

Ana Tellez

MEMORIAL * SCHOLARSHIP

Bylaws

Approved 8.3.2025

ARTICLE I – NAME & PURPOSE

1. Name: The name of this corporation is Ana Tellez Memorial Scholarship, Inc.
2. Purpose: This corporation is incorporated as a nonprofit corporation under the laws of the State of Idaho and is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
3. Mission: The mission of the Ana Tellez Memorial Scholarship is to carry forward Ana's legacy by empowering students who embody the values she lived by: character, resilience, and a heart for service. The organization supports young people from Hagerman, Idaho who are working toward educational goals and striving to make a difference in their communities.
4. Restrictions: No part of the net earnings shall inure to the benefit of, or be distributable to, directors, officers, or other private persons, except for reasonable compensation for services rendered. The corporation shall not participate in any political campaign on behalf of any candidate for public office.

ARTICLE II – MEMBERSHIP

1. The corporation shall have no members. All rights and powers are vested in the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

1. Authority: The Board of Directors is the governing body and is responsible for overseeing the organization's activities, approving policies, and ensuring compliance with the mission and applicable laws.
2. Number: The Board shall consist of not fewer than three (3) directors.
3. Terms: Directors shall serve terms of three (3) years and may be re-elected without term limits unless otherwise decided by the Board.

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4. Election and Removal: Directors are elected by majority vote of the existing Board. A director may be removed by majority vote of the Board for misconduct, conflict of interest violations, or failure to fulfill duties.
5. Vacancies: Vacancies on the Board may be filled by majority vote of the remaining directors.
6. Quorum: A majority of currently serving directors constitutes a quorum for conducting business.
7. Voting: Each director has one vote. No proxy voting is permitted.
8. Compensation: Directors shall serve without compensation but may be reimbursed for pre-approved expenses incurred on behalf of the organization.

ARTICLE IV – OFFICERS

1. Officers: The officers of the corporation shall be President, Secretary, and Treasurer, with additional officers as deemed necessary by the Board.
2. Duties:
 - a. President: Presides over meetings, represents the corporation, and ensures adherence to mission and compliance with laws.
 - b. Secretary: Maintains corporate records, including meeting minutes, bylaws, and official correspondence.
 - c. Treasurer: Oversees financial records, prepares reports for the Board, and ensures compliance with IRS and state filings.
3. Terms: Officers shall serve two-year terms and may be re-elected without term limits unless otherwise decided by the Board.
4. Election: Officers are elected by the Board from among the directors at the first meeting following the expiration of an officer's term or when a vacancy occurs.
5. Removal: Officers may be removed by majority vote of the Board.

ARTICLE V – MEETINGS

1. Regular Meetings: The Board shall meet at least twice annually, with additional meetings as needed.

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2. Special Meetings: Special meetings may be called by the President or any two directors with at least seven (7) days' notice.
3. Notice: Notice may be given via email or other written communication.
4. Action Without Meeting: Any action required may be taken without a meeting if all directors consent in writing.

ARTICLE VI – CONFLICT OF INTEREST

1. Policy Adoption: The corporation shall maintain a written Conflict of Interest Policy consistent with IRS requirements.
2. Annual Statements: All directors and officers shall sign annual disclosure forms affirming they understand and will comply with the policy.
3. Handling Conflicts: Any director with a conflict must disclose it and recuse themselves from related discussion and votes.

ARTICLE VII – FISCAL POLICIES

1. Fiscal Year: The fiscal year of the corporation shall end on December 31.
2. Financial Oversight: The Treasurer shall present financial reports at least annually to the Board.
3. Bank Accounts: All organizational funds shall be deposited into accounts in the name of the corporation. The President and Treasurer of the corporation shall serve as authorized signers for the duration of their terms.

ARTICLE VIII – RECORDS

1. The corporation shall maintain correct and complete books and records of account, meeting minutes, and official documents. Records may be kept electronically.

ARTICLE IX – INDEMNIFICATION

1. To the fullest extent permitted by Idaho law, the corporation shall indemnify any director or officer who acts in good faith on behalf of the corporation against claims or liabilities incurred in such capacity.

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ARTICLE X – AMENDMENTS

1. These bylaws may be amended by a two-thirds (2/3) vote of the Board at any meeting.

ARTICLE XI – DISSOLUTION

1. Upon dissolution, assets shall be distributed to one or more organizations that are tax-exempt under Section 501(c)(3) of the Internal Revenue Code and have a similar charitable purpose serving the Hagerman community.