**Bylaws**

**of**

**Amish Descendant Scholarship Fund**

**An Indiana Mutual Benefit Nonprofit Corporation**

**Preface**

1. The name of the corporation is Amish Descendant Scholarship Fund.

2. The corporation is organized in accordance with the laws of the State of Indiana. The corporation has not been formed for the making of any profit, or personal financial gain. The assets and income of the corporation shall not be distributable to, or benefit the trustees, Directors, or Officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the corporation. This corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax. The corporation shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

3. The Amish Descendant Scholarship Fund provides scholarships and mentorship for students from Amish or Plain Anabaptist backgrounds who are pursuing higher education. Our mission is to build a supportive community that helps these students navigate the challenges of college after an early education typically limited to the eighth grade.

4. The corporation is organized exclusively for charitable purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**Article I**

**Meetings**

**1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**2. Special Meetings.** Special meetings maybe be requested by the President or the Board of Directors. A special meeting of Directors is not required to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a manner pursuant to which the Directors have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the Directors, pose questions, and make comments.

**3. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all Directors of record at the address shown on the corporate books at least ten (10) days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary United States mail, properly addressed, with postage prepaid.

**4. Place of Meeting.** Meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice. Unless the Articles of Incorporation or Bylaws provide otherwise, the board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during this meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting. Directors shall have the right to attend all such meetings, either in person or virtually by electronic means.

**5. Quorum.** A majority of the Directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Directors results in representation of less than a quorum.

**6. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

**Article II**

**Directors**

**1. Number of Directors.** The corporation shall be managed by a Board of Directors consisting of at least three (3) Directors.

**2. Election and Term of Office.** The Directors shall be elected by the existing Directors at the annual meeting. Each Director shall serve a term of one (1) year, or until a successor has been elected and qualified.

**3. Quorum.** A majority of Directors shall constitute a quorum.

**4. Adverse Interest.** In the determination of a quorum of the Directors, or in voting, the disclosed adverse interest of a Director shall not disqualify the Director or invalidate his or her vote.

**5. Regular Meeting.** The Board of Directors shall meet immediately after the election for the purpose of electing Officers, appointing committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**6. Special Meeting.** Special meetings may be requested by the President, Secretary, or any two (2) Directors by providing five (5) days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two (2) weeks after the meeting. A special meeting of Directors is not required to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a manner pursuant to which the Directors have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the Directors, pose questions, and make comments.

**7. Procedures.** The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A Director of the corporation 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. The Board shall keep written minutes of its proceedings in its permanent records.

**8. Informal Action.** Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Directors or all of the members of the committee of Directors, as the case may be.

**9. Removal/Vacancies.** A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

**11. Dual Roles.** Any Director may also serve as an Officer, and vice versa, except that no person may hold more than one (1) office.

**Article III**

**Advisory Board**

**1. Establishment.** The Board of Directors, in its sole discretion, may establish an Advisory Board, the mission of which is to advise the Board of Directors and to support the corporation.

**2. Number of Members.** The Advisory Board may have as many members as the Board of Directors shall determine.

**3. Compensation.** The Advisory Board shall be uncompensated unless the Board of Directors, in its sole discretion, shall establish compensation for Advisory Board members.

**4. Not Employees.** No member of the Advisory Board shall be an employee of the corporation. No such member shall be eligible to receive employee benefits from the corporation.

**5. Tenure.** The Advisory Board shall serve at the pleasure of the corporation. The Board of Directors reserves the right to remove any Advisory Board member from the Advisory Board at any time.

**6. Meetings.** The Advisory Board may attend regular and special meetings of the Board of Directors and may, if requested by the Board of Directors, participate in such meetings; provided, however, that Advisory Board members shall not have the right to vote at such meetings and shall not be counted for determining whether a quorum exists.

**7. Rights/Duties.** Advisory Board members shall have no rights or duties to the corporation other than those set forth in these Bylaws or that the Board of Directors, in its sole discretion, may determine or assign.

**Article IV**

**Members**

**1. Members.** The corporation shall have Members.

**2. Members Identified.** The Members of the corporation shall be students from Amish or Plain Anabaptist backgrounds who are pursuing higher education and who are selected to receive scholarships and/or to receive mentorship services from the corporation. If such a student is a minor, then the student’s parent(s) shall hold the student’s Membership for the student as the student’s guardian until the student reaches the age of majority.

**3. Members as Beneficiaries of Corporation.** The Members of the corporation are the beneficiaries of the corporation.

**4. No Other Rights.** Members shall have no rights with respect to the corporation other than to receive scholarships or mentorship services from the corporation or its agents.

**5. Revocation.** The corporation retains the right to revoke a Membership in its sole and unfettered discretion.

**Article V**

**Officers**

**1. Offices Established.** The Officers of the corporation shall be a President, an Operations Manager, a Secretary and a Treasurer.

**President.** The President shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

**Operations Manager.** The Operations Manager shall conduct the operations of the corporation on a day-to-day basis, subject to the direction of the President and the Board of Directors.

**Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the corporation as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**2. Election and Term of Office.** The Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each Officer shall serve a one (1) year term or until a successor has been elected and qualified.

**3. Removal or Vacancy.** The Board of Directors shall have the power to remove any Officers or agents of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**4. Dual Roles.** Any Officer may also serve as a Director, and vice versa, except that no person may hold more than one (1) office.

**Article VI**

**Execution of Instruments**

All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President and the Secretary. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Secretary. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any Officer or agent that is specifically designated by resolution of the Board of Directors.

**Article VII**

**Amendment to Bylaws**

The Bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed amendments shall be distributed to all Directors at least ten (10) days before the meeting.

**Article VIII**

**Indemnification**

Any Director or Officer who is involved in litigation by reason of his or her position as a Director or Officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

**Article IX**

**Dissolution**

The corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the Board of Directors. In the event of the dissolution of the corporation, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other corporation or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational corporation, organized under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this corporation, as determined by the Board of Directors.

**Certification**

I certify that the foregoing is a true and correct copy of the Bylaws of the above-named corporation, duly adopted by the Board of Directors, effective \*\*\*, 2025.

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Eythana Miller, Secretary