

# TRIANGLE DAY SCHOOL

## BYLAWS

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## TABLE OF CONTENTS

<b>Article I. Mission of Triangle Day School</b>	<b>1</b>
<b>Article II. Members of the Corporation</b>	<b>1</b>
<b>Article III. Board of Trustees</b>	<b>1</b>
1. Powers	2
2. Number, Terms and Qualifications	2
3. Nomination and Election	3
4. Timing of Office	3
5. Vacancies	3
6. Removal	3
7. Resignation	4
8. Compensation.	4
9. Standard of Care	4
<b>Article IV. Meetings and Board Logistics</b>	<b>4</b>
1. Regular Meetings	4
2. Special Meetings	4
3. Executive Session	4
4. Quorum and Voting	5
5. Informal Actions	5
6. Notice	5
7. Waiver of Notice	5
8. Use of Technology	5
<b>Article V. Officers</b>	<b>5</b>
1. Officers	5
2. Terms and Election	5
3. Vacancies	6
4. Removal	6
5. Powers and Duties	6
<b>Article VI. Committees</b>	<b>7</b>
1. Purpose	7
2. Standing Committees	7
3. Special Committees	7

4. Standing Committee Nomination and Election	8
5. Discontinued Committees	8
6. Meetings of Standing Committees	8
<b>Article VII. Head of School</b>	<b>8</b>
1. Executive Functions	8
2. General Management	8
3. Appointment	8
4. Administrative Responsibilities	9
5. Assistance to the Board	9
6. Annual Review of Performance and Compensation	9
7. Dismissal of the Head of School	9
<b>Article VIII. Indemnification</b>	<b>9</b>
<b>Article IX. Conflict of Interest</b>	<b>10</b>
<b>Article X. Fiscal Authority</b>	<b>10</b>
1. Contracts	10
2. Loans	10
3. Checks and Drafts	10
4. Deposits	10
<b>Article XI. Fiscal Year</b>	<b>11</b>
<b>Article XII. Discrimination</b>	<b>11</b>
<b>Article XIII. Nonprofit Status</b>	<b>11</b>
<b>Article XIV. Amendments to the Bylaw</b>	<b>11</b>

# **TRIANGLE DAY SCHOOL, INC.**

**An independent, nonprofit, nondenominational school organized and existing under the laws of the State of North Carolina**

## **BYLAWS**

### **ARTICLE I. Mission of Triangle Day School**

As a warm and welcoming community devoted to academic excellence, Triangle Day School (hereinafter referred to as the “Corporation”) ignites intellectual curiosity, fosters compassion and integrity, and nurtures creativity, inspiring confidence in each student to lead a life of purpose.

The mission is fulfilled by providing:

- A School organized for students in Transitional Kindergarten through Eighth Grade;
- Active parental participation in School committees and functions, and classroom assistance;
- A qualified faculty selected to implement the philosophy and curricular objectives of the School;
- Active involvement in the surrounding community as well as access to community resources;
- Sound management practices and systemic planning to allocate resources required to achieve the objectives of the School.

### **ARTICLE II. Members of the Corporation**

The Corporation shall have no members.

### **ARTICLE III. Board of Trustees**

1. **Powers.** The Board of Trustees (hereinafter referred to as the “Board”) shall exercise general oversight of the business and property of the Corporation and shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised consistent with the law of the State of North Carolina, the Certificate of Incorporation, and the Bylaws, including the power to:

- a) Select, nurture, evaluate, retain, and terminate the Head of the School, who shall be the Board's sole employee and who shall exercise general administrative functions for the Corporation, including but not limited to the power to admit and dismiss students and to appoint or remove other employees;
  - b) Monitor the Corporation's financial management; approve capital expenditures in accordance with the financial policies adopted by the Board; adopt annual capital and operating budgets for the Corporation; institute, promote, and direct major fund raising for the Corporation, and otherwise undertake such steps as may be necessary to protect the financial stability of the Corporation.
  - c) Establish the philosophy of education and the mission of the Corporation; develop, implement, and update the Corporation's strategic plan, and ensure that the Corporation is well-managed in accordance with its mission and purposes
  - d) Define and promulgate general policies for the Corporation for the successful operation of the Corporation, including financial, employment, operation, and educational policies and procedures and ensure their effective implementation.
  - e) Ensure that the Corporation has adequate physical resources for the performance of its educational mission; adopt policies and procedures to maintain the physical plant of the Corporation; provide sound management of the Corporation's assets.
  - f) Annually assess the Corporation's effectiveness and the Head's performance, and periodically assess the Board's performance;
  - g) Communicate with the faculty, staff, students and parents, either authorized by or about the Head of School.
2. **Number, Terms, and Qualifications.** The Board shall normally consist of 10 to 15 Trustees. The Board reserves the right to increase the number of Trustees, on a temporary basis, when doing so facilitates the accomplishment of strategic objectives. Irrespective of the number of Trustees, at least half shall be parents of children currently enrolled in Triangle Day School. The Head of School shall be a non-voting, ex-officio member of the Board. Voting Trustees shall serve three-year terms, which shall be staggered such that they ensure a continuity of representation. No Trustee shall serve more than two successive terms, with this exception: If a Trustee assumes the role of Chair in their sixth year, that Trustee will be granted one extra year in their second term to complete their two-year assignment as Chair. Former Trustees who have served two successive terms shall become eligible for service again after one year. In the event that a Trustee is elected to fill an unfinished year, that year shall not count against the Trustee in relation to the successive terms limitation. No current employee of the Corporation shall be eligible to serve as Trustee, no person who is related by blood or marriage to an

