

**BY-LAWS  
OF  
THE HAYWOOD COUNTY SCHOOLS FOUNDATION, INCORPORATED  
A NON-PROFIT CORPORATION**

**Article I**

Offices

Section 1: Registered Office

The registered office of the corporation is 1230 North Main Street, Waynesville, North Carolina 28786. The corporation may, by resolution of the directors, change the location to any other place in Haywood County.

**Article II**

Directors

Section 1: General Powers

The business and affairs of the corporation shall be managed by the Board of Directors or by such committees as the Board of Directors may establish pursuant to these Bylaws.

Section 2: Organization

The Board of Directors shall be comprised of the following classes: Permanent, At-Large, and Ex-Officio

Permanent member of the Board of Directors shall be:

- The Chairman of the Haywood County Board of Education or designee;

At-Large members of the Board of Directors shall be a minimum of twelve (12) and no more than twenty-one (21)

Ex-Officio members of the Board of Directors shall be:

- President or designee of the Haywood County unit of the North Carolina Association of Educators
- President or designee of the Haywood County Principals Association
- An Executive Director/Secretary, a staff position appointed jointly by the Haywood County Board of Education, and the Haywood County Schools Foundation, Inc.
- A Treasurer, a staff position appointed by the Superintendent
- Other members as may be appointed from time to time by the board of directors

Ex-Officio Board members shall be entitled to attend all meetings, participate in discussion, but shall have no voting rights.

### Section 3: Number and Terms of Office

The number of Permanent and At-Large members of the Board of Directors shall be a minimum of thirteen (13) and no more than twenty-two (22). Ex-Officio members shall not count in these numbers.

The permanent member of the Board of Directors shall serve during their term of election or employment.

At-Large directors shall be appointed/elected in the following ways:

- Initial At-Large directors will be appointed by the Haywood County Board of Education with one-third of said Board holding office for a term of three (3) years; one-third of said Board holding office for two (2) years; and one-third of said Board holding office for a term of one (1) year. Any director succeeding the initial directors shall then hold office for a term of three (3) years. Directors may be appointed to serve successive terms.

Ex-Officio directors are appointed according to Section 2 of this Article on a yearly basis

Section 4: Vacancies

Vacancies of all types, whether newly created directorship, resignation of a directorship, death of a director, expiration of a director's term, or for any other reason, are to be filled as follows: the Directors of the Corporation shall present the name of a nominee or nominees for a directorship to the Haywood County Board of Education for their approval. After due consideration, the Board of Education will appoint the proposed nominee as a new director.

Section 5: Removal

The Board of Directors, by a two-thirds vote may at any time, at a meeting expressly called for that purpose, and after due notice to all directors, remove any director for misconduct, malfeasance in office, violation of the board's attendance policy (two consecutive, unexcused meetings missed), or for other good cause.

Section 6: Regular Meetings and Annual Meetings

The directors shall meet at least quarterly in the months of February, May, August, and November. The quarterly meeting in August shall serve as the Annual meeting. The Board of Directors shall determine the day, hour and place of these regular meetings.

Section 7: Special Meetings

A special meeting of the Board of Directors may be called upon written request of the President, Executive Director or any six directors.

Section 8: Notice of Meetings

Notice of each meeting, regular or special, shall be emailed by the Executive Director to each of the Directors not less than five (5) days next preceding any such meeting. In the event the notice is made of a special meeting, such notice shall indicate briefly the objects thereof. The Directors may waive notice of such meeting or the object thereof, and when a quorum is present at any such meeting a waiver of notice of such meeting or the objects thereof by a majority of all members of the Board of Directors shall be as effective and have the same force and effect as though all Directors had waived the requirements of this paragraph as to such notice.

**Section 9: Quorum**

At least a simple majority of directors on the Board of Directors shall be present to constitute a quorum at all meetings. All action of the Board of Directors, except to amend these Bylaws and Articles of Incorporation, shall be a majority vote of the directors present at any meetings. No voting by proxy shall be permitted. Only those directors actually present at a meeting may vote.

**Section 10: Consent of Directors in Lieu of Meeting**

Any action required, or permitted to be taken, at any meeting of the Board of Directors, may be taken without a meeting if the members of the Board consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board.

**Section 11: Electronic Notification and Board Action**

Board action may be taken by unanimous email consent if the item for board action was previously addressed at a board meeting. The action shall allow a director to check whether he or she is in favor of or opposed to the particular

action. Upon the Secretary/Executive Director's receipt of consents approving the action, the action is duly approved. A decision is required within five business days. Regardless of whether the action is approved or not, the Secretary/Executive Director will confirm whether the action has passed or failed by email to all directors upon receipt of all individual consents. The Secretary/Executive Director will file consents with the corporation's minutes.

### **Article III**

#### **Officers**

##### **Section 1: Officers**

The officers of the corporation shall be the President, a Vice-President, an Executive Director/Secretary, and a Treasurer. The President and Vice-President shall be elected by the Board of Directors. The Executive Director/Secretary will be employed jointly by the Haywood County Board of Education and the Haywood County Schools Foundation. The Treasurer shall be a school system staff position.

