



AIRPORT COMMUNITY SCHOOLS

Airport Community Schools Foundation

11270 Grafton Rd., Carleton, MI 48117

734-654-4039 (p) | 734-654-4014 (f)

Bylaws of the

Airport Community Schools Foundation

ARTICLE I: ORGANIZATION

Section 1. Name.

The name of this organization is the Airport Community Schools Foundation.

Section 2. Location.

The principal office of the Foundation shall be located in Carleton, Monroe County, Michigan. The Foundation may have such other offices which may be designated by the Board of Directors. The post office address of the Airport Community Schools Foundation is:

Airport Community Schools
11270 Grafton Road
Carleton, MI 48117

Section 3. Statement of Mission & Goals.

The initial Board of Directors shall create the Foundation's statement of purpose and mission and establish goals for the organization to be included in the Foundation's bylaws. The Foundation shall review the statement of mission and goals annually during its organizational meeting.

Section 4. Nondiscrimination Statement.

The Airport Community Schools Foundation and/or its duly authorized agents and bodies shall not discriminate against any individual group for reasons of race, color, creed, sex or sexuality, gender identity, age, culture, national origin, religion, marital status or physical capability.

Section 5. Political Activity Statement.

The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 6. Statements.

A. The Airport Community Schools Foundation was established in 2021 to enhance the educational programs of Airport Community Schools. It is a nonprofit 501(c)3 charity as set forth in the Internal Revenue Code.

B. Airport Community Schools is a public school district in Southeast Michigan, covering approximately 110 square miles in Monroe County and part of Wayne County. It serves about 2,600 students.

ARTICLE II: DIRECTORS

Section 1. General Powers.

The business and affairs of the Foundation shall be managed by its Board of Directors, which shall have and exercise all of the powers of the Foundation, subject to the limitations imposed by these bylaws.

Section 2. Number of Directors.

The number of directors on the Board of Directors of the Foundation shall be no less than five (5) voting members. The number of directors may be increased or decreased by amendment of these bylaws. If the number of directors is decreased by amendment of these bylaws, each director in office shall serve until his or her term expires or until resignation or removal as herein provided.

Section 3. Election and Term.

The term of office of four (4) of the nine (9) voting members of the initial Board of Directors shall expire at the annual meeting of the Board of Directors held in 2024. The term of office of another four (4) voting members of the initial Board of Directors shall expire at the annual meeting held in 2026. The ninth (9th) voting member will be the acting Airport Community Schools Board of Education president or Board designee, a standing member.

Thereafter, voting members of the Board of Directors shall be appointed by a majority vote of the directors to serve for a term of four (4) years. A director shall hold office until his or her successor is duly appointed and qualified. Any director may be reappointed after the expiration of his or her term.

In addition to those voting members, the Superintendent of Airport Community Schools shall, at all times, be considered a non-voting member of the Board of Directors of the Foundation. No more than four (4) of the nine (9) voting members shall be affiliated with Airport Community Schools.

Section 4. Removal.

Any director may be removed at any time with or without cause by the vote of two-thirds of Directors at a meeting in which the full Board is present.

Section 5. Resignation

Any Director may resign at any time by giving written notice to the President and Secretary of the Board, and unless otherwise specified, such resignation shall be effective upon delivery to the President and Secretary. The Board of Directors may thereafter, at any meeting, accept the resignation of any such Director of the Foundation.

Section 6. Vacancies.

Any vacancy on the Board of Directors, whether created by death, resignation, or removal of a Director or by an increase in the number of directors may be filled at any time by appointment of the Board of Directors. Directors so appointed shall take office upon signing an acceptance of appointment at the next regularly scheduled meeting of the Board of Directors.

Section 7. Compensation.

Directors shall not receive any stated salary for their services as directors, but by resolution of the Board, a reasonable sum for expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the Board.

ARTICLE III: MEETINGS

Section 1. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held no later than the first Monday in March of each year at the Superintendent's Office of Airport Community Schools without further notice than these bylaws for the purpose of electing officers of the Foundation and transacting such other business as may properly come before the meeting.

The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors, along with a meeting schedule, without other notice than such resolution.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place and time for the holding of any special meeting of the Board.

Section 3. Notice of Special Meetings.

Notice of any special meeting shall be given in writing at least twenty-four (24) hours prior to the date of any such meeting and the same shall be delivered personally, mailed, sent via facsimile or sent via email.

- If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, postage prepaid, so addressed to the director at his or her last known address.
- If notice is given by facsimile, such notice shall be deemed to be delivered when transmitted to the director's facsimile number.
- If sent via email, such notice shall be deemed delivered when transmitted to the director's email address.

Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum.

A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at a meeting, a majority of the directors' present may adjourn the meeting without further notice.

