

BY-LAWS

MARATHON COMMUNITY SCHOLARSHIP FOUNDATION

ARTICLE I

NAME

The name of this corporation shall be the Marathon Community Scholarship Foundation.

ARTICLE II

The purposes of the corporation shall be

SECTION 1. General Purpose

The Marathon Community Scholarship Foundation is committed to providing an excellent educational opportunity for its students. The cost of today's higher education may exceed the funding that is available from a student's personal finances. Additional resources from the private sector will enable the Foundation to provide educational opportunity to our students who may otherwise be forced to forego this due to economic reasons. The purpose of this Foundation is to raise funds that will establish the principal investment whose gain will be used for establishing scholarship award programs

SECTION 2. Specific Purposes

Funds raised by the corporation will be used primarily to:

- a. Supplement the funding of scholarship programs that are already supported by public financing at a basic level, but which can be substantially improved and enhanced by additional private sector financing.
- b. Finance scholarship awards that will provide post secondary educational opportunity for graduates of the Marathon Central School District.

These funds will not be used to provide for those portions of the present educational program which are the responsibility of the public through the annual Marathon Central School District budget, nor to replace items of the educational program which would be eliminated as the result of a contingency budget. The Foundation is a separate and distinct not-for-profit corporation dedicated to providing scholarship awards to students.

SECTION 3: Endowment

A percentage of funds raised each year shall be placed in the Endowment Fund. This amount is to be determined by the Board of Trustees annually. The principle of the Endowment Fund will not be invaded unless 2/3 of the Board of Trustees so affirms.

ARTICLE III

PRINCIPLE OFFICE

The principal office for the transaction of the business of the corporation shall be located within the Marathon Central School District in the county of Cortland, New York

ARTICLE IV

BOARD OF TRUSTEES

SECTION 1. Management

The Board of Trustees (Board) shall be charged with the management, programs, funds, and property of the corporation. It shall have full authority and it shall be its duty to carry out the purposes of the corporation.

SECTION 2. Number of Trustees

The Board shall consist of no less than nine and no more than twenty-one trustees as determined from time to time by the Board, plus such ex-officio members as may be allowed under SECTION 5.B of these by-laws.

SECTION 3. Quorum

A majority of the Trustees, then in office, shall constitute a quorum for the transaction of business.

SECTION 4. Action By the Board

So long as quorum is present, the vote of a majority of the Trustees present at a meeting shall be the act of the Board, unless otherwise provided herein or by law.

SECTION 5. Qualifications

Trustees shall have the following minimum qualifications:

A. They shall be residents of the Marathon Central School District, except that, at the discretion of the Board, membership may be open to nonresidents of the District who are interested in and concerned with the Marathon Community Scholarship Foundation. Each Trustee shall be at least eighteen years of age. One third of the Trustees shall be alumni of the school district.

B. In addition to the foregoing, the following shall be non-voting, ex-officio members of the Board. Each shall serve for one year, renewable by appointment.

1. The sitting Junior-Senior High School Principal
2. A guidance counselor from the Junior-Senior High School

SECTION 6. Election and Term of Office

The election of a person to the Board of Trustees shall be by majority vote of the Board of Trustees.

Except as provided below for the initial terms of the first Trustees, the term of office of each Trustee shall be for three years, commencing upon his or her election at the annual meeting of the Board. Each Trustee shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected, or until his or her prior resignation or removal.

At the organizational meeting of the first Board of Trustees, the Trustees shall divide themselves by draw into three equal groups. The first group shall consist of the Trustees whose term of office shall be one year; the second group shall consist of Trustees whose term of office shall be two years; the third group shall consist of Trustees whose term of office shall be three years.

SECTION 7. Resignation

A. Trustee may resign at any time by giving written notice to the Board, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

SECTION 8. Vacancies

Vacancies in the Board shall be filled by a majority of the remaining Trustees then in office even though less than a quorum. A successor Trustee so elected shall serve for the unexpired term of his or her predecessor.

SECTION 9. Regular Meetings

Regular meetings of the Board shall be held the third Monday of the month at a time and place to be determined by the Board. The Board may choose not to have a meeting in a given month, but it shall be convened at least quarterly.

