

## **Article I - Name**

The name of the Corporation shall be Lancaster County Virginia Education Foundation, Inc. ("the corporation").

## **Article II - Purpose**

The Corporation is organized to enhance and advocate educational excellence and learning opportunities for students in Lancaster County by supporting student and instructional staff with private funding and resources.

## **Article III - Offices and Registered Agent**

Section 1. Registered Office. The initial office of the Corporation is 99 First Avenue in Kilmarnock, Virginia 22482. The Corporation may, by resolution of the Directors, change the location to any other location.

Section 2. Registered Agent. The initial Registered Agent for the Corporation shall be James M. Alga, CPA, a director of the Corporation, whose address is the same as the Registered Office. The Corporation may, by resolution of the Directors, change the Registered Agent as permitted by law.

## **Article IV - Meetings**

The board of directors shall meet every first Thursday of the month. An annual meeting shall be held in June to elect officers for the next fiscal year beginning in July. For all other called meetings, notice will be posted to accord with Article VII.

## **Article V • Members**

Membership of the Corporation shall be made up of adult persons committed to the purpose of this organization as stated in Article II above. The Board of Directors shall elect officers and continue the Corporate governance. However, the Corporation shall not compensate officers and will not issue stock. No part of the net earnings of the Corporation shall inure to the benefit of officers or members, except that the Corporation's Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not intervene on behalf of any political campaign of candidates for office except as permitted by Section 501 (c)(3) organizations as defined in the Internal Revenue Code. Thus, the Corporation shall not be precluded from sponsoring political forums and debates where all candidates are represented equally.

## **Article VI - Board of Directors**

Section 1. Duties. The Board of Directors shall exercise the powers of the Corporation and manage its affairs to attain the purposes for which the Corporation was created in compliance with the Corporation's Articles of Incorporation and these By-laws and general law. A Director shall discharge his duties as a director, including his duties as a member of a committee, in accordance with his good faith judgment of the best interests of the Corporation. Unless he has knowledge or information concerning the matter in question that makes reliance unwarranted, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: one or more officers or employees of the Corporation whom the Director believes, in good faith, to be reliable and competent in the matters presented; legal counsel, public accountants, or other persons as to matters the Director believes, in good faith, are within the person's professional or expert competence; or a committee of the Board of Directors of which he is not a member if the Director believes, in good faith, that the committee merits confidence. A Director shall not be liable for any action taken as a director, or any failure to take any action, if he performed the duties of his office in compliance with this section.

Section 2. Eligibility. Members of the School Board and the Lancaster County Board of Supervisors shall be ineligible to serve as Directors during the time that they hold public office. This prohibition shall not serve to prohibit a School Board member from serving as an ex-officio Director as provided for in Section 6 below.

Section 3. Number. The Corporation shall have not less than nine (9) or more than twenty-one (21) Directors. The initial Board of Directors shall be comprised of nine (9) individuals. The number of Directors may be increased for the next year by a majority vote of the Directors at any annual meeting. At the first annual meeting of the initial Board of Directors, the Directors shall elect three (3) classes of directors, one class for a term of one (1) year, one class for a term of two (2) years, and one class for a term of three (3) years. At each annual meeting thereafter, as Directors shall serve from the time of their election until such time as their term expires or their successors are duly elected. Directors may be elected to successive terms without limitation.

Section 4. Nominations. It shall be the duty of the President of the Corporation to appoint an ad hoc committee of no less than three(3) current Directors to nominate, in writing and at least one month before the election is to be held, candidates to fill Board of Directors vacancies. Only individuals who have signified their consent to serve shall be nominated or elected. Additional nominations may be made from the floor at the election meeting. Elections shall be made in accordance with Section 8 below.

Section 5. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by majority vote of the prescribed number of Directors entitled to vote. Such vacancy may be addressed at any regular or special meeting, provided that the notice of such action shall have been given required by these By-laws.

