

# **Bertie Educational Foundation, Incorporated**

## **Corporate Bylaws**

### **ARTICLE I**

#### **Offices**

**Section 1. Principal Office** The principal office of the Corporation shall be located at Merry Hill, Bertie County, North Carolina, on the school premises.

**Section 2. Registered Office** The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

### **ARTICLE II**

#### **Members**

**Section 1. Members** The Corporation will have no members.

### **ARTICLE III**

#### **Trustees**

**Section 1. General Powers** All powers of the Corporation shall be vested in the Board of Trustees and the business and affairs of the Corporation shall be managed by the Board of Trustees. The Board shall have the exclusive authority to appoint and remove the Headmaster.

**Section 2. Number and Qualifications** The Board of Trustees shall consist of eight (8) to fifteen (15) persons. Each trustee shall hold office until the trustee's death, resignation, retirement, removal, disqualification, or until the trustee's successor shall have been elected and qualified. No person shall serve more than two (2) successive three-year terms. A person must be absent from membership on the Board for at least one (1) year before being eligible for re-election to the Board. Any person appointed to fill a vacancy on the Board of Trustees pursuant to Section 5 of Article III shall serve the remaining unexpired term of the seat to which such person was appointed and this service not be considered one of the three-year terms for purposes of determining if that person is eligible for re-election to the Board of Trustees.

**Section 3. Election of Trustees** Except as herein provided, the term of office of a Trustee shall be three (3) years commencing on the first day of July of the year in which elected and expiring on the thirtieth day of June three (3) years thereafter.

The Committee on Trustees shall be responsible for proposing candidates to be considered by the Board. In preparing this slate, the Committee on Trustees shall consider the skills, talents and resources which will be needed by the Board, including the projected losses of Board members resulting from upcoming term expirations. As part of this process, the Committee shall take into account the benefits of having members of various constituencies of the school on the Board.

Notwithstanding anything in these By-Laws, each Trustee, once elected, shall represent no separate organization or constituency, but shall instead be responsible for representing solely the best interests of Lawrence Academy.

**Section 4. Removal** Trustee may be removed at any time, with cause, by a vote of two-thirds (2/3) of the Trustees, provided notice of intention to remove such Trustee is set forth in the notice of the meeting. A new Trustee or Trustees may be elected at the same meeting.

**Section 5. Vacancy** Any vacancy occurring on the Board of Trustees may be filled at any time by the vote of a majority of the remaining Trustees, though less than a quorum, or by the sole remaining Trustee. Any person selected to fill a vacant seat must meet the qualifications required of a Trustee for that seat.

**Section 6. Compensation** Trustees may not be compensated for their services as Trustees, but the Board of Trustees may provide for compensation to individual Trustees for services to the Corporation otherwise than as Trustees, and may provide for reimbursement for any or all expenses incurred by Trustees on behalf of the Corporation; provided that any Trustee compensated for services otherwise than as Trustee shall not vote on any matter related to such compensation or such services.

**Section 7. Resignation** Any Trustee may resign from a committee of the Board, an office of the Board, or the Board itself by giving written notice to the Chair or the Secretary. The resignation shall take effect at the date of the receipt of such notice.

**Section 8. Deemed Resignation** The failure of a Trustee to attend three (3) consecutive regular Board meetings may be treated by the Board as a resignation of the Trustee. The Chair shall contact the absent Trustee to discuss the absences. At the next Board meeting, following the three (3) consecutive absences, the Chair shall make a report to the Board on such absences and the Trustee's interest in continuing to serve on the Board. The Board shall elect to either accept the absences as deemed resignation or to request that the Trustee improve the Trustee's attendance.

## ARTICLE IV

### Meetings of Trustees

**Section 1. Regular Meetings** The Board of Trustees shall meet not less than quarterly and more frequently by resolution of the Board. Meetings of the Board of Trustees are not open to the public.

**Section 2. Special Meetings** Special meetings of the Board of Trustees may be called by or at the request of the Chairman or Headmaster or at the written request of any three (3) trustees. The person or persons calling a special meeting of The Board of Trustees shall, at least two (2) days before the meeting, give notice thereof by any usual means of communication. Such notice shall specify the purpose for which the meeting is called.

**Section 3. Place of Meeting** All meetings of the Board of Trustees shall be held at the principal office of the corporation, except as may otherwise be designated in a proper notice of said meeting.

**Section 4. Notice of Meeting** Notice of the time and place of the regular meetings of the Board of Trustees, as determined by the Chairman, shall be given at least four (4) days before the meeting.

**Section 5. Waiver of Notice** Any Trustee may waive notice of any meeting. Attendance by a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully or properly called or convened.