employee of the Corporation shall be eligible to serve as a Trustee, nor may two or more persons from the same family serve as a voting Trustee at the same time.

3. **Nomination and Election.** The Trusteeship Committee is responsible for recommending Trustee nominations to fill Trustee vacancies. All nominations for the Trustees shall be presented to the Board of Trustees by the Trusteeship Committee. Recommendations made by the Trusteeship Committee regarding Board membership and Board officers shall be presented to the Board at least five days before acting on such recommendations. Trustees shall be elected by a 2/3 majority vote of all voting members of the Board.
4. **Timing of Office.** Except in cases where a Trustee is fulfilling the term of a vacancy, Trustees shall begin serving terms on July 1.
5. **Vacancies.** Any vacancy on the Board shall merely reduce the number of duly elected and acting Trustees until such time as the vacancy is filled. Vacancies, existing from time to time for any reason, may be filled by a 2/3 majority of the remaining Trustees by election at any regular meeting of the Board, in accordance with the procedures provided in section 3 of this Article.
6. **Removal.** A Trustee may be removed at any time by a two-thirds vote of the other Trustees then in office at any duly held regular or special meeting thereof, provided that notice of intention to remove such Trustee is provided to all Trustees at least five days prior to the meeting at which the vote to remove the Trustee takes place. Any such Trustee shall be entitled to appear before and be heard at such meeting.
7. **Resignation.** Any Trustee may resign from a committee of the Board, an office of the Board, or the Board itself by giving written notice to the Chair or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time therein specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. In the event that a resignation results in less than half of the Board being composed of parents, or causes the total number of Trustees to dip below ten, a new Trustee shall be elected as soon as possible in accordance with the procedures provided in sections 3 and 5 of this Article.
8. **Compensation.** Trustees shall serve without compensation but may be reimbursed for expenses actually and reasonably incurred on behalf of the School.

9. **Standard of Care.** Each Trustee shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner the Trustee believes to be in the best interest of the School, and with the understanding that all information, financial and otherwise, shall be treated in a confidential manner. In discharging their duties, a Trustee may rely on reports, information, opinions, and financial statements of others, provided the Trustee believes that such items merit confidence or that such items were prepared by reliable and competent persons.

#### **ARTICLE IV. Meetings and Board Logistics**

1. **Regular Meetings.** The Board shall meet at least six times during the School year. The Board Chair, together with the Executive Committee, shall establish and publish the upcoming calendar of Board meetings in furtherance of the strategic direction of the Board. Board meetings are to be attended by the Board of Trustees, the Head of School, and any guests invited by the Board Chair.
2. **Special Meetings.** Special meetings may be held at the call of the Chair or on the written request of five Trustees setting forth the objectives of the meeting with at least two days advance notice. No business may be transacted at a special meeting that does not relate to the purpose in the specified notice.
3. **Executive Session.** At any regular or special meeting, the Chair may call an executive session to discuss confidential matters in private. If an executive session is called, only voting Trustees and others at the request of the Board may attend.
4. **Quorum and Voting.** A simple majority of the Trustees shall constitute a quorum to transact business. A two-thirds majority of the Trustees shall constitute an act of the Board except as otherwise provided by law or these Bylaws. Any time a vote is taken, the outcome of the vote must be recorded in the minutes.
5. **Informal Actions.** An action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all the Trustees consent to the action in writing (including e-mail) and the written consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

6. **Notice.** Written notice of all meetings shall be sent by the Secretary or Chair at least five days in advance of the meeting. This provision may be waived in case of emergency.
7. **Waiver of Notice.** The transactions of business at any meetings of the Board, however called and noticed and whenever held, shall be valid as though held at a meeting after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Trustees not present signs a written waiver of notice or consent to the holding of the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be expressed in writing and filed with the corporate records or made a part of the minutes of the meeting.
8. **Use of Technology.** The Board may permit one or all of the Trustees to participate in a regular or special meeting of the Board by the use of any means of communication by which all Trustees may hear each other simultaneously during the meeting. A Trustee participating in that manner shall be deemed to be present in person at the meeting.

