

# BYLAWS OF THETFORD ACADEMY

The following Bylaws of Thetford Academy, an educational institution and corporation duly chartered, organized, and existing under the laws of the State of Vermont at Thetford in the County of Orange and State of Vermont, were revised and adopted at a regular meeting of the Board of Trustees held October 2019.

## ARTICLE I. PURPOSE

Section 1. **Purpose** The purpose of the corporation is to maintain and operate an educational institution under the name of Thetford Academy providing courses of instruction for children attending and enrolled in grades 7, 8, 9, 10, 11, and 12.

## ARTICLE II. BOARD OF TRUSTEES

Section 1. **Role of Board of Trustees** The affairs of Thetford Academy shall be managed by its Board of Trustees. The primary duties of the Board of Trustees shall include the hiring and evaluation of the Head of School, the setting of general institutional policies, strategic planning, fundraising, and assessment of the Academy's effectiveness in manifesting its mission. Standing committees and task forces of the Board may be formed to do the work of the Board and may develop policies for approval by the full Board at regular or special meetings warned for that purpose. Once approved by a majority vote of the Board, policies shall be made public by posting them on the Academy website.

Section 2. **Number of Trustees** The Board of Trustees of Thetford Academy shall comprise a number of trustees not to exceed twenty-one.

Section 3. **Transition of Terms** Trustees serving the corporation at the time of the revision of these Bylaws shall continue in office for the remainder of their unexpired terms or until their successors have been elected and have accepted their offices.

Section 4. **Length of Terms** Trustees of the corporation shall normally serve four-year terms. For exceptions, see Article II, Sections 6 and 11, of these Bylaws.

Section 5. **Election of Trustees** Trustees shall be elected at the annual meeting of the corporation by written ballot and an affirmative vote of a majority of those present and voting. Town Representatives shall stand for election at the meeting following their recommendation to the Board of Trustees by their respective Town boards.

Subsection A. At any time when the number serving on the Board of Trustees is increased, such additional trustees shall be elected for terms of varying length so that the terms of office of approximately the same number of trustees shall terminate each year.

Subsection B. In the Election of Trustees, due regard should be given to the residence of persons considered for election to give adequate representation on the Board of Trustees to towns, municipalities, and areas of the State of Vermont and neighboring states from which tuition students are sent to Thetford Academy. It is the policy of the Academy to provide, in this manner, to localities sending tuition students to Thetford Academy a voice in the conduct of the corporate affairs and in the maintenance and operation of the Academy as an educational institution.

Section 6. **Vacancies** A vacancy in the office of trustee, whether resulting from death, disability, resignation, or any other cause, may be filled at any regular or special meeting of the Board of Trustees called for that purpose. The successor trustee shall be elected for the period of the unexpired term of the original trustee.

Section 7. **Term Limits** Nothing herein contained shall be considered to prevent the re-election of an individual to the office of trustee at the expiration of his/her term of office.

Section 8. **Resignation of Trustees** Any resignation from the Board of Trustees must be communicated in writing to an officer of the Board and signed by such retiring member.

Section 9. **Removal from Office**

Subsection A. **Grounds for Removal** There shall be two grounds for removal from the Board: failure to attend three consecutive meetings of the full Board of Trustees or breach of the Code of Conduct for Trustees (see Article II, Section 13).

Subsection B. **Procedure for Removal** If any member of the Board of Trustees shall fail or neglect to attend three consecutive meetings of the full Board of Trustees or breach the Code of Conduct for Trustees (see Article II, Section 13), the President of the Board, in conjunction with the Vice President and Treasurer, at their discretion, may deem this grounds for removal from the Board and shall notify the trustee of his/her removal from the Board within a reasonable amount of time thereafter.

Subsection C. **Appeal Process** If said trustee wishes to appeal the decision of the officers, he or she may request in writing that the President call, and the President shall call, a special meeting of the Board for that purpose. A two-thirds vote of Board members present and voting at said meeting shall overrule the officers' decision and reinstate the trustee in question.

