MEGA MENTORS  
(Mentors Expecting Greater Achievement)  

Bylaws  

Mission Statement  

The mission of MEGA Mentors of Chesterfield County is to make a positive measurable difference in the lives of African-American and under-represented students in Chesterfield County Public Schools.  

Article I  
Name and Office  

Section 1. Name. The name of the nonprofit entity shall be MEGA Mentors, hereinafter referred to as the "MEGA Mentors".  

Section 2. Principle Office. The principle office of the fund shall be located at 1911 Huguenot Road, Suite 100, Richmond, Virginia 23235.  

Article II  
Purpose  

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.  

The purpose of the nonprofit shall be to provide mentoring, tutoring and life skills training to select Chesterfield County Public School students. To carry out its purpose, MEGA Mentors shall:  

A. Provide group and/or one-on-one mentoring experiences and/or assist with facilitating tutoring services at Thomas Dale High School, Meadowbrook High School, Community High School, Providence Middle School, Falling Creek Middle School and Carver Middle School.  

B. Work in conjunction with the MEGA Mentors Board, Chesterfield Public Education Foundation Board of Trustees ("CPEF"), Chesterfield County Public School Administration ("CCPES"), Interested Staff and Parents to provide direction for program content and use of funds.  

C. Increase awareness of higher education and career opportunities for students and parents.  

D. Teach the values of RESPECT, RESPONSIBILITY, EFFORT AND ACHIEVEMENT TO:  

1. Increase personal and scholastic achievement.
2. Decrease disciplinary incidents among African-American and under-represented students (detention and expulsions).

3. Improve the passing and graduation rate

E. Engage parents as needed or as appropriate.

F. Work with the Chesterfield County Superintendent’s office and its staff to ensure that our mentoring services assist students with best practices for blending learning, project-based learning and service learning.

G. Accept donations, solicit and raise money for the foregoing purposes. This will allow interested persons or businesses with an opportunity to make tax deductible bequests, memorial contributions and others gifts.

Article III
Organization and Status

Until such time as MEGA Mentors is fully incorporated, it will operate under the Articles of Incorporation of the CPEF. A Memorandum of understanding between Mega Mentor and CPEF will govern the agreement between the organizations.

Article IV
Membership and Voting Privileges

Section 1. Membership. The board members of the nonprofit shall be elected and include but are not limited to President, Vice-President of Administration, Vice-President of Programming, Treasurer, (2) Recruiting Co-Chairperson, (2) Program Chairperson (2) Communications, Administration & Events Chairperson, Secretary and Legal Advisor.

Section 2. Voting privileges. Member’s voting privileges will be limited to:

- Electing the Board of Directors at the annual meeting
- Voting on any proposal which the Board of Directors specifically indicates will be voted on. Unless otherwise indicated by the Board, all matters of the nonprofit will be decided by vote of the Board of Directors only.
- Member’s votes will be limited to one vote per board member and are allowed by proxy if assigned.

Article V
Board of Directors

Section 1. Number and makeup. The Board of Directors shall manage the affairs of the nonprofit. The number of Directors shall be no less than fifteen (15) and no more than fifteen (23), including one non-voting member.

Section 2. Election. Directors will be elected at each annual meeting. All persons must receive at least five votes in order to be on the Board. Those persons receiving the highest number of votes shall be Directors for the ensuing term. All members of the nonprofit attending the annual meeting are eligible to vote for the
Directors. Each member of the Fund may cast one vote each for no more than the number of vacancies being filled. Refer to Article IV, Section 2 regarding voting privileges.

Section 3. Term of Office. Each Director shall hold office for two (2) years. Directors may be re-elected. Directors may not serve more than four (4) consecutive terms. All directors shall hold office until their respective successors are elected, except in the case of resignation, death, disability or removal. If a person is deemed to be indispensable due to holding an office or some other endeavor, then that person’s term by be extended for one year upon a majority vote of approval by the Directors.

Election of Directors shall be staggered so that approximately one-half of the Directors are elected in even-numbered years and the remaining are elected in odd-numbered years. The Nominations Committee shall select a slate of candidates based on qualifications and present those candidates for election. Candidates for the Board shall be nominated only with the consent of the nominee.

Section 4. Vacancy. Any vacancy or unfilled position on the Board of Directors shall be filled for the unexpired term by appointment. The President of the nonprofit shall be responsible for recommending the appointee who must be ratified by a majority of the Board of Directors.

Section 5. Resignation and Forfeiture. Any director may resign at any time by giving written notice to the President. Any director may be removed from the Board of Directors for any reason whatsoever by an affirmative vote of two-thirds (2/3) of the total number of Directors.

Section 6. Compensation. Directors shall not receive any salary or compensation for their services.

Section 7. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the nonprofit, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the nonprofit and such authority may be general or confined to specific instances.

Section 8. Advisory Boards. The Board of Directors shall have discretion to appoint one or more advisory boards to assist in carrying out the purposes of the nonprofit.

Section 9. Reporting. The Board of Directors shall be responsible for complying with all reporting requirements of the nonprofit.

Section 10. Conflict of Interest. Each member of the Board shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of interest shall be noted in the Board’s minutes and if a vote on the matter is taken the results will note the outcome and that the member with a conflict has not cast a vote. “Conflict of Interest” shall be defined as a member who has only a vested fiscal interest in the outcome of a board action.

Section 11. Indemnification. The Directors shall be indemnified and held harmless to the extent and in the manner permitted by The State of Virginia Nonprofit Corporation Law.

