

**ALPHA PHI ALPHA, XI ALPHA LAMBDA CHAPTER,
IRA DORSEY SCHOLARSHIP ENDOWMENT FUND, INC**

BYLAWS

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

Article One

Name

The name of this corporation shall be the **ALPHA PHI ALPHA, XI ALPHA LAMBDA CHAPTER, IRA DORSEY SCHOLARSHIP ENDOWMENT FUND, INCORPORATED** hereinafter referred to as the "Corporation").

Article Two

Purpose and Powers

- (1) The purpose for which the Corporation is formed is exclusively for educational, charitable, and other similar non-profitable purposes, as contemplated by Section 501 (c) (3) of the Internal Revenue Code of 1954 (any reference herein to any provision of such code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented, or superseded). More specifically, the purpose of the Corporation is to operate exclusively for charitable and educational purposes: to fund educational scholarships, loans and other types of financial aid to worthy individuals, both undergraduate and graduate; to assist community groups and individuals in educational, civic improvement and charitable activity; to accept and make donations of money, property, real and personal, to invest in real estate and personal property for educational and charitable purposes; to enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with or incidental to the accomplishment of the non-profit purposes of the Corporation; to promote the general welfare by providing from time to time services to the community to encourage and promote the development of its people, physical assets and its institutions; to exercise all the powers conferred upon Corporations.
- (2) The assets of the Corporation shall be at all times dedicated to the educational and charitable purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the

Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to the Alpha Phi Alpha Education Foundation, Inc., or one or more corporations, societies, or organizations engaged in activities similar to those of the Corporation and qualifying under Section 501 (c) (3) of the Internal Revenue Code of 1954, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

- (3) The Corporation may solicit and receive funds and property by gift, devise or bequest, and may administer and apply such funds and property only in the furtherance of the purposes set out in paragraph (1) above.
- (4) The Corporation shall not engage in any activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the purposes set out in paragraph (1) above.
- (5) The Corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.
- (6) The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and including within such purposes the making of distributions to organizations that qualify as exempt organizations under the said Section 501 (c) 3 of the Internal Revenue Code, as amended, and FURTHER:
 - (a) The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501 (c) (3) of the Code.
- (7) The private property of the officers and directors of the Corporation shall not be subject to payment of corporate debts to any extent whatsoever.

Article Three

Membership

Membership shall be open to any member in good standing of Xi Alpha Lambda Chapter of Alpha Phi Alpha Fraternity, Inc. Each member shall pay such dues as may from time to time be recommended by the Board of Directors and approved by the plurality of the general membership of the Foundation present. Each member shall be entitled to one vote in all matters coming before membership meetings. Each member shall have full voting rights.

Article Four

Board of Directors

- (1) The affairs of the Corporation shall be managed by its Board of Directors.
 - (a) The initial number of directors of the Corporation shall be seven (7). The minimum number of directors may not be less than seven (7). The number of directors may be increased or decreased from time to time by amendment of the Bylaws.
 - (b) The directors shall be elected by and from the voting membership at the annual membership meeting and the immediate Ira Dorsey past president shall serve as a director.
- (2) The names and addresses of the persons to serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
1. Will Griffith	5210 Dunleigh Glen Lane Burke, Virginia 22015
2. Larry Henderson	5327 Gainsborough Dr. Fairfax, VA 22032
3. Earl Richmond	12216 Kingswell Street Mitchelville, MD 20716
4. Earl Nicks	82056 Woburn Abbey Rd Glen Dale, MD 20769
5. Carroll Antoine	7505 Wilderness Way Fairfax Station, VA 22039
6. Chester Johnson	13911 Valley Country Drive Chantilly, VA 22021
7. Beverly Scott	8050 St. Anne's Court Alexandria, VA 22309

Article Five

Registered Agent

The initial registered office of the incorporation is to be located at 13911 Valley Country Drive, Chantilly, VA. The name of the county in which the initial registered office is located is Fairfax. The name of the initial registered agent is Chester Johnson, who is a member of the Board of Directors and a resident of the state of Virginia.

Article Six

Incorporator(s)

We the undersigned, all being members of the Board of Directors, are the incorporators of the Corporation of the 9th day of June 1994.

_____	Will Griffith
_____	Larry Henderson
_____	Earl Richmond
_____	Carroll Antoine
_____	Chester Johnson

**ALPHA PHI ALPHA (Xi Alpha Lambda)
IRA DORSEY SCHOLARSHIP ENDOWMENT FUND, INC.**

BYLAWS

ARTICLE 1. NAME AND LOCATION OF THE CORPORATION

The name of this corporation is the ALPHA PHI ALPHA, XI ALPHA LAMDA CHAPTER, IRA DORSEY SCHOLARSHIP ENDOWMENT FUND, INCORPORATED having its principal office in the State of Virginia.

