

**BY-LAWS OF THE  
BOOKER T. WASHINGTON SOCIETY, INC.**

**ARTICLE I**

**Mission & Purposes**

The mission of the Booker T. Washington Society, Inc. (The Society) is to celebrate, preserve and promote the legacy, vision and values of Booker T. Washington.

The key purposes of The Society are to: 1) provide the resources necessary to inform and educate the general public about Booker T. Washington and his philosophy of hard work, independence, integrity intelligence and service to others and 2) develop students and leaders of good character and integrity.

**ARTICLE II**

**Office**

The principal office of The Society is located in Essex, Vermont. The Society may have other offices as the Board of Directors may determine or as the affairs of The Society may require from time to time. The Society shall continuously maintain a registered office and registered agent in Vermont as required by the Vermont Non-Profit Corporation Act. The registered office may or may not be co-located with the principal office and the registered office address may be changed by the Board of Directors.

**ARTICLE III**

**Members**

**Section 1.** There are no voting Members. Donors may be designated as “contributing members.”

**ARTICLE IV**

**Board of Directors**

**Section 1. General Powers** The Board sets the overall policy and direction of The Society and delegates responsibility for day-to-day operations to the President and its Executive Committee.

**Section 2. Number and Term.** The initial Board of Directors shall be composed of a minimum of 3 (three) Directors who shall be Directors until the 1st Annual Meeting of the Board. The Board may elect to expand the Board to up to 9 (nine) Directors, provided that the full Board be comprised of an odd number of Directors at all times. Directors shall be elected annually by the Board of Directors at its regular Annual Board Meeting. Directors shall serve for three years, staggered, to be determined at its 1<sup>st</sup> Annual Meeting .

**Section 3. Regular Meetings.** Annual Meetings of the Board shall be held on the 5<sup>th</sup> day of April of each and every year, commencing April 5, 2006, except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

The Board may hold additional regular meetings upon ten (10) days notice to all Directors stating the time and place of meeting. Board meetings may take place electronically via phone, email or web.

**Section 4. Special Meetings and Notice.** Special meetings of the Board may be called upon the request of the president or one-third of the Directors of the Board. Notice of any Board special meeting shall be given at least two days prior to the meeting by email to each director at the address shown in the records of The Society. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice of such meeting, unless specifically required by law or by these By-Laws.

**Section 5. Quorum.** A majority of the Board shall constitute a quorum at any meeting for the transaction of business by the Board with a simple majority of those attending sufficient to prevail in any vote unless a greater number is required by law or these By-Laws.

**Section 6 -- Decision Procedures** The decisions of both The Society Board or the Executive Committee may be taken electronically (email, fax).. There is no requirement for face-to-face meetings of either the Board or the Executive Committee. Archives of official discussions and decisions will be kept at the registered office of The Society and posted on The Society's website login area and/or otherwise available to any Board member.

**Section 7. Vacancies.** A vacancy on the Board may be filled by the Board of Directors for the unexpired portion of the term.

**Section 8. Compensation.** No member of the Board shall receive any compensation other than for reasonable expenses. This does not preclude any director from serving The Society in another capacity and receiving compensation therefore.

**Section 9. Advisory Council.** The Board may appoint one or several persons as non-voting Advisors to the Board for a specified period of time. The Board may not delegate to any advisory member any of the powers under the Board's control and discretion.

## **ARTICLE VI**

### **Officers**

**Section 1. Officers.** The officers of The Society are a President, a Vice-President/Treasurer and a Secretary. The Board of Directors may elect or appoint such other officers as it shall deem desirable. The office of Vice-President/Treasurer may be separated by the Board into two offices, a Vice-President and a Treasurer.

**Section 2. Election and Term of Office.** Officers are elected annually by the Board of Directors at its regular annual meeting of the Board. Officers serve for one year.

**Section 3. Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of The Society would be served thereby.

**Section 5. Duties.** The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the President acts as Chairman of the Board of Directors and is the principal executive officer of The Society and, with the Executive Committee, is responsible for the administration of the Association's business. The Vice President acts in place of the President when the President is not available. The Treasurer is the financial officer of the Association. The Secretary is responsible for maintaining the minutes of each Board meeting.

## ARTICLE VII

### Committees

**Section 1:** The Executive Committee shall act on the day-to-day management of Association matters. The President shall appoint other committees as necessary, in the President's sole discretion, as well as the Chairpersons of such committees. Unless otherwise provided, a majority of the committee shall constitute a quorum of that committee.

**Section 2. Executive Committee** The Executive Committee shall consist of the Officers of the Board and the appointed Chairs, if any, of each standing committee.

The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the power to perform all duties, of every kind and character, not required by law or Articles of Association of The Society to be performed solely by the Board of Directors or otherwise limited by the Bylaws. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of The Society. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors.

**Section 3: Finance Committee.** The Vice-President/Treasurer shall chair the Finance Committee, which shall include two other Board members. It shall develop fiscal procedures and fundraising plans and prepare the Budget & Annual Report showing income, expenditures and pending income to be approved by the Board and make financial information available to the Board. Any major change in the budget must be approved by the Board or the Executive Committee.

## ARTICLE VIII

### Liability and Indemnification

**Section 1. Liability.** No person serving as an officer, director, employee, or volunteer of The Society shall be liable to any person based solely on his or her conduct in the execution of the office or duty, unless the conduct of the person constituted malicious, willful, or wanton misconduct.

**Section 2. Indemnification.** The Society may indemnify every officer, director, employee or volunteer to the fullest extent permitted under the Vermont Nonprofit Corporation Act. Such indemnification shall not be deemed exclusive of any other rights to which such officer, director, employee or volunteer may be entitled, under any bylaw, agreement, vote of the Board of Directors or otherwise.

## ARTICLE IX

### Contracts, Checks, Deposits and Funds

**Section 1. Contracts.** The Board of Directors may authorize any of The Society officer(s) to enter into any contract to execute and deliver any instrument in the name of The Society.

**Section 2. Checks, etc.** All checks or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) of The Society in such manner as shall be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or president.

**Section 3. Deposits.** All funds of The Society shall be promptly deposited to the credit of The Society in such bank, trust company or other depository as the Board of Directors may select.

## ARTICLE X - Fiscal Year

The fiscal year of The Society shall be established from time to time by the Board of Directors. The initial fiscal year of The Society is established to run from July 1 to June 30.

**ARTICLE XI**  
**Waiver of Notice**

Notices required to be given under the provisions of the Vermont Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these By-Laws may be waived provided any persons entitled to such notices, sign a waiver waiving such notice.

**ARTICLE XI**  
**Amendments**

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors at any regular or called Board meeting if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these Bylaws and adopt new Bylaws at such Board meeting.

Approved by the Initial Board of Directors of the Booker T. Washington Society, Inc.

Date: November 28, 2005      Attest: \_\_\_\_\_ (*signature*) \_\_\_\_\_, Secretary

Sarah O'Neal Rush