

**AMENDED AND RESTATED BYLAWS  
OF  
VIRGINIA MATHEMATICS AND SCIENCE COALITION**  
a Virginia non-stock corporation

**ARTICLE I – GENERAL**

Section 1. Purposes. The Virginia Mathematics and Science Coalition (“VMSC”) is organized and established exclusively for educational and charitable purposes aimed at joining and implementing the pledge of the President of the United States and Governors of the various states in an aggressive national effort to raise the interest of Americans in the learning and teaching of mathematics and science and, in particular:

(A) To establish plans and goals to introduce mathematics and science education in the earliest elementary grades and to implement the same from grades pre-K through 16;

(B) To develop plans involving individuals from the corporate, public and education sectors to improve students’ learning of mathematics and science and the education of mathematics and science in Virginia;

(C) To promote the level of talent and interest in the learning and teaching of mathematics and science;

(D) To solicit, receive and administer gifts, bequests, devises, grants, contributions and donations for such purposes;

(E) To distribute such contributions and donations in support of the Corporation’s purposes;

(F) To engage generally as a non-profit organization in other lawful endeavors consistent with the foregoing purposes and the applicable provisions of the Internal Revenue Code (“IRC”) and the Virginia Non-Stock Corporation Act.

Section 2. Tax Exempt Status. The Corporation shall be operated as an exempt organization within the meaning of IRC section 501(c)(3). Notwithstanding any other provision of these Articles, the Corporation shall not conduct any activities not permitted by an organization described in IRC sections 501(c)(3) and 170(c)(2).

Section 3. Donations, Gifts, and Receipts. The Corporation may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with the purposes of the Corporation. No part of the net receipts of the Corporation shall inure to the benefit of any individual; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 4. Dissolution or liquidation. In the event of the dissolution or final liquidation of the Corporation, after paying or making provisions for payment of all liabilities of the Corporation, the Board of Directors shall distribute the remaining assets of the Corporation to such organization or organizations which would then qualify under IRS Section 501(c)(3) as may be determined by the Board of Directors to best fulfill the purposes of the Corporation, and none of the property of the Corporation nor any proceeds thereof shall be distributed to or divided

among any of the Directors or members of the Corporation or inure to the benefit of any individual.

Section 5. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors, but in the absence of any such determination, the fiscal year shall commence July 1 and end June 30.

## **ARTICLE II – CORPORATE OFFICES**

The Corporation shall have and continuously maintain in the City of Richmond, Virginia a registered office and a registered agent, whose office is identical with such registered office, and may have other offices within or without the State of Virginia, as the Board of Directors may determine from time to time.

## **ARTICLE III – BOARD OF DIRECTORS**

Section 1. General powers. The affairs of the Corporation will be managed by its Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by the Articles of Incorporation, these Bylaws, or by law.

Section 2. Number, tenure, election, and vacancies.

(A) The Board of Directors shall consist of 30 Directors. The number may be changed by majority vote of all Directors in office. No individual shall be named as a Director without his or her consent.

(B) Directors are divided by lot into three classes, of equal number as possible designated as Class A, Class B and Class C. The Directors of Class A shall be first elected for an initial one-year term, after which the Directors of Class A shall be reelected or elected, as the case may be, for a three-year term. The Directors of Class B shall be first elected to an initial two-year term, after which the Directors of Class B shall be reelected or elected, as the case may be, for a three-year term. The initial terms of all such classes shall begin as of the date these Amended and Restated Bylaws are adopted. The Directors of Class C shall be first elected to an initial three-year term, after which the Directors of Class C shall be reelected or elected, as the case may be, for a three-year term. The Directors of each class shall thereafter be reelected or elected, as the case may be, for a term of three years.

(C) The Directors constituting the Board of Directors shall be as specified in the Articles of Incorporation and shall serve as Directors during their respective terms until they resign or retire, are removed, or are unable to serve for any reason whatsoever.

(D) Election and reelection of Directors shall occur by a majority vote of a quorum of all of the Directors attending or otherwise properly participating in a regular meeting or special meeting of the Board of Directors, as the case may be; provided, however, that any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in number, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

Section 3. Regular Meetings. The regular annual meeting of the Board of Directors shall be held, upon due notice thereof, in April or May of each year, as may be set by the Board

of Directors. The Board of Directors may provide by resolution the time and place, either within or without the Commonwealth of Virginia, for the holding of additional regular meetings upon due notice. Participation by Directors in regular meetings through telephone or video conference is permitted if the Directors are unable to attend in person. A Director participating via telephone or video conference is deemed to be present in person at the meeting.

Section 4. Special meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Virginia, as the place for holding any special meeting of the Board of Directors called by them. Participation by Directors in special meetings through telephone or video conference is permitted if the Directors are unable to attend in person. A Director participating via telephone or video conference is deemed to be present in person at the meeting.

Section 5. Notice of Meetings.

(A) Notice of any regular meeting of the Board of Directors shall be given at least twenty-one (21) days prior thereto by written notice delivered personally or sent by U.S. mail, telegram, electronic mail or facsimile transmission to each Director at his address, e-mail address or fax number, as shown by the records of the Corporation. If mailed by U.S. mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by facsimile

transmission or electronic mail, notice shall be deemed to have been given upon the date of proper electronic transmission of the electronic mail or facsimile to the recipient. Any Director may waive notice of any meeting.

