

BY-LAWS OF  
PRIMARY SOURCE LEARNING  
A Virginia Non-stock Corporation

Article 1 – General

Section 1.01 Incorporation. This organization is incorporated as a non-stock corporation under the laws of the Commonwealth of Virginia and shall be known as Primary Source Learning, Inc. (hereinafter “the Corporation”).

Section 1.02 Purposes. The Corporation is organized exclusively for charitable educational purposes to provide collaborative programs involving pre-K-12 schools, universities, libraries, museums, and other educational organizations to deepen student understanding of the curriculum and equip learners with Information Age literacy skills. Goals and activities of the organization shall be dedicated to improving learning, teaching, and leadership in education. More specifically, the purposes of the Corporation include but are not limited to:

- A. Providing collaborative professional development programs.
- B. Assessing student learning related to the implementation of Primary Source Learning programs to examine progress toward the mastery of literacy skills.
- C. Researching teacher effectiveness when using the best instructional practices along with digital resources to achieve specific student learning outcomes.
- D. Building relationships among educators and collaborating organizations.
- E. Contributing to the education field through publications regarding learning with digital resources and best instructional practices.
- F. Engaging in other educational activities to improve learning, teaching, and leadership in education.

Section 1.03 Offices. The Corporation shall have its registered office in the State of Virginia, and may have such other offices and places of business within or without the State of Virginia as the Board of Directors (“the Board”) may from time to time determine or the business of the Corporation may require.

Article 2 – Membership

There shall be no members.

## Article 3 – Board of Directors

Section 3.01 Board of Directors. The management of the affairs, property and business of the Corporation shall be vested in a Board of Directors. The Board of Directors is responsible for establishing and monitoring the strategic goals of the organization; creating or improving the Corporation processes; determining future needs and directions of the Corporation; and providing guidance and overall leadership to Corporation staff. In addition to the power and authority expressly conferred upon it by these By-Laws and the Certificate of Incorporation, the Board of Directors may direct the Corporation to take any lawful action in fulfillment of the Corporation's mission.

Section 3.02 Number. Participating institutions in the Corporation shall be afforded one seat on the Board of Directors. Each of the founding partnership school divisions in Northern Virginia shall be afforded seat on the Board of Directors. The Executive Director of the Corporation shall serve as a permanent ex-officio non-voting member of the Board of Directors. The Board of Directors may, from time to time, appoint such other officers and directors as it deems necessary.

Section 3.03 Election and Term of Directors. The Directors shall serve three year terms unless otherwise specified by the Board of Directors. The Board will appoint or elect new directors.

Section 3.04 Meetings. Board of Directors will meet annually. The Executive Committee comprised of the Officers and any other directors or persons selected by the board will meet at least biannually. Twenty (20) days notice shall be required for the annual or any regular meeting of the Board of Directors.

Section 3.05 Special Meetings. Special meetings of the Board of Directors may be called by the Executive Director, by an officer of the corporation or by any two directors, upon twenty (20) days written notice to each director.

Section 3.06 Place of Meetings. (a) The Board of Directors may hold its meetings, regular or special, at such places, either within or without the State of Virginia, as it may from time to time determine or as shall be set forth in any notice of such meeting. (b) Any meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and such participation shall constitute presence at the meeting.

Section 3.07 Adjourned Meetings. A majority of the directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 3.08 Quorum of Directors. A simple majority of the current-sitting members of the Board of Directors shall be present to constitute a quorum at all meetings of the board.

Section 3.09 Action of the Board of Directors. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws, in which case such provision shall govern the vote on the decision of such question or action. Each director present shall have one vote.

Section 3.10 Action by Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

Section 3.11 Resignation. A director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary.

Section 3.12 Removal of Directors. Any or all of the directors may be removed with or without cause by a two-thirds (2/3) majority of the directors.

Section 3.13 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors or vacancies are filled by a vote of the majority of the directors.

Section 3.14 Chairman. At all meetings of the Board of Directors the Chairman of the Board shall preside. In the Chairman's absence the Vice-Chairman will preside.

Section 3.15 Compensation. No compensation shall be paid to directors, as such, for their services, but the Board of Directors may authorize payment for expenses for attendance at each annual, regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

#### Article 4 - Officers

Section 4.01 Offices, Election and Term. (a) The Board of Directors shall elect or appoint a Chairman, one or more Vice-Chairmen, Secretary, and Treasurer, and may, in addition, elect or appoint at any time such other officers and directors as it may determine. Any number of offices may be held by the same person.

