

**Charles T. Davidson
Scholarship Fund, Inc.**

Bylaws

Bylaws of Charles T. Davidson Scholarship Fund, Inc.

Article I. Name; Purpose and Objectives

1.1 Name

The name of this not-for-profit Corporation shall be the Charles T. Davidson Scholarship Fund, Inc. ("CTDSF" or the "Corporation").

The Corporation shall be organized as a not-for-profit Corporation under the laws of the State of New York and the applicable rules of the Internal Revenue Code of 1986, as amended.

1.2 Purpose and Objectives

The purpose of the CTDSF is to establish a scholarship fund that will support minority students seeking an education in the accounting, finance and business disciplines. The Corporation's objectives include:

- Offering scholarships and financial assistance to minority students in high school and college who are pursuing careers in the accounting, finance and business related professions;
- Ensuring that no part of the Corporation's funds shall inure to the benefit of, or be distributable to, any Officer or Director as compensation for services provided; and
- Sponsoring fundraising activities in order to maximize the effectiveness of funds contributed to the Corporation.

Article II. Seal

2.1 The seal of the Corporation shall be maintained by the Secretary.

Article III. Board

3.1 Number of Directors

The Board of Directors ("Board") shall consist of a minimum of three (3) Directors and a maximum of fifteen (15) Directors. The number of Directors may be changed by resolution of the Board. The Board may include the Immediate Past President of the Corporation, subject to a majority vote of the Directors.

3.2 Powers of the Board

The business of the Corporation shall be managed by or under the direction of its Board of Directors. The Board shall be responsible for overall policies and direction of the CTDSF, and may delegate responsibility for day-to-day operations of the Corporation to one or more Officers. The Board, however, shall retain authority to approve or deny any requests for scholarships and to recommend the dispensing of corporate funds. The Board may exercise all powers requisite for the purposes of the CTDSF, not inconsistent with these Bylaws or with duly enacted resolutions of the CTDSF, including but not limited to, the authority to prescribe policies and procedures for the CTDSF and to enact resolutions binding upon the CTDSF.

3.3 Election of Directors

The election of new Directors or the election of current Directors to a second term shall occur as the first item of business at any designated meeting of the Board, including any annual meeting of the Board. A Director shall be elected by a majority vote of the current Directors serving on the Board.

3.4 Term of Office

Directors shall hold office for a two-year term until their successor is duly elected or until their resignation or removal. The Chairman and Vice Chairman of the Board shall hold office for one (1) year until their successor is duly elected or until their resignation or removal.

3.5 Expenses

No member of the Board shall receive compensation. Each Director shall be entitled to reimbursement from the Corporation for reasonable expenses incurred with respect to its duties as a member of the Board (including reasonable expenses incurred traveling to and from Board meetings).

3.6 Chairman

The Board shall designate a Chairman, who shall preside over all meetings of the Board. In the Chairman's absence, a Vice Chairman designated by the Board shall preside over and act as Chairman of the meetings of the Board. The Chairman shall work directly with the President to set meeting agendas, act as spokesperson for the Board, and perform such other duties as associated with the position. The Chairman shall report on the affairs of the Corporation at any designated meeting of the Board, including any annual meeting.

Article IV. Resignation, Removal and Vacancies of Directors

- 4.1 Any vacancy in a Board seat shall be filled by the members of the Board. When a vacancy on the Board exists, nominations for new Directors may be sent by

current Board members to the Secretary at least two (2) weeks prior to the next Board meeting. These nominations shall be distributed to Board members with the regular Board meeting announcement, and shall be voted upon at the next Board meeting.

- 4.2 Any Director may resign at any time by delivering a written resignation to the Corporation, the Chairman of the Board, the President, the Secretary or the Board of Directors. Such resignation shall be effective upon receipt, unless a different time is specified for effectiveness of such resignation.
- 4.3 Any Director may be removed for cause by a three-fourths (3/4) vote of the remaining Directors on the Board.
- 4.4 Any Board member with an excess of three (3) unexcused absences from Board meetings in a one-year period shall be dismissed from the Board.
- 4.5 The remaining members of the Board shall have the power, by majority vote, to elect a qualified member to fill the vacancy for the unexpired term of a Board member removed under Section 4.2, 4.3 or 4.4.

Article V. Officers

5.1 Designation of Officers

The Officers of the Corporation shall include a President, Secretary, Treasurer and such other Officers as the Board deems appropriate.

