

**AMENDED BYLAWS OF
THE PULASKI COUNTY PUBLIC SCHOOLS EDUCATION FOUNDATION**

Article I
Purpose

The purposes of the Corporation are those described in its Articles of Incorporation.

Article II
Composition of Board of Directors

The Board of Directors of this Corporation shall consist of not less than five (5) nor more than fifteen (15) Directors, with the exact number to be determined from time to time by the Board of Directors. The Board of Directors for the first year of the Corporation's existence, or until the first annual meeting of the Board, shall be comprised by those persons designated in the Articles of Incorporation and such other persons as the Board shall elect, if any.

The Superintendent of Pulaski County Schools shall be a director for a term concurrent with his or her tenure as School Superintendent.

All other directors shall be elected by the Board at its annual meeting for terms of three (3) years, except the Superintendent, who shall be elected by the Board for a term concurrent with his or her tenure as School Superintendent. All members of the Board of Directors shall be eligible for re-election by the Board, without limitation upon the number of successive terms.

Vacancies on the Board of Directors may be filled by the Board of Directors at any regular or special meeting. If the vacancy so filled by the Board be that of the Superintendent, such vacancy shall be filled by the successor or such office. Any other vacancies on the Board, if filled by the Board of Directors, shall be for the unexpired term of the director whose vacancy is so filled.

Article III
Directors

The business affairs and property of the Corporation shall be under the management of its Board of Directors, and such officers and agents as said Board may elect or employ.

The Board of Directors shall hold its meetings at such time and places as it may from time to time prescribe. The Board of Directors shall meet at least once a year at its annual meeting. Special meetings of the Board of Directors may be called anytime by the Chair of the Corporation or at the request of any two Directors. At least five (5)

days notice of the time and place of meetings of the Board of Directors shall be given in person or in writing to all Directors. However, any irregularity in the time, form or receipt of such notice shall not invalidate any action undertaken by the Directors provided a quorum thereof is present and voting at such meeting. Written notice shall be provided to the Directors by USPS first class mail and/or electronic mail to the postal and/or email addresses of the Directors as reflected in the corporate records shall be deemed to be sufficient notice.

A majority of Directors in office who have voting power shall be necessary to constitute a quorum for the transaction of business. Any question coming before the Board shall be determined by majority vote provided quorum exists. If quorum fails to attend at the time and place of meeting, the majority of those who do may adjourn from time to time until meeting shall be regularly constituted. At any meeting for the election of Directors, a quorum being present, the person receiving the greatest number of votes shall be elected as Director. Voting by proxy is not recognized.

The Directors shall serve without compensation, except they may receive their reasonable expenses as shall be approved by the Board of Directors.

Article IV Directors Emeriti

The Board of Directors of this Corporation may elect Directors Emeriti who must have served as Directors of the Corporation. Directors Emeriti shall serve for their lifetime or until they resign or are removed by procedure for removing any other Directors. There shall be no limit on the number of Directors Emeriti who may be elected by the Board of Directors.

Article V Officers and Agents

The Board of Directors at its organizational meeting and at each subsequent annual meeting of the Board of Directors shall elect a Chair and Vice Chair, a Secretary, a Treasurer, and such other officers and agents as it may deem appropriate. The Chair and Vice Chair shall be elected from the Board of Directors but no other officers, agents, or employees shall be required to be members of the Board of Directors. The Chair and Vice Chair shall be elected for a term of one (1) year or until their successors are elected. The officers of this Corporation shall be eligible for re-election, as the Board of Directors shall determine, without limitation upon the number of successive terms.

All other officers, agents, and employees of Corporation elected by the Board of Directors shall be elected for such terms and with such rights, authority, and duties and such compensation as may be fixed by the Board of Directors.

The foundation board shall appoint such committees from its membership, as it requires, provided final approval of any committee action lies with the Board of Directors.

Article VI
Powers and Duties of Offices and Agents

The Chair shall preside over all meetings of the Board of Directors and shall further have the general management and supervision of all the affairs of the Corporation as specifically delegated by the Board of Directors. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect and shall execute all deeds, contracts, agreements, transfers, and such other instruments as may be designated by the Board of Directors, and generally perform all duties and functions and have and exercise all of the rights, powers and authority usually by law vested in such officers. In the event of absence, inability, or death of the Chair, the Vice Chair shall have all the powers, and perform all the duties of the Chair until the vacancy is filled.

The Secretary shall give proper notice of all Board meetings to all Board of Directors members when requested; maintain an accurate record of all meetings, and all actions taken at such meetings by the Board of Directors; maintain an accurate record of all the names and addresses of all Directors and certify as to the accuracy and completeness of any record of the Corporation. The Secretary shall be the custodian of the Corporate Seal, and attest the same when affixed to any writing pursuant to the direction of the Board of Directors. The foregoing responsibilities also apply to all meetings and actions taken by the Executive Committee of the Board.

The Treasurer shall collect, receive, and hold the money of the Corporation, and shall have custody of all funds, securities, and properties of the Corporation and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements, and shall deposit all monies, securities, and other valuable effects in the name of Corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall handle, manage, and make disbursement of the properties and monies of the Corporation as prescribed by the Board of Directors and shall render to the Board at the regular meetings of the Board, and whenever requested by them, an account of all transactions and an account of the financial condition of the Corporation. Any and all forgoing rights, duties, powers, and authority made by the Board of Directors may be delegated to and vested in such officers, agents, or employees as it may from time to time prescribe.

An Executive Director may be appointed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of the Corporation. The Executive Director shall provide organizational leadership and exercise such authority and perform such duties as the Board of Directors may assign.

Article VII
Seal

The Seal of this Corporation shall be circular and bear the name and date of formation of this Corporation. The Seal shall be adopted by the Board of Directors at any regular or special meeting.

Article VIII
Registered Agent

The Registered Agent of this Corporation is that person designated in the Articles of Incorporation. The Registered Agent shall be a resident of Virginia and an officer or director of this Corporation, or a member of the Virginia State Bar. The Registered Agent shall promptly notify the Board, as the Board of Directors shall specify of any notices or demands received. Upon resignation, the Registered Agent will promptly and properly notify the State Corporation Commission thereof, and the Board will appoint a successor. The State Corporation Commission shall be promptly notified of the successor's name and address.,

Article IX
Amendment to Bylaws

These Bylaws may be repealed, changed, or added to at any meeting of the Board of Directors provided advance notice of the proposed repeal, change or addition is given to each Director at least ten (10) days prior to such meeting. Notice shall be made as provided for in Article III of these Amended Bylaws.

Article X
Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order New Revision*, shall govern the foundation in all cases to which they are applicable and in which they are not inconsistent with these Amended Bylaws and any special rules of order the foundation may adopt.

Article XI
Meetings

The annual meeting of the Foundation will be held in the month of January or such other time as may be designated by the Board of Directors.

Article XII
Conduct of Meetings

Directors may participate in any meeting of the Directors by means of remote communication to the extent that the Board of Directors authorizes such participation in a manner consistent with the provisions of Virginia Code Section 13.1-844.2.

Certification

I, _____, Secretary of the Pulaski County Public Schools Education Foundation certify that the foregoing Amended Bylaws were adopted by the Board of Directors on the ____ day of September, 2024.

Secretary

Date

Printed Name