Section 10. **Alumni Representation** The Executive Board of the Thetford Academy Alumni Association shall be invited to recommend to the nominating committee a person to serve as a member of the Board of Trustees of Thetford Academy. If elected, such trustee shall be called the "TA Alumni Representative" and shall serve a term of four years.

Section 11. **Town Representation** The School Directors of each town that has entered into a partnership agreement with the Academy shall be invited to recommend to the nominating committee a person to serve as a member of the Board of Trustees of Thetford Academy. If elected, such trustees shall be called "Town Representatives." Town Representatives shall be

elected for one-year terms of office. At the end of their terms of office they shall step down from the Board of Trustees, unless once again recommended by the School Directors of their towns and duly nominated and re-elected for a succeeding one-year term of office.

Section 12. **Honorary Trustees** In addition to the number of regular trustees serving the corporation, as provided above, the Board of Trustees may elect Honorary Life Trustees in such number as it deems appropriate. Such election shall take place at the annual meeting of the Board of Trustees and by majority vote of those trustees present and voting. Such Honorary Life Trustees shall have no vote in the affairs of the Academy but shall be entitled to attend all meetings of the Board of Trustees, whether annual or special, and to take part in discussion of corporate affairs at such meetings.

Section 13. **Code of Conduct** All trustees shall be subject to and conform to the Code of Conduct for Trustees as promulgated by the Board of Trustees. Failure to abide by its intent may be grounds for removal from the Board. For Procedure for Removal see Article II, Section 9, Subsection B, of these Bylaws.

### ARTICLE III. MEETINGS OF THE BOARD OF TRUSTEES

Section 1. **Location of Meetings** Meetings of the Board of Trustees shall be at the physical location of the corporation in Thetford, Vermont, or at such other place as shall be designated by the Board.

Section 2. **Number of Meetings** There shall be a minimum of ten meetings held per year, with the annual meeting scheduled for June of each year; and these meetings shall be open to the public, with the exception of agenda items that require an executive session.

Section 3. **Special Meetings** Special meetings of the Board of Trustees may be called by the President of the Board at any times necessary to carry on the business of the corporation.

Section 4. **Notice of Meetings**

Subsection A. **Regular Meetings** Written notice stating the place, date, hour, and agenda of the meeting shall be delivered no fewer than five (5) nor more than fifty (50) days before the date of the meeting, either personally or by the U.S. Postal Service or electronic mail. Notice shall be given by or at the direction of the Board of Trustees, or the officer or persons calling the meeting, to each Board member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Board member at his/her mailing address, with postage on it prepaid. If sent by electronic mail, such notice shall be deemed to be delivered when it is posted.

Subsection B. **Special Meetings** In the case of a special or emergency meeting, notice of the place, date, and hour, along with the purpose or purposes for which the meeting is called, shall be delivered to each Board member entitled to vote at such meeting as soon as

practicable and no fewer than 24 hours before the date of the meeting and in accordance with Article III, Section 4, Subsection A, of these Bylaws.

Section 5. **Quorum** A quorum (a majority of the members of the Board of Trustees entitled to vote) shall be required for the Board to begin a meeting. Any one or more Board members may participate in a meeting by conference telephone or any other electronic means by which all persons participating in the meeting can communicate with each other, and participation by such means shall constitute presence in person at the meeting. If a quorum is lost during the course of a meeting, the Board may continue to do business; but no vote taken shall be binding without a quorum present at the time of voting.

Section 6. **Proxy** No Board member may vote by proxy.

Section 7. **Action in Lieu of Meeting** Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if ratification of said action by a majority of the full Board is set forth in writing and filed with the minutes of the Board. This ratification of action taken in lieu of a meeting shall have the same effect as a unanimous vote of the Board and may be stated as such in any articles or document filed with the Vermont Secretary of State.

