

LAWRENCE & ARTELIA PERRY SCHOLARSHIP FUND
[An IRS 501(c)(3) Organization]
BYLAWS

ARTICLE I
Purposes of the Corporation

Section 1.01. Purposes. As set forth in the Articles of Incorporation, the Lawrence and Artelia Perry Scholarship Fund is organized exclusively for charitable and educational purposes. Specifically, this Fund is organized to provide scholarships on the bases of merit and need to students who are graduates of the public schools in Durham, NC and who are enrolled at Bennett College (Greensboro, NC), Livingstone College (Salisbury, NC), or North Carolina Central University (Durham, NC). The Lawrence and Artelia Perry Scholarship Fund will raise money through solicitations, sales of books, and other fundraising events only for the purpose of providing such scholarships.

ARTICLE II
Offices

Section 2.01. Location. The office of the Lawrence and Artelia Perry Scholarship Fund is 321 East Chapel Hill Street, Durham, North Carolina 27701.

ARTICLE III
Board of Directors

Section 3.01. Power of Board. The affairs of the Lawrence and Artelia Perry Scholarship Fund shall be managed by the Board of Directors.

Section 3.02. Number of Directors. The number of Directors of the Lawrence and Artelia Perry Scholarship Fund shall be not fewer than seven nor more than twenty-five. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws. No decrease or increase shall shorten the term of any incumbent Director nor change the composition of the Board specified in 3.03(d).

Section 3.03. Election and Term of Directors.

- (a) The initial Board of Directors of the Lawrence and Artelia Perry Scholarship Fund shall consist of the persons designated in the agreement, "*Agreement to Participate in Financing of Artelia: Portrait of an American Matriarch*," executed by the progeny of Lawrence and Artelia Perry. These persons shall hold office until they resign, die, or are removed.
- (b) Persons will be elected to serve as directors by approval of the Board upon nomination by the Nominating Committee and shall remain Board members according to their desire to serve unless by Board action the person is removed according to action specified in Section 3.06.
- (c) During the first year of operation, the Board shall name at least three additional persons to the Board to represent the three institutions of higher education: Bennett College, Livingstone College, and North Carolina Central University (hereafter referred to as institution(s)). The

president of the local (Durham, NC) alumni association will be asked to name these representatives. If there is no alumni association in Durham or Durham County, the Board will elect a representative based on the recommendation of the president of the institution. In subsequent years, the Board will maintain representation of the three schools on the Board by recommendation of the presidents of the local alumni associations, by designating members of the Board who are alumni, or by electing new members to the Board who are alumni of the institutions.

- (d) The majority of the members of the Board must be composed of persons who are neither progeny of Lawrence and Artelia Perry nor spouses of progeny.

Section 3.04. Qualifications.

- (a) Directors must be citizens of the United States.
- (b) Board members must be available to be active with the Board of Directors as evidenced by attendance at Board meetings, contributing membership on Board committees, and participation in activities sponsored by the Board.
- (c) Board members will make cash contributions annually to the Lawrence & Artelia Scholarship Fund, not including payments for admission to activities sponsored by the Board.

Section 3.05. Vacancies. If a member of the initial Board resigns, dies, or is removed, the Board may elect a replacement, provided that the majority on the board maintains the composition specified in Section 3.03 (d).

Section 3.06. Removal of Directors. Upon recommendation by the Chair of the Board or the Nominating Committee, a director may be removed by the Board of Directors at any regularly scheduled or special meeting of the Board of the Directors, if whenever ~~in~~ the Board judges that a director does not adequately meet the qualifications stated in Section 3.04 or for other reasons that the Board deems are in the interest of the Corporation.

Section 3.07. Resignation. Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 3.08. Quorum of Directors and Action by the Board. A majority of the directors presently in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.09. Meetings of the Board.

- (a) Meetings of the Board of Directors, regular or special, will be held at 321 E. Chapel Hill Street, Durham, NC or at other locations in the Durham vicinity as appropriate for Board meetings of charitable organizations.

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least one regular meeting a year, but may meet more frequently if circumstances require.

Section 3.10. Informal Action by Directors; Meetings by Conference Telephone.

