

**LOUDOUN EDUCATION FOUNDATION, INC.
BY-LAWS**

OFFICES

1. The principal office of the Foundation shall be located within Loudoun County, in the Commonwealth of the Virginia. The Foundation may establish and maintain other offices in the Commonwealth of Virginia, or in any of the states, territories, or possessions of the United States at such place or places as may from time to time be approved by the Board of Trustees.

MEETINGS

2. *Annual Meeting.* An annual meeting of the Board of Trustees shall be held in the month of June of each year, for the election of Trustees and for the transaction of such other business as may come before the meeting.

3. *Special Meetings.* Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President, or any two members of the Board of Trustees or by the Executive Committee pursuant to notice as provided in paragraph 4 below.

4. *Notice of Meetings.* Meetings, including annual meetings, of the Board of Trustees shall be held at such place or places and special meetings at such times as may be fixed by resolution of the Board of Trustees or by call of the President or the Executive Committee. The Secretary or other officers performing such duties shall give five (5) days written notice of such meeting by mail, telegraph, facsimile or by other electronic means, provided, however, that any meeting may be held without notice if all Trustees are present or if those not present shall have waived notice prior to the time of such meeting.

BOARD OF TRUSTEES

5. The direction and management of the affairs of the Foundation shall be vested in a Board of Trustees which shall pursue such policies and principles and shall exercise all of the powers of the Foundation as shall be in accordance with the provisions of the Articles of Incorporation, these by-laws and the statutes of the Commonwealth of Virginia.

6. The Trustees of the Foundation shall be not less than three (3) nor more than thirty (30) in number. The Chairman of the Loudoun County School Board, or his or her designee, shall *ex officio* be a Trustee of the Foundation and, as such, shall be entitled to vote on all matters coming before the Board of Trustees, unless otherwise precluded by law. The Superintendent of the Loudoun County Public Schools likewise shall *ex officio* be a Trustee of the Foundation and, as such, shall be entitled to vote on all matters coming before the Board of Trustees, unless otherwise precluded by law. Neither the Superintendent of the Loudoun County Public Schools nor the Chairman of the Loudoun County School Board, nor his or her designee, may be an officer of the Foundation.

7. The Trustees shall be elected at the Annual Meeting. The Trustees shall be divided by lot into three (3) classes, each class to serve three (3), two (2), and one (1) year, respectively, from time of such election or until their successors are duly elected and qualified and may serve successive terms. The Trustees elected after the initial election of Trustees shall serve for terms of three (3) years. During the interval between annual meetings, the Board of Trustees shall

within the limitations provided by law, fill vacancies occurring in the membership of the Board of Trustees or otherwise.

8. *Quorum.* A majority of the Board of Trustees, but in no event less than two members then in office, who shall be present shall constitute a quorum of such Trustees for the transaction of business. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority of Trustees present without notice other than by announcement at the meeting until a quorum shall attend. The act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees unless the concurrence of a greater proportion is required for such act by law, Articles of Incorporation or these By-laws.

9. Notwithstanding the provisions of paragraphs 5, 6, 7 and 8 above, the Board of Trustees may at any time create the position of "Honorary Trustee", set terms of office therefor, and elect one or more persons, not to exceed thirty, to such position. Honorary Trustees shall have no direction or management of the affairs of the Foundation, nor shall they be entitled to vote on any matter coming before the Board of Trustees. The number of Honorary Trustees in office shall not be counted for purposes of determining a quorum, nor may any Honorary Trust be elected an officer of the Foundation.

COMMITTEES

10. *Executive Committee.* The Board of Trustees shall have the power to appoint by resolution an Executive Committee composed of two or more Trustees, who are also officers of the Foundation and who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the business of the Foundation between the meetings of the Board of Trustees. The Executive Committee shall make and adopt such rules and regulations as it may deem prudent for its management. The Executive Committee is expected to meet not less frequently than monthly.

11. *Other Committees.* The Board of Trustees may, by resolution, provide for and create such committees and may delegate to such committees such powers as it may deem appropriate for the purposes of the Foundation.

COMPENSATION OF TRUSTEES

12. The Trustees shall receive no compensation for their services as Trustees, or as members of committees constituted in accordance with these By-Laws.

ADMINISTRATION OF PROPERTY BY TRUSTEES

13. The Board of Trustees on behalf of the Foundation and consistent with the Articles of Incorporation and the applicable law and statutes of the Commonwealth of Virginia, shall have the power:

a. To sell, mortgage, pledge, lease, transfer or exchange all or any part of the real or personal property or other funds of the Foundation at such prices and upon such other terms and conditions as it may deem to be in the best interest of the Foundation.

b. To invest, and reinvest in, and otherwise to acquire, stocks, securities, personal and real property of any character whatsoever as the Board of Trustees may deem suitable for the

purposes of the Foundation whether or not such investments or acquisitions are regarded by law as proper investments for fiduciaries; and to participate in corporate mergers, reorganizations, stock splits and similar transactions as permitted corporations organized for similar purposes under the laws of the United States, the Commonwealth of Virginia and other applicable statutes; and to do any and all other things necessary for the preservation, enhancement and development of the property of the Foundation, real and personal, for the purposes of the Foundation.

c. To engage and employ an Executive Director and such other agents, employees, or independent contractors as may, in the opinion of the Board of Trustees or its designated representatives, be required in the exercise of the powers provided herein; and to execute and deliver any proxies, powers of attorney or agreements in furtherance thereof.

d. (i) To accept any donation, gift, devise, bequest, assignment or other transfer or to reject any of the foregoing which, in the judgment of the Board of Trustees, will not properly serve, or shall be otherwise inimical to, the best interests of the Foundation.

