

**Appendix 11: Articles of Incorporation Filed with the Commonwealth of Virginia**

**ARTICLES OF INCORPORATION  
OF**

**Bertha B. Williams Chartered Education Academy**

We, the undersigned persons are US Citizens of the age of eighteen years or more, acting as incorporators of the corporation pursuant to section 501 of the Revised School Code, Act 451 PA 1976 and 505a, a public school enrolled in grades K-5, as a Nonprofit, Non-stock Corporation Act Code, Title 29 Chapter 3 as amended), adopts the following Articles of Incorporation:

**ARTICLE ONE**

The name of the nonprofit corporation shall be BERTHA B. WILLIAMS Chartered Education School established for the purpose of provides education services.

**ARTICLE TWO**

The Corporation's duration is perpetual and it is Non-Stock

**ARTICLE THREE**

The place where the principal office of the Corporation is to be located is in the City of Detroit, Michigan ( A Non-stock Corporation) operated by a Board of Directors.

- Real Property-none
- Grants /Contributions/Volunteer Services/Fundraising

**ARTICLE FOUR**

The purpose of the Corporation is to provide high quality education services to students. The Corporation is exempt under 501(C) (3) of the Internal Revenue Code.

**ARTICLE FIVE**

The Corporation shall have no members, instead a board of directors

**ARTICLE SIX**

The business of the Corporation shall be carried out through its board of directors and the manner of the election or appointment of members of the board of directors, other than the initial members of the board of directors provided herein, shall be as provided in the Bylaws. The Corporation's board of director is authorized to carry on its business and to hold annual or special meetings of it board members.

## **ARTICLE SEVEN**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four thereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE EIGHT**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Except as required by law, the board of directors and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such claims, or for the payment of any debt, damages, judgment(s) or decree, or of any money that may otherwise become due or payable to them for the Corporation.

The Corporation shall, to the extent legally permissible, indemnify each of its present and former directors, officers, employees and agents and any persons who serve or have served at the Corporation's request as director, officer, employee or agent of another organization or in a capacity with respect to any employee benefit plan (and heirs, executors, and administrators of the foregoing), the agent, against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any actual or threatened action, suit or proceeding in which he or she may be involved by reason of his her being or having been an agent, such expenses and liability to include, but not limited to judgments, court costs, attorney fees, the cost of reasonable settlements and penalties imposed under the Code.

## **ARTICLE NINE**

**REGISTERED OFFICE AND AGENT:**

Dr. Anderson J. Williams, 253 Las Corrales Court, Virginia Beach, VA 23456-4200

**ARTICLE TEN**

**DIRECTORS:**

The number of directors constituting the initial board of directors of the Corporation is two. The number of directors may be increased or decreased in the manner set forth in the Bylaws, provided that the number shall not be less than three. The name and address of each person who is to serve as a member of the initial board of directors is:

Dr. Lois S. Williams 2532 Las Corrales Court, Virginia Beach, VA.23456-4200

Dr. Anderson J. Williams Jr. 2532 Las Corrales Court, Virginia Beach, VA 23456-4200

**ARTICLE ELEVEN**

**INCORPORATORS:**

The name and address of each incorporator are:

Dr. Lois S. Williams, 2532 Las Corrales Court, Virginia Beach, Virginia 23456-4200

**ARTICLE TWELVE Board of Directors**

**BOARD OF DIRECTORS:**

The Board of Directors shall have full power to adopt, alter, amend, or repeal the Bylaws or adopt new Bylaws. The Board of Directors also has the full and complete authority to amend, alter, change, or repeal any of the provisions in the Articles of Incorporation.

**Appendix 12-B: Board's Proposed Bylaws**

**ARTICLE I –NAME**

The corporation shall be known as the "BERTHA B. WILLIAMS ACADEMY."

**ARTICLE III- BOARD OF DIRECTORS**

**ARTICLE 1. Powers and Duties.** The business of the Bertha B. Williams Academy (BBWA) shall be managed under the direction of the Board of Directors, except as may be otherwise provided by law. The primary functions of the Board of Directors shall be the establishment of policy and the sound management of the resources of BBWA. The Board of Directors shall have all the powers to carry out any other functions which are permitted by these Bylaws or by the Articles of Incorporation, except as limited by law. Notwithstanding the foregoing, the powers of the Board of Directors shall include, but shall not be limited to the following:

- The power to engage qualified public accountants to carry out annual audits of the books of the BBWA and its systems of financial controls and report to the Board of Directors as a result of such audits.