(a) Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors' consent in writing through fax, mail, or by electronic mail. The written consents by the directors shall be filed with the minutes of the Board.

(b) The Board or a committee of the Board may hold a meeting by Conference call where all Board members or committee members have access to participating in the meeting and are able to communicate with one another. Such participation shall constitute attendance at the meeting.

Section 3.11. Voting. Each Director shall have one vote. All voting at meetings shall be done personally, and no proxy shall be allowed.

Section 3.12. Compensation. Directors shall not receive any compensation from the Lawrence & Artelia Perry Scholarship Fund for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

Section 3.13. Absence. Each Board member is expected to communicate with the Chair in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone call or other agreed-upon means of communication. Any Board member who is absent from three successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

ARTICLE IV

Committees

Section 4.01. Committees of Directors. The Board of Directors may designate committees, each consisting of two or more directors, which shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation. Unless otherwise provided by these Bylaws, members of all committees shall be appointed by the Chair of the Board or in accordance with these Bylaws.

Section 4.02. Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall be the officers of the Board.

Section 4.03. Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that The Lawrence and Artelia Perry Scholarship Fund's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The members of the Finance/Audit

Committee will include the 1st Vice Chair as Chair and at least two other persons appointed by the Chair of the Board in consultation with the 1st Vice Chair. Should the 1st Vice Chair not have the qualifications to serve as Chair of this Committee, the Chair of the Board shall appoint another Board member to serve as Chair of the Finance/Audit Committee.

Section 4.04. Nominating Committee. The Nominating Committee shall nominate a slate of officers for Board election at each annual meeting. The Nominating Committee shall also nominate new directors upon the resignation, removal, or death of a director; or after consideration of persons recommended by other directors to be members of the Board. The nominating committee shall be composed of the 2nd Vice Chair and two other directors ~~selected~~ appointed by the Chair of the Board in consultation with the 2nd Vice Chair. Should the 2nd Vice Chair not be available to serve as Chair of this committee, the Chair of the Board shall appoint another Board member to serve as Chair of the Nominating Committee.

Section 4.05. Scholarship Selection Committee. The Scholarship Selection Committee shall recommend the recipients and amounts of scholarship awards to the Board of Directors, which shall make final approval of each award. The Scholarship Selection Committee shall be composed of five to seven Directors, including the representatives for the three institutions.

Section 4.06. Other Committees. The Board of Directors may create other standing or ad hoc committees as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. Members of such committees shall be appointed by the Chair, and may include persons who are not members of the Board of Directors.

Section 4.07. Task Forces and Advisory Boards. The Board of Directors may create task forces and advisory boards as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. Members of such committees shall be appointed by the Chair, and may include persons who are not members of the Board of Directors.

Section 4.08. Term of Office. Each member of a committee, task force, or advisory board shall serve for one year or until the next annual meeting of the Board of Directors unless the committee is sooner dissolved. Members of task forces and advisory boards shall serve as stipulated by the Chair.

Section 4.09. Rules. Each committee, task force, or advisory board may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Section 4.10. Compensation. No committee member, task force, or advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board of Directors, unless such compensation is authorized by a majority of the Board members then in office.

ARTICLE V

Officers, Agents, and Employees

Section 5.01. Officers. The offices of the Board of Directors of the Lawrence and Artelia Perry Scholarship Fund shall consist of a Chair, a 1st Vice Chair, a 2nd Vice Chair, a Recording Secretary, a Corresponding Secretary, a Financial Secretary, a Treasurer, and a Parliamentarian. Officers shall not receive any salary and must be directors of the Corporation. Officers are elected by the Board of Directors. A person may hold only one office during a given term. At least one of the offices of Chair, 1st Vice Chair or 2nd Vice Chair shall be held by a member of the Board who is neither progeny of Lawrence and Artelia Perry nor a spouse of progeny. Either the office of Recording Secretary or Corresponding Secretary shall be held by a member of the Board who is neither progeny of Lawrence and Artelia Perry nor a spouse of progeny. Either the office of Financial Secretary or Treasurer shall be held by a member of the Board who is neither progeny of Lawrence and Artelia Perry nor a spouse of progeny. At least four of the eight officers of the Board shall be neither progeny of Lawrence and Artelia Perry nor a spouse of progeny.