## **ARTICLE IV. OFFICERS OF THE BOARD OF TRUSTEES**

### **A. ELECTION, TERM, AND VACANCIES**

Section 1. **Eligibility** All officers shall be current members of the Board of Trustees.

Section 2. **Election** The election for the full slate of officers shall be held once every three years at an annual meeting of the Board. Newly-elected officers shall assume office at the close of the meeting at which they are elected.

Section 3. **Term of Office** Each officer shall be elected for a term of three years or until his/her successor has been elected and has accepted office.

Section 4. **Vacancies** If there is a vacancy in an office, whether resulting from death, disability, resignation, or any other cause, then a successor officer may be elected at any meeting called for that purpose, except that if the Presidency is vacated, then the Vice President automatically succeeds to the Presidency. The term of any successor officer should be the unexpired term of his/her predecessor.

### **B. CLERK**

Section 1. **Duties of Clerk** It shall be the duty of the Clerk, or his/her designee to be known hereafter as the "recording clerk," to attend all meetings of the Board of Trustees and to keep

records of the business transacted at such meetings and to perform all other duties usually pertaining to this office.

### C. PRESIDENT

Section 1. **Authority** The President shall act as the Director of the corporation and shall preside at all meetings of the Board of Trustees.

Section 2. **Duties of President** The President shall work closely with the Head of School to ensure that an agenda is prepared and distributed prior to each meeting. The President shall appoint the members of all standing committees and task forces of the Board, and has the option to appoint chairs for these standing committees and task forces. Whenever possible, this shall be done prior to the first Board of Trustees meeting of the new school year. The President shall also act to assist committee chairs in their roles, and to keep all committees focused on their written job descriptions. It is the President's responsibility to make sure that all committees keep up with their essential annual tasks to ensure the smooth operation of the Board of Trustees. The President shall mentor the Vice President as the future leader of the Board.

### D. VICE PRESIDENT

Section 1. **Authority** The Vice President shall have the full authority of the President in the absence of the President, and shall assist in leadership of the Board as requested by the President.

Section 2. **Duties of Vice President** Ideally, the trustee accepting the office of Vice President shall be willing to succeed to the Presidency at the end of his/her term as Vice President. Regardless, it shall be the duty of the Vice President during his/her term to be prepared at any moment to lead the Board in the event the President is unable to do so.

### E. TREASURER

Section 1. **Duties of Treasurer** The Treasurer shall manage, along with the Resources Committee, the Board's review of, and action related to, the Board's financial responsibilities. Duties pertaining to this office include but are not limited to the following: Working with the Head of School (and/or his or her designee) to ensure that appropriate financial reports are made available to the Board on a timely basis; assisting the Head of School (and/or his or her designee) in preparing the annual budget and presenting the budget to the Board for approval; working with the Head of School (and/or his or her designee) to ensure that an annual financial audit is completed, reviewed, and presented to the Board; working with the Resources Committee and the Head of School to develop fiscal policies for recommendation to the Board and to maintain those policies, to ensure the financial integrity and sustainability of the organization; working with the Resources Committee and the Head of School to develop long-term financial strategies; keeping currently informed of legal, regulatory, and sector developments relating to the Board's financial responsibilities.

Section 2. **Authority to Delegate** The Treasurer, in conjunction with the Head of School and subject to the approval of the Board of Trustees, may be and hereby is authorized to delegate duties and powers described herein to a designee. The Treasurer shall be responsible for informing the Board of Trustees when duties and powers are delegated, and the designee shall then be responsible to the corporation, the Board of Trustees, and the Resources Committee for the delegated obligations.

