

BY-LAWS
OF
WORCESTER COUNTY PUBLIC SCHOOLS' EDUCATION FOUNDATION
PROPOSED REVISIONS 01/25/22

ARTICLE I

Mission and Offices

1. Mission Statement

Our mission is to enhance achievement, both inside and outside the classroom, and prepare each Worcester County Public School Student for current and future success through effective utilization of innovation, relationships, and resources.

2. Offices

The Foundation shall receive its mail and share space at Worcester County Board of Education, Newark, MD 21841, and it may have other offices at such locations as selected by the Foundation's Board of Directors (hereinafter "Board of Directors" or "Board").

ARTICLE II

Board of Directors

1. Number and Qualifications for Office

The Board of Directors shall consist of not less than twelve (12) no more than twenty-five (25) elected persons, as may be fixed by resolution of the Foundation. All elected Directors shall serve the

term of office as provided below. In addition, the Superintendent and Vice Superintendent(s) shall serve as ex-officio members of the Board of Directors during their respective terms of office and/or employment with the Worcester County Board of Education. Ex-officio members may participate in open discussion on any matters that come before the Board of Directors. Ex-officio members may vote on all matters, excluding any decisions directly impacting funding of the Worcester County Board of Education or any individual school within the Worcester County education system.

2. Term of Office

The elected Directors shall be divided into three (3) classes, as closely equal in number as is mathematically possible. Class I shall be elected for a period of one (1) year, Class II shall be elected for a term of two (2) years and a Class III shall be elected for a term of three (3) years. Thereafter, all Directors shall be elected at each annual meeting, or at a special meeting held in lieu thereof, for extended terms or to fill the unexpired term of any vacant position. No elected Director may serve more than nine (9) consecutive years. A board member may not continue to serve as a non-officer member of the board beyond nine (9) years total Board service. However, years served in any elected Officer capacity are not counted toward the nine (9) year term limit.

3. Meetings

Regular meetings of the Board of Directors shall be held at such times and such places as the Foundation Chair shall designate. Special meetings of the Board of Directors shall be called upon the written request of the Secretary or upon the written request of a majority of the Board of Directors. Notice of all meetings shall be given by mail, email, facsimile, or telephone and need not state the meeting's purposes. The notice of any regular meeting and shall be given at least three (3) days before date of the meeting. The notice of each special meeting shall be given at least two (2) days before the date of the meeting. Any and all business may be transacted at any special meeting. The notice requirements for any meeting may be waived by any Director.

4. Quorum

Fifty-one percent (51%) or more of the Board of Directors shall constitute a quorum. A majority of those present, though less than a quorum, may only adjourn the meeting and set the date for the next meeting.

5. Powers

The Board of Directors shall manage the business and affairs of the Foundation. Except as may be from time to time delegated to the officers of the Foundation, the Board of Directors may exercise the powers of the Foundation and do all lawful acts and things as are not by statute, by these By-laws prohibited or required to be done by the members.

6. Board Compensation

No elected Director shall receive any compensation for serving as a Director of the Foundation.

7. Director Emeritus or Honorary Member

The Board of Directors may appoint or award Director Emeritus or Honorary Member status to any Board member or non-Board member as deemed appropriate. An honorary office is in fact not an office but like honorary membership, it is a complimentary title that is bestowed upon Board members or non-Board members of the Worcester County Public School's Education Foundation. A Director Emeritus or Honorary Member title is perpetual unless rescinded by a majority of the Board of Directors or the title becomes unqualified by the by-laws. Rights carried with the honor include the right to attend meetings and to speak, but not to make motions or vote unless the person is also a regular member of the Board of Directors. Board of Education members, should any serve on the Worcester County Education Foundation Board, are automatically considered Honorary Members.

ARTICLE III

Officers

1. Election and Qualification for Office

The Foundation shall have one Foundation Chair, one Vice Chair, and a Treasurer each of which shall be elected by the Board of Directors at the annual meeting of the Foundation, or, with respect to any vacancy in any such office, at any other regular or special meetings of the Board of Directors. Each officer shall be elected from the Board of Directors, and no one individual may hold more than one office. The Superintendent, as an ex officio member, shall at all times serve as Secretary of the Board of Directors during their respective term of office and/or employment with the Board of Education.

2. Term of Office

The Chair shall be elected for, at least, a 2-year term and thereafter serve for 1 year on the Foundation Executive Committee as Past Chair. The Vice Chair shall be elected for, at least, a 1-year term.

3. Duties and Powers

In addition to those specified below, each officer shall, subject to these By-laws, have such duties and powers as are commonly incident to their respective offices, and such duties and powers shall be performed and exercised by such individual or individuals as the Board of Directors shall appoint for this purpose.

(a) Foundation Chair

The Foundation Chair shall preside at all meetings of the Foundation and of the Board of Directors and shall be a member of all committees. The Foundation Chair shall have general supervision, direction, and control of all the business and affairs of the Foundation.

(b) Vice Chair

If the Foundation Chair for any reason vacates the chair or is absent, the Vice Chair should preside unless he/she also, because of involvement in the debate or for any other reason, should disqualify himself/herself from presiding in the particular case. If the Vice Chair is absent or must disqualify himself/herself, the duty of presiding falls on the Secretary.

(c) Secretary

The Secretary shall give, or cause to be given, notice of all meetings of voting members and of the Board of Directors and all other notices required by the By-laws, and, in case of his/her absence or refusal or neglect to do so, any such notice may be given by any person as directed by the Chair, or by the director upon whose request the meeting is called as provided in these By-laws. The Secretary shall assure the recording of all proceedings of the meetings of the members and of the Board of Directors in books provided for that purpose, and he/she shall perform such other duties as may be assigned to him/her by the Board of Directors.

(d) Treasurer

The Treasurer shall consult with the Foundation's appointed financial officer or external auditor regarding the financial status of the Foundation. The Treasurer and/or financial officer or external auditor shall regularly review and report the current status of the Foundation's financial condition to the Board of Directors. The Treasurer and/or, financial officer or external auditor shall review Foundation expenditures, recommend audits as deemed appropriate or necessary, and in the event that the Treasurer and/or financial officer or external auditor believe in good faith, that there has been fraud or defalcation regarding Foundation

funds, shall immediately report the facts to the Executive Committee and/or Board of Directors with a recommended course of action.

4. Officer Compensation

No officer or assistant officer shall receive any compensation for serving as an officer of the Foundation.

ARTICLE IV

Committees

1. Executive Committee

The Executive Committee shall consist of the past Foundation Chair, the current Foundation Chair, Vice Chair, Treasurer, Secretary, ex-officio members of the Board of Directors, and any other member as deemed appropriate and appointed by the Board of Directors. The Foundation Chair or one of the Members of the Executive Committee shall serve as Chair of the Committee. The Executive Committee shall have power to transact all regular business of the Foundation between meetings of the Board of Directors, provided any action taken shall not conflict with the written policies and directives of the Board of Directors. The Executive Committee shall meet as required by the business of the Foundation.

2. Nominating Committee

The Nominating Committee shall consist of at least three (3) members of the Board of Directors who shall be responsible for facilitating the policy and process of identifying and recommending for Board approval, nominees for election of new and re-election of existing Board members. All nominations shall be made at least thirty (30) days before the meeting at which Directors will be elected unless this time provision is waived by the Board of Directors.

3. Committee Appointments

The Chair, with approval by the Board of Directors, is responsible for appointing Chairs of designated committee(s). The Board of Directors may establish other committees as it deems necessary or desirable to facilitate the business of the Foundation.

ARTICLE V

Board of Directors Resignations, Removals and Vacancies

1. Resignations

Any Director may resign at any time by written notice thereof to the Secretary. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof, and unless otherwise specified therein, the acceptance of any resignation shall not be necessary to make it effective.

2. Removals

The Board of Directors by a majority vote of the total authorized number of Directors, at a meeting called for such purpose, may remove from office any officer of the Foundation with or without cause and may elect his successor at the same meeting. Additionally, four (4) or more unexcused absences from regular meetings of the Board of Directors in one year may result in removal from the Board of Directors

3. Vacancies

When the office of any Director or officer becomes vacant, the remaining Directors, although less than a quorum, may elect a successor for such office who shall hold the same for the unexpired term.

ARTICLE VI

Fiscal Year

The fiscal year of the Foundation shall end on June 30th in each year, unless otherwise provided by the Board of Directors.

ARTICLE VII

Waiver of Notices

Any Director or officer may waive any notice or other formality required by statute or these By-laws. Such waiver of notice, whether given before or after any meeting, shall be deemed equivalent to notice. The presence of any Director at any meeting of the Board of Directors shall constitute a waiver of such notice as may be required by a statute or these By-laws.

ARTICLE VIII

Indemnification of Officers and Directors

The Foundation shall indemnify each and every Director and officer of the Foundation against all expenses (as hereinafter defined) necessarily or reasonably incurred by or imposed upon him in connection with the defense of any action, suite or proceeding to which he may be made a party, or with which he may be threatened, by reason of his being or having been a Director or officer of the Foundation, whether or not he continues to be a Director or officer at the time of incurring such expenses.

As used herein "expenses" shall include amounts of judgments against, or amount paid in settlement by, such Director or officer together with all costs, legal, accounting or other expenses reasonably incurred by or otherwise imposed upon him, but shall not include any expenses incurred or imposed in connection with any matters as to which such Director or officer shall be finally adjudged

in such action, suit or proceeding, without such judgment being reversed, to be liable by reason of his gross negligence or willful misconduct in the performance of his duty as such Director or officer. In the event of a settlement of any such action, suit, or proceedings or of any threatened action, suit or proceeding, indemnification shall not be provided in connection with such matters covered by the settlement as to which the Foundation is advised by an opinion of legal counsel that the person to be indemnified was liable for gross negligence or willful misconduct in the performance of his duty. Such counsel may be general counsel regularly employed or retained by the Foundation or may otherwise be selected by or in the manner designated by the Board of Directors, and their opinion shall be final and conclusive upon all parties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law, vote of members, By-laws, agreement or otherwise.

ARTICLE IX

Amendments

These By-laws may be amended by the Board of Directors at any regular or special meeting, by an affirmative majority vote of the Board of Directors then in office.

Approved Foundation Board of Directors _____

Revisions Approved Foundation Board of Directors _____