(ii) The Foundation shall maintain two accounts for the disbursement of such donations, gifts, devises, bequests, assignments or other transfers so received. One account shall be for "Restricted Funding Purposes" only. Such account's receipts shall only be used on behalf of the purposes of the Foundation contained in the Articles of Incorporation and not for any administrative or overhead expenses. The second account shall be for "Non-Restricted Funding Purposes" and may be used for any lawful purpose consistent with the Articles of Incorporation.

OFFICERS

14. During the annual meeting of the Board of Trustees, and immediately upon the election of Trustees or in default of such election or at any meeting of the Board of Trustees duly called for the purpose of election of officers, the Board of Trustees shall elect from among its members, a President, Vice-President, Secretary, Treasurer and such other officers as the By-Laws may from time to time provide. All elected officers shall hold office until their respective successors shall be elected and may be removed from office by a majority of the Board of Trustees at any time with or without cause.

DUTIES OF OFFICERS

15. The *President* shall be the chief executive officer of the Foundation, shall preside at all meetings of the Board of Trustees, shall have general and active management of the business of the Foundation and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Trustees to delegate any specific powers, except as may be by statute exclusively conferred on the President, to any other officer or officers of the Foundation.

The President shall prepare an annual report of the activities of the Foundation which shall be submitted to the annual meeting of the Board of Trustees. A copy of the annual report shall be submitted to the Loudoun County School Board and shall be available to the public.

The President shall execute bonds, mortgages, and other contracts requiring a seal under the seal of the Foundation and when authorized by the Board of Trustees, affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary.

The President shall be *ex officio* a member of all committees and shall have the general power and duties of supervision of management usually vested in the office of President of a corporation.

16. The *Vice-President* shall have such powers and perform such duties as may be assigned by the Board of Trustees and shall exercise the powers of the President during the absence or inability of the President to act. Actions taken by the Vice-President and in the performance of the duties of the President, shall be conclusive evidence of the absence or inability of the President to act.

17. The *Secretary* or a person designated by the Board to perform that function shall attend all meetings of the Board and all meetings of the committees appointed by the Board, shall act as Secretary thereof, and shall record all votes and prepare minutes of the proceedings. Minutes approved by the Board of Trustees shall be attested by the Secretary and kept in a book for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees and of committees and immediately upon election of members of the Board of Trustees, the Secretary shall give or cause to be given notice in writing to them of their election and shall perform such other duties as may be prescribed by the Board of Trustees or the President, under the supervision of the President and Board.

18. The *Treasurer* shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation and shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees. Such deposits of funds shall be made subject to draft on the signature of the Executive Director or the Treasurer as to amounts of \$500 or less and on the signatures of the Executive Director and an officer as to greater amounts. The Executive Director shall first seek signature to such drafts by the Treasurer and in the event the Treasurer is unavailable, then by the President, Vice-President or Secretary, in that order.

The securities of the Foundation shall be deposited in such deposit vaults or with such bank or banks or trust companies as may from time to time be designated by the Board of Trustees.

At each annual meeting of the Board of Trustees, the Treasurer shall make a report to the Board of the accounts for the last fiscal year. The Treasurer shall keep proper books of account and other books showing at all times the character, value and amount of the property, the funds of the Foundation, and all receipts and disbursements. Such books shall at all times be open to inspection by the members of the Board of Trustees. At each meeting of the Board of Trustees, the Treasurer shall present statements of account showing receipts and disbursements of the Foundation since its last report.

COMPENSATION OF OFFICERS

19. No officer or Trustee of the Foundation shall receive compensation for services rendered. An officer may, subject to criteria developed by the Board, receive reimbursement for expenses connected with such service.

FISCAL YEAR

20. The fiscal year of the Foundation shall be selected by the Board of Trustees.

INDEMNIFICATION AND INSURANCE

21. The Foundation shall indemnify its officers and Trustees acting in good faith on behalf of the Foundation to the extent permitted by law. The Foundation may purchase or otherwise provide such insurance on behalf of its Trustees, officers, employees and agents as the Board of Trustees shall deem appropriate.

AUDIT

22. The accounts and other financial statements submitted by the Treasurer of the Foundation as provided above shall be audited annually by the Executive Committee at an annual audit meeting or by an auditor not connected with the Foundation as may be designated by the Board of Trustees.

AMENDMENT OF BY-LAWS

23. The Board of Trustees by the affirmative vote of a majority of its membership may alter or amend these By-Laws, but no alteration or amendment shall be made unless proposed at an annual or special meeting of the Board of Trustees called for such purpose and subsequently adopted at a meeting of the Board of Trustees at which a majority of the membership shall vote for such amendment.

SEAL

24. The seal of this Foundation shall be circular in form with the words "The Loudoun Education Foundation, Inc." around the circumference thereof. The Foundation may alter and change the seal at its pleasure. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced, or otherwise.

Amended 9/28/00

LEF By-Laws□