Section 3. **Authority to Sign Documents** The Treasurer, or his/her designee (see Article IV, Part E, Section 2), shall have the authority to execute any documents necessary for the purchase or sale of securities and/or any real or personal property owned by the corporation. With regard to securities, said authority to sign must be in writing and may be at the direction of the Board of Trustees or the Resources Committee. With regard to real property, said authority to sign must be in writing and only with the prior approval of the full Board of Trustees. In the absence of the Treasurer, the President shall have the full authority of the Treasurer to sign documents.

Section 4. **Record-Keeping** The Treasurer shall be responsible for ensuring that a complete record is maintained of all transactions for and on behalf of the corporation, which shall be open at all times to the inspection of the Resources Committee and the Board of Trustees.

Section 5. **Committee Membership** The Treasurer shall be a member of the Resources Committee and shall perform all other duties ordinarily required of a member of said committee.

Section 6. **Fiscal year** The fiscal year of the corporation shall be from July 1st to June 30th.

## ARTICLE V. RESOURCES COMMITTEE

Section 1. **Membership** The Resources Committee shall consist of the Treasurer and President and members of the Board of Trustees appointed for a term of one year or until their successors are appointed and have accepted office. Should Thetford Academy decide to engage a new independent financial-audit firm, at least one member of the ad-hoc search committee shall be a non-trustee who has previously served on the Board of Trustees or who is familiar with the Board's proceedings.

Section 2. **Function of Resources Committee** The Resources Committee shall have the primary responsibility for oversight of the short- and long-term financial health of Thetford Academy. The Resources Committee annually shall evaluate the extent to which Thetford Academy and its leadership have produced accurate and timely financial information and have adhered to financial and operating policies. The Resources Committee annually shall engage an independent auditor and review both the auditor's recommendations for improved internal controls and the implementation of these recommendations.

## ARTICLE VI. THE HEAD OF SCHOOL

Section 1. **Hiring of Head** The Head of School shall be hired by the Board of Trustees and shall be responsible to the Board of Trustees.

Section 2. **Duties of Head** The Head of School shall be the chief administrative officer and shall in general supervise and control all of the operational and educational affairs of Thetford Academy, including recruiting and supervision of teachers; school curriculum; student recruitment and admission; general supervision of students, financial matters, buildings, and grounds; fundraising; liaison with the parent body; and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 3. **Reporting to Board** The Head of School shall prepare and distribute a written report in advance of each meeting of the Board of Trustees which may include, but is not limited to, information on the state of the Academy and any recommendations that he/she may wish to make for the advancement and improvement of the Academy program.

Section 4. **School year** The Head of School, with the advice and approval of the Board, shall establish the dates of the terms of study at the Academy and of the vacations each school year.

#### **ARTICLE VII. TUITION**

Section 1. The tuition to be charged for attendance at Thetford Academy shall be fixed by the Board with the approval of a majority of the Board of Trustees at any regular or special meeting of the Board unless otherwise established by state authority.

#### **ARTICLE VIII. AMENDMENT OF THE BYLAWS**

Section 1. These Bylaws may be altered, amended, or repealed by an affirmative vote of a majority of trustees present and voting at any annual or special meeting of the Board of Trustees warned for that purpose. Any alteration or amendment to the Bylaws shall be voted on only after examination of any possible conflicts with the Charter of the Corporation.

#### **ARTICLE IX. AMENDMENT OF CHARTER**

Section 1. The Charter of the Corporation may be altered or amended at any annual or special meeting of the Board of Trustees, provided that a statement of the proposed alteration is included in the notice of said meeting. In accordance with statute, no such amendment shall be effective unless accepted by three-fourths of those trustees present and voting. After the adoption of any such change, written notice thereof shall be reported to the Vermont Secretary of the State as required by statute.

#### **ARTICLE X. INDEMNIFICATION**

Section 1. Thetford Academy may indemnify a person who is or was a Trustee, officer, employee, or agent of the Academy or who is or was serving in any capacity at the request of the Academy, to the extent authorized by law, and shall purchase and maintain insurance to protect itself and such persons against liability.

APPROVED: October 17, 2019