

BYLAWS
OF
MARY N. SMITH ALUMNI ASSOCIATION, INC.
A VIRGINIA NON-STOCK CORPORATION

Article I – Name and Location

- 1.1 The name of the Corporation shall be Mary N. Smith Alumni Association, Inc.
- 1.2 The principal office of the Corporation shall be located at 24577 Mary N. Smith Road, Accomac, Virginia 23301.

Article II – Purposes

- 2.1 The purpose for which the Corporation is formed is to provide a place in the Eastern Shore Community that will foster an environment where the social, recreational, cultural, and educational needs of the Community are met. Such purpose shall include accepting and maintaining the former Mary N. Smith School as a cultural enrichment community center to honor the memory and legacy of the late Mary Nottingham Smith, a veteran educator who fought tirelessly to raise the funds necessary to build the school carrying her namesake.
- 2.2 In addition to the purpose stated above, the Corporation is formed to provide any and all services that, from time to time, the Board of Directors sees fit, so long as the services are in compliance with all other provisions of Section 2.3 below.
- 2.3 Notwithstanding anything contained in this Article II, the Corporation shall be operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, without limitation, the purposes stated in Section 2.1 of these Bylaws. At no time shall the Corporation be operated for the primary purpose of carrying on a trade or business for profit, nor shall the net earnings of the Corporation inure to the benefit or be distributed to any private person except the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in this Article II.

Article III – Members

- 3.1 Any person who supports the objectives of the Corporation may become a Member of the Corporation upon application and payment of such fees as may be established by the Board of Directors from time to time, if any. The Board may create different

categories of Members, depending on the level of support provided by such Members. Members shall participate in the activities and projects of the Corporation as provided from time to time by the Board of Directors. The Board may establish special events from time to time to recognize Members. Members shall not have any right to vote.

Article IV - Board of Directors

4.1 Powers & Duties

4.1.1 *General Powers.* The business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of, the Corporations' properties and funds shall be vested in its Board of Directors, except as otherwise provided in the nonprofit corporation law of the Commonwealth of Virginia, the Corporation's Articles of Incorporation, or these Bylaws.

4.1.2 *Duties.* The Board of Directors is charged with two (2) primary duties: the Duty of Care and the Duty of Loyalty. The Duty of Care requires board members to act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Corporation. The Duty of Loyalty requires board members to pursue the Corporation's best interest, whether over money or politics. The Duty of Loyalty prohibits a director from engaging in self-dealing unless there is full disclosure to the board and the transaction is clearly in the corporation's best interest.

4.2 Number, Election, Term, and Qualifications

4.2.1 *Number.* There shall be no fewer than four (4) and no more than thirteen (13) members of the Board.

4.2.2 *Terms.* Each board member shall be elected at an annual meeting by the full board to serve a three (3)-year term. The term is renewable such that a board member may serve consecutive three-year terms. Board members shall be divided into three classes to achieve a staggered rotation of terms.

4.2.3 *Qualifications.* The Nominating Committee shall propose a slate of members at the annual meeting of the Board upon giving due consideration the recommendations of such persons. The Board shall be comprised of members with consideration of, but not limited to, the following skills: business, development, community service, legal, public relations and communications, and/or a general interest in cultural activities.

4.3 Attendance

- 4.3.1 In order to uphold the Duty of Care, it is expected that board members attend all regularly scheduled board meetings.
 - 4.3.2 A board member who misses three (3) consecutive meetings, unless excused, shall be deemed to have resigned. The office shall become vacant for the remainder of the term. The minutes should note any excused absences.
 - 4.3.3 A board member may take a “leave of absence” for up to six months with approval from the full board. The board member must submit a request in writing with a justification for the leave. Examples of acceptable reasons for leave include, but are not limited to: maternity, care for family members, and personal health.
- 4.4 Nominating Committee
- 4.4.1 Board members may be reviewed and proposed by a Nominating Committee appointed by the Chairman of the Board. The Nominating Committee shall interview all board candidates and request a resume and/or application. When selecting candidates for presentation to the board, the Nominating Committee shall give consideration to expertise, needs of the committees, demographics of the board, and other factors as deemed appropriate in addition to the candidate’s commitment to the mission of the Corporation.
 - 4.4.2 To ensure that prospective board members are fully prepared to assume their duties, board members shall receive copies of the following materials: (1) the mission statement of the Corporation, (2) the Articles of Incorporation, (3) the Bylaws, (4) the most recent annual report, (5) financial statements including the budget and tax filings of form 990, (6) policies, (7) expectations for meeting attendance and committee work, and (8) a list of current board members with complete contact information and committee designations.
 - 4.4.3 Upon election to the Board, new members shall have the opportunity to participate in a board member orientation.
- 4.5 Resignation and Vacancies
- 4.5.1 *Resignations.* A board member may resign at any time by providing written notice to the Board Chair or Secretary.
 - 4.5.2 *Board Vacancies.* A director elected to fill a vacancy due to resignation shall be elected for the unexpired term of the predecessor. Vacancies may be filled at any time by the affirmative vote of a majority of the remaining directors then in office, even if it is less than a quorum.
- 4.6 Regular Meetings

