

**BY-LAWS
ALA CAPITAL CHAPTER FOUNDATION**

ARTICLE I - Name and Office

Section 1. The name of this corporation is "ALA Capital Chapter Foundation" ("Foundation").

Section 2. The Foundation shall have its principal office in Washington, D.C. and shall have offices at such other places as may be determined by the Board of Directors.

ARTICLE II - Purpose and Activities

Section 1. In November of 1997, the Capital Chapter of the Association of Legal Administrators ("Chapter") created the Foundation to serve as a vehicle for educational opportunities to qualifying candidates by awarding scholarships, grants and other educational awards in addition to providing contributions to community, charitable, educational, or other qualifying organizations. The Foundation is a nonprofit, nonsectarian, nonpolitical, nonpartisan organization, and works closely with the Capital Chapter in carrying out its mission.

In 2011 the Foundation Board voted to focus all fundraising exclusively on scholarships and other activities directly tied to education, and amended the Foundation By-Laws accordingly.

The Scholarship Program is described in detail in Attachment 1 of these By-Laws.

ARTICLE III - Board of Directors

Section 1. General Powers. The affairs of the Foundation shall be managed by the Foundation's Board of Directors ("Board"). The Board may exercise all such powers and do all such things as may be exercised or done by the Foundation, subject to the provisions of the Articles of Incorporation, these By-laws, and all applicable laws.

Section 2. Directors - Number, Term of Office, and Eligibility. The number of Directors shall be six. The term of office for Directors shall be three years with the year ending the last day of June. The maximum length of office shall be no more than one consecutive term per Director. Directors may be reappointed to the Board after an absence of at least one year. The term of office for Directors has been set up in rotation such that there is always an overlap of at least three Directors to provide for continuity of purpose. Eligibility is limited to the members of the Chapter who have actively served on the Chapter executive committee or Chapter leadership team (to include chairs or co-chairs of sections or

committees) and are members in good standing. Directors need to be residents of the Washington, D.C. Metropolitan area.

Section 3. Vacancies. The replacement to vacating Director's positions will be elected by the remaining Directors on an annual basis, with the Chapter's Immediate Past President taking one position. In the event of a vacancy due to death, disqualification, resignation, removal, or any other cause, the remaining Directors of the Foundation then holding office, by a two-thirds (2/3) vote, may elect a successor to fill the vacancy through the unexpired portion of the relevant term.

(a) Resignation - Any Director may at any time resign from membership on the Board by giving written notice to this effect to the Secretary of the Foundation. Acceptance thereof shall not be necessary to make such resignation effective, Resignation shall be effective at the time specified in the notice, or if no such time is specified, then the resignation shall be effective upon acceptance by the Directors.

(b) Removal - A Director may be removed with or without cause by a vote of two-thirds (2/3) of all Directors when in office at any duly constituted meeting thereof. The proposed removal shall be set forth in the notice of any duly constituted meeting thereof.

Section 4. Compensation. Directors shall not receive any salaries or any other remunerations for their service.

ARTICLE IV - Meetings

Section 1. Annual Meeting of Board of Directors. The annual meeting of Directors shall be held at such time during the month of June as the Directors may determine prior to the expiration of the terms of the Directors. The meeting shall be held in Washington D.C. or at such other place as the Directors may select. The purpose of each such annual meeting shall be to elect Directors to succeed those whose terms expire at that time; to elect Officers; and to transact such other business as may properly come before the Board.

Section 2. Regular and Special Meetings of Directors. The Directors shall schedule regular meetings of the Board at such times no less than quarterly and places they may determine, of which no special notice from the Secretary shall be required. Special meetings shall be called as specified by the Board of Directors, by the President, or upon written request filed with the Secretary by two or more Directors.

Section 3. Notice of Meetings of Directors. Notice of all annual, regular and special meetings of the Board of Directors shall be given at least five days prior to the date of such meeting, by e-mail to each Director. Notice of less than five

(5) days of the time, place and purpose of any meeting of Directors may be waived by any Director in writing either prior to or subsequent to the holding of such meeting. Attendance by any Director at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Each notice shall state the time and place for holding the meeting and generally the business to be transacted.

Section 4. Quorum at Meetings of Directors. At a meeting of the Directors, the presence, in person, of two-thirds (2/3) of the Directors then holding office shall constitute a quorum for the transaction of business. A member of the Board of Directors may give a proxy for himself or herself or vote by proxy by written communication to another Director.

Section 5. Voting at Meetings of Directors. Except as otherwise required by law or these By-Laws, two-thirds (2/3) of the Directors present in person and voting at any duly constituted meetings of the Board may decide any question and take any action which may properly come before such meeting.