##### **Section 2: Election, Term of Officers and Qualifications**

The officers of the corporation to be elected by the Board of Directors shall be elected annually. Each elected officer shall hold office for up to three years or until his/her successor is elected and qualified or until his death, removal or resignation. The President and Vice-President must be directors of the corporation. The Executive Director and Treasurer are non-voting ex-officio officers of the corporation.

##### **Section 3: Removal**

Any elected officer may be removed at any time for cause by three-fourths vote of the directors then in office.

Section 4: Vacancies

The Board of Directors shall fill any vacancy in any elected office of the corporation.

#### **Article IV**

##### **Powers and Duties of Officers**

Section 1: President

The President shall be the chief executive officer of the corporation, and subject to the direction and under the supervision of the Board of Directors shall exercise that authority which is normal and customary for the President of an Organization of this type. The President shall preside at all meetings of the directors of the corporation at which the President is present; and shall in general, perform all duties and have all powers incident to the office of the President, and shall perform such other duties and have such other powers as from time to time may be assigned by these Bylaws, or by the Board of Directors.

Section 2: Vice-President

At the request of the President or in the event of the absence or disability of the President, the Vice-President shall perform all duties of the President, and when so acting, shall have all the powers of, and shall be subject to all restrictions placed upon the President. The Vice-President shall perform such other duties and have such other powers as from time to time may be assigned to the Vice-President by these Bylaws, the Board of Directors, or by the President.

Section 3: Executive Director/Secretary

The Executive Director/Secretary shall be the chief administrative officer of the corporation. Subject to control of the Board of Directors and the President, the Executive Director/Secretary shall perform all duties customary to that office and shall supervise and control all of the affairs of the corporation in accordance with any policies and directives approved by the Board of Directors. Specifically, the Executive Director/Secretary shall:

- Ensure the minutes of all the meetings of the Board of Directors and the Executive Committee
- Sign with the President in the name of the corporation all contracts authorized by the Board of Directors and when so ordered by the Board of Directors, affix the seal of the corporation thereto
- Have charge of all such books and papers as the Board of Directors may direct, all of which shall at reasonable times be open to the examination of any director
- Keep current records of the names, mailing addresses, and telephone numbers of all directors of the corporation
- The Executive Director/Secretary shall be the Secretary of the Corporation and, as Secretary will fulfill all functions of said office.

Section 4: Treasurer

The Treasurer shall have custody of the corporate funds and securities and shall keep all receipts and disbursements in books belonging to the corporation. The Treasurer shall cause all monies and other valuable effects to be deposited 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 cause the funds of the corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements and shall render to the President and the Board of Directors, whenever requested, an account of all the transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall perform all duties and have all powers incident to the office of the Treasurer and shall perform such duties and have other powers as may from time to time be assigned by these Bylaws, by the Board of Directors, or by the President.

Section 5: General

In the event of the absence, inability, or refusal to act by the President or Vice-President of this corporation, the Board of Directors may appoint any person to perform their respective duties. Other officers may be designated by the Board of Directors as they from time to time deem best.

## **Article V**

### **Gifts and Donations**

Section 1: General

Any person making gifts to the Haywood County Schools Foundation may designate the object or objects for which the gifts shall be administered and distributed, which shall be known as a designated gift, or any such person may make a gift to the said foundation without designation, specification, condition, or limitation, which shall be known as an undesignated gift.

Section 2: Designated Gifts



In the case of designated gifts, the corporation shall follow the directions, specifications, terms and conditions of the Haywood County Schools Foundation Gift Acceptance Policy.

**Section 3: Undesignated Gifts**

All undesignated gifts shall be used by the corporation for the benefit of the Haywood County School System in furtherance of such of the objects and purposes specified in Article III of the Articles of Incorporation of the corporation as may be selected and decided upon by the Board of Directors; provided, however, that the corporation in its discretion may retain and accumulate any portion or all of the income from undesignated gifts for such time and in such manner as it may deem best, and thereafter may use and dispose of all or any part of such accumulated income into principal funds in the same manner as if the accumulated income had been given to the corporation as an undesignated gift. Undesignated gifts made to the corporation may be added to and merged with other undesignated gifts held by the corporation, and the funds and properties so merged may be held and administered by the corporation as a single trust estate; or if the Board of Directors or the corporation deem best or the gift or donation so specified, any undesignated gift may be held and administered as a separate trust estate.

**Article VI**

**Execution of Instruments**

**Section 1: Execution of Instruments Generally**

All documents, instruments, or writings of any nature shall be signed by the Executive Director and the Treasurer or his designee. The Secretary of the corporation shall attest the signature of the President.

Section2: Checks, Drafts, Etc.

All notes, endorsements, acceptances, and all written securities of the corporation shall be signed by the President and by the Treasurer in such manner as the Board of Directors may from time to time determine. All checks and drafts on accounts and transfers of funds of the corporation shall be signed by the Executive Director/Secretary and countersigned by the Treasurer, or his designee.