5.2 Duties of the Officers

5.2.1 *President* - Subject to the supervision and direction of the Board, the President shall be the primary channel of communication and point of contact between the Corporation and the Board, shall consult with the Chairman in relation to establishing the agenda for Board meetings, ensure that all orders and resolution of the Board are carried into effect, and shall otherwise oversee the day-to-day management of the Corporation.

5.2.2 *Secretary* - The Secretary shall maintain custody of all official records of the CTDFS, including the bylaws of the Corporation. The Secretary shall be responsible for recording the minutes of meetings of the Board, keeping the minutes of all Board meetings and any committee meetings in a minute book, and distributing the minutes to Board members no later than two (2) weeks after each Board meeting. The Secretary shall also keep in safe custody the seal of the Corporation. The Secretary shall perform such other duties as may from time to time be assigned by the Board or these Bylaws.

5.2.3 *Treasurer* - The Treasurer shall have custody of the Corporation's funds, and shall be responsible for preparing the Corporation's operating budget and the annual informational return for the IRS. The Treasurer shall also be responsible for maintaining the accounting and financial records of the Corporation, keeping full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and depositing (or causing to be deposited) moneys or other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall assist in the development of fundraising plans and submit periodic financial reports to the Board as requested by the Board. The Treasurer shall provide an annual financial report of the Corporation to the Directors in a reasonable timeframe to be determined by the Board. The Treasurer shall perform such other duties as may from time to time be assigned by the Board or these Bylaws.

5.3 Appointment of Officers

Officers shall be elected annually in a manner prescribed by the Board.

5.4 Term Limits of Officers

The President, Secretary and Treasurer shall hold office for one (1) year following the year of their appointment and until their successors are appointed by the Board.

5.5 Expenses

No Officers of the Corporation shall receive compensation. Each Officer shall be entitled to reimbursement from the Corporation for reasonable expenses incurred with respect to its duties as an Officer. The Board shall prescribe policies and procedures for such approval and payment.

Article VI. Resignation, Removal and Vacancies of Officers

6.1 Vacancies occurring among the Officers of the Corporation shall be filled by the Board. When a vacancy exists, nominations for new Officers may be sent by any member of the Board to the Secretary at least two (2) weeks prior to the next Board meeting. These nominations shall be distributed to Board members with the regular Board meeting announcement, and shall be voted upon at the next Board meeting.

6.2 Any Officer may resign at any time by delivering a written notice to the Corporation. Such notice shall be effective upon receipt by the Secretary, unless a different time is specified in the notice for effectiveness of such resignation.

- 6.3 Any Officer may be removed from office at any time, for cause, by a three-fourths (3/4) vote of the Board. Any vacancy occurring in any office may be filled by the Board of Directors in accordance with Section 6.1.

Article VII. Meetings

7.1 Annual Meeting

There shall be an annual meeting of the CTDSF at a time and place to be determined by the Board.

7.2 Regular Meetings

Regular meetings of the Board shall be held at least monthly at a time and place to be determined by the Board.

7.3 Special Meetings

Special Meetings may be held at any time when called for by the Chairman or when requested to do so by a petition of at least one-third (1/3) of the Board.

7.4 Meetings by Telephone Conference

Unless otherwise required by law, any member of the Board may elect to participate in a meeting of the Board by telephone conference or similar means of communications so long as all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

7.5 Quorum

Sixty percent (60%) of the members of the Board present in person at a meeting shall constitute a quorum of the Board. In the absence of a quorum, no action shall be taken except to adjourn the meeting to a subsequent date when a quorum can be obtained.

7.6 Action at Meetings

Unless otherwise required by law, any action by the Board shall require the affirmative vote of a simple majority of the Directors (*i.e.*, one more than half of the Board members present).

7.7 Action in Lieu of Meetings

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting (without notice), pursuant to one or more written

resolutions, if all of the Directors consent thereto in writing or by electronic transmission, and such writings or electronic transmissions are filed by the Secretary with the minutes of the proceedings of the Board.

7.8 Notice

Notice of each Board meeting stating the date, time, place and agenda of any meeting of the Board shall be given to each Director personally, or by facsimile or electronic transmission not less than seven days before the date of the meeting.