ARTICLE II. PURPOSE

The purpose of this Corporation is exclusively for charitable and educational goals. More specifically, the purpose of this corporation is to provide scholarship for undergraduate and graduate students. The Corporation shall exercise all the powers conferred upon the Corporation for charitable and educational propose, including but not limited to the

power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE III. MEMBERS

Financial members of Xi Alpha Lambda Chapter of Alpha Phi Alpha Fraternity, Inc. shall make up the membership of this Corporation.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Except for the initial Board of Directors, whose names are set forth in the Articles of Incorporation, the Board of Directors shall be selected or approved as further provided by these Bylaws.

Section 2. Number of Qualifications. The affairs of the Corporation shall be governed by a Board of Directors composed of not less than 7 and not more than 21 persons. Except as otherwise required by law, the directors need not be residents of the State of Virginia.

Section 3. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for all the administration of the affairs of this Corporation, and may do all such acts and things as are not prohibited by law, the Articles of Incorporation, or these Bylaws.

Section 4. Election and Term of Office. The term of the directors named in the Articles of Incorporation shall expire when the successors have been elected or appointed and have been duly qualified. At the first election, the term of office of three (3) of the directors shall be fixed for 3 years; the term of office of three (3) of the directors shall be fixed for 2 years; and the term of one (1) of the directors shall be fixed for 1 year. At the expiration of the initial terms of office of each of the above directors, the successor shall be elected to the term held by their predecessor. All directors shall hold office until their successors have been elected (or appointed) and qualified. The President, Vice President, Financial Secretary, and Treasurer of the Xi Alpha Lambda Chapter of Alpha Phi Alpha Fraternity, Inc. shall be members of the Board of Directors by virtue of the office they hold within the Chapter. All directors of the Corporation who are directors by virtue of the offices they hold within the Chapter (unless he was appointed to fill the unexpired term) shall vacate their directorships at the end of their term of office in the Chapter. One year must elapse before said director(s) may be eligible for election to a regular position on the Board of Directors. The election of the Board of Directors shall be during the month of June and this shall be considered the annual meeting. In the event that circumstances prevent the meeting from occurring in June, it can be rescheduled by the Board of Directors.

Section 5. Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the remaining directors. Each person so elected shall serve out the unexpired

term of the person replaced expires. After which time, the prescribed election process shall apply as to such person.

Section 6. Removal of Directors. At the annual, regular, or special meeting of the Board of Directors, one or more directors may be removed with or without cause by a two thirds vote of the entire composition of the Board of Directors.

Section 7. Annual Meetings. Except as otherwise provided by law, a meeting of the Board of Directors for the purpose of electing officers and considering such other business as may arise, shall be held concurrent with the election of the directors.

Section 8. Board of Directors Meetings. Board of Directors meeting may be held at such time and place as determined by a majority of the directors. At least 4 meetings shall be held during each fiscal year. Four (4) of the directors shall constitute a quorum for the transaction of business, except where a larger number is required by the Bylaws.

Section 9. Quorum for Membership Meetings. At all meetings, a majority of members, of which four shall be directors, shall constitute a quorum.

Section 10. Compensation. Directors shall serve without compensation. However, nothing in this section shall prohibit reimbursement of a director for his actual expenses incurred in connection with activities authorized by the board.

ARTICLE V. OFFICERS

Section 1. Designation. The principal officers of this Corporation shall be the President, Vice President, Financial Secretary, Treasurer, and such additional officers as may be designated, all of whom shall be elected by the Board of Directors from among the members of Xi Alpha Lambda Chapter. No member may hold more than one such office at a time. The President and Vice President of Xi Alpha Lambda chapter are precluded from serving concurrently as officers on the Ira Dorsey board.

Section 2. Election of Officers. The officers of this Corporation shall be elected annually by majority vote of those voting at the annual meeting of the board of directors, and shall serve for a period of at least one but not more than three consecutive years, unless removed by the Board of Directors. Any vacancies in any offices shall be filled by majority vote of the Board of Directors.

Section 3. Removal of Officers. On an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected by a majority vote of the Board of Directors, present and voting at any regular or special meeting of the Board of Directors.

Section 4. President. The Ira Dorsey Board President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Board of Directors, He shall have the general powers and duties usually vested in the Office of the President of a

corporation, including the power to establish committees deemed appropriate for the successful conduct of the affairs of this Corporation.

Section 5. Vice President. The Vice President, in the absence or disability of the President, shall perform the duties of the Chief Executive Officer, and such other duties as the Board of Directors may prescribe.

Section 6. Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and of the membership meetings. He shall have custody of the Seal of the Corporation, and such other books and records of the Corporation as the Board of Directors may provide. He shall perform the duties customary to the Secretary of a corporation and such other duties as the Board of Directors may prescribe.

Section 7. Treasurer. The Treasurer shall have custody of the corporate funds and securities, and shall keep a full and accurate account of all receipts and disbursements in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all transactions for such disbursements and the financial condition of the corporation.