Section 6. Attendance by Telephone. Any or all Directors may participate and be present at a meeting of the Board or any committee thereof by means of conference telephone or any other means by which all participants may hear one another. Participation pursuant to this section shall constitute presence in person at the meeting.

Section 7. Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if written consent, to include consent by e-mail, which states the action taken is signed by all the Directors entitled to vote with respect thereto.

Section 8. General Powers as to Negotiable Paper. The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or instruments for the payment of money and designate the Officer or Officers, agent or agents who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Foundation.

ARTICLE V - Officers

Section 1. General. The Officers of the Foundation shall consist of a President, a Secretary, Treasurer, Secretary-elect and Treasurer-elect.

Section 2. Number and Term of Office. Officers shall be elected by the Board on an annual basis from the existing members of the Board. Officers will be elected for a one-year term, July 1st through June 30th, with the exception of the Office

of Treasurer, which will overlap the new year by one month and thus will have a 13 month term to ensure proper transition. Such election shall be conducted by the Directors at their annual meeting to be held in June of each year. Officers are eligible for re-election to their office or election as another Officer during their three year term as Director.

Section 3. Election of Officers. Thirty days in advance of the Annual Meeting of the Board of Directors, the Secretary will solicit nominees for Officers to replace the Officers whose terms will expire on June 30th. Nothing in these By-Laws shall prevent a Director from voting for himself or herself. The Secretary will present the nominees for office at the Annual Meeting. The election shall take place at this meeting. An Officer shall be elected by a vote of two-thirds (2/3) of all Directors. The newly elected Officers shall assume the responsibilities of office no later than July 1.

Section 4. Number of Offices Held. No person may hold more than one office in the Foundation at a single time.

Section 5. Vacancies and Removal. Any vacancy in any office may be filled at any time by the Board of Directors. Any Officer elected by the Directors may be removed from office with or without cause at any time by an affirmative vote of two-thirds (2/3) of all Directors then holding office.

Section 6. Compensation. The Officers of the Foundation will receive no salaries or remunerations for their services.

ARTICLE VI - Duties of Officers

Section 1. President. The President shall be the Chief Executive Officer of the Foundation subject to the control and direction of the Board of Directors. The President's duties shall be prescribed by the Board.

Section 2. Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the Directors for which notice may be required, and shall perform such other duties as may be prescribed by the Directors or by the President, under whose supervision the Secretary shall act. At the beginning of each fiscal year, the Secretary, with the President, will review the By-Laws of the Foundation and suggest amendments as needed.

Section 3. Treasurer. The Treasurer shall have or shall assign custody of the funds of the Foundation. The Treasurer shall keep or cause to be kept accurate records thereof and all receipts and disbursements of the Foundation in financial records to be kept for that purpose, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Foundation

with such depositories as shall be designated by the Directors. The Treasurer shall be charged with the disbursement of the funds of the Foundation by check or otherwise and the taking of proper vouchers thereof and shall render to the Directors such reports as they may prescribe. The Directors may authorize in writing anyone or more of the Officers of the Foundation in addition to the Treasurer, to draw checks and disburse the funds of the Foundation under the Treasurer's supervision. Any such Officer shall furnish bond, if and as prescribed by the Board of Directors, for the faithful performance of his or her duties. All books, records and vouchers shall be open to the inspection of any Director, subject to applicable law and regulations. The Treasurer shall quarterly, and at such other times as may be specified by the President, render a full and detailed account of all receipts and expenditures and submit a schedule showing all investments of the Foundation and the changes, if any, since the Treasurer's last report. The Treasurer shall file, or cause to be filed, all required filings as listed in Attachment 1 of these By-Laws. The Treasurer shall perform such other duties as the Directors shall prescribe.

ARTICLE VII – Indemnification

The Foundation shall indemnify the Directors and Officers and their heirs, executors and administrators, to the full extent permitted by the District of Columbia Code. The Board of Directors and the Officers of the Foundation are hereby authorized to take the necessary and appropriate action to indemnify the Directors and Officers of the Foundation, and their heirs, executors and administrators to the full extent permitted by aforesaid statutes.

ARTICLE VIII - Books and Records

The Foundation shall keep correct and complete records of account(s) and shall also keep minutes of the proceedings of its Board of Directors. All official records for the Foundation shall be in the possession of the Secretary and or Treasurer or any successor holding these positions. Archival records should be forwarded to the Executive Director for permanent record.

ARTICLE IX - Fiscal Year

The fiscal year of the Foundation shall commence on the first day of July and shall end on the last day of June.

ARTICLE X - Amendment of By-Laws

These By-Laws may be amended by affirmative vote of two-thirds (2/3) of the Directors then holding office at any duly constituted meeting thereof, provided that the substance of any amendment adopted at a meeting of the Board of Directors shall be stated in the notice of the meeting at which it is adopted or in a

duly completed waiver of notice of such meeting. The Foundation's CPA shall review the amendments and advise the Board for compliance and approval. Upon approval, a copy of the amended By-Laws will be filed with the District of Columbia, and a courtesy copy will be forwarded to the Executive committee of the Chapter.


