

RESOLUTIONS OF BOARD OF DIRECTORS
GOVERNOR'S SCHOOL OF NORTH CAROLINA ALUMNI ASSOCIATION

WHEREAS, the Governor's School of North Carolina Alumni Association (a/k/a the "North Carolina Governor's School Alumni Association" or the "GSAA") is an unincorporated nonprofit association of members who are alumni of the Governor's School of North Carolina (the "Governor's School" or "GS"), a program of the Department of Public Instruction of the State of North Carolina ("DPI"); and

WHEREAS, GSAA's principal purpose is to provide a vehicle for GS alumni to support the Governor's School at both the eastern and western campuses of GS ("GSE" and "GSW", respectively), including by maintaining a database of alumni addresses, publishing newsletters, and conducting periodic reunions; and

WHEREAS, the North Carolina Governor's School Foundation ("GSF") is a 501(c)(3) tax exempt organization which raises funds to enhance and support GS financially, and has a long history of mutual cooperation and support with its "sister" organization, GSAA, including endeavors relating to the alumni of the Governor's School and to the raising of funds for its support, continuation, and enhancement; and

WHEREAS, as of March 1, 2020, GSAA had \$23,001.42 in its bank account, consisting of funds raised from new members paying one-time dues of \$20.00 per member for a lifetime membership; and

WHEREAS, over the past decades, GSAA has periodically given cash gifts to both GSE and GSW when GSAA has significant funds retained that could benefit and support GS; and

WHEREAS, on the authority of the President, Stephanie Jobe, and the Treasurer, Ashish Khanchandani, GSAA announced gifts to each of GSE and GSW directors at the Board of Governor's meeting on Marcy 19, 2020 in the amount of \$11,350 per campus (\$22,700 in the aggregate) to be mailed out forthwith, and used in the discretion of each director to support GS at each campus; and

WHEREAS, the data that GSAA has maintained over the decades of the contact information for the alumni of GS has been or will be turned over to DPI for it to retain for historical reference; and

WHEREAS, GSAA has no other assets of any value; and

WHEREAS, a true copy of the Constitution of GSAA, which was restated and adopted at Winston-Salem, NC on Alumni Day, July 13, 2013 (the "Constitution"), is attached hereto for reference, and is the most current version of the Constitution; and

WHEREAS, the Constitution provides that a meeting of the Board of Directors (the "Board") may be called upon at least two weeks' notice to the Board by the GSAA President, with attendance to be in person or by telephone or electronic communication means, and that a quorum shall be 25% of the 17 seats for Directors on the Board, a quorum being five (5) persons in attendance, and that all votes (other than a vote to amend the Constitution) shall be by a simple majority vote of the Directors participating; and

WHEREAS, Article 9 of the Constitution provides that in the event GSAA is disbanded or dissolved for any reason, the net assets after satisfaction of all outstanding debts shall be donated to the State of North Carolina for the express purpose of funding current fiscal needs of GS; and

WHEREAS, GSAA has the sum of \$301.42 remaining in its account, with all debts and obligations having been paid, no taxes due and owing and no intention or plan to raise additional funds; and

WHEREAS, on March 6, 2020, GSAA President Stephanie Jobe gave notice, as provided in the Constitution, by email to the Board of Directors to the last known email addresses of the six officers of GSAA and the 11 representatives serving for each decade and campus of a called meeting of the Board set for Sunday, March 22, 2020 at 2:00 pm and provided the Directors with a toll-free conference call center number; and

WHEREAS, at 2:00 pm on Sunday, March 22, 2020, the following Directors attended the meeting of the Board of Directors by calling the conference call center number provided, and held a meeting (with a quorum of five (5) Directors having been met):

Stephanie Jobe	President	(GSW 2004)
Will Michaels	VP East	(GSE 2005)
Ashish Khanchandani	Treasurer	(GSW 2013)
Scott C. Gayle	1960's GSW	(GSW 1968)
Roice Fulton	2000's GSW	(GSW 2000)
Bonnie Biggs	1980's GSW*	(GSW 1983)
Chuck Hensley	1980's GSW*	(GSW 1988)
Laura Reid	1980's GSW*	(GSW 1984)

