ARTICLE 1. PURPOSES

The purpose of the Garrett County Public Schools Foundation, Inc. (hereinafter the “Foundation”), shall be the same purposes as set forth in the Third Paragraph of the Articles of Organization of the Foundation, as the same may from time to time be amended.

ARTICLE II. OFFICES

The principal office of the Foundation in the State of Maryland shall be located at 40 South Second Street, Oakland, MD 21550. The Foundation may have such other offices, either within or without the State of Maryland, as the Officers may designate or as the business of the Foundation may require from time to time.

ARTICLE III. MEMBERS

SECTION 1: GENERAL POWERS AND DUTIES. The business and affairs of the Foundation shall be managed by its Members. The Members shall in all cases act as a Board, regularly convened by a majority, except as elsewhere herein provided. The Members may adopt such rules and regulations for the conduct of their meetings and the management of the Foundation as they may deem proper, not inconsistent with these By-Laws, the Laws of the State of Maryland, and the Laws of the United States dealing with the tax-exempt status of organizations.

The Foundation’s continued success depends upon the personal commitment of a select group of dedicated people who understand the privilege to serve and the responsibility to lead. Each Member must be an enthusiastic advocate and communicator of our mission and an integral part of our resource development activities.

1. General Expectations:
   a. Support the educational mission of the Garrett County Board of Education, its public schools, and this Foundation;
   b. Attend Foundation meetings and be prompt in responding to communications received from the Foundation;
   c. Participate on a committee and/or be involved with a related institutional program that is supported by the Foundation;
   d. Provide input and feedback to the President on the performance of the Foundation; and
   e. Attend special events and activities.

2. Fiduciary Responsibility:
a. Provide oversight to the management and staff in the prudent control, allocation, and transfer of funds; and
b. Faithfully read and understand the Foundation’s financial statements and otherwise help the Members fulfill their fiduciary responsibility.

3. Fundraising:
   a. Facilitate charitable gifts from others.

4. Avoiding Conflicts:
   a. The interests of the Foundation as a whole should be a Member’s first priority, rather than those of any special interest group or constituency; and
   b. Avoid even the appearance of a conflict of interest that might embarrass the Foundation and/or its Members, and disclose any possible conflicts to the President in a timely fashion.

SECTION 2: NUMBER OF MEMBERS. The number of voting Members of the Foundation shall be no less than eight (8) and no more than fifteen (15). The number of nonvoting members shall be no less than four (4) and no more than six (6). In the initial year of the Foundation, the number of voting Members shall be eight (8); in the second year of the Foundation, the number of voting Members shall be eight (8) to fifteen (15). Each Member shall hold position until his or her successor shall have been elected and qualified.

1. There shall be one (1) Member who is a Garrett County employee or representative (not a Commissioner), and who shall be initially appointed by the Superintendent of the Garrett County Public Schools.

2. There shall be one (1) to two (2) Members who are employees or representatives from different Garrett County town governments, and who shall be initially appointed by the Superintendent of the Garrett County Public Schools.

3. There shall be four (4) to seven (7) Members who are Garrett County business or community leaders, and who shall be initially appointed by the Superintendent of the Garrett County Public Schools.

4. There shall be three ex-officio Members without voting power who are school building level administrators in Garrett County and who shall be initially appointed by the Superintendent of the Garrett County Public Schools.

5. There shall be one (1) to three (3) ex-officio Members without voting power who are employees of the Garrett County Public Schools, other than the school building level administrators and who shall be initially appointed by
the Superintendent of the Garrett County Public Schools.

6. The President of the Board of Education, or his/her designee, shall serve as an ex-officio Member without voting power.

7. The LLC’s Executive Director shall serve as an ex-officio Member without voting power.

SECTION 3: ELECTIONS, NOMINATIONS, AND TERM. A majority vote of a quorum of the voting membership at the January meeting of the membership may elect a Member who has been nominated, either by the Garrett County Board of Education President or designee, or by the Governance Committee of the Foundation. The term of each Member’s position shall be three (3) years, and membership is limited to three (3) consecutive terms. Each term begins in July.

SECTION 4: MEMBERSHIP STATUS. Members may lose their membership status by voluntary resignation, death, or by the majority vote of a quorum of the membership at a meeting of the membership.

1. Removal. A majority vote of a quorum of the voting membership at any meeting of the membership, whether quarterly or special, may remove a Member for any reason deemed in the best interests of the Foundation.

SECTION 5: VACANCIES. Any vacancy occurring in the Members may be filled by the affirmative vote of a majority of the remaining members, unless otherwise provided by law. A Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 6: PRESUMPTION OF ASSENT. A Member of the Foundation who is present at a meeting of the Members at which action on any Foundation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to written dissent shall not apply to a Member who voted in favor of such action at said meeting.