## **Article VII**

### Management of Funds

Section 1: General

All necessary operating expenses of the corporation shall be paid out of income from the property donated to and held by the corporation, including property donated to and held by the corporation for specific, designated purposes, and no part of the operating expenses of the corporation shall be paid out of the principal of funds and properties held by it; provided, however, that if any gift or donation is made to the corporation for the specific purpose of defraying its operating expenses and such a gift or donation authorizes the corporation to use a part or all of the principal of the gift or donation for this purpose, the corporation may use the principal to the extent authorized in the gift or donation for the purpose of defraying necessary operating expenses.

Undesignated funds contributed to the Foundation may, upon approval, be used for necessary operating expenses at the discretion of the Board of Directors in accordance with Article V (Section 3).

**Section 2: Power of Disbursement**

Disbursement of funds of the corporation shall be made only upon the written order of the Board of Directors; provided, however, that between meetings of the Board of Directors, disbursement for the purpose of defraying necessary operating expenses of the corporation may be made by the Executive Director/Secretary in accordance with Article VI, Section 2.

**Section 3: Restriction**

No loan of any funds of the corporation for the purpose of investment shall ever be made to any director of the corporation, or to any members of the immediate family of any director, or to any business or corporation which is owned or controlled by a director of this corporation or a member of his/her immediate family, or to any business or corporation in which a director of this corporation or a member of his immediate family is substantially interested financially; and no distribution of corporate funds, whether in the form of gift, loan, or donation to any of the said Haywood County School System shall ever be made to any director of this corporation or to any member of the immediate family of any director.

**Article VIII**

**General Provisions**

**Section 1: Corporate Seal**

The corporation may have a seal, selected by the Board of Directors, which shall be used in the execution of corporate instruments, documents, and other writings.

Section 2: Fiscal Year

The fiscal year of the corporation shall be the same as the fiscal year used by the Haywood County Consolidated School System, unless otherwise changed by the Board of Directors.

Section 3: Annual Audit

The books of the corporation and of its Treasurer shall be audited annually alongside the Haywood County School System, as directed by the Board of Directors.

Section 4: Annual Report

The Executive Director/Secretary shall provide to the directors within 30 days of the close of its fiscal year, an annual report containing the following information in reasonable detail:

- Assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year
- The principal changes in assets and liabilities including trust funds, during the fiscal year
- The revenue or receipts of the corporation, both undesignated and designated to particular purposes, for the fiscal year
- The expenses or disbursements of the corporation for both general and designated purposes, during the fiscal year

Section 5: Bond for Treasurer

The Treasurer for the corporation shall be bonded and this bond shall be in the amount exceeding the total value of funds controlled by the Treasurer.

Section 6: Liability Insurance

The Board of Directors may provide liability insurance for each and every director of the corporation as well as all officers of the corporation. This liability insurance shall be in such amounts as the directors deem requisite for the position and function of the individual being insured. It is the purpose of this section to insure directors, officers, and employees from pecuniary loss for carrying out their duties and responsibilities as assigned by the corporation.

**Article IX**

Committees

Section 1: Number of Committees

The Board of Directors shall set up committees as it thinks necessary to carry out the purposes and functions of the corporation. The Board of Directors shall determine the number of persons on these committees. The corporation will have separate committees to perform the following functions:

- Executive Committee to handle routine matters arising between meetings of the Board of Directors
- Finance Committee to establish a budget, manage assets, approve expenditures and provide for financial growth
- Nominating committee consisting of the Executive Committee or designee will make nominations for the elected officers and the Board of Directors

- Nominations for officers and for each new class of directors shall be submitted annually

Section 2: Committees

Each committee shall have at least three persons as members who are on the Board of Directors, or designee of the Corporation. Each committee shall make at least an annual report to the Board of Directors of all expenditures, functions, and activities in which it has been involved.

Article X

Amendments

Section 1: Amendments

These Bylaws and the Articles of Corporation may be amended or repealed, or new Bylaws may be adopted, by an affirmative vote of two-thirds of all persons then serving on the Board of Directors of the Corporation at an annual meeting or a special meeting of the Board of Directors, provided that notice of the intention to amend, repeal, or make addition to the Articles or Bylaws was contained in the notice of the meeting.

Revised this the 17th day of January, 2017

[Signature] 1/23/17
President Date

Jenny Wood 1/23/17
Executive Director/Secretary Date

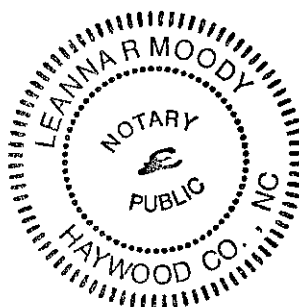
County of Haywood
State of North Carolina

Signed before me this 23rd day of January, 2017

by Hyleh Bircenbaum, president of the Haywood County Schools

Foundation, Incorporated and attested to by Jenny Wood,

Executive Director/Secretary of the Haywood County Schools Foundation, Incorporated.



Leanna R. Moody
Notary Public

Commission expires: May 5, 2017