



DINWIDDIE COUNTY EDUCATION FOUNDATION

ARTICLE I: ORGANIZATION

1.1 The name of the organization shall be the Dinwiddie County Education Foundation.

1.2 The office of the Dinwiddie County Education Foundation shall be maintained at the Dinwiddie County School Board Office: 14016 Boydton Plank Road, Dinwiddie, Virginia 23841

ARTICLE II: PURPOSE AND GOVERNANCE

2.1 The mission of the Dinwiddie County Education Foundation is to provide educational opportunities and resources to enhance students' learning experiences in our community. We strive to bridge the gaps in funding and support for schools, teachers, and students, ensuring that every student has access to a high-quality education. Through partnerships with local businesses, organizations, and community members, we aim to create a strong foundation for lifelong learning, empowering students to reach their full potential and contribute positively to society.

2.2 The Dinwiddie County Education Foundation will achieve this mission by:

- Engaging the entire community in fundraising to support the educational needs of our children;
- Serving as a conduit through which alums and supporters may contribute financial support to programs and projects;
- Encouraging teacher innovation and teaching excellence; and
- Fostering collaborative projects with community partners.

2.3 The work of the Dinwiddie County Education Foundation shall be governed by policies and procedures as set forth by its Board of Directors.

ARTICLE III: MEMBERS

3.1 Dinwiddie County Education Foundation Membership is only afforded to those on its Board of Directors. When a director resigns from the Board, he or she will no longer be affiliated with the Foundation.



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Nonprofit law establishes specific standards of conduct for nonprofit board members. These duties are the legal standards that guide all the Board of Directors' actions, including the Duty of Care, Duty of Loyalty, and Duty of Obedience.

Duty of Care requires board members to discharge duties in good faith, and with the care that an ordinarily prudent person would exercise in a like position and under similar circumstances. Duty of Care is carried out by:

- Attending board and committee meetings;
- Carefully planning for sessions in advance;
- Reviewing financial reports and other critical information regularly;
- Exercising independent judgment;
- Requesting information needed for decision-making;
- Making sure federal, state, and specific industry filing requirements are met; and
- Acting in good faith when making decisions.

Duty of Loyalty requires board members to act in the interests of the nonprofits rather than the interests of some other person or organization. Duty of Loyalty is carried out by:

- Adhering to the conflict of interest policy;
- Disclosing all conflicts;
- Avoiding the use of the organization's opportunities for personal gain; and
- Maintaining confidentiality of information held by the organization.

Duty of Obedience requires board members to make decisions per the organization's mission, uphold its bylaws and other policies and functions, and not act in a way that is inconsistent with the general goals of the nonprofit. Duty of Obedience is carried out by:

- Ensuring compliance with all reporting requirements;
- Examining all legal and governing documents; and
- Making decisions within the scope of the mission and law.



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ARTICLE IV: BOARD OF DIRECTORS

4.1 The Board of Directors of the Dinwiddie County Education Foundation shall consist of no less than eight members. (including *ex officio* members)

4.2 The Superintendent of Schools in Dinwiddie County shall appoint the initial Board. It shall attempt to include Dinwiddie County High School. *Ex officio* Directors should not necessarily be Dinwiddie County High School alumni.

4.3 The Board of Directors shall include an *ex officio* member from designated organizations. These organizations should consist of, but are not limited to, the following:

- Dinwiddie County School Board
- Dinwiddie County Chamber of Commerce
- Dinwiddie County Schools

Ex officio Directors shall be appointed for service on the Dinwiddie Education Foundation by their representative organization and shall serve a three-year term. *Ex officio* Directors are not subject to term limits.

4.4 The Board of Directors for the Dinwiddie County Education Foundation serves voluntarily and shall not receive compensation, in any form, for their service.

4.5 The term of service for each Director will be at least three years.

ARTICLE V: MEETINGS

5.1 The Board of Directors shall meet at least four times annually to carry out the mission of the Dinwiddie County Education Foundation. Board meetings will be held on the second Friday in January, April, July, and October. Should the regular meeting date fall on a holiday or when the Dinwiddie County School Board office is not open, the meeting will be rescheduled to a date and time agreeable to the majority of Directors.