*Counting as one vote for the 1980's GSW decade (only one vote per decade per campus permitted)

WHEREAS, Stephanie Jobe has almost single-handedly continued the work of GSAA on her own for several years since previous administrations overseen by prior GSAA presidents, Chuck Hensley and Jim Hart; and

WHEREAS, there are often insufficient numbers of alumni volunteers to carry out further GSAA activities; and

WHEREAS, it is apparent to many involved in the GSAA that the GSAA has come to the functional end of its purpose; and

WHEREAS, Stephanie Jobe explained that the GSF, through its President, Lee Conner, and its Board of Directors, has indicated a willingness to undertake to continue to maintain the database of the alumni and donors to GSF, publish stories and alumni-related information on the GSF website, organize alumni events periodically in conjunction with GSF functions and fundraising activities, and to otherwise continue to recognize and support the alumni of GS; and

WHEREAS, after serious study, reflection, and consultation with the officers of GSAA, and with courtesy advance notice to DPI and the North Carolina Governor's School Board of Governors ("GS

BOG”), GSAA President Stephanie Job has come to the conclusion that GSAA should be disbanded and dissolved;

NOW THEREFORE, the GSAA Board of Directors does hereby RESOLVE AS FOLLOWS:

- a. MOTION TO DISSOLVE: On Motion of Scott Gayle 1960’s GSW decade representative to disband and dissolve GSAA, seconded by Roice Fulton, 2000’s GSW decade representative, and pursuant to Article 9 of the Constitution, upon at least two (2) weeks’ notice and a quorum of five (5) Directors having been reached, and upon a unanimous vote of the Directors attending in person or by telephone, it is RESOLVED by a vote of six in favor and none opposed, that the Governor’s School of North Carolina Alumni Association be and hereby is disbanded and dissolved, effective immediately, with the winding-up of the affairs of the GSAA to be accomplished by the end of the GSAA’s current fiscal year, i.e., by August 31, 2020, and a final tax return to be filed by the President as required by law.
- b. RESOLVED FURTHER: That all remaining funds of GSAA (currently being the sum of \$301.42), after the payment of any debts, taxes, liabilities and obligations, should be paid and donated as soon as possible to DPI (or as otherwise directed by the State or DPI) for the “express purpose of funding the current fiscal needs of The Governor’s School of North Carolina” in accordance with Article 9 of the GSAA Constitution.
- c. RESOLVED FURTHER: That a copy of these Resolutions be provided to DPI, the GS BOG, and the GSF for their records, and that an appropriate summary of this action be posted on the GSAA website, and, in the GSF’s discretion, on the GSF website; and

THESE RESOLUTIONS EFFECTIVE this the 22nd day of March, 2020.

GOVERNOR’S SCHOOL OF NORTH CAROLINA ALUMNI ASSOCIATION

By: 
Stephanie Jobe, President

Attest: 
Ashish Khanchandani, Treasurer

ATTACHMENT

CONSTITUTION OF THE GOVERNOR'S SCHOOL
OF NORTH CAROLINA ALUMNI ASSOCIATION

GOVERNOR'S SCHOOL OF NORTH CAROLINA ALUMNI ASSOCIATION

CONSTITUTION

PREAMBLE

The purpose of this Constitution is to establish an alumni organization composed of present and former students of the Governor's School of North Carolina. This organization will operate to provide effective alumni support for the Governor's School and will be independent from the Governor's School proper and any other department of the state of North Carolina.

ARTICLE 1

NAME

The name of the organization will be the GOVERNOR'S SCHOOL OF NORTH CAROLINA ALUMNI ASSOCIATION.

ARTICLE 2

STATEMENT OF GOALS AND OBJECTIVES

This organization is established to:

- Support the Governor's School concept and promote its function.
- Foster a sense of community among individuals who attended Governor's School sessions.
- Assist the Foundation for the Governor's School of North Carolina in its effort to solicit private funding for the School.
- Increase public awareness of the Governor's School.
- Promote understanding and support of the Governor's School.