(b) The officers of the Corporation shall be elected by a vote of the Board of Directors annually or when a vacancy occurs; an officer may serve any number of successive terms. All officers shall be Directors and shall serve until a successor is elected and qualified. Unless otherwise specified by the Board of Directors, each officer shall be elected or appointed to hold office for one year terms.

(c) Any officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors.

Section 4.02 Powers and Duties. The officers, agents and employees of the corporation shall each have such powers and perform such duties in the management of the affairs, property and business of the Corporation, subject to the control of and limitation by the Board of Directors, as generally pertain to their respective offices. The duties may include those outlined in these bylaws as well as such powers and duties as may be authorized from time to time by the Board of Directors.

#### Chairman

- Attends and oversees board and executive committee meetings
- Maintains knowledge of the organization and personal commitment to its goals and objectives
- Serves as ex-officio member of all committees
- Works in partnership with the executive director to make sure board resolutions are carried out
- Calls special meetings if necessary
- Appoints all committee chairs and with the executive director, recommends who will serve on committees
- Assists executive director in preparing agenda for board meetings
- Assists executive director in conducting new board member orientation
- Oversees searches for a new executive director
- Coordinates executive director's annual performance evaluation
- Works with the nominating committee to recruit new board members
- Acts as an alternate spokesperson for the organization
- Periodically consults with board members on their roles and helps them assess their performance
- Participates as a vital part of the board leadership

#### Vice Chairman

- Attends all board meetings
- Serves on the executive committee
- Maintains knowledge of the organization and personal commitment to its goals and objectives
- Carries out special assignments as requested by the board chair
- Understands the responsibilities of the board chairman and be able to perform these duties in the chairman's absence
- Participates as a vital part of the board leadership

## Secretary

- Attends all board meetings
- Serves on the executive committee
- Maintains knowledge of the organization and personal commitment to its goals and objectives
- Serves on the executive committee
- Reviews board minutes and ensures the accuracy of all board records
- Assumes responsibilities of the chair in the absence of the board chair, and vice chair
- Provides notice of meetings of the board and/or of a committee when such notice is required
- Participates as a vital part of the board leadership

## Treasurer

- Attends all board meetings
- Serves on the executive committee
- Maintains knowledge of the organization and personal commitment to its goals and objectives
- Understands financial accounting for nonprofit organizations
- Serves as financial officer of the organization and as chairperson of the audit committee
- Manages, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Works with the executive director and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
- Assists the executive director or the chief financial officer in preparing the annual budget and presenting the budget to the board for approval
- Reviews the annual audit and assists in answering board members' questions about the audit
- Participates as a vital part of the board leadership

## Article 5 – Committees

Section 5.01 Committees. The Board of Directors may appoint committees, as it deems necessary to implement the purposes and functions of the Corporation. The Board of Directors shall determine the composition and number of members of all committees. The Board of Directors may authorize committees to exercise any powers of the Board.

Section 5.02 Standing Committees. Standing Committees of the Corporation shall include an Executive Committee and an Audit Committee. The Executive Committee shall oversee the governance and activities of the Corporation. The officers of the Board of Directors and the Executive Director shall serve on the Executive Committee. The Audit Committee shall assist the Board of Directors in its oversight and monitoring the Corporation's systems of internal controls and risk mitigation, in ensuring compliance with legal and ethical standards and in selecting and hiring of the internal and independent auditors. The Audit Committee will be appointed by the Board of Directors.

## Article 6 – Conflict of Interest

6.01 Conflict of Interest. Any member of the board who has a financial, personal, or official interest in, or conflict or appearance of a conflict with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

## Article 7 – Fiscal Policies

Section 7.01 Fiscal Policies. The fiscal year of the board shall end on September 30<sup>th</sup> of each year.

Section 7.02 Bank Accounts. The funds of the Corporation shall be deposited in one or more banks or financial institutions as designated by the Board of Directors. All checks shall be signed by such director or directors as the Board may from time to time designate.

Section 7.03 Insurance. The Board of Directors may secure insurance to protect the Corporation, the Board of Directors, and the officers from liability.

## Article 8 – Amendments

Section 8.01 Amendments. These by-laws may be amended by a two-third (2/3) vote of Board members present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

## Article 9 - Indemnification

Section 9.01 Indemnification. The Corporation shall indemnify the directors, officers, agents and employees of the Corporation in the manner provided in the General Corporation Law of the State of Virginia.