- 4.6.1 *Regular meetings.* The Board of Directors shall meet no fewer than six (6) times per year, including an annual meeting.
- 4.6.2 *Definition of Annual Meeting.* The annual meeting of the Board shall be held on the third (3rd) Thursday of every July. The purpose of the meeting shall be to elect officers, board members, set the budget and calendar of meetings for the coming year, and any other business as set forth before the Board.
- 4.6.3 *Special Meetings.* The Board Chair may call a special meeting of the Board whenever deemed necessary or when requested to do so by (3) three or more directors. Notice of a special meeting shall be provided in writing to each board member at least seven (7) days in advance of the meeting.
- 4.6.4 *Meeting Notification.* The Board of Directors shall set the schedule of meetings for the coming year at the annual meeting. The schedule of meetings shall serve as proper notice. Meeting materials shall be prepared and distributed not later than the Friday before the meeting.
- 4.6.5 *Rules of Order.* Meetings shall be guided by specific parliamentary procedure as adopted by the Board of Directors.
- 4.7 Quorum and Voting
 - 4.7.1 *Meeting quorum.* A quorum exists if two-thirds (2/3) of the members of the board are present for a meeting.
 - 4.7.2 *Voting.* Each member of the Board shall have (1) one vote. An action may be passed by the Board at a meeting through an affirmative vote by the majority of those present.
 - 4.7.3 *Amendment to Bylaws.* The bylaws may be amended with vote of a super majority of the Board. Proposed amendments must be submitted in writing to the Board prior to the meeting in which the vote is to be held.

Article V – Officers and Agents

- 5.1 *Number and qualifications.* The board officers shall consist of a President, Immediate Past-President, a Secretary, and a Treasurer.
- 5.2 *Election and Term of Office.* The Nominating Committee shall present a slate of officers for the coming year for vote by the full board at the annual spring meeting.
- 5.3 Authority and Duties of Officers
 - 5.3.1 *President.* The President of the Board shall serve a one-year term. The President is responsible for convening meetings and general oversight of

board activities. The President appoints the Nominating Committee. The President is also the Chair of the Executive Committee. References to the Chair, Chairman or Chairperson throughout these Bylaws shall mean the President, as defined in this Section 4.3.1.

- 5.3.2 *Immediate Past President.* The Immediate Past President serves on the Nominating Committee and the Executive Committee, while serving as a resource to the President. The Immediate Past President serves a one-year term of office.
- 5.3.3 *Recording Secretary.* The Secretary of the Board shall ensure that proper notice is given for meetings, and is responsible for recording and distributing minutes of meetings. In the absence of the Secretary, the President shall appoint a person to act as Secretary at a particular meeting. The Secretary is a member of the Executive Committee.
- 5.3.4 *Treasurer.* The Treasurer of the Board shall be responsible for submitting the annual budget for approval by the full Board. The proposed budget shall be presented for discussion at the meeting prior to the annual meeting. The budget shall be approved at the annual meeting. The Treasurer shall prepare the monthly financial reports to the Board, receive and make deposits, and make disbursements up to (_____). Disbursements of (_____) and above require the co-signature of the Board President. At the end of the term the Treasurer shall deliver to the successor all books, monies, and other property of the Corporation then in his or her possession. The Treasurer is a member of the Executive Committee.