5.2 Unless otherwise announced, all meetings will be held in the conference room of the Dinwiddie County School Board Office at 9:00 a.m.



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5.3 The Board Chair may call special meetings of the Board of Directors as necessary to carry out the mission of the Foundation; however, these meetings will only be called for issues that must be completed at the next regular meeting. Special meetings may also be conducted virtually, provided there is a quorum of participating Directors.

5.4 A quorum of 60% of Directors must be present to conduct business. If a quorum is absent, the meeting must be rescheduled until a quorum is achieved.

5.5 Notices of meetings shall be mailed or e-mailed by the Board's Secretary, depending on recipient preference, to the Directors.

ARTICLE VI: OFFICERS

6.1 The Board of Directors for the Dinwiddie Education Foundation shall nominate and elect fellow Directors to carry out the duties of the following offices:

- Board Chair
- Vice-Chair
- Secretary
- Treasurer

6.2 The Board Chair is responsible for leading the board in good governance practices. Not only does this individual set the tone for the rest of the board, but he or she is usually an obvious representative of the organization within the community. The Board Chair must form a strong working relationship with the Superintendent and act as a role model and motivator for other board members. The Board Chair generally appoints board committee and task force chairs, presides over board meetings, and often serves as a spokesperson for the organization.

Specifically, the Board Chair:

- Shall preside at all meetings;
- Shall appoint/install all committees;
- Shall ensure that all books, reports, and certificates required by law are properly maintained and filed; and



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- Shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

6.3 The Vice-Chair generally supports the Board Chair and substitute leadership when needed. The Vice-Chair often takes on particular projects, such as heading a task force.

Specifically, the Vice-Chair:

- Shall, in the event of the absence or inability of the Chairman to exercise his office, become acting Chairman with all rights, privileges, and powers of any duly elected Chairman.

6.4 The Secretary is responsible for ensuring that accurate minutes of board meetings are kept.

Specifically, the Secretary:

- Shall keep the minutes and records of the organization appropriately;
- Shall file any certificate required by any statute, federal or state;
- Shall give and serve all notices to members of the Dinwiddie Education Foundation;
- Shall be the official custodian of the records of the Dinwiddie Education Foundation;
- Shall present to the membership at any meetings any communication addressed to him/her as Secretary of the Dinwiddie Education Foundation and
- Shall attend to all correspondence of the organization.

6.5 The Treasurer is responsible for overseeing the financial operations and assuring that board members have the information they need to be effective stewards of the organization. Often, this means reviewing financial statements and assisting in preparing and presenting the organization's budget to the entire board.

Specifically, the Treasurer:



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- Shall process all donations to the Dinwiddie County Education Foundation according to the policies and procedures of Dinwiddie County Public Schools;
- Shall record, maintain, and provide reports to the Board of Directors and members of the Dinwiddie County Education Foundation cash flow;
- Shall work directly with the Finance Department of Dinwiddie County Public Schools to ensure that Dinwiddie County Education Foundation accounting records are accurate; and
- Shall provide all documentation requested and required to complete annual financial audits of Dinwiddie County Public Schools' finances.

ARTICLE VII: NOMINATIONS, ELECTIONS, AND TERMS OF OFFICE

7.1 Terms of office for officers will be two years.

7.2 Nominations will be solicited by e-mail/mail to all Directors by the Secretary, in November of each election year. It will be requested that nominations be made known to the Secretary by a date specified. The Secretary will then compose a "slate" and distribute this to all Directors by e-mail or mail so that it may be considered before the January meeting.

7.3 Officers' elections will occur at the January meeting of each election year.

ARTICLE VIII: ORDER OF BUSINESS

8.1 The following is the order of business for each regular meeting of the Dinwiddie County Education Foundation:

Roll Call
Approval of minutes from the previous meeting
Financial Report
Old Business
New Business
Adjournment



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8.2 The Board Chair shall lead meetings with Directors, providing reports and interjection where appropriate.

ARTICLE IX: COMMITTEES

Committees shall be appointed by the Board Chair as needed to conduct the business of the Dinwiddie County Education Foundation.

ARTICLE X: AMENDMENTS

These by-laws may be altered, amended, repealed, or added to by an affirmative vote of at least 60% of its members.