Section 5.02. Terms of Office. The officers of the Board who serve during the first year of the Board's organization (2012-2013) shall serve for one year. Thereafter, the officers of the Lawrence and Artelia Perry Scholarship Fund shall be elected for two-year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed. Except for the office of Treasurer, an officer may not succeed himself/herself for more than one term.

Section 5.03. Removal. Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 5.04. Resignation from Office. Officers may resign at any time by providing written notice to the Chair, provided that they must maintain the office until a successor has been appointed or elected.

Section 6.05. 5.05. Powers and Duties. The powers and duties of the officers of the Lawrence and Artelia Perry Scholarship Fund shall be as follows:

- (a) **Chair.** The Chair shall develop agenda and preside at the meetings of the Board of Directors. The Chair shall serve as ex officio member of all Board committees and shall ensure the supervision and administration of the business and affairs of the Corporation. The Chair, as well as any other proper officer of the Lawrence and Artelia Perry Scholarship Fund Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter agreements necessary to carry out the purpose and programs of the Lawrence and Artelia Perry Scholarship Fund except where these Bylaws or other actions taken by the Board require the signature of some other officer or agent of the Corporation. The Chair shall communicate to other members of Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the purpose of the Lawrence and Artelia Perry Scholarship Fund; and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.
- (b) **1st Vice Chair.** In case of the absence of the Chair, or of her/his inability from any cause to act, the 1st Vice-Chair shall perform the duties of that office. The 1st Vice Chair shall assist the Chair in communicating to other members of Board of Directors such

matters and make such suggestions as may in her/his opinion tend to promote the purpose of the Lawrence and Artelia Perry Scholarship Fund. Except as provided in Section 4.03, the 1st Vice Chair shall serve as the chair of the Finance/Audit Committee.

- (c) **2nd Vice Chair.** In case of the absence of the Chair or 1st Vice Chair, or of their inability from any cause to act, the 2nd Vice-Chair shall perform the duties of the office of Chair. The 2nd Vice Chair shall assist the Chair in communicating to other members of Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the purpose of the Lawrence and Artelia Perry Scholarship Fund. Except as provided in Section 4.03, the 2nd Vice Chair shall serve as the Chair of the Nominating Committee.
- (d) **Recording Secretary.** The Recording Secretary will be responsible for keeping an accurate record of all meetings of the Board of Directors, maintaining the legal documents and official records of the corporation, and making available all records of the Lawrence and Artelia Perry Scholarship fund available to the public, and in general performing duties customary to the office of Recording Secretary and such other duties as from time to time may be requested by the Chair or by the Board.
- (e) **Corresponding Secretary.** The Corresponding Secretary will assist the Chair with notifying members of the Board about Board meetings and issuing statements to the public about the work of the Board. The Corresponding Secretary shall provide statements of contributions to all donors and in general perform duties customary to the office of Secretary and such other duties as from time to time may be requested by the Chair or by the Board. The Corresponding Secretary serves as the Assistant Recording Secretary.
- (f) **Financial Secretary.** The Financial Secretary shall receive all monies for the Scholarship Fund received from the public and directors, and shall keep a record of the same and make quarterly reports to the Board of these contributions. The Financial Secretary shall transfer as soon as possible all monies to the Treasurer for deposit along with itemization of the source of the funds.
- (g) The **Treasurer** shall receive funds from the Financial Secretary and deposit all funds of the organization, write checks for approved disbursements, and keep appropriate fiscal records as required by law including the record of deposits, disbursements, and balance. The Treasurer shall make a quarterly report to the Board on the status of the organization's account and make annual reports as required to the Internal Revenue Service. The Treasurer will assure that all funds are recorded, spent, and monitored consistent with funding requirements, legal requirements, and sound financial management. The office of Treasurer shall be occupied by a person with academic preparation in bookkeeping and accounting.
- (h) **Parliamentarian.** The Parliamentarian shall assure that the Bylaws of the organization are observed during the conduct of all meetings of the Board. In the case of disagreement among Board members as to appropriate procedure to be used in the conduct of business by the Board, the Parliamentarian shall advise the Chair as to procedures provided in the latest revision of *Robert's Rules of Order*.