ARTICLE 3

MEMBERSHIP

Individuals who enrolled in any Governor's School of North Carolina session at any campus are automatically granted membership in this alumni organization. Voting membership is limited to individuals supporting the organization financially through the payment of dues.

ARTICLE 4

OPERATING CALENDAR

The alumni organization will operate on a fiscal year beginning August 1 and ending the following July 31.

ARTICLE 5

ESTABLISHMENT OF A FUND

A fund will be established and named the GOVERNOR'S SCHOOL ALUMNI FUND. Its purpose will be to support activities of the alumni organization including, but not limited to, maintaining alumni address lists, publishing newsletters and conducting periodic reunions. All dues submitted to the alumni organization by voting members will be paid into the fund. Present and former staff and faculty of the Governor's School are also eligible for associate membership which may be secured through payment of annual dues. Associate members are not eligible to vote for officers or amendment to this Constitution.

ARTICLE 6

ESTABLISHMENT OF A GOVERNING BODY

SECTION 1: ESTABLISHMENT OF A BOARD OF DIRECTORS

The Board of Directors shall consist of one representative from each Governor's School campus for each decade of the school's operation. Directors will be chosen by the members of the GSAA, either by vote or by acclamation, or will volunteer for the position at the request of the Association President. Officers of the organization as provided for in Section 2 will also be voting members of the Board.

Directors will serve a two-year term, at which time they must stand for re-election or re-approval by their classmates.

The Board of Directors will meet as called upon by the Association President, but must meet at least once per fiscal year. Meetings may be held in person or through electronic meeting or discussion facilities. At least twenty-five percent (25%) of the Board membership must participate in order to conduct business. Business other than an amendment to this Constitution may be transacted by a simple majority vote of the directors participating.

SECTION 2: DUTIES OF THE BOARD OF DIRECTORS

The Board will develop procedures necessary for the effective transaction of business in accordance with this Constitution and the purposes stated herein.

Disbursement from the alumni fund will be made in accordance with the policies and procedures established by the board.

Guidelines for the transaction of business by officers between Board meetings will be developed by the Board.

The Board of Directors will establish the minimum contribution to the alumni fund required for an individual to be a voting member of the organization.

The Board of Directors may at its discretion establish separate activity trust funds to fund specific programs or activities.

SECTION 3: OFFICERS AND EXECUTIVE BOARD

The elected officers of the organization will comprise the Executive Board, and will consist of the following positions.

President - The President will be the official spokesperson for the alumni organization and will preside over all Board meetings. The President, along with the Treasurer, will have signatory authority on all expenditures. The President, with approval of the Board, will create committees to perform specific tasks, assign their members and chairpersons, and establish their roles and responsibilities. Other duties of the President will be determined by the Board of Directors.

Vice-President GS East - The VP-East shall represent the alumni of the Governor's School East Campus on the Executive Board, and communicate actions of the GSAA to GS-East alumni. Other duties of the VP-East will be determined by the Board of Directors or by the President.

Vice-President GS West - The VP-West shall represent the alumni of the Governor's School West Campus on the Executive Board, and communicate actions of the GSAA to GS-West alumni. Other duties of the VP-West will be determined by the Board of Directors or by the President.

Secretary - The Secretary will attend all meetings of the Board of Directors or Executive Board, and maintain and publish minutes of each session. Further, all official written correspondence of the GSAA will be done by the Secretary. The Secretary should establish and maintain an official mailing address for the GSAA, and process all mail received at that address.

Treasurer - The Treasurer will be responsible for maintaining the GSAA's accounts and reporting their status to the Board at each meeting or upon request of the President. All disbursements from the accounts must be approved by both the President and the Treasurer.

Alumnus-at-Large - The Alumnus-at-Large will act as a member of the Executive Board, attending all meetings thereof, and shall have full voting rights.