Section 6. Ex-Officio Directors. A Lancaster County Supervisor, one member of the School Board and Superintendent shall serve as Ex-Officio Directors. These three Directors shall be counted in determining the required number of Directors and shall not have the right to vote. During their term of office, the

Lancaster County School Board member and member of the Lancaster County Supervisors are ineligible to become Directors of the Lancaster County Education Foundation Board. All members of the Board of Directors shall be eligible for re-election to the Board without limitation upon the number of the successive terms.

Section 7. Quorum. Fifty-one percent (51 %) of the prescribed Board of Directors present in person shall constitute a quorum.

Section 8. Majority Vote. The Board shall decide issues and conduct business by majority vote except for the removal of a Director (Article VI, Section 9), amendment of By-laws (Article IX) and changes to adopt budget (Article VIII, Section 5).

Section 9. Removal of Director. A Director may be removed, for cause, from office by an affirmative vote of three fourth (3/4) of the prescribed Board of Directors. Three consecutive absences from regularly scheduled meetings without informing the President of valid reasons (illness, business conflict, travel, etc.) are sufficient cause for a removal vote.

Section 10. Student Members. In November of each year the existing Student Directors and the principal of Lancaster High School will submit six(6) names from the sophomore/junior classes to fill the position of the graduating directors. Nominees will supply a short biography and a statement of why they would like to be a director of the LCVEF. The biographies will be reviewed at the December meeting. The nominees will be invited to the January meeting where they will meet and be interviewed by the Board of Directors. The Board will select two(2) of the nominees to serve for a period of one year. The Student Directors will attend the February meeting in a non-voting capacity, and will assume full responsibilities at the July meeting. In the event that one or more of the Student Directors is unable to complete the full term, a replacement will be chosen from the remaining four(4) members in the original group of six(6) nominees.

## **ARTICLE VII - Rules for meetings**

Section 1. Parliamentary Authority. The rules contained in the most current edition of Robert's Rules of Order shall govern the meetings of the Board of Directors to the extent such rules are not inconsistent with these By-laws and any special rules of order which the Board may adopt.

Section 2. Action in Lieu of a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of a committee of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors or all the members of the committee of Directors, as the case may be, and filed with the minutes of the proceedings of the Board.

Section 3. Notice. Meetings of the Board of Directors shall be held at such date, time and place as established by resolution of the Board of Directors or by call of the President, a majority of the Board or the Executive Committee. Each Director shall be given written notice of the date, time and place of each meeting. The Secretary shall give such notice either by hand, mail, or facsimile transmission

at least five (5) but not more than thirty (30) days prior to such meeting, provided however, that any meeting may be held without such notice if all Directors are present or if those not present shall have waived notice prior to the time of such meeting. The notice for all meetings shall state the purpose of the meeting and no other business shall be transacted at such meeting without the unanimous consent of all Directors entitled to vote. No notice shall be required for regular meetings held in accordance with Article IV above.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, by a majority of the Directors or by the Executive Committee pursuant to notice as required by Section 3 of this Article.

### **Article VIII - Financial Administration**

Section 1. Administration of Assets. The Board of Directors shall have full power to:

(a) Accept any donation, gift, devise, bequest, assignment or other transfer of property or to reject any of the foregoing which, in the judgment of the Board of Directors, would not be in the best interests of the Corporation.

(b) Manage, invest, pledge, sell, distribute or otherwise transfer all or any part of the Corporation's assets in furtherance of the Corporation's purposes.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June of each year, unless otherwise designated by resolution of the Board of Directors.

Section 3. Financial Records. The Corporation shall keep true and complete records of all transactions in such manner as is required by the Board of Directors. Upon reasonable notice, all records of the Corporation shall be readily available for inspection by any Director at any reasonable time.

Section 4. Accounts. The Corporation shall maintain such accounts with such financial institutions as the Board of Directors deems appropriate for the management of the Corporation's assets.

Section 5. Budget. A budget for the next fiscal year, detailing the anticipated operations of the Corporation, shall be adopted by the Board of Directors prior to the beginning of each fiscal year. Disbursements not in conformity with the adopted budget require an affirmative vote of three fourths (3/4) of the prescribed Board of Directors.