ARTICLE XI - Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the District of Columbia exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII - Corporate Seal

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed therein the name of the corporation and the state of incorporation and the words "Corporate Seal". The seal shall be stamped or affixed to such documents as may be prescribed by the law or custom or by the Board of Directors. The Secretary will maintain possession of the official seal throughout his or her term.

Adopted June 30, 2011



President

Adrienne Campbell

Secretary

Devon M. Harris

Treasurer

[official seal]

Attachment 1

ALA Capital Chapter Foundation Toni K. Allen Scholarship Program

The ALA Capital Chapter Foundation has been granting college scholarships since its inception. In 2003 the Scholarship Program was re-named the Toni K. Allen Scholarship Program in memory of one of the founding members of the Foundation. The Scholarship Program is funded by the Capital Chapter Foundation ("the Foundation") and is managed by the Chapter's Vice-President of Community Services ("VP"). Eligible D.C. Public School students apply for a \$15,000 scholarship, and the Foundation Directors may choose to award additional scholarships in varying amounts based on available funds.

Solicitation and Selection Process

The scholarship program kicks off in June or July of each year when the VP posts the scholarship on the DCPS website. All relevant forms and templates are attached to this document.

Scholarship Eligibility Criteria:

- DC Public or Charter School student
- Achievement in the current academic year including an overall 3.0 grade point average and a combined SAT score of at least 1200 or an ACT score of at least 21
- Financial need
- Demonstrated leadership ability
- Interest in a career in business or law
- Participation in extracurricular activities
- Performance of community service

The Application Packet Must Include:

Written essay (500 words or less) describing the candidate's personal goals

- A letter confirming that the student has been accepted and will be attending a higher learning institution the following Fall Semester
- An official copy of the student's academic records and SAT or ACT scores
- Résumé
- Certification of Applicant's Eligibility

The VP notifies any candidates whose applications are incomplete, and asks him or her to submit the missing information as quickly as possible.

Each year the VP forms an ad hoc Scholarship Selection Committee comprised of Capital Chapter members and business partners, for the purpose of identifying and selecting scholarship recipients. The VP also solicits members and business partners to interview applicants and the two groups are mutually exclusive, so that no member both interviews and participates in the selection process. The number of required interviewers will be determined by the number of qualified applicants. Interviewers will receive the submitted application package for their assigned interviewees, along with instructions on the interview process, interview questions, and a rating sheet. The interviewers will contact each applicant and schedule an interview at a mutually convenient time and location. Once they have completed their interviews, the interviewers will complete the rating sheets and return the packets to the VP, with their recommendations for each applicant.

After all completed interview packages are received, the VP distributes them to members of the Selection Committee for review. Each member of the Selection Committee independently identifies whom he or she finds to be the most qualified candidate(s) prior to the next Selection Committee meeting. The Committee will meet to narrow down the finalists and choose no more than six applicants to participate in a panel interview with the Selection Committee. During the panel interview, each member of the Selection Committee asks the applicant a question and prepares a rating form. The applicant is also given the opportunity to add any additional information they think might be helpful to the Committee.

After the panel interviews have been completed, the Selection Committee meets to rank all applicants. The rankings are established based on the weighted scores for each criterion. If no clear winner can be determined, the candidate's interest in a career in business or law will be the deciding factor.

Within 45 days after the Annual Fundraiser, the Foundation Treasurer will notify the VP of the total funds available for that year's Scholarship Program. The Committee will then forward its recommendations to the Foundation Board, indicating the names of the students they have chosen, and the scholarship amount requested for each student. The Committee must also submit the full application packages, ranking sheets and any other pertinent materials for all of the applicants, as well as the names of the candidates interviewed, the names of the interviewers, and the date of the interviews. The Capital Chapter Headquarters shall retain all application packages for three years.

The Foundation Board will formally approve the scholarship recipient(s), at which point the VP will contact the winner(s) by phone and notify the candidate that he or she has won a scholarship. At that time the VP will also confirm that the student did not receive a scholarship that would eliminate the need for the Toni K. Allen Scholarship. Assuming the student still need the scholarship, the VP will then send a confirmation letter to the winning candidate(s), and a notification letter to those applicants who were not selected.

In the event that a winning applicant declines the scholarship for any reason (including overlapping scholarships), the VP will reconvene the Selection Committee to choose a new scholarship winner, and will follow the standard approval and notification process.