#### **ARTICLE V. Officers**

1. **Officers.** The Officers of the Board of Trustees shall be the Chair, Vice Chair, Treasurer, Secretary, and such other Officers as may be authorized by the Board of Trustees. Officers must be Trustees, and at least two Officers must be parents of children currently enrolled in Triangle Day School.
2. **Terms and Election.** All Officers shall serve terms of two years or until their successors are elected. Officers may be elected to more than one successive term. New officers are nominated by the Executive Committee and elected by the full Board of Trustees (simple majority required) at the last meeting of the School year. Any board member may nominate a candidate for consideration by the Executive Committee.
3. **Vacancies.** Vacancies may be filled at any time by the election of an Officer who shall fill the remainder of the term of the original Officer.
4. **Removal.** The procedure for removing Officers is identical to the procedure for removing Trustees, as outlined in Article III, section 6 above.
5. **Powers and Duties.**



- a. Chair. The Chair shall be the Administrative head of the Board and shall preside at all meetings of the Board, shall have the right to vote, shall support all committees, shall act as liaison between the Board and the Head of School, shall set the agenda for each meeting, and shall have such other powers and duties as are incident to the office of the Chair.
- b. Vice Chair. The Vice Chair shall have such powers and shall perform such duties as may be assigned by the Chair. In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair serves as Chair of the Trusteeship Committee and shall also otherwise perform all duties incident to the office of Vice Chair. If the Head of School or any Trustee has concerns about the Chair, they should approach the Vice Chair, who will then schedule a meeting of the entire Executive Committee.
- c. Treasurer. The Treasurer shall be responsible for carrying out the mandates of the Board and its Finance Committee in overseeing the financial affairs of the School. The Treasurer shall, with the assistance of the Head of School, monitor all accounts and records. The Treasurer shall oversee the custody of the funds and securities of the School and shall render periodic accounting of the financial condition of the School to the Board. The Treasurer shall also otherwise perform all duties incident to the office of Treasurer.
- d. Secretary. The Secretary shall keep the minutes of the meetings of the Board and shall see that all required notices are given. The Secretary shall otherwise perform all duties incident to the office of Secretary.
- e. Succession to Chair. Any of the Trustees is eligible to succeed the Chair.

## **ARTICLE VI. Committees**

1. **Purpose.** The Trustees shall be assisted in their work by standing and ad hoc committees established by the Board. Each committee will be chaired or co-chaired by a Trustee.
2. **Standing Committees.** Unless discontinued by the Board, the standing committees of the Board shall consist of the following:

- a. Executive Committee. The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, and Treasurer. The Head of School shall be an ex-officio, non-voting member of the committee. The Executive Committee may meet at the call of the Chair to advise the Chair and the Head of School.
- b. Finance Committee. The Finance Committee shall consist of not fewer than two Trustees, including the Treasurer. The Finance Committee shall, in cooperation with the Head of School and Business Officer, be responsible for reporting on the overall management and supervision of the financial affairs of the School. The Finance Committee shall be responsible for overseeing the preparation of the annual School budget in conjunction with the Head of School.
- c. Trusteeship Committee. The Trusteeship Committee shall consist of not fewer than two Trustees. The Trusteeship Committee shall be responsible for recommending Trustee nominations, recommendations for filling Trustee vacancies, the orientation of new Trustees, ongoing training of all Trustees, and evaluation of the Board as a whole.
- d. Development Committee. The Development Committee shall consist of not fewer than two Trustees. The Development Committee shall be responsible for Board-initiated institutional advancement and fundraising, including annual, capital, auction, endowment funds, and gifts.
- e. Facilities Committee. The Facilities Committee shall consist of no fewer than two Trustees. The Facilities Committee shall, in cooperation with the Head of School, be responsible for reporting on the overall management and supervision of the facilities. The Committee, along with the Head of School, oversees strategies for achieving the facilities goals, which are to provide a physical environment that meets the needs of the School's educational program and takes into consideration the requirements in the areas of health, safety, and aesthetics.
- f. Diversity, Equity, and Inclusion (DEI) Committee. The DEI Committee, in cooperation with the DEI director, shall be responsible for creating awareness, developing cross-cultural competence, and building a diverse and inclusive environment where all persons belong and are valued for their unique qualities.