ARTICLE VI. COMMITTEES

Section 1. Nominating Committee. The members of the Nominating Committee shall be appointed annually by the President of the Corporation. The principal functions of this committee shall be:

- a. prepare a slate of persons eligible for election to the Board of Directors;
- b. prepare a slate of directors for the various offices of the corporation;
- c. delineate the procedure for voting for directors and officers; and
- d. supervise the election process.

Section 2. Fundraising Committee. The members of the Fundraising Committee shall be appointed annually by the President of the Corporation. The principal functions of this committee shall be:

- a. plan all fundraising events for the Corporation; and
- b. manage all fundraising events for the Corporation.

Section 3. Scholarship Selection Committee. The members of the Scholarship Selection Committee shall be appointed annually by the President of the Corporation. The principal functions shall be:

- a. develop the scholarship selection criteria;
- b. manage the distribution, collection, and evaluation of scholarship applications;
- c. determine the annual awardees; and
- d. present the awards approved by the Board of Directors to the recipients.

Section 4. Investment Committee. The members of the Investment Committee shall be appointed annually by the President of the Corporation. The principal functions shall be:

- a. establish sound fiscal management procedures;
- b. develop investment goals and plans for the corporation;
- c. forecast the magnitude of funds available for annual scholarship awards;
- d. prepare summaries on various investment alternatives; and
- e. review and recommend appropriate investment alternatives to the Board of Directors.

Section 5. Audit Committee. The members of the Audit Committee shall be appointed annually by the President of the Corporation. The principal functions shall be:

- a. conduct an audit annually;
- b. determine appropriate procedures for the audit of the books and records of the Corporation;
- c. recommend an independent auditor to the Board of Directors to prepare such reports as the Board of Directors deem appropriate; and
- d. present such audit reports and any accompanying recommendations to the Board of Directors.

Article VII. FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December.

Section 2. Auditing and Reporting. At the end of each fiscal year of the Corporation, the books and records of the Corporation may be audited or reviewed by an independent accounting firm. The President will cause to be prepared annually, a full and accurate statement of the operations of the Corporation for the preceding fiscal year. Such reports shall be submitted at the annual meeting and filed with the Secretary of the Corporation.

The books and records of the Corporation shall be maintained in accordance with generally accepted accounting principles and standards for not-for-profit corporations as promulgated by recognized accounting authorities (commercial and government).

Section 3. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by either the President or Vice President, and counter signed by the Treasurer or Secretary.

Section 4. Fidelity Bond. The Board of Directors may require officers, directors or employees having custody or control of corporate funds to be protected by adequate fidelity bonds. The premium for any such bond shall be borne by the Corporation.

Article VIII. INDEMNIFICATION

Section 1. Indemnification of Board Members and Officers.

a. To the fullest extent permitted by the Virginia Non-Profit Corporation Law for a corporation subject to such law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits a Virginia corporation to provide broader indemnification rights than said law permitted such corporation to provide prior to such amendment), the corporation will indemnify and hold harmless each Member of the Board and officer of the corporation or any subsidiary against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

i. any breach of such person's duty of loyalty to the corporation or its stockholders;

ii. any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful, or

iii. any transaction from which such person derived any improper personal benefit.

b. The decision concerning whether a particular indemnitee has satisfied the foregoing shall be made by (i) the Board of Directors by a majority vote of a quorum consisting of Members who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) a committee of Disinterested Directors designated by a majority vote of Disinterested Directors, whether or not such majority constitutes a quorum; (iii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion; or (iv) a vote of the stockholders.

c. The Board of Directors may authorize the advancement of expenses to any Member of the Board or officer, subject to a written undertaking to repay such advance if it is later determined that the indemnity does not satisfy the standard of conduct required for indemnification. The Chairman of the Board is authorized to enter into contracts of indemnification with each Member and officer of the corporation with respect to the indemnification provided in these Bylaws and to renegotiate such contracts as necessary to reflect changing laws and business circumstances.

Article IX ADMENDMENTS

Section 1. Except as otherwise required by law, these Bylaws may be amended at any regular meeting of the Board of Directors or at a special meeting called for such purpose.

Section 2. Prior to the consideration of any such amendment to these Bylaws, at least 10 days prior written notice shall have been given to each member of the Board of Directors unless a vote by three fourths of the members of the entire Board of Directors at a regular or special meeting shall consent to such consideration without prior notice.

Section 3. Any amendment to these Bylaws shall require a two thirds affirmative vote of the board members present and voting, provided a quorum is met.

Section 4. An amendment to these Bylaws shall become effective immediately unless otherwise stipulated by the Board of Directors.

Article X. DISSOLUTION

The Corporation may be dissolved at a duly held meeting at which a quorum is present and upon the affirmative vote of two-thirds of membership is present. Upon the dissolution of the Corporation, the assets shall be transferred or conveyed to one or more organizations engaged in similar activities to those of the Corporation.

Adopted at the Ira Dorsey Board of Directors meeting held on Saturday, November 15, 2008.



Reginald G. Williams

President

Ira Dorsey Scholarship Endowment Fund, Inc.