Section 6. Audit. The Board of Directors shall cause the accounts and other financial statements of the Corporation to be audited in such manner as is deemed appropriate to the nature and value of the Corporation's assets and the complexity of the Corporation's transactions.

Section 7. Compensation. No Director or Officer of the Corporation shall receive compensation for services rendered to the Corporation as a Director or Officer. The Board may authorize the Corporation to reimburse Directors and Officers for expenses incurred in connection with the Corporation's activities.

#### **ARTICLE IX - Execution of Instruments**

Section 1. Execution of Instruments Generally. The President, whose signature shall be verified, acknowledged, and countersigned by the Secretary, shall execute all legal documents or instruments.

Section 2. Checks, Notes and Other Financial Instruments. The President, Secretary and Treasurer shall sign all checks, notes and other negotiable instruments of the Corporation in such manner as the Board may designate by resolution.

#### **ARTICLE X - Committees**

Section 1. Executive Committee. The Board of Directors shall have the power to appoint by resolution an Executive Committee composed of the President, Vice-president, Secretary, and Treasurer who, to the extent provided in such resolution, shall have and exercise all of the authority of the Board of Directors in the management of the business of the Corporation between the meetings of the Board of Directors. The Executive Committee shall make and adopt such rules and regulations as it may deem prudent for its management in accordance with the adopted policies of the Board.

Section 2. Standing and Special Committees. The Board of Directors may create such Standing and Special Committees as it may deem necessary to promote the objectives and purposes and carry on the work of the Corporation. The Chairperson of the Standing Committees shall be appointed by the President of the Corporation. The Chairperson of the Standing Committees shall be appointed by the President of the Corporation and the term of each Chairperson shall be one (1) year or until a successor is appointed. The power to form Special Committees and appoint their membership is vested in the Board of Directors. The Chairperson for a Special Committee shall serve their term until the work of the Special Committee is completed or until a successor is appointed.

(a) Each committee shall develop rules and regulations as needed to assure proper operation of the committee and shall submit them to the Board of Directors for review.

(b) The Chairperson of each Standing Committee and Special Committee shall present a plan of work to the Board of Directors for approval.

(c) No committee work shall be undertaken without the consent of the Board of Directors.

(d) Committee Chairpersons shall turn over to the President, without delay, all records, books, and other materials pertaining to the

committee at the end of the term served or when departing office.

(e) The President shall be a member ex-officio of all committees.

Section 3. Financial Development Committee. The Board of Directors shall have the power to appoint by resolution a Financial Development Committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise all of the authority of the Board of Directors in developing financial strategies and securing assets to fund the purposes of the Corporation. The Vice-president shall be the Chairman of the Financial Development Committee.

## **ARTICLE XI - Officers**

Section 1. Election/Nominations. During the annual meeting of the Board of Directors, and immediately upon the election of Directors or in default of such election or at any meeting of the Board of Directors duly called for the purpose of election of Officers, the Board of Directors shall elect from among a list of nominees made from the members of the Board, a President, Vice-president, Secretary and Treasurer, and such other Officers as the By-laws may from time to time provide. All elected Officers shall hold office until their respective successors shall be elected, and may be removed from office by the Board of Directors at any time with or without cause.

Section 2. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by majority vote of the prescribed number of Directors entitled to vote. Such vacancy may be addressed at any regular or special meeting, provided that notice of such action shall have been given required by these By-laws. In case a vacancy occurs in the office of President, the Vice-president shall automatically become President and serve notice of the election to fill the vacancy in the office of Vice-president.

Section 3. President. The President shall be the presiding officer of the Board of Directors and Executive Committee for the Corporation, subject to the direction and under the supervision of the Board of Directors. The President shall have general supervision of the officers of the Corporation, according to the policies established by the Board and shall see that all orders and resolutions of the Board are carried into effect subject, however, to the right of the Directors to delegate specific powers to any other officer or officers of the Corporation. The President shall perform the duties and have the powers incidental to the office of President and shall perform such other duties and have such other powers as from time to time may be assigned by the Board of Directors or by these By-laws. In addition, the President shall:

(a) Prepare an annual report of the activities of the Corporation that shall be submitted to the annual meeting of the Board of Directors.