- The Board of Directors may delegate certain of their duties to one or more committees in accordance with these Bylaws and as permitted by law, but such delegation shall not relieve the Board of Directors of their responsibility for any action taken for and on behalf of the BBWA.

**ARTICLE 2. Number of Directors.** The Board of Directors shall consist of five directors and no more than 13). The number of Directors comprising the Board may be increased or decreased but not more than 13 or less than five.

The Board of Directors shall consist of the following members:

- A majority of directors shall be residents of the District of Columbia;
- At least two directors shall be parents of students attending BBWA;
- At least one director shall be a teacher of the academy (two-year term);
- At least three directors shall be employees of BBWA selected by the Board of Directors.
- Two or three parents whose children attend BBWA from various areas of SE will serve as directors.
- The Executive Director of BBWA will be an ex-officio member of the Board of Directors.

**ARTICLE 3. Appointment and Term of Office.** The Governance Committee shall review and recommend to the Board of Directors nominees for the Board of Directors. The directors shall be elected by the affirmative vote of a majority of the directors currently in office. The directors shall be elected to one, two year terms as designated by the Board of Directors at the time of election of each Director.

Thereafter, each Director shall be elected to a one-year term. The terms of each director shall be staggered so that an equal number of terms shall begin and end at each annual meeting. Each director shall serve for the term to which he or she is elected and until his or her successor is duly elected or until his or her earlier resignation, removal from office or death.

**ARTICLE 4. Officer of the Board of Directors.** The Chairperson of the Board shall be elected by the Board to a two-year term at its annual meeting and may serve successive terms, but shall not serve for more than two consecutive terms. The Chairperson shall preside at all meetings of the Board of Directors, shall have a right to vote on all questions, and shall have the power on behalf of the board to perform all acts and execute all documents to make effective the actions of the Board of Directors.

The Chairperson shall be the primary representative of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried into effect. The Chairperson shall, upon the advice and recommendation of the Board of Directors, also appoint the members of all committees by approval of a vote of the board of directors. The chairperson shall be an ex-officio member of each committee, and shall perform such other duties as may be assigned from time to time by the Board of Directors. The Chairperson shall report to the full Board of Directors at each of its meetings on all matters that require Board consideration and advice.

**ARTICLE 5. Regular Meetings.** Regular meetings of the Board of Directors shall be

held on the 2<sup>nd</sup> Tuesday of each month and at such times as the Board of Directors may designate. At each regular meeting of the Board of Directors, the Board of Directors may transact such business as may be properly brought before the meeting. Written notice of each regular meeting of the Board of Directors shall be given either by hand, facsimile or electronic mail ("e-mail") to each Director at least 10 days before such meeting. Such notice need not specify the business to be transacted at the meeting.

**ARTICLE 6. Special Meetings.** Special meetings of the Board of Directors may be called by any Director upon written demand of not less than 40% of the Board of Directors, written notice of each special meeting of the Board of Directors shall be given either by hand, facsimile or e-mail to each Director at least 24 hours before such meeting. Such notice shall state the purpose or purposes for which the meeting is called, provided, however, that the Board of Directors may transact any other business properly brought before the meeting.

**ARTICLE 7. Waiver of Notice.** Whenever any notice of a meeting of the Board of Directors is required to be given to the Directors under any provision of law, the Articles of Incorporation or the Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice shall be filed with the records of such meeting, whether before or after the time stated therein, shall be deemed equivalent to notice. Neither the business transacted or to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in any written waiver of notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting or promptly upon arrival at the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**ARTICLE 8. Place and Conduct of Meetings.** All meetings of the Board of Directors shall be held at the principal office of the BBWA or at such other places, within or outside the District of Columbia, as may be specified in the notice of such meetings. At all meetings of the Board of Directors, any director present there at and appointed by a majority of the directors present shall preside.

**ARTICLE 9. Quorum and Adjournment.** At any meeting of the Board of Directors, a majority of the total number of Directors shall constitute a quorum for the transaction of business. Directors participating in a meeting by means of telephonic conference communication, videoconferencing, or equivalent means, may be counted as present for the purpose of constituting a quorum, so long as all other notice and meeting requirements are either met or duly waived. If a meeting cannot be constituted because a quorum is not present, the will be cancelled until further notice. Any business which might have been transacted at the meeting as originally called may be transacted at any adjourned meeting at which a quorum is present.

**ARTICLE 10. Voting.** The affirmative vote of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number of directors is required by law, the Articles of Incorporation or these Bylaws.

**ARTICLE 11. Action by Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing,

setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors. Each such consent may be signed in counterparts and may contain facsimile signatures, and shall have the same force and effect as a unanimous vote of the Board of Directors.

**ARTICLE 12. Action by Conference Call.** Any and all directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting, except as provided in these Bylaws. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting and shall be filed with the minutes of proceedings of the Board of Directors.

**ARTICLE 13. Vacancies.** Any vacancy created on the Board of Directors may be filled by the affirmative vote of a majority of the directors at a meeting which has been duly called for that purpose and at which a quorum is present. All persons chosen to fill any such vacancies shall serve for the unexpired term of his or her predecessor and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death.

**ARTICLE 14. Resignation of Directors.** Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its transmittal to the Board of Directors. The acceptance of a resignation shall not be necessary to make it effective.

**ARTICLE 15. Removal of Directors.** Any Director or the entire Board of Directors may be removed, at any meeting of the Board of Directors duly called at which a quorum is present by the affirmative vote of a majority of the Directors entitled to vote.

**ARTICLE 16. Nondiscrimination.** The Board of Directors shall ensure that the BBWA complies with all nondiscrimination and civil rights statutes of the District of Columbia and the federal government.

**ARTICLE 17. Compensation and Reimbursement.** Each Director shall be entitled to reimbursement for any reasonable expenses incurred in attending meetings of the Board of Directors not to exceed \$1,500 a year, but shall not otherwise be compensated for his Board service.

## **ARTICLE 18-OFFICERS**

**Section 1. Designation, Appointment, and Term of Office.** The executive officers of the BBWA shall be a chairperson, a vice-chair, a Secretary, and a Treasurer elected by the board at its annual meeting, to hold office for two years and until successors have been duly elected and qualify or until earlier death, resignation or removal. Any person may hold only one office.

**Section 2. Chairperson.** The chairperson shall have the power on behalf of the BBWA to perform all acts and execute all documents to make effective the actions of the Board of Directors. The chairperson shall also perform such other duties as may be assigned from time to time by the Board of Directors.

**Section 3. Vice Chair.** Elected by the Board of Directors the vice chair designated by the Board of Directors shall exercise, during the absence or disability of the chairperson all of the functions of the chairperson and, when so acting, shall have all of the powers and duties of the chairperson. Each vice chair shall have such other or additional powers, and shall perform other or additional duties, as may be conferred or delegated from time to time by the Board of Directors.

**Section 4. Secretary.** The Secretary of the BBWA shall send appropriate notices for all meetings of the Board of Directors and shall make and keep accurate minutes of all such meetings and records and of other proceedings of the BBWA, regularly distributing such information to the Directors of the BBWA, and shall execute such other documents as may be required. In general, the Secretary shall perform all the duties incident to the office of Secretary of a corporation and such other duties as may be assigned by the the chairperson, or the Board of Directors.

**Section 5. Treasurer.** The Treasurer shall be responsible for, and have general supervision over, all the financial records and finances of the BBWA. The Treasurer shall render to the Board of Directors of the BBWA, whenever requested, an account of the financial condition of the BBWA and, in general, shall perform all duties incident to the office of Treasurer of the corporation and such other duties as may be assigned by the chairperson, or the Board of Directors.

**Section 6. Other Officers.** The Board of Directors may elect or appoint such other officers and assistant officers as they may deem necessary, who shall have authority to perform such duties as from time to time may be prescribed by the Board of Directors.

**Section 7. Removal of Officers.** Any officer may be removed by the Board of Directors whenever, in their judgment, the best interests of the BBWA will be served by such removal.

**Section 8. Vacancies.** In case any office of the BBBWA becomes vacant by death, resignation, retirement, removal or any other cause, the Board of Directors may fill such vacancy and the person so selected shall serve for the unexpired portion of the term, provided that the filling of any vacancy in the office of the chairperson shall be subject to the approval of the Board of Directors.

## **ARTICLE V –COMMITTEES**

**Section 1. General.** The Board of Directors may designate one or more committees, each consisting of two or more Directors, and may designate one or more directors as alternate members of any such committee to act at any meeting of such committee in the stead of any absent or disqualified member of such committee. Such designation shall be made by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors duly called at which a quorum is present. Notwithstanding the foregoing, the standing committees of the Board of Directors shall include, but not be limited to, the committees specified in this Article.

**Section 2. Governance Committee.** The primary responsibility of the Governance Committee is to develop and review on an ongoing basis the adequacy of governance principles applicable to BBWA. Such principles shall include, at a minimum, director

qualification standards, director responsibilities, annual performance evaluation of the Board, and annual performance evaluation of the Executive Director. The Governance Committee shall also review and recommend to the Board of Directors nominees for the Board of Directors. The Governance Committee shall meet as often as it deems necessary to fulfill its responsibilities, and may meet with management or individual directors at any time it deems appropriate to discuss any matters before it. The Governance Committee shall consist of at least one director who is a parent of a student attending BBWA and at least one director who is an employee of BBWA.

**Section 3. Finance and Business Oversight Committee.** The Finance and Business Oversight Committee shall, in cooperation with the chairperson, review annual operating and capital budgets, and periodically appraise the financial control and accounting systems of BBWA. The Finance and Business Oversight Committee shall engage firms of appropriately qualified public accountants to carry out annual audits of the books of BBWA and the adequacy of its systems of financial controls. The Finance and Business Oversight Committee shall have oversight of the internal audit system of BBWA every six months and annually, the Finance and Business Oversight Committee shall report to the full Board of Directors on the results of the audits and the accountant's review of the BBWA's management of its fiscal affairs. The Finance and Business Oversight Committee shall meet regularly with the Treasurer to review the systems of financial controls in place within BBWA and shall report to the Board of Directors on the effectiveness of those systems.

**Section 4. Procedures.** All committees designated by the Board of Directors shall serve at the pleasure of the Board of Directors. Each such committee may make its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board of Directors. A majority of the members of any committee shall constitute a quorum at all meetings of such committee. When a quorum is present at a meeting of a committee, the affirmative vote of a majority of the members of such committee shall be the act of the committee.

## **ARTICLE VI-PERSONAL LIABILITY; INDEMNIFICATION**

**Section 1. No Personal Liability.** Except as required by law, the directors and officers of BBWA shall not be personally liable for any debt, liability, or obligation of BBWA. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against BBWA may look only to the funds and property of the BBWA for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from BBWA.

**Section 2. Indemnification.** The BBWA shall, to the extent legally permissible, indemnify each of its present and former Directors, officers, employees, and agents and any persons who serve or have served at BBWA's request as a director, officer, employee or agent of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors, and administrators of the foregoing) (the "Agent") against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any actual or threatened action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been an Agent, such expenses and liability to include, but not be limited to, judgments, court costs, attorney fees, the cost of reasonable settlements, and penalties imposed under the Internal



Revenue Code of 1986, as amended (the "Code"). BBWA will purchase directors' and officers' liability insurance policies for the benefit of any Agent.

## **ARTICLE VII-DISSOLUTION – PROHIBITION ON INUREMENT**

**Section 1. Dissolution.** Upon dissolution of BBWA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of BBWA, dispose of all of the assets of BBWA exclusively for the purposes of BBWA (a) to an organization or organizations organized and operated exclusively for charitable, and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes.

**Section 2. Prohibition on Inurement.** No part of the net earnings of the BBWA shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that BBWA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three of the Articles of Incorporation. No substantial part of the activities of BBWA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and BBWA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, BBWA shall not have any purposes nor carry on any other activities (otherwise than as an insubstantial part of its activities) not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

## **ARTICLE VIII- MISCELLANEOUS**

**Section 1. Amendments.** These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by an affirmative vote of the majority of the votes cast at any meeting of the Board of Directors of BBWA called for such purpose.

**Section 2. Fiscal Year.** The fiscal year of BBWA shall begin on the first day of July of each year and end on the last day of June.

**Section 3. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the BBWA shall be signed by such officer or officers, agent or agents of BBWA as shall be designated by the Board of Directors from time to time by resolution.

**Section 4. Books and Records.** The corporate officers agents and employees of the BBWA shall maintain such books, records and accounts of BBWA's business and affairs as defined and deemed necessary by the Board of Directors or as required by the laws of the laws of the City of Detroit.