Article VIII. Committees

8.1 The Board may, by resolution adopted by a majority of the entire Board, appoint standing and ad hoc committees, including the following committees:

8.1.1 Strategic Planning Committee - This committee shall be responsible for developing the Corporation's three or five year strategic plan and recommending the plan to the Board for approval.

8.1.2 Fundraising Committee – This committee shall be responsible for identifying potential donors and opportunities to raise funds for the Corporation.

8.1.3 Nominating Committee – This committee shall be responsible for determining the slate of Director nominees for election to the Board.

8.1.4 Audit and Finance Committee – This committee shall be comprised of at least three Directors and the Treasurer. This committee shall be responsible for developing and reviewing fiscal procedures, working with the Fundraising Committee to develop a fundraising plan, and reviewing the annual budget of the Corporation. This committee shall also have the authority and responsibility to select, oversee and evaluate an independent auditor to perform and report on an audit of the Corporation's financial statements.

8.1.5 Special Events Committee – This committee shall be responsible for planning and hosting any special events of the Corporation.

8.1.6 Scholarship Committee – This committee shall be responsible for identifying and recommending scholarship candidates to the Board each year. The criteria for selection of scholarship candidates shall be published by the Corporation.

8.2 Each committee shall establish a charter or scope of work, which shall be presented to the Board for approval.

- 8.3 A chairperson of each committee shall be designated by the Board from among the members of the committee.

Article IX. Conflicts of Interest

- 9.1 CTDSF has developed a Code of Conduct that sets forth the Corporation's policies with respect to, among other things, conflicts of interest. Each Officer and Director of the Corporation agrees to comply with CTDSF's Code of Conduct when performing CTDSF activities.

Article X. Annual Giving

- 10.1 The Board shall determine the minimum dollar amount of "Annual Giving" that Directors will be required to contribute to the CTDSF each year. Annual Giving amounts shall be payable on or before the first day of each fiscal year of the CTDSF or on such other date as determined by the Board.

Article XI. Fiscal Year; Financial Management; Annual Budget

11.1 Fiscal Year

The CTDSF shall operate on a calendar year of twelve (12) months beginning January 1 and ending December 31.

11.2 Financial Management

The Board shall have the authority to prescribe such procedures, as it deems appropriate, to assure financial controls of the CTDSF, not inconsistent with the Bylaws.

11.3 Annual Budget

The Treasurer shall prepare and submit an operating budget of the Corporation to the Board and the Audit and Finance Committee prior to the beginning of each fiscal year. The Board shall approve the operating budget of the Corporation, which it may amend from time to time during the year.

Article XII. Liability and Indemnification

12.1 Limitation of Liability

No CTDSF Officer, Director or employee shall be personally liable to CTDSF for damages for breach of any duty owed to CTDSF, except for liabilities arising from breach of any duty based upon an act or omission (i) in breach of the duty of loyalty owed to CTDSF, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt of an improper personal benefit by such CTDSF Officer, Director or employee of CTDSF. Neither the amendment nor repeal of

this paragraph, nor the adoption of any provision of these Bylaws inconsistent with this paragraph, shall eliminate or reduce the protection offered by this paragraph to a CTDSF Officer, Director or employee in respect of any matter which occurred, or any cause of action, suit or claim which, but for this paragraph, would have accrued or arisen, prior to such amendment, repeal, or adoption.

12.2 Right to Indemnification

The Corporation shall indemnify its Directors, Officers, employees and other corporate agents, (collectively, "CTDSF Indemnitees"), in each case, to the full extent from time to time permitted by New York Not-for-Profit Corporation Law ("N-PCL") and other applicable law. Such right of indemnification shall inure to the benefit of the legal representative of any CTDSF Indemnitee. The foregoing right of indemnification shall be in addition to, and not in restriction or limitation of, any right such CTDSF Indemnitee may have under applicable law, including the N-PCL.

Article XIII. Dissolution

- 13.1 In the event that the CTDSF surrenders its charter, either voluntarily or by an affirmative vote of two-thirds (2/3) of the Board, all of the net assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in accordance with the dissolution provisions of the N-CPL.

Article XIV. Amendments

- 14.1 The By-laws of the Corporation may be adopted, amended or repealed by an affirmative vote of two-thirds (2/3) of the Board present at any meeting, provided that a quorum exists and a draft of any proposed change to the Bylaws is distributed to each Board member at least one week prior to said meeting.

These Bylaws were approved and adopted at a meeting of the Board of Directors of CTDSF held on February 19, 2009.