(b) When authorized by the Board of Directors, the President shall execute legal instruments on behalf of the Corporation, affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary.

(c) Serve as an ex-officio member of all committees and shall have the general power and duties usually vested in the office of President of a corporation.

Section 4. Vice-president. In the absence of the President or in the event of his inability or refusal to act, the Vice-president shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restriction upon the President. The Vice-president shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Vice-president shall be the Chairperson of the Financial Development Committee and shall have such powers and perform such duties as maybe assigned to the Vice-president by these By-laws, by the Board of Directors or by the President.

Section 5. Secretary. The Secretary shall ensure that notice of all meetings of the Board of Directors is properly given in accordance with the provisions of these By-laws. The Secretary shall, upon the election of new Directors, immediately give written notice to them of their election and of the first meeting at which their attendance will be required. The Secretary shall be the custodian of the corporate records and of the seal of the Corporation and shall attest to the affixed seal on corporate documents by his/her signature. The Secretary shall verify and acknowledge the signature of the President in accordance with the provisions of these By-laws. The Secretary shall attend all meetings of the Board of Directors and shall faithfully record the minutes of all meetings and the votes of the Directors in a book to be kept for that purpose. In general, the Secretary shall perform all duties included to the office of Secretary and such other duties as from time to time may be assigned by these By-laws, by the Board of Directors or by the President, who shall supervise the Secretary.

Section 6. Treasurer. The Treasurer shall have custody of the corporate assets and shall deposit all funds and other property in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall keep true and complete account of receipts and disbursements in books belonging to the Corporation and shall ensure that such funds shall be subject to draft only in accordance with procedure set forth in these By-laws and only in accordance with the budget adopted by the Board of Directors. In addition, the Treasurer shall:

(a) Present statements of account showing receipts and disbursements of the Corporation since the Treasurer's last report and, at each meeting of the Board of Directors, the Treasurer shall make report as to the accounts of the Corporation showing all receipts, disbursements and changes that occurred in such accounts since the last meeting.

(b) Keep proper books of account and other books showing at all times the character, value and amount of the funds and property of the Corporation and all receipts and disbursements. Such books shall at all times be open to inspection by any Director.

(c) Be responsible for filing appropriate financial documents with State and Federal agencies.

(d) Give bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors may require.

Section 8. General Duties and Obligations of Officers. All officers of the Corporation shall perform the duties outlined in these By-laws and those assigned from time to time by the Board of Directors. Upon the expiration of the term of office or, in case of resignation, each officer shall turn over to the President, without delay, all records, books, and other materials pertaining to the office held. No Officer shall serve more than two (2) consecutive years but may be reelected following a minimum one (1) year interval.

#### **ARTICLE XII - Indemnification Against liability**

The Corporation may indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of having heretofore or hereafter been a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such Director or Officer, and may reimburse each such person for all legal and other expenses reasonably incurred by such person in connection with any such claim or liability as pronounced by a court of last resort or as a result of judicial decision from which no appeal is taken; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of their own gross negligence or willful misconduct.

#### **ARTICLE XIII - Seal**

The Corporation may have a seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced, or otherwise on Corporation instruments, documents, and other writings.

#### **ARTICLE XIV - Amendments**

The Board of Directors may, by the affirmative vote of three fourths (3/4) of the prescribed number of Directors holding the right to vote, may alter or amend the Article of Incorporation and the By-laws provided that no alteration or amendment shall be made unless proposed at an annual or special meeting of the Board of Directors called for such purpose and subsequently adopted at a meeting of the Board of Directors at which three fourths (3/4) of the prescribed, voting Directors vote for such amendment.

**ADOPTED by the Board of Directors for the Lancaster County Virginia Educational Foundation, Inc. this 3rd day of May, 2007.**