To facilitate transaction of business, all Officers must reside in the state of North Carolina. The Board of Directors will assign duties to the Officers, and establish guidelines for the Officers to transact the business of the Association without a full meeting of the Board of Directors.

All officers will be elected for a period of two years, and may be re-elected once, for a maximum term of four years in any office. Board service of one year is preferred for Officers prior to attaining an office, save for the first officers elected to each position. For certain positions, skill sets essential to the operation of the organization or evidence of leadership experience may waive the prior Board service preference.

In the event that the President is unable to complete his/her term, the Secretary, Treasurer, and Alumnus-at-Large will select either the VP-East or VP-West to complete the term. In the event that other Officers are unable to complete their term of office, a replacement will be appointed by the Board to serve until the next general election.

SECTION 4: ELECTION OF OFFICERS

General Elections will be held every even-numbered year. The entire election process will be conducted via on-line communication, on the following schedule.

Beginning on the first day of June, the President will announce the beginning of the General Election and open the floor for nominees. The Secretary will begin collecting nominees for each position. Members may nominate themselves or another member for the position. If a member is nominated by someone else, the Secretary will confirm the nominee's willingness to serve.

Beginning on the fifteenth day of June, the Secretary will publish the names of the nominees to the GSAA electronic forum. Nominees are encouraged to reply to this announcement with any information

they want to share concerning their experience, skills, plans, and interests in holding the office, to assist the Members in making their decision.

Beginning on the first day of July, polls will be open on-line to allow all Members to register their votes for each office. All members may vote for all offices except the Vice-President positions. In that case, only Members who attended GS-East may vote for VP-East, and Members who attended GS-West may vote for VP-West.

On the fifteenth day of July, polls will be closed. The nominee with the greatest number of votes will win the Office. The Secretary shall record the votes and inform the President, who will publicly announce the winners.

On the first day of August, the new Officers will take over the positions. Previous holders of the Office should meet and work with the new Officers to assure a smooth transition.

SECTION 5: REMOVAL OF OFFICERS

Any elected or appointed officer may be removed by a majority vote of all members of the Board of Directors. Proceedings for the removal of an officer must be brought by the President, or by either VP in the case where the President is the officer to be removed. The Board can also require the President to begin such proceedings with a vote of three-fifths of the full Board.

ARTICLE 7

AMENDMENT

Amendments to this Constitution may be made in two ways, by the Board of Directors or by the full voting membership of the GSAA.

Amendments proposed by the Board of Directors may be passed by an affirmative vote of two-thirds of the full membership of the Board. Board members may give their proxy to another Board member by informing the President and Secretary of their intent.

Amendments may also be proposed by the general membership of the Association. Any proposed Amendments brought to the President with the support of one hundred (100) GSAA members must be opened for debate by the full membership of the GSAA. Support for a petition can take the form of signatures, E-mails, or an on-line poll. After sufficient debate, a vote will be taken of the full membership. The measure will pass if it receives an affirmative vote from the majority of the members participating in the vote.

ARTICLE 8

ELECTRONIC MEETINGS AND VOTING

Due to the distributed nature of GS alumni and their representatives, meetings and votes may be held through on-line means. On-line meetings that call for instant participation (chat sessions, for example) must be announced to all participants at least two weeks in advance, and quorum must be present in order to transact business. Discussions held in Bulletin Board System or Group forums (such as a Yahoo Group or on-line Bulletin Board System) are considered a valid meeting if there are a number of registered members sufficient to achieve a quorum.

Votes can be taken through any polling method available to the members. For a vote to be valid, it must meet these criteria.

ARTICLE 9

DISSOLUTION

In the event that the Governor's School Alumni Association be disbanded or dissolved for any reason, the net assets after satisfaction of all outstanding debts shall be donated to the State of North Carolina for the express purpose of funding current fiscal needs of The Governor's School of North Carolina. In the event that the Governor's School is no longer in existence, then said net assets shall be donated to the University of North Carolina for use at the discretion of the Board of Governors.

ADOPTED AT WINSTON-SALEM, JULY 13, 2013