Article VI – Committees of the Board

- 6.1 The creation of committees shall be recommended by the Executive Committee to the full Board. Committees in addition to those listed below may include: program committee, resource development, public relations, and others as deemed necessary by the Board. The President of the Board may appoint committee chairs. The President of the Board may designate an ad hoc committee to carry out special projects within certain time parameters. For example, an anniversary planning committee or a long-range plans committee.
- 6.1.1 *Executive Committee.* The Executive Committee shall be comprised of the officers of the Board and the chairmen of committees. The Executive Committee has authority to exercise all the powers and functions of the board in the management and direction of the affairs of the Corporation. The Executive Committee of the Board shall hold a minimum of (4) four meetings per year outside of the regular board meetings and shall report on such meetings at the next regular meeting of the full Board.

- 6.3.2 *Committee Chairs.* The committee chair holds the responsibility for convening meetings and ensuring that communication is upheld with the Board. The committee chair shall be appointed by the President of the Board.
- 6.3.3 *Nominating Committee.* The Nominating Committee shall be appointed by the President of the Board. The Nominating Committee shall recruit, interview, and present candidates for election to the Board at the Annual Meeting of the Board. The Nominating Committee shall be responsible for maintaining a pool of potential board members, annual assessment of board performance, and board training.
- 6.3.4 *Audit Committee.* The Audit Committee shall ensure that the financial reporting is in compliance with current statutes. The Audit Committee shall ensure that an annual audit is completed and that all tax forms are filed. Reports of the auditors and copies of tax forms shall be readily available to board members.
- 6.3.5 *Personnel Committee.* At the point in time that the Corporation shall employ an executive director and/or other staff, the Personnel Committee shall set human resources policies. The Personnel Committee shall be responsible for the hiring and annual review of the Executive Director and serves as the last point of appeal in the grievance process.

Article VII – Indemnity of Officers and Directors

- 7.1 Each person now or hereafter a director or officer of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation to the fullest extent permitted by the laws of the Commonwealth of Virginia against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.
- 7.2 Under Va. Code Ann. §13.1-697, the Corporation has the authority to indemnify an officer or director if 1) he conducted himself in good faith, and 2) he believed in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests; and in all other cases, that his conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. If the determination as to whether a director or officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel.

Such right of indemnification shall not be deemed exclusive of any rights to which an officer or director may be entitled by any bylaw, agreement, vote of members, or otherwise. The Corporation shall have the authority to purchase suitable policies of indemnification insurance on behalf of its officers, directors, or agents, the premiums for which may be paid out of the assets of the Corporation

Article VIII – Conflicts of Interest

- 8.1 *Conflict Defined.* A conflict of interest exists when the interests or activities of any director, officer or staff member may be seen as competing with the interests or activities of the Corporation; or the director, officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.
- 8.2 *Disclosure.* Any conflict of interest shall be disclosed to the Board of Directors by the person who has the conflict. When the conflict relates to a matter requiring action by the Board of Directors, that person shall not participate in the discussion nor vote on the matter, but their presence may be counted if it is necessary in order to achieve the quorum.

Article IX – Account Books and Minutes

- 9.1 The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books and records of the Corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time. The minutes will be entrusted to the Secretary and will be kept _____. In accordance with the IRS laws, the minutes will be made available to the public upon request. Additionally, the minutes will be emailed to all the Board of Directors to go over, so at the next meeting, the Board can agree to their accuracy.

Article X – Fiscal Year and Audit

- 10.1 The fiscal year of the Corporation shall be July 1st through June 30th, inclusive. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the preceding fiscal year shall be reviewed by certified public accountants, as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors within thirty (30) days after the close of the fiscal year.

Article XI – Loans to Directors and Officers

- 11.1 The law of the Commonwealth of Virginia prohibits any loans or advances, other than customary travel advances, to be made by the Corporation to any of its directors or officers.

Article XII – Amendment to Bylaws

- 12.1 These Bylaws may be amended or repealed in whole or in part by a supermajority vote (over two thirds) of the active members present and voting at any special or regular meeting of the Corporation, provided that fourteen (14) days' notice of the proposed amendment or repeal be given in the call for such meeting.

Bylaws Certificate

The undersigned certifies that he/she is the Secretary of Mary N. Smith Alumni Association, Inc., a Virginia non-profit corporation, and that, as such he/she is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of eight (8) pages, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by the Board of Directors of the Corporation at their organization meeting held on this day.

Name: _____
Dated: _____