**Section 6. Quorum** A majority of Trustees serving shall constitute a quorum for the transaction of business at a meeting of the Board of Trustees.

**Section 7. Manner of Acting** Except as otherwise provided in these By-Laws, the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

**Section 8. Informal Action by Trustees** Action taken by the Trustees without a meeting is nevertheless Board action if written (electronic or otherwise) consent to the action is signed by all the Trustees and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

## ARTICLE V

### Committees

**Section 1. Finance Committee** The Chairman on consultation with the Treasurer, shall appoint on an annual basis, not less than two (2) Trustees serving with the Treasurer as members to the Finance Committee. The Finance Committee shall: (a) prepare and submit to the Board of Trustees an annual operating budget for the Corporation; (b) monitor the financial condition of the Corporation; (c) establish procedures related to the financial affairs of the Corporation; (d) assure that there exist viable auditing procedures, both internal and independent, for the Corporation and recommend the appointment of independent auditors; and (e) perform such other functions as the Chairman of the Board may direct from time to time. The Finance Committee may appoint up to five (5) committee members who are not Trustees. The Headmaster shall be an ex-officio member of this Committee, without vote.

**Section 2. Committee on Trustees** The Chairman shall appoint, on an annual basis, a Committee on Trustees of not less than two (2) Trustees. It shall present to the Board nominations for the Trustees to be elected by the Board, and for Chairman and Vice-Chairman. The Committee shall furnish information relating to the background and qualifications of all such nominees at least two weeks prior to the Board meeting at which an election or appointment is scheduled to take place. The Committee shall maintain a current profile of the Board's membership composition to guide the selection process. It shall annually review the performance of incumbent Trustees and Board Officers who are eligible for re-election, and it shall develop and help administer a program of orientation with the Headmaster for newly elected Trustees. The committee shall also, subject to the requirements as set forth in these Bylaws, nominate Trustees Emeriti. It shall encourage periodic programs of in-service education for the Board. The Committee shall report to the Board at the quarterly meetings and otherwise as circumstances dictate.

**Section 3. Development Committee** The Chairman shall appoint, as needed, but not less than once every two years , a Development Committee of not less than two (2) Trustees. The Development Committee shall: (a) monitor the operation of the development program, including staff and budget; (b) encourage the participation of all Trustees in giving and raising funds; (c) ensure that fund raising efforts align clearly with the mission statement adopted by the Board; and (d) perform such other functions as the Chairman or Board may direct from time to time. The Development Committee may appoint up to five (5) members who are not Trustees, subject to the approval of the Chairman of the Board of Trustees. The Headmaster shall be an ex-officio member of this Committee, without vote.

**Section 4. Building, Grounds and Safety Committee** The Chairman shall appoint, on an annual basis; a Building, Grounds and Safety Committee of not less than two (2) Trustees. The Building, Grounds and Safety Committee shall: (a) ensure the adequacy, maintenance and proper condition of buildings, grounds and plant facilities; (b) develop physical planning policies for land, buildings and equipment; (c) assure adequate levels of funding for plant maintenance; (d) develop safety guidelines/criteria and ensure buildings, grounds, and facilities meet minimum safety expectations (e) perform such other functions as the Chairman or Board may direct from time to time. The Building, Grounds and Safety Committee may appoint up to five (5) members who are not Trustees, subject to the approval of the Chairman of the Board of Trustees. The Headmaster shall be an ex-officio member of this Committee, without vote.

**Section 5. Bylaws Committee** The Chairman shall appoint, on an annual basis; a Bylaws Committee of not less than two Trustees, one of which is the Secretary of the Board. Additionally, the Committee may have two other non-Trustee members. The Bylaws Committee shall (a) assist the Secretary in maintaining an accurate and permanent record of the Bylaws of the Corporation, (b) periodically (not less than annually) review the Bylaws to insure that they are accurate, correct, and meet the needs of the Corporation and its Board of Trustees, and (c) study and make a recommendation to the Board of Trustees on any proposed amendment to the Bylaws of the Corporation. The Attorney for the Corporation will be made aware of any proposed changes to the Bylaws.

**Section 6. Strategic Planning Committee** The Chairman shall appoint, as needed, but not less than once every two years; a Strategic Planning Committee of not less than two (2) Trustees and sufficient non-Trustee members to provide for a broad perspective. The Headmaster shall be an ex-officio member of this Committee, without vote. The Strategic Planning Committee shall (a) develop and maintain the Strategic Plan for the Corporation as aligned with the Mission Statement adopted by the Board, (b) meet at least quarterly to assess progress against that Plan, and (c) provide regular, but not less than semi-annual, reports to the Board of Trustees.

**Section 7. Executive Committee** The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, and Treasurer. Said Committee shall be responsible to the Board for the documentation, review, and tracking of the goals submitted by the Headmaster and approved by the Board. The committee is further responsible to the Board for an annual Headmaster compensation proposal that reflects the results attained against his/her goals. Additionally, the Executive Committee shall have and exercise, when the Board is not in session and prudent and expeditious management requires prompt action, all of the authority of the Board in the governance of the School. This power is limited with respect to the amendment of the Bylaws, the removal or election of Trustees, officers, or the Head of School, or any such authority that may be limited by resolution of the Board of these Bylaws. The Executive Committee may meet at the call of the Chair to advise the Chair or the Head of School. The Chairperson of the Board shall be the Chair of this committee.

**Section 9. Other Committees** The Chairman may designate two (2) or more Trustees or other persons to constitute and serve on any committee deemed necessary by the Board, which committee shall have authority as provided in any resolution of the Board authorizing such committee. All committee members will serve a one (1) year term, but may be reappointed.

**Section 10. Discontinued Committees** The Board may discontinue any standing committee from time to time and duties of any committee so discontinued shall be performed during such discontinuance by another committee or the Board, as the Board may direct.

**Section 11. Meetings of Standing Committees** Except as otherwise provided in this section, all standing committees shall meet at least two times annually and shall report all actions and considerations to the Board. Minutes of the meetings of the committees shall be delivered to the Board prior to the next regular Board meeting following the meeting of the committee.

## ARTICLE VI

### Officers

**Section 1. Number of Officers** The Officers of the Corporation shall be a Chairman of the Board, a Vice Chairman, a Headmaster, a Secretary, a Treasurer, and such other officers as may be deemed necessary from time to time. Any two (2) or more offices may be held by one person, except the offices of Chairman and Secretary, but no officer shall sign or execute any document in more than one capacity.

**Section 2. Election, Term of Office, and Qualifications** Except as otherwise expressly provided herein, each officer shall be chosen by the Board of Trustees. Election of officers shall take place at a regular meeting of the Board of Trustees. The Chair and Vice Chair shall serve terms of three years and until their successors are elected. All other officers shall be elected to one-year terms. The term of each officer so elected shall commence on the first day of July following such meeting. The time period a Trustee holds a term of office shall not count towards the three (3) year board of service. No Trustee shall be eligible to serve as an officer of the Corporation prior to completion of one (1) year of service as a Trustee unless there is an insufficient number of Trustees with more than one (1) year of service to fill the offices required.

**Section 3. Removal** Any Officer specifically designated in Section 1 of this Article VI may be removed, with cause, by vote of two-thirds (2/3) of the full Board at a regular or special meeting of the Board called for that purpose. The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4. Vacancies** A vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for regular appointments or elections to such offices.

**Section 5. Compensation** No Officer shall be compensated for services as an officer, and reimbursement of expenses shall be the same as for Trustees.

**Section 6. Bonds** The Board of Trustees may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Trustees.

**Section 7. Chairman of the Board** The Chairman of the Board, shall as ex-officio Chairman of the Board of Trustees, preside at all meetings of the Board of Trustees, may sign, with the Secretary or any other officer of the Corporation so authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws to be otherwise signed or executed, and shall perform such other duties as the Board of Trustees may from time to time designate. The Chairman of the Board will vote only in the case of a tie. The Chairman of the Board must be a Trustee of the Corporation.

**Section 8. Vice Chairman** The Vice Chairman shall, in the absence or disability of the Chairman, exercise all functions and duties of the Chairman and shall perform such other duties as the Board may from time to time designate. The Vice Chairman must be a Trustee of the corporation.

**Section 9. Headmaster** The Headmaster shall be the administrative head of the Corporation. He/she shall employ and direct a suitable faculty of teachers and a staff for the conduct of Lawrence Academy and for the teaching, training, care, and control of the student body. He/she is authorized to execute annual contracts with such teachers within the limits of the budget fixed by the Board of Trustees as to the number of teachers and the amount of their salaries and may provide in said contract that he/she shall have the right to terminate the same. He/she shall have full charge of enrollment, admission, classification, instruction, discipline, and dismissal of students entering or entered in school, and he/she may delegate such duties to the members of the faculty as he/she may see fit. He/she shall also employ such suitable secretaries, assistants, and other personnel as may be necessary, subject to the limitations in the budget adopted by the Board as to the number of such employees and their compensation. He/she shall make such reports and perform such other duties as are properly required of him/her by the Board of Trustees.

**Section 10. Secretary** The Secretary shall: (a) keep all minutes of the Board of Trustees' meetings and committee meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) shall sign such instruments as may require his/her signature, and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Trustees. The Secretary must be a Trustee of the Corporation.

**Section 11. Treasurer** The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the Corporation. He/she shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose, and he/she shall cause a true statement of its assets and liabilities, as of the close of each fiscal year, and of the results of its operations and of changes in surplus for each fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within three (3) months after the end of such fiscal year. He/she shall, in general, perform all duties and have all authority incident to the office of Treasurer and shall perform such other duties and have such other authority as from time to time may be assigned or granted to him/her by the Board of Trustees. He/she may be required by the Board of Trustees to give a bond for the faithful performance of his/her duties in such form and amount as the Board of Trustees may determine. The Treasurer must be a Trustee of the Corporation.

## ARTICLE VII

### Contracts, Loans, Checks, and Deposits

**Section 1. Contracts** Except as otherwise provided in these Bylaws, the Board of Trustees may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans** No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Trustees.

**Section 3. Deposits** All funds of the Corporation not otherwise employed shall be deposited or invested from time to time to the credit of the Corporation in such banks or trust companies or with such bankers, other depositories, or in such other manner as the Board of Trustees may direct, or as may be directed by an Officer or Officers, agent or agents of the Corporation to whom such power may from time to time be given by the Board of Trustees.

**Section 4. Checks, Drafts, Etc.** All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by such Officers or employees and in such manner as determined by resolution of the Board of Trustees or in accordance with procedures adopted by the Finance Committee.

## ARTICLE VIII

### General Provisions

**Section 1. Corporate Seal** The corporate seal shall be in the form impressed in the margin hereof.

**Section 2. Fiscal Year** The fiscal year of the Corporation shall be July 1st to June 30th unless otherwise provided by the Board of Trustees.

**Section 3. Amendments** Except as otherwise herein provided, these Bylaws may be altered, amended, or repealed; and new Bylaws may be adopted if such action is approved at two (2) consecutive meetings (regular or special) of the Board of Trustees by the affirmative vote of two-thirds (2/3) of the Board of Trustees, at each of the two (2) consecutive meetings (regular or special) of the Board. The right to alter, amend, repeal, or adopt new Bylaws shall be vested exclusively in the Board of Trustees, and the Board of Trustees may adopt any provision not inconsistent with the charter or applicable law.



Trustees shall have no power, however, to adopt a Bylaw: (1) authorizing the Corporation to make loans to Trustees or Officers of the Corporation, (2) setting a quorum of Trustees at less than one-third (1/3) of the number of trustees authorized by these Bylaws; or (3) reducing the required approval of an action taken by the Board of Trustees to less than a majority of those Trustees present at the meeting at which the action was taken.

**Section 4. Indemnification** The Corporation shall indemnify the Trustees and Officers of the Corporation for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by Part 5 of Article 8 of Chapter 55A of the North Carolina General Statutes as now enacted or hereafter amended. The Corporation may, by action of the Board of Trustees, purchase insurance to cover the Corporation's indemnification obligations hereunder.

Nothing in this section shall be construed to preclude the Corporation from indemnifying employees or agents of the Corporation.

**Section 5. Investments** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a Trustee is or may hereinafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**Section 6. Exempt Activities** Notwithstanding any other provision of these Bylaws, no Member, Trustee, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization except under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) of such Code and Regulations as they now exist or as they may hereafter be amended.

**Section 7. Waiver of Notice** Whenever any notice is required to be given to any Member or Trustee by law or by the Charter or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**Section 8. Parliamentary Authority** The Board of Trustees may adopt such rules of procedure and order as it deems appropriate, but in the absence of any rule of procedure or order, Robert's Rules of Order Newly Revised shall apply.

**Section 9. Nondiscrimination Statement** There shall be no discrimination by the School in the selection of its governing board, in the employment of personnel, in the admission of students, or in the administration of the School's programming because of race, color, religion, national origin, sex, age, sexual orientation, or handicapped status in violation of existing state or federal law or regulations.

**Section 10. Conflict of Interest** A Trustee shall not vote or debate on any matter in which the Trustee has a direct or indirect interest. The Board may approve a transaction in which a Trustee has an interest if the material facts of the transaction and the Trustee's interest are disclosed and the Trustees approving the transaction in good faith reasonably believe the transaction is fair to the School.

**Bylaws originally adopted by the Board of Trustees on November 15, 1999.**

**Bylaws rewritten and adopted by the Board of Trustees on June 8, 2015.**

**Amendments to the Bylaws in which language was deleted:**

**N/A**