SECTION 7: INDEMNITY. The Foundation shall indemnify and save harmless each and every Member from all liability arising out of the performance of that Member’s functions, duties, and/or responsibilities to the full extent allowed by Maryland law.

ARTICLE IV. MEETINGS

SECTION 1: QUARTERLY MEETINGS. The members shall meet quarterly in the months of April, July, October, and January of each year, beginning with the year _______, for the transaction of such business as may come before the meeting.
SECTION 2: SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President.

SECTION 3: PLACE OF MEETINGS. The President may designate any place, either within or without the State of Maryland unless otherwise prescribed by statute, as the place of meeting for any quarterly meeting or any special meeting called.

SECTION 4: NOTICE OF MEETING. Written notice stating the place, day, hour, and purpose or purposes of the quarterly meetings shall, unless otherwise prescribed by statute, be delivered not less than fourteen (14) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary, to each member of record. Written notice stating the place, day, hour, and purpose or purposes of the special meetings shall, unless otherwise prescribed by statute, be delivered not less than three (3) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary, to each member of record.

SECTION 5: QUORUM. A majority of the members of the Foundation entitled to vote, represented in person, shall constitute a quorum at a meeting of members (said majority being one more than half of the voting members of record).

SECTION 6: VOTING OF MEMBERS. Each outstanding member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

SECTION 7: INFORMAL ACTION BY MEMBERS. Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be given by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE V. OFFICERS

SECTION 1: NUMBER. The Officers of the Foundation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be appointed by the Members. All officers shall be selected from the Members. The President, Vice-President, and Treasurer shall not be employees of the Garrett County Board of Education or public schools.

SECTION 2: ELECTION AND TERM OF OFFICE. The Officers of the Foundation are to be elected by the voting Members of record. Their terms shall be for two (2) years.
SECTION 3: REMOVAL OF OFFICERS. Any Officer may be removed by the Members whenever in their judgment the best interests of the Foundation will be served thereby.

SECTION 4: VACANCY IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a vote of the Members for the unexpired portion of the term.

SECTION 5: PRESIDENT. The President shall be the principal executive officer of the Foundation and, subject to the control of the Members, shall in general supervise and control all of the business and affairs of the Foundation. He or she shall, when present, preside at all meetings of the Members. He or she may sign, with the Treasurer or any other proper Officer of the Foundation thereunto authorized by the Members, certificates of membership in the Foundation, any deeds, mortgages, bonds, contracts, checks, or other instruments which the Board of Directors authorized to be executed, except in those cases where the signing and execution thereof shall be expressly delegated by the Members or by these By-Laws to some other Officer or Agent of the Foundation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Members from time to time.

SECTION 6: VICE-PRESIDENT. In the absence of the President or in the event of the President’s death or inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or the Members.

SECTION 7: SECRETARY. The Secretary shall: 1) Keep the minutes of the proceedings of the Members and of the Officers in one or more books provided for that purpose; 2) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; 3) Be custodian of the Foundation records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents the execution of which on behalf of the Foundation under its seal is duly authorized; 4) Keep a register of the address of each member which shall be furnished to the Secretary be such member; 5) Have general charge of the books of the Foundation; and 7) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Members. All records of the Foundation shall be kept at ______________________________. The Secretary shall not be authorized to sign any checks, certificates, deeds, mortgages, contracts, or other instruments.

SECTION 8: TREASURER. The Treasurer shall: 1) Have charge and custody of and be responsible for all funds and securities of the Foundation; 2) Receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all moneys in the name of the Foundation from any source whatsoever, and
deposit all such moneys in the name of the Foundation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Article V of these By-Laws; 3) Sign with the President certificates for membership in the Foundation, the issuance of which shall have been authorized by the voting Members of record, and any deeds, mortgages, bonds, contracts, checks, or other instruments which the Board of Directors authorized to be executed; and 4) In general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Members. If required by the Members, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Members shall determine.

**ARTICLE VI: EXECUTIVE DIRECTOR**

**SECTION 1: CHIEF STAFF OFFICER.** An Executive Director shall be hired by the Foundation Board to serve as the chief staff officer of the Foundation. The Executive Director shall be a volunteer, until such time and conditions as the Board deems appropriate to prove compensation for his/her services, as provided for in the budget. The Executive Director shall serve at the pleasure of the Executive Board, subject to applicable state and federal regulations and procedures.

**SECTION 2: DUTIES.** The Executive Director shall perform any and all duties and assume all such responsibilities of office as may be directed by the Foundation Board. The Executive Director shall carry out the directives of the Board and shall be responsible to the Board for conducting the day-to-day affairs of the Foundation. The Executive Director shall provide leadership in identifying and resolving issues or problems facing the Garrett County School System and shall assist in the development of policy recommendations for consideration by the Foundation membership and Board.