SECTION 10. Special Meetings

Special meeting of the Trustees may be called for any purpose at any time by the President or by any four Trustees.

SECTION 11. Annual Meeting

The annual meeting of the Board shall be held the third Monday of September or at any other time or at a place designated by the Board. The annual meeting will have as agenda items the election of officers and the determination of endowment percentage from previous year funds.

SECTION 12. Place of Meetings

Regular and special meetings of the Board shall be held any place designated by the Board.

SECTION 13. Notice

Written [or e-mail] notice of the time and place of meetings shall be delivered to each member at least five days before the date of the meeting unless it is convened for an emergency at which time phone calls will be accepted as legitimate notification of such meeting.

SECTION 14. Adjournment

A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 15. Action Without a Meeting

Any action by the Board may be taken without a meeting if all Trustees, then in office, individually or collectively, consent in writing to such action. Written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 16. Removal

A Trustee may be removed from office by the Board for cause.

SECTION 17. Fiscal Year

The fiscal year of the corporation shall be July 1 to June 30.

ARTICLE V

SECTION 1. Officers

The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board may appoint, selected from among the Trustees. One person other than the President may hold more than one of these offices. The Treasurer shall be the chief financial officer.

SECTION 2. Election, Term

The initial officers shall be elected at the initial meeting of the Board. Thereafter, officers shall be elected at the annual meeting of the Board for a term of one year. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected and qualified.

SECTION 3. Removal, Resignation, Vacancies

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of death, resignation or removal of an officer, the Board, in its discretion, may elect or appoint a successor to fill the un-expired term.

SECTION 4. President

Subject to the control of the Board, the President shall have general supervision, direction, and control of the business and affairs of the corporation. He or she shall preside at all meetings of the Board, supervise all corporate affairs and keep the Board informed. He or she shall have such other powers and duties, as may be prescribed from time to time by the Board.

SECTION 5. Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

SECTION 6. Secretary

The Secretary shall keep a full and complete record of the proceedings of the Board, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board.

SECTION 7. Treasurer

The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board. The Treasurer shall keep the accounts of corporate receipts and disbursements. Yearly, at the annual meeting of the Board, he or she will present a Treasurer's report of the corporation's financial status. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VI

AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and new By-Laws adopted by the vote of two-thirds of the Trustees at any Board meeting for which requisite notice was provided.

ARTICLE VII

COMMITTEES

The Board shall create and appoint all standing and special committees and designate the duties of these committees, as it may from time to time deem necessary to promote the purposes of the corporation. Each such committee shall serve at the pleasure of the Board.

ARTICLE VIII

SEAL

The Seal of the corporation shall be as follows:



ARTICLE IX

CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE X

INDEMNIFICATION/LIABILITY

The corporation is authorized to purchase insurance for the indemnification of all Board Members and officers.

No person who is now, or who later becomes, a Trustee shall be personally liable for any covenants, stipulations, promises, and agreements shall be had against any past, present or future Trustee; and any and all creditors of the corporation shall look only to assets of the corporation for payment.

ARTICLE XI

RULES OF ORDER

The rules contained in Robert's Rules of Order Revised shall govern the corporation in All cases to which they are applicable, provided they are consistent with the By-Laws Or the special rules of order of the corporation.

ARTICLE XII

COMPENSATION

Neither the officers, Trustees, nor any members serving on committees, shall receive any salary or compensation for services rendered to the Board.

ARTICLE XIII

DISSOLUTION PROVISION

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or to the federal government, or to a state or local government, including the Marathon Central School District for a public purpose, subject to a Justice of the Supreme Court of the State of New York.

ARTICLE XIV

NON-INUREMENT PROVISION

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution or any of the assets on dissolution of the corporation.

ARTICLE XV

RESTRICTIVE LEGISLATION PROVISION

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code SECTION 501(h) or participating in, or intervening in (including The publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XVI

RESTRICTIVE PURPOSES AND ACTIVITIES PROVISION

Notwithstanding any other provision of these By-Laws, the corporation is organized exclusively for the educational, charitable, scientific, and literary purposes of the Marathon Community Scholarship Foundation, as specified in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under SECTION 501 (c)(3) June 22, 1998 of the Internal Revenue Code of 1986.