Section 5. Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number of directors is required by law, the Articles of Incorporation or these bylaws.

Section 6. Presumption of Assent.

A director of the Foundation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7. Action Without Meeting.

Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes filed with the corporate records reflecting the action taken. Action taken without a meeting is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 8. Telephone/Video Conference.

Directors may participate in any meeting of the Board of Directors through the use of conference telephone, video or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 9. Adjournments.

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned.

At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

Section 10. Rules of Order.

Robert's Rules of Order, latest available edition, shall be recognized as the authority governing the meetings of the Board of Directors in all instances wherein its provisions do not conflict with these bylaws, the Articles of Incorporation or any statute of the State of Michigan.

ARTICLE IV: OFFICERS

Section 1. Number.

The officers of the Foundation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors and each of whom shall be a director of this Foundation.

In the event of a vacancy, the Board of Directors shall appoint a successor for the remaining term.

Section 2. Election and Term of Office.

The officers of the Foundation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors as set forth in these bylaws. If the election of the officers shall not be held at such meeting of the Board of Directors, such election shall be held as soon thereafter as is possible.

Each officer shall hold office until his or her successor has been duly elected and assumed office.

Section 3. Removal.

Any director may be removed at any time with or without cause by the vote of two-thirds of Directors at a meeting in which the full Board is present.

Section 4. Resignation.

Any officer may resign at any time by giving written notice to the President and Secretary of the Board, and unless otherwise specified, such resignation shall be effective upon delivery to the President and Secretary. The Board of Directors may thereafter, at any meeting, accept the resignation of any such officer of the Foundation.

Section 5. Vacancies.

A vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Compensation.

Officers shall not receive any stated salary for their services as directors, but may be entitled to reimbursement of any expense authorized by the Board of Directors which was incurred on behalf of the Foundation.

ARTICLE V: DUTIES OF OFFICERS

Section 1. President.

The President shall be the chief executive officer of the Foundation and subject to the control of the Board of Directors. The President shall supervise and control all of the business affairs and property of the Foundation and shall provide leadership, work closely with other officers and maintain communications to ensure proper evaluation of performance. The president shall, when present, preside over all meetings of the Board of Directors of the Foundation.

In addition, the President shall have such other duties and responsibilities as are incident to the office or assigned to the President by these bylaws or the Board of Directors.

Section 2. Vice President.

In the absence of the President, in the event of the President's death, inability or refusal to act or at the request of the President, the Vice President shall perform the duties of the President and when so acting, shall have all of the powers of and be subject to all of the restrictions placed upon the President.

In addition, the Vice President shall have such other duties and responsibilities as are incident to the office or assigned to the Vice President by these bylaws or the Board of Directors.

Section 3. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors, and all committees thereof, in one or more books provided for that purpose. The Secretary shall also see that all notices are given in accordance with the provisions of these bylaws or as required by law. In the absence of the President, or in the event of his/her death, inability or refusal to act, and in the further event that there is no Vice President capable or willing to act, then the Secretary shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions placed upon the President.

In addition, the Secretary shall have such other duties and responsibilities as are incident to the office or assigned to the Secretary by these bylaws or the Board of Directors.

Section 4. Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds of the Foundation and keep full and accurate accounts of all receipts and disbursements of the Foundation, an inventory of the assets, and a record of the liabilities of the Foundation. The Treasurer shall also deposit all money and other securities in the name of the Foundation in such banks, trust companies or other depositories as may be designated by the Board of Directors, and he or she shall disburse the funds of the Foundation as ordered by the Board of Directors, taking proper vouchers for disbursements. The Treasurer shall prepare all statements and reports required by law, or as requested by the Board of Directors.

In addition, the Treasurer shall have such other duties and responsibilities as are incident to the office or assigned to the Treasurer by these bylaws or the Board of Directors.

Section 5. Assistant Secretaries and Assistant Treasurers.

The Board of Directors may designate one or more persons to serve as Assistant Secretary and Assistant Treasurer with such duties and responsibilities as may be designated in the resolution of appointment.

ARTICLE VI: COMMITTEES

Section 1. Authority to Create Committees.

The Board of Directors may establish and select the members of one or more committees as it determines necessary or desirable to carry out the purpose of this Foundation. Each committee,

when so established by the Board of Directors by resolution, shall consist of two or more directors of the Foundation. The creation of a committee and appointment of members must be approved by the greater of, (a) a majority of all of the directors in office when the action is taken; or (b) the number of directors required for the Board to act as provided herein.

Section 2. Manner of Acting.

The provisions hereof which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of the Board and their members. Members of a committee may participate in a meeting of the committee or conduct the meeting through telephone or video conference or through the use of any other means of communication by which all members participating in the meeting may simultaneously hear each other during the meeting. A member of a committee participating in a meeting by this means is deemed to be present at the meeting.