**SECTION 3: STAFF SUPPORT.** Provision of secretarial and other staff support shall be the responsibility of the Executive Director as provided for in the budget.

**SECTION 4: EX-OFFICIO MEMBER.** The Executive Director shall serve on the Board as an ex-officio Member.

**ARTICLE VII: COMMITTEES**

**SECTION 1: NAMES AND MEMBERS OF COMMITTEES.** There shall be four standing committees: Dr. Wendell Teets Curricular, Co-Curricular, and Extra-Curricular Committee; Budget/Finance Committee; Governance/Audit Committee; and Campaign Committee.

Each Committee shall have four (4) to eight (8) members, who need not all be members of the Foundation.
SECTION 2: COMMITTEE CHAIRS. Each Committee shall be Chaired by a member of the Foundation.

SECTION 3: DR. WENDELL TEETS CURRICULAR, CO-CURRICULAR, AND EXTRA-CURRICULAR COMMITTEE. The Dr. Wendell Teets Curricular, Co-Curricular, and Extra-Curricular Committee shall be responsible for facilitating charitable gifts and coordinating resources to be used for curricular, co-curricular, extra-curricular, and School-to-Career programs and activities for one or more of the Garrett County Public Schools, and supporting student involvement therein.

SECTION 4: BUDGET/FINANCE COMMITTEE. The Budget/Finance Committee, of which at least two members shall have expertise in the area of finance and/or investments, shall review and approve the operating budgets for the Foundation and all Foundation Funds, and shall develop, review, and recommend changes regarding Foundation investments and the investment policies.

SECTION 5: GOVERNANCE AND AUDIT COMMITTEE. The Governance and Audit Committee, of which at least two members shall have expertise in the area of audits, shall be responsible for the following duties: Development and reviewing of organizational policies and procedures, including the Foundation’s ByLaws; Identifying and recruiting future Foundation members; Assisting with orientation of new and existing Foundation members; Training and educating the Foundation members related to best practices in the governance area and assuring yearly assessment/evaluation of the Foundation, its programs, and the officers; Reviewing the audit report with the auditor; Reporting to the full Foundation on the results of the audit report; and Recommending any necessary changes to the audit report.

SECTION 6: CAMPAIGN COMMITTEE. The Campaign Committee shall be responsible for organizing the resources of the Foundation and the Membership to support fundraising activities, events, and any related fundraising matters for the Foundation.

SECTION 7: The Foundation Members shall have the power to create any other committee as needed to carry out the purpose and function of the Foundation.

ARTICLE VIII: CONTRACTS, LOANS, CHECKS, AND INVESTMENTS

SECTION 1: CONTRACTS. The Members may authorize the President, Vice-President, or the Treasurer to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

SECTION 2: LOANS. No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a
resolution of the Members. Such authority may be general or confined to specific instances.

SECTION 3: CHECKS. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, but not the Secretary, of the Foundation and in such manner as shall from time to time be determined by resolution of the Members.

SECTION 4: INVESTMENTS. The Foundation shall have the right to retain all or any part of any securities, monies, or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the voting Members, without restriction of any kind, provided that no action shall be taken by or on behalf of the Foundation if such action is a prohibited transaction or would result in the denial, suspension, or revocation of tax exempt status under the United States Internal Revenue Code, as amended, for the Foundation.

ARTICLE IX: FISCAL YEAR AND AUDIT

SECTION 1: FISCAL YEAR. The fiscal year of the Foundation shall begin on the First (1st) day of July and end on the Thirtieth (30th) day of June in each year.

SECTION 2: AUDIT. The fiscal records of the Foundation shall undergo an independent auditor’s report at least once annually by an independent, certified public accountant in accordance with generally acceptable auditing standards, in compliance with Federal Law, Maryland law, and in sufficient detail to assure compliance with all necessary Laws, Regulations, and Policies.

ARTICLE X: FOUNDATION SEAL

The Members shall provide a Foundation seal which shall be circular in form and shall have inscribed thereon the name of the Foundation and the State of Maryland, with the words, “Foundation Seal.”

ARTICLE XI: AMENDMENTS

SECTION 1: BY-LAWS. These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by the Members at any regular or special meeting. Any such alternation or amendment shall not be effective unless it also receives the affirmative vote of the majority of members entitled to vote.
SECTION 2: ARTICLES OF ORGANIZATION. The Articles of Organization of the Foundation may be altered, amended, added to, or substituted by majority vote of the Members of record at any regular or special meeting.