3. **Special Committees.** The Chair may appoint on an as needed basis, special or ad hoc committees to assist the Board of Trustees. Such committees shall be discontinued upon completion of their business.
4. **Standing Committee Nomination and Election.** Trustee members of standing committees shall be nominated by the Board Chair, after consultation with the Trusteeship Committee, the Head of School, and the Board. They shall be elected annually by a majority of the Board at the last meeting of the school year. Except as provided in these Bylaws, The Board Chair and the Head of School shall be ex-officio, non-voting members of all standing committees. Each Trustee shall serve on at least one committee. Additional members, including persons who are not on the Board, may be appointed by the Board to serve on these standing committees: Facilities, DEI, Development.
5. **Discontinued Committees.** The Board may discontinue any standing committee from time to time, and duties of any committee so discontinued shall be performed during such discontinuance by another committee or the Board, as the Board may direct.
6. **Meetings of Standing Committees.** Except as otherwise provided in this section, all standing committees shall meet at least three times per year (unless this is waived by the Board Chair) and shall report on all actions and considerations to the Board. Committee Chairs will report all progress at regularly scheduled Board meetings.

## **ARTICLE VII. Head of School**

1. **Executive Functions.** The Head of School shall be the chief executive officer of the School and official advisor and executive agent of the Board. The Head shall exercise general supervision over all the affairs of the School, represent the School to the community, and bring such other matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities. The Head shall have the powers, on behalf of the Board of Trustees, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget or emergency expenditure authorized and approved by the Board.
2. **General Management.** The Head of School shall exercise the general management responsibilities for the School by the Board of Trustees. The Board shall maintain general oversight of these activities.

3. **Appointment.** In the event of a permanent vacancy in the office of the Head of School, the Board shall elect a replacement from among candidates submitted for consideration by a special Search Committee appointed by the Board. An affirmative vote of at least two-thirds of the Trustees is required for appointment. The employment contract for the Head shall be reviewed and approved by the Board.
4. **Administrative Responsibilities.** Within the policy guidelines established by the Board, the Head of School shall develop institutional programs, provide administrative and educational leadership, employ and discharge personnel, enroll and dismiss students, prepare the annual budget, and shall have responsibility for the day-to-day operation of the School.
5. **Assistance to the Board.** The Head of School shall work in close conjunction with the Board and guide it in preparation of agendas in its meetings and the long-range development of the School.
6. **Annual Review of Performance and Compensation.** An annual review of the performance of the Head of School shall be conducted. The Board shall determine the procedure and process to be followed after consultation with the Head. The process shall include input from Trustees and the Head. The Executive Committee shall conduct the evaluation process, and shall report its findings and actions to the Board and make any recommendations that it may have with respect to the Head's compensation, and shall make a written report of such findings, actions, and recommendations. In years in which the Head of School's contract is up for renewal, the Committee's written report shall be made available to all Board members prior to the Board's vote on said renewal.
7. **Dismissal of the Head of School.** A decision not to renew the Head's contract or to terminate the services of the Head can be undertaken only by the Board at a regular meeting or a special meeting, provided due notice of the contemplated action is given. The Head may be dismissed by a simple majority vote of the entire Board.

#### **ARTICLE VIII. Indemnification**

The maximum extent permitted by Chapter 55A of the General Statutes of North Carolina as in effect at the time of the adoption of these Bylaws, or as amended from time to time, the Corporation shall indemnify any person who was or is a party, or threatened to be made a party

to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a Trustee, officer, or administrator of the Corporation acting within the scope of his or her normal duties, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding. The foregoing right of indemnifications shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Trustees, or otherwise.

#### **ARTICLE IX. Conflict of Interest**

A transaction with the Corporation by a Trustee who has a direct or indirect interest in the transaction shall be allowed only if the material facts of the transaction and the Trustee's interest are fully disclosed and known to the Board, and the Board authorizes the transaction by a simple majority vote of the entire Board, who do not have a direct or indirect interest in the transaction.

#### **ARTICLE X. Fiscal Authority**

1. **Contracts.** The Board, by resolution signed by the Board, may authorize any officer or officers, agent, or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the School by any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount.
2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board.
3. **Checks and Drafts.** All checks, drafts and other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or employee of the Corporation and in such manner as shall be determined by the Board.
4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such depositories as the Board may select.

#### **ARTICLE XI. Fiscal Year**

The fiscal year of the School shall commence on the first day of July and end on the last day of June each year.

#### **ARTICLE XII. Discrimination**

There shall be no discrimination by the School in the selection of its governing Board, in the employment of personnel, in the admission of students, or in the administration of the School's programming because of race, color, religion, national origin, sex, age, sexual orientation, gender identity, or handicapped status in violation of state or federal law or regulations.

#### **ARTICLE XIII. Nonprofit Status**

The Triangle Day School, Inc. is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE XIV. Amendments to the Bylaws**

These Bylaws may be amended at any meeting of the Board by a two-thirds majority vote of all voting Trustees.