Ongoing Process for Scholarship Recipients

Once the Selection Committee recommendations have been approved by the Foundation Board, The VP will assign a mentor for each scholarship recipient, drawing upon Selection Committee members, Foundation Directors and Interviewers. Mentors will be responsible for contacting their assigned students at least twice each semester

Students must maintain a minimum of a 3.0 grade point average to be eligible for scholarship funds. Although mentors will remind the student to timely apply for each installment of the scholarship, the scholarship recipient is solely responsible for ensuring that the VP receives a sealed, official transcript within thirty (30) days after completing each semester, sent in care of Chapter Headquarters. Upon receipt of the transcript confirming the student's eligibility, the VP prepares a letter to the University indicating where the funds are to be applied, and submits the draft letter and a copy of the transcripts to the Foundation Treasurer. The Treasurer will prepare a check made out to the college or university, attach it to the letter and mail directly to the University. Payments directly to the student are strictly prohibited. If the student fails to maintain a 3.0 average for two consecutive semesters, the scholarship is forfeited, and the VP will notify the student of the forfeiture in writing.

**ALA Capital Chapter Foundation
Toni K. Allen Scholarship Program**

Certification of Applicant's Eligibility

Name:

Telephone:

Address:

High School:

Counselor:

Telephone:

I certify that neither I, nor my immediate family members are affiliated with any member of the ALA Capital Chapter Foundation or the Capital Chapter of the Association of Legal Administrators, and that no member of the ALA Capital Chapter Foundation or Capital Chapter of the Association of Legal Administrations will benefit either directly or indirectly if I should be chosen as the scholarship recipient. I understand that any such affiliation as described above disqualifies me as an applicant for this scholarship.

Applicant Signature

Date

**ALA Capital Chapter Foundation
Toni K. Allen Scholarship Program**

Instructions for Interviewers

Dear Scholarship Interviewers:

Thank you so much for offering to help interview candidates for the ALA Capital Chapter Foundation Toni K. Allen Scholarship Program. Attached is a list of the scholarship eligibility criteria, interview questions, and an interview evaluation form. You will also be receiving by e-mail the application packets for the candidates you will be interviewing.

Please contact your candidates or their school guidance counselor to schedule the interview at your mutual convenience and agreed upon location. In the past many candidates have come to the interviewer's offices and have enjoyed the experience. Once you have completed your interview, please send the completed interview question and interview evaluation forms to me by [Date].

Please don't hesitate to contact me with any questions. Thank you.

**ALA Capital Chapter Foundation
Toni K. Allen Scholarship Program**

Scholarship Eligibility Criteria

- DC Public or Charter School student
- Achievement in the current academic year including an overall 3.0 grade point average and a combined SAT score of at least 1200 or an ACT score of at least 21
- Financial need
- Demonstrated leadership ability
- Interest in a career in business or law
- Participation in extracurricular activities
- Performance of community service

Interviewers will receive electronic copies of the application packages for those students whom they are interviewing. The packages include:

- Written essay (500 words or less) describing the candidate's personal goals
- A letter confirming that the student has been accepted and will be attending a higher learning institution the following Fall Semester
- An official copy of the student's academic records and SAT or ACT scores
- Résumé
- Certification of Applicant's Eligibility

**ALA Capital Chapter Foundation
Toni K. Allen Scholarship Program**

Interview Questions

Name: _____ Date: _____

Address: _____

Parent or Guardian's Name: _____

Telephone Number: _____

High School: _____

Counselor: _____

Telephone: _____

ALA Interviewer: _____

1. What have you done outside of the classroom that demonstrates qualities sought after by universities? Of these, which means the most to you? (In your answer, please include any leadership roles you may have held).

2. What attribute, quality, or skill distinguishes you from everyone else? How did you develop this attribute?

3. Consider your favorite teachers, courses, and books in high school. Have these influenced your life in a meaningful way? Why are they your favorites?

4. What are your career goals and how will the higher learning institution chosen aid you in achieving them?

5. Discuss your community involvement with me. What did you learn from your volunteer experiences?

**ALA Capital Chapter Foundation
Toni K. Allen Scholarship Program**

Interview Evaluation Form

Candidate

Interviewer

School

Date

Please rate the applicants on a scale of 1 to 3 (1= Does not meet the standard, 2= Meets the standard, 3= Exceeds the standard) in each of the categories listed below.

CATEGORY	SCORE	WEIGHT	TOTAL
Grade Point Average (minimum 3.0)		10	
SAT or ACT (minimum SAT score 1200; minimum ACT score 21)		10	
Financial Need		15	
Written Essay (cohesive theme, organization of thoughts, overall writing skill)		15	
Leadership Skills (as demonstrated in various activities)		15	
Poise (professional demeanor and speaks clearly and effectively)		15	
Extra-Curricular Activities		10	
Community Service Hours		5	
Interest in Career in Business or Law		5	
Weighted Score			

Comments:

