Foundation retains fiduciary and legal oversight responsibilities for all HCCSEF distributions.

Section 3. **Trusteeship.** The Foundation shall be organized similar to a trusteeship. The property, business and affairs of the Foundation shall be managed by its Trustees.

Section 4. **Trustees, Number, Qualification, and term of office.** The Trustees of the Foundation shall be anyone with a demonstrated interest in the Harper Creek Community Schools. The Trustees shall number as many as fifteen (15) in number, but no less than seven (7). Any Trustee may serve no more than two consecutive terms, for a total of six (6) years consecutively. No Trustee shall be eligible for re-election to the Board as a Trustee until after a lapse of one (1) year of non-service. The term of office of approximately one-third (1/3) of the total number of Trustees shall expire each year upon the election of their successors. In order that the valuable knowledge, experience, and expertise of longstanding Board members may be retained, the Foundation may establish an Emeritus status for Trustees retiring or leaving Board service, retaining Foundation participation by encouraging attendance at meetings of the Board and Committees, without voting privileges.

Section 5. **Election and Term of Trustees.** The Board of Trustees of the

Foundation shall be broadly representative of the greater Harper Creek Community, and shall have a minimum of one (1) Harper Creek Community Schools Board of Education Trustee at all times. The Board shall also consist of certain standing appointments that have the right to vote, but not to hold office: the Harper Creek Community Schools District Superintendent or their designee; and up to two (2) student trustees shall be appointed to the board on an annual basis. Student trustees, who are enrolled at Harper Creek High School, shall consist of an eleventh grade student and a twelfth grade student based on their classifications as of August of the year of their appointment. The term of the student trustees shall be one (1) school year with each trustee holding office from September to June of their elected year. Student Trustees shall not be eligible for more than two (2) successive terms of office. All trustees must be approved by the Harper Creek Community Schools Board of Education prior to the beginning of their term in office.

Section 6. **Vacancies**. Vacancies in the Board of Trustees shall be filled by the remaining Trustees. A person elected to fill a vacancy on the Board of Trustees for any reason, shall hold office for the unexpired term of such Trusteeship.

Section 7. **Removal of Trustee**. A Trustee may be removed as a Trustee for cause deemed sufficient, after notice and hearing, personally or with counsel, by a two-thirds (2/3) vote of the entire Board of Trustees. In accordance with the Code of Ethics and Whistleblower Policy, all volunteers, including members of the Board are expected to adhere to the highest of standards in ethical conduct. Any violation of laws, regulations, or rules promulgated by any federal, state or local authority, including alleged felony violations, or one that has been declared of unsound mind by an order of the court, that would tarnish the public image and credibility of the Harper Creek Community Schools Educational Foundation and/or the Battle Creek Community Foundation, shall result in the immediate removal of a Trustee without a vote of the Board. Any Trustee who shall miss 50% or more regular meetings in any calendar year without a valid cause for such absence, shall at the discretion of the Board, operate as an accepted resignation from the Board of Trustees.

Section 8. **Annual Meeting of the Trustees**. The Board of Trustees shall meet for the election of officers and for transaction of other business contained in the notice of the annual meeting during the last regular meeting of the fiscal year (March). Written notice of the annual meeting may be separate or may be combined with the notice of the regularly scheduled meetings of the board of trustees. Trustees and officers elected at the Annual Meeting will begin their duties effective April 1 following their election.

Section 9. **General Powers as to Negotiable Paper**. The Treasurer or other designee of the Foundation Board of Trustees shall periodically meet with the appropriate Officer of the Battle Creek Community Foundation regarding the

endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and the Treasurer or other designee shall be authorized from time to time to make, sign or endorse the same negotiable documents on behalf of the Foundation.

Section 10. **Powers as to other documents.** The Board of Trustees with the agreement of the Battle Creek Community Foundation may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Foundation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Foundation with the agreement of the Battle Creek Community Foundation by the President or any Vice President and attested by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer.

Section 11. **Compensation.** Trustees shall serve without compensation, but shall be reimbursed for actual, reasonable and necessary expenses incurred by a Trustee in his/her capacity as a Trustee.

Section 13. **Liability of the Board of Trustees and volunteers.**

Liability of Volunteer Members, Trustees, and Officers of the Board of Trustees and non-Trustee volunteers. Except as otherwise provided by law, a volunteer member, director, officer, or trustee of the Foundation is not personally liable to the Foundation or to its members or to third parties for monetary damages for breach of the trustee's fiduciary duty.

The Foundation assumes all liability to any person other than to the Foundation or its members, trustees, or directors for all acts or omissions of a volunteer trustee, director, or officer incurred in the good faith performance of his or her duties as a member, officer, director, or trustee as provided by Act 162 of the Public Acts of Michigan of 1982, as amended by Acts 97 and 457 of the Public Acts of 1996, and as may be further amended.

The Foundation additionally assumes the liability of all acts or omissions of a non-director, non-trustee, and/or non-member volunteer, provided that:

- a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- b) The volunteer was acting in good faith;
- c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;

- d) The volunteer's conduct was not an intentional tort; and
- e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act, Act 162 of the Public Acts of 1982 as amended by Act 397 of the Public Acts of 1996 as may be further amended.

ARTICLE II Meetings

Section 1. **Annual Meeting.** The annual meeting of the Trustees of the Foundation shall be held at an appropriate public location, as from time to time may be selected by the Trustees and the meeting held for the purpose of electing and/or appointing officers and Trustees, for establishing their terms of office, and for the transaction of such other business as may be properly brought before such annual meeting.

Section 2. **Regular Meetings.** Regular meetings of the Board may be held at such times or intervals and at such places within or without the State of Michigan as may from time to time be determined by resolution of the board, which resolution may authorize the President to fix the specific date and place of such regular meetings, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

Section 3. **Special Meetings.** Special meetings of the Trustees may be called by the President and shall be called by the President or Secretary at the direction of not less than two Trustees then in office, or as may otherwise be provided by law. Such meetings shall be held at a time and place as determined by the board unless otherwise directed by the Board and stated in the notice of meeting, in which case the meeting may be held at any place within or without the State of Michigan. Any request for a special meeting by Trustees shall state the purpose or purposes of the proposed meeting.

Section 4. **Notice of Meetings.** Reasonable written notice of the time, place and purposes of each meeting or special meeting of the Board of Trustees shall be given by the Secretary of the HCCSEF, or his/her designated agent, to each trustee by mail, telephone, facsimile, or email to his or her usual business or residence address.

Section 5. **Quorum and Voting.** One more than one-half (½) of the total number of Trustees shall constitute a quorum of the Board. Less than a quorum of the Board shall have the power of adjournment of any meeting. Unless otherwise provided by law, the Articles of Incorporation with these Bylaws, the votes of a quorum of the Board of Trustees may decide any question brought before any meeting of the

Trustees. Business of the Board or duly appointed Committee may be conducted by mail, email, or other electronic means, if required. Votes must be received from a majority of the Board or Committee members within the timeframe set by the announcement. Actions shall be reported, verified, and made part of the minutes of the next Board or Committee meeting.

Section 6. **Conduct of Meetings.** Meetings of the Trustees shall be presided over by the President. In absence of the President, the Vice President or named designee by the President shall preside over a meeting. The Secretary or an Assistant Secretary of the Foundation or, in their absence, a person chosen at the meeting shall act as Secretary of the meeting. Except as otherwise specifically provided in the bylaws, or in the Rules of Procedure adopted for a meeting, all questions of Order and Procedure in any meeting shall be determined by Robert's Rules of Order Newly Revised.

Section 7. **Action by Unanimous Written Consent.** If and when the Trustees shall severally or collectively consent in writing to any action to be taken by the Foundation either before or after the action is taken, such action shall be as valid corporate action as though it had been authorized at a meeting of the Trustees and the written consents shall be filed with the minutes of the proceedings of the Board of Trustees.

Section 8. **Meetings by means of Remote Communications.** A Trustee may participate in a meeting of Trustees by conference telephone or similar communication equipment by which 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. The participation of a Trustee in a meeting via this method shall be determined by the President of the meeting based on availability of the Trustee, availability and functionality of appropriate equipment, the need for quorum, the length of the meeting, and input from other members attending the meeting.

This provision shall not be deemed a Trustees right, but rather simple for the convenience of the Foundation and shall not be used as a sole method of attending the meeting during a Trustee's term (1/3 of the meetings per fiscal year may only be attended by this alternative method).

Section 9. **Electronic Records, Signatures, and Communications** Electronic records, electronic signatures, and authenticated electronic communications have legal effect and shall satisfy written record and signature requirements necessary for valid records and contracts. Electronic records are records that are created, generated, sent, communicated, received, or stored by technology having electrical, digital, magnet, wireless, optical, electromagnetic, or similar capabilities. Valid electronic signatures are

those signatures that are expressed through an electric sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with intent to sign the record. Authenticated electronic communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication.

ARTICLE III Officers

Section 1. **Election or Appointment.** The Board of Trustees may elect a President, a Secretary and a Treasurer of the Foundation at each annual meeting and may elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. The Trustees may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Foundation. Trustees who have never served on the Foundation Board may not be elected to any office for the first year of their first term.

Section 2. **Term of Office.** The term of office of all officers or appointed officers and/or agents shall commence upon their election or appointment, respectively, and shall continue until the next annual meeting of the Foundation and/or thereafter until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Trustees, with or without cause, by the affirmative vote of a majority of the Trustees, whenever in their judgment the best interests of the Foundation will be served thereby. An officer may resign by written notice to the Foundation. The resignation shall be effective upon its receipt by the Foundation or at a subsequent time specified in the notice of resignation. The Trustees shall have power to fill any vacancies in any office occurring for whatever reason.

Section 3. **The President.** The President shall be the executive officer of the Foundation and shall have general and active management of the activities of the Foundation and shall see that all orders and resolutions of the Board of Trustees are carried into effect. The President shall execute under agreement with the Battle Creek Community Foundation all authorized conveyances, contracts, or other obligations in the name of the Foundation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Trustees to some other officer or agent of the Foundation. The president shall preside at all meetings of the Trustees.

Section 4. **Vice Presidents.** The Vice Presidents in the order designated by the Board of Trustees or, lacking such a designation, by the President shall, in the absence

or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Trustees shall prescribe.

Section 5. **The Secretary.** The Secretary shall attend all meetings of the Board of Trustees and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Trustees for which notice may be required and shall perform such other duties as may be prescribed by the Trustees or by the President. The Secretary shall execute with the President all authorized conveyances, contracts or other obligations in the name of the Foundation except as otherwise directed by the Trustees.

Section 6. **The Treasurer.** The Treasurer, or his or her designee approved by the Board, shall account for all of the funds and securities of the Foundation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Trustees, at the regular meetings of the Board of Trustees, or whenever they may require it, and account for all his/her transactions as Treasurer and the financial condition of the Foundation. The Treasurer shall, at the request of the board give the Foundation a bond in such sum and with such surety or sureties as shall be satisfactory to the Trustees for the faithful performance of the duties of that office and for the restoration to the Foundation, (in case of the Treasurer's death, resignation, or removal from office), of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or control belonging to the foundation.

Section 7. **Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries and the Assistant Treasurers, respectively (in the order designated by the Trustees or, lacking such designation, by the President), in the absence of the Secretary or Treasurer, as the case may be, shall perform the duties and exercise the powers of such Secretary or Treasurer and shall perform such other duties as the Trustees shall prescribe.

ARTICLE IV Committees

Section 1. **Committees.** The Board may designate one or more committees, and will designate (i) the powers and authority of each of such committees, and (ii) a chair of each of such committees. Each committee designated will consist of one or more of

the Trustees of the Corporation. The Board may designate an Executive Committee which will be a committee as described in this section and which may exercise all powers and authority of the Board in management of the business and affairs of the Foundation.

ARTICLE V

Fiscal Year; Notices

Section 1 **Fiscal Year.** The fiscal year of the Foundation shall begin on the first day of April of each year and shall end on the 31st day of March following.

Section 2 **Notices.** Any notice required by statute or by these bylaws to be given to the Trustees or to any officer of the Foundation, unless otherwise provided herein or in any statute, shall be sufficient if given by depositing the same in a United States Post Office box or receptacle in a sealed, postpaid wrapper, addressed to such Trustee or officer at their last address as the same appears on the records of the Foundation and such notice shall be deemed to have been given at the time of such mailing.

ARTICLE VI

Indemnification of Trustees and Officers

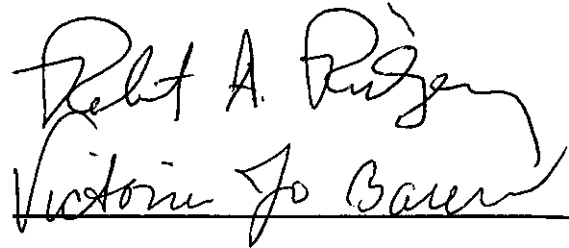
Section 1. **Indemnification of Trustees and Officers.** The Foundation shall, to the fullest extent now or hereafter permitted by law, indemnify any Trustee or officer of the Foundation (and, to the extent provided in a resolution of the Board of Trustees or by contract, may indemnify any non-trustee volunteer, employee or agent of the Foundation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that such person is or was a Trustee, officer, non-trustee volunteer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, officer, non-trustee volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses including attorneys' fees (which expenses may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a Trustee or officer of the Foundation and, to the extent provided in a resolution of the Board of Trustees or in any contract between the Foundation and such person, may continue as to a person who has ceased to be a

non-trustee volunteer, employee or agent of the Foundation. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, officer, non-trustee volunteer, employee or agent of the Foundation shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VI
Amendments

Section 1. **Amendments.** These bylaws may be altered or repealed or new bylaws may be adopted in lieu thereof by the affirmative vote of two-thirds (2/3) of the Board of Trustees then in office at any regular or special meeting of the Board, if a notice of the proposed alteration, repeal or substitution be contained in the notice of such meeting.

These Bylaws approved and adopted the
21st day of July 2015.


Robert A. Ruzgen
Victoria Jo Bauer

Harper Creek Community Schools
Educational Foundation