Section 3. Authority of Committees.

Committees of the Board of Directors may exercise the authority of the Board of Directors to the extent specified by the Board of Directors. Notwithstanding the foregoing, a committee of the Board of Directors may not: (a) authorize distributions; (b) approve or recommend to members the dissolution, the merger or the sale, pledge or transfer of all or substantially all of the Foundation's assets; (c) elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees; or (d) adopt, amend or repeal the Articles of Incorporation or these bylaws. The designation or appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon such director by law, these bylaws or the Articles of Incorporation of this Foundation.

ARTICLE VII: CONTRACTS, LOANS, CHECKS, DEPOSITS, GIFTS, INVESTMENTS

Section 1. Contracts.

The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Foundation, and such authority may be general or confined to specific instances.

Unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit or render it liable pecuniary for any purpose or for any amount.

Section 2. Loans.

No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a specific resolution of the Board of Directors.

Without authority by the Board of Directors, no officer, agent or other person shall have the power or authority to bind the Foundation to any such indebtedness or render the Foundation liable for the repayment of the same.

Section 3. Drafts, Checks, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer(s) or agent(s) of the Foundation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Foundation not otherwise employed, shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts.

The Board of Directors may accept, on behalf of the Foundation, any contribution, gift, bequest, or devise for their general purpose or for any special purposes of the Foundation. The Board of Directors may also decline to accept any gift to the Foundation.

Section 6. Investments.

The Foundation shall have the right, subject to any restrictions contained in the Articles of Incorporation or these bylaws, to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restrictions, provided, however, that no action shall be taken by or on behalf of the Foundation if such action is a prohibited transaction or would result in the denial of tax exemption under Sections 501, 503, 504, 509 or 170 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In addition, thereto, in the event that a gift or device is received by the Foundation with certain restrictions thereon regarding the investment thereof, once said gift or device is accepted by the Foundation, any restrictions placed thereon shall bind the Foundation to honor those restrictions. However, in the event that such restrictions may directly or indirectly affect the tax exempt status of the Foundation, those gifts shall be rejected by the Foundation.

ARTICLE VIII: VOTING STOCK OWNED BY FOUNDATION

Section 1. Voting Stock.

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Foundation to vote, either in person or by proxy, at any meeting of shareholders of any Foundation in which this Foundation may hold stock and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Foundation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted.

ARTICLE IX: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 1. Corporate Earnings.

No director, officer, employee or person connected with the Foundation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the Foundation; provided, however, this shall not prevent the payment to any person of reasonable compensation for services rendered to or for the Foundation or actual out-of-pocket expenses incurred by any such person when acting on behalf of the Foundation or in furtherance of the Foundation's purposes as shall be fixed and paid by the Board of Directors.

In addition, no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. Upon dissolution and winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied or provision made therefor, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over as provided in the Articles of Incorporation.

ARTICLE X: MISCELLANEOUS

Section 1. Fiscal Year.

The fiscal year of the Foundation shall end on the 31st day of December of each year.

Section 2. Records.

The officers, directors and other employees of the Airport Community Schools Foundation shall maintain such books, records, and counts of the Foundation's business and affairs. The Foundation shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the Foundation shall be, at all times during reasonable business hours, subject to inspection by any Director.

Section 3. Waiver of Notice.

Whenever any notice is required to be given to any director of the Foundation under the provisions of these bylaws or under the provisions of the Michigan Nonprofit Foundation Act, a waiver thereof in writing, signed by the director entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Section 4. Periodic Review.

These bylaws shall be reviewed periodically and may be amended, or new bylaws may be adopted, at a regular, annual or special meeting of the Board of Directors held for such purpose by the affirmative vote of two-thirds of the authorized number of members of the Board of Directors, provided that a full statement of the amendment shall be set forth in the notice of call of such meeting.

ARTICLE XI: INDEMNIFICATION

Section 1. Indemnification.

Any person who at any time serves or has served as a director, officer, employee or agent of the Foundation or in such capacity by resolution of the Board of Directors for any other corporation, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the Foundation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Board of Directors of the Foundation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Foundation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall insure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of this bylaw.

Section 2. Insurance.

The Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation director, officer employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

Adopted: Dec. 15, 2021



Gary Baker, President



Kristin Anikewich, Director



Renae Turner, Vice President



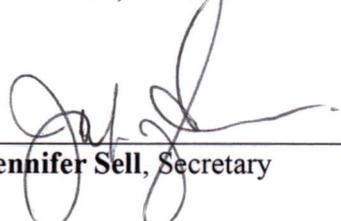
Michelle Bell, Director



Chad Bass, Treasurer



Chuck Collert, Director



Jennifer Sell, Secretary



Kevin Thomas, Director



Will Lang, Director