(B) Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or sent by U.S. mail, telegram, electronic mail or facsimile transmission to each Director at his address, e-mail address or fax number, as shown by the records of the Corporation. If mailed by U.S. mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by facsimile transmission or electronic mail, notice shall be deemed to have been given upon the date of proper electronic transmission of the electronic mail or facsimile to the recipient. Any Director may waive notice of any meeting.

(C) The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(D) 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 or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum. A majority of the sitting Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that, if less than a majority of the sitting Directors are present at or otherwise participating in said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A quorum may be met by including those Directors participating by telephone or video conference by which all directors may simultaneously hear each other during the meeting, or through an appointed representative, as authorized herein.

Section 7. Manner of acting. The act of a majority of the Directors present at or otherwise participating in a meeting at which a quorum is met shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. If a Director is not able to attend a meeting in person, or participate by telephone or video conference, such Director may appoint a representative to act on his or her behalf pursuant to written and signed authorization of the absent Director, specifying the scope of authority of such representative. Such appointed representative may attend a Board meeting in person or participate by telephone or video conference if he or she cannot attend in person. A Director or Director's representative participating via telephone or video conference is deemed to be present in person at the meeting.

Section 8. Compensation. Directors shall not receive any stated salaries for their services as Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Directors may be reimbursed for expenses incurred on behalf of the Corporation.

Section 9. Voluntary retirement. Any Director may retire at any time by notifying the President or the Secretary in writing. Such retirements shall take effect at the time therein specified.

Section 10. Action without a meeting; proxy voting.

(A) Any action which is required to be taken, or which may be taken, at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed in original form or by facsimile transmission by a majority of the Directors. Such consent shall have the same force and effect as a majority vote of the Board of Directors, and shall be effective as of the date therein specified or, if no date is specified, on the date a majority of Directors sign the consent. A consent so signed has the same effect as a meeting vote.

(B) A Director may vote by written proxy on any business to be addressed by the Board at a regular or special meeting, so long as such proxy vote is made in writing, signed by the Director, and delivered to and received by the Secretary or the Secretary's designee by U.S. mail or facsimile transmission before the meeting is called to order.

Section 11. Committees. The Board of Directors may by resolution designate and appoint one or more committees, each of which shall consist of two or more Directors and such others as designated by the Board of Directors. Such committees, to the extent provided in said resolution or in the Bylaws of the Corporation, may have and exercise the authority of the Board of Directors in the affairs of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and



appointed by a resolution adopted by a majority of the Directors present at or participating in a meeting at which a quorum is present.

#### **ARTICLE IV – MEMBERS**

##### Section 1. Qualifications, classes, election and tenure.

(A) Members may be individuals, corporations, educational institutions or other lawfully established organizations that support the purposes and objectives of the Coalition.

(B) There shall be one class of Members.

(C) A persons or organization desiring to become members shall apply to the Board of Directors or a committee established by the Board of Directors to become a Member. Such applicant shall become a Member upon election by the Board of Directors or by any executive committee established by the Board of Directors by a majority of those Directors present at or otherwise participating in a meeting of the Board or the committee for which a quorum is established.

(D) The Board may set by resolution membership criteria in addition to those set forth above, including a minimum level of financial support to the Corporation.

Section 2. Activities. Members may assist the Board of Directors and officers with policy, planning, program, administration and operational aspects of the Corporation's activities, as determined by the Board. At the discretion of the Board of Directors, Members may serve as either voting or non-voting members of any of the committees established by the Board of Directors.

Section 3. Voting and other Rights. Except as set forth in Section 2 of this Article, Members shall have no voting rights. No Member shall have a vested property right in any assets or property of the Corporation, including actions relating to management, control, capital structure, purpose or duration of the Corporation.

Section 4. Annual regular meeting. The entire Membership shall meet at least once per year, in conjunction with the annual regular meeting of the Board of Directors.

#### **ARTICLE V – OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a Chairperson, a President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including a vice-president, assistant secretary or assistant treasurer, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and term of office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and

filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Chairman. The Chairman shall be elected by the Board of Directors, shall serve as a Director, and shall preside at its meetings. He or she may, but need not be, the President.

Section 7. President. The President shall be elected by the Board of Directors and shall be the principal executive officer of the Corporation and shall implement and supervise

all of the business and affairs of the Corporation, subject, however, to the control of the Board of Directors and of any duly authorized committee of Directors. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors from time to time. The President shall also serve as a Director.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation for any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. The Treasurer shall also serve as a Director.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary shall also serve as a Director.

Section 10. Executive Director. The Executive Director shall be a paid employee of the Corporation. The Executive Director shall supervise day-to-day management of the Corporation's affairs, assist the other officers and Board of Directors or any committee thereof,

and act on behalf of the Corporation as authorized by the Board of Directors and the Executive Committee. The Executive Director shall report directly to the President and the Chairperson. The Executive Director shall be hired by the Board of Directors with such compensation and benefits as may be established by the Board of Directors or a committee directed by the Board of Directors to handle such matters. The Executive Director shall serve as a non-voting *ex officio* member of the Board of Directors.

#### **ARTICLE IV – AMENDMENT**

These Bylaws may be amended by majority vote of the Board of Directors. In the event that any portion of these Bylaws is rendered invalid by act of the General Assembly of the Commonwealth of Virginia, those portions hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with these Bylaws.