Section 5.06. Agents and Employees. The Lawrence and Artelia Perry Scholarship Fund will have no compensated agents or employees, except those which may be employed incidentally to

carry out specific tasks. Should compensated agents or employees become necessary as deemed by the Board, the Board will amend the Bylaws to reflect present needs and conditions.

Article VI Guidelines for Scholarship Awards

Section 6.01. Eligibility. A student who is a graduating senior in a public school in Durham County, NC and has been accepted for admission by Bennett College, Livingstone College, or North Carolina Central University or who is a graduate of a public school in Durham County, NC; and is enrolled as an undergraduate at Bennett College, Livingstone College, or North Carolina Central University; and who submits a completed application to the Board of Directors of the Lawrence & Artelia Perry Scholarship Fund shall be considered by the Board of Directors for an award.

Section 6.02. Selection. Selection of the scholarship recipients and the amount of each award shall be made in the spring of each year by the Board of Directors based on recommendations by the Scholarship Selection Committee. Awards shall be made on the bases of merit and need, provided that a priority will be that an award is made to a student in each of the three institutions. The Scholarship Selection Committee may recommend to the Board that a recipient receive a scholarship award for a second year if other appropriate applications are not made.

Section 6.03. Application. The content and format of the application shall be approved by the Board of Directors.

Section 6.04. Distribution of Funds. The Scholarship Selection Committee shall recommend the number of awards and the amount of each award using the total amount approved for distribution by the Board of Directors. Funds will be awarded to recipients in the fall upon receipt of proof of enrollment accompanied by instruction that the funds should be used for those expenses specified on the application. No later than the end of the academic year in which the award is made, each recipient will be expected to provide documentation that the funds were utilized as specified.

Section 6.05. Venue of Announcement of Awards. The awards shall be announced at an annual fundraising event prior to the fall when the awards are distributed.

Section 6.06. Publicity. Announcements regarding the availability of scholarships from the Lawrence and Artelia Perry Scholarship Fund shall be made to the Durham chapters of the three alumni associations, to the three institutions, and to media outlets.

ARTICLE VII Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year, January 1 to December 31.

Section 7.02. Contracts. The Chair and the Treasurer may enter into contracts or execute and deliver other documents and instruments on behalf of the Lawrence and Artelia Perry

Scholarship Fund, which are consistent with the exempt purposes of the Lawrence and Artelia Perry Scholarship Fund. Such authority may be vested in other members of the Board of Directors from time to time for specific purposes.

Section 7.03. Gifts. The Board of Directors will accept cash gifts to carry out the exempt purposes of the Lawrence and Artelia Perry Scholarship Fund. The Fund may accept copyrights of literary works when the copyright may yield funds to carry out the purposes of the fund.

Section 7.04. Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of the Lawrence and Artelia Perry Scholarship Fund shall be signed by the Treasurer and either the Chair or the 1st Vice Chair.

Section 7.05. Deposits. All funds of the Lawrence and Artelia Perry Scholarship Fund shall be deposited to the credit of the Lawrence and Artelia Perry Scholarship Fund in the bank selected by the Board of Directors.

Section 7.06. Books and Records. The Lawrence and Artelia Perry Scholarship Fund shall keep (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members at the formal location of the Fund: 321 East Chapel Hill Street, Durham North Carolina 27701. All records of the Lawrence and Artelia Perry Scholarship Fund may be inspected by any Board member or by any member of the public at any reasonable time.

Section 7.07. Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

Section 7.08. Conflict of Interest. A conflict of interest may exist if any director will benefit materially in any way by a decision of the Board of Directors. Benefit is defined as direct and indirect remuneration as well as gifts or favors of any kind. If any director believes that a conflict of interest exists, the director is responsible for informing the Board of Directors of the possible conflict prior to discussion on the matter. The Board of Directors as a whole will decide if a conflict exists. If the Board determines that a conflict exists, the Board member with the conflict will not discuss or vote on the matter.

Section 7.09. Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws may be adopted, amended, or repealed by a majority vote of the directors then in office at any meeting of the Board of Directors.

Adopted: May 27, 2012

Amended: October 18, 2012

Amended: August 11, 2013

Amended: February 16, 2014

Amended: January 14, 2017