Section 12. Directors’ Responsibility. Additional responsibilities of Directors are more fully spelled out in in the document titled “Board Members’ Responsibilities,” which shall be provided to all Directors.
Section 1. Annual Meeting. The annual meeting of the nonprofit shall be held at a location announced no later than 30 days prior to the meeting which will be held during the month of May. Notice of the annual meeting shall be published no less than ten (30) days before the meeting.

Section 2. Members Advisory Meeting. A meeting shall be held between September 15 and October 30 of each year, at which the Board of Directors will present the already approved budget for the current fiscal year and the Strategic plan for the academic year. At this meeting there will be an advisory vote by all members present at the meeting as to whether or not they support the current budget and Strategic Plan. The Board will take the outcome of the vote into consideration. Notice of the advisory meeting shall be published no less than ten (10) days before the meeting.

Section 3. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at least three (3) times during the fiscal year. The President and any two (2) Officers of the Board can call special meetings of the Board of Directors. Meetings are open to the public, but only members of the nonprofit may speak, unless permission to speak is specifically granted by the President. Members will request time on the agenda by asking the President at least 48 hours prior to the meeting. No member may speak for more than 15 minutes, unless more time has been specifically granted by a majority vote of the Directors.

Section 4. Notice of Meetings. Notice of a time and place for any regular meeting or special meeting of the Board of Directors shall be delivered personally, or by telephone, facsimile, first class mail, or electronic mail to each director at least forty-eight (48) hours prior to the meeting. A reasonable effort will be made to notify all members of meetings at least forty-eight (48) hours prior to the meeting.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of issues brought before the Board.

Section 6. Action without Meeting. Any action of the Board of Directors may be taken without a meeting if three fourths (¾) of all members of the Board individually or collectively consent to this action. The President shall determine the method of voting on the action and be responsible to provide written results of the action to the Secretary. Results of consent and the action shall be filed with the minutes of the proceedings of the Board.

Article VII
Officers

Section 1. Officers. The officers of the nonprofit shall be a President, Vice-President of Administration, Vice President of Programming, Secretary, Treasurer and Legal Advisor. Officers must be members of the Board of Directors, and may not be related by blood, marriage, or reside in the same household.

Section 2. Election and Transition. The officers of the nonprofit’s Board of Directors shall be elected yearly by the newly elected Board of Directors immediately following the annual meeting. The outgoing Treasurer will maintain the books of the nonprofit until the end of the current fiscal year (July 1- June 30). The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity. The outgoing Treasurer will not vote on matters before the new board unless he/she is also a member of the new board.

Section 3. Term of Office. Each Officer shall hold the office for one year or until his/her successor shall have been duly elected and qualified. Except the President, Vice President of Administration and Vice-President of
Programming shall hold their office for two years. An Officer shall not hold the same position for more than four consecutive terms.

Section 4. Removal. An Officer of the Board may be removed when:

a) An officer fails to attend two (2) consecutive meetings without adequate excuse; and/or
b) An officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
c) An officer engages in conduct which the Board of Directors determines to be injurious to the organization or its purposes.

The Board of Directors, at a duly noticed meeting, may by a vote of two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) requesting the resignation of the officer; (2) making a formal recommendation that the officer be removed from office.

Section 5. Vacancy. A vacancy in any office may be filled through appointment by the President and ratified by the Board.

Section 6. The following officers shall form the Executive Committee: President, Vice-President of Administration, Vice-President of Programming, Secretary, Treasurer and Legal Advisor.

Section 7. Elected Officer Roles

A. President. The President shall be the chief executive officer of the nonprofit. The President shall preside over all meetings and the annual meeting of the nonprofit, shall, in general, supervise and control all of the business and affairs of the nonprofit, and shall be responsible for reporting to the nonprofit, as required, on the activities and operation of the nonprofit. He/She shall be an ex-officio member of all committees except the nomination committee.

B. Vice-Presidents. The Vice-President of Administration shall, in the absence of the President, or in event of his/her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President of Administration shall perform such other duties from time to time as may be assigned to him/her by the President or the Board of Directors. The Vice President of Administration shall be considered a successor to the President, hence the incumbent should be considered as such. The duties of the Vice-President of Administration and Vice-President of Programming shall be more fully described in the job duties of the Vice-President of Administration and Vice-President of Programming.

C. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the nonprofit, and shall be responsible for providing the nonprofit with all financial and accounting data required of the nonprofit.

D. Secretary. The Secretary shall keep the minutes of the annual meeting and meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the nonprofit's records, and in general perform all duties incident to the office of Secretary. The secretary shall also receive copies of monthly bank statements, mailed directly from the bank, for review. If appropriate and necessary, the Secretary shall also be responsible for all submitting all required filings on behalf of the organization.
E. The Legal Advisor shall be responsible for reviewing policies, guidelines and contracts involving the organization and make recommendations to report to the Leadership Team and/or Board of Directors and the organization regarding the same.

F. The following committee chairs and/or co-chairs also serve on the Board of Directors: Program, Recruiting and Membership, Development, Communications and Events.

Article VIII
Committees

Section 1. Committees. There shall be such committees created by the Board of Directors as may be required to carry on the work of the nonprofit. The quorum for a committee meeting shall be a majority of its members. At least one (1) committee member must be a member of the Board. All other committee members must be members of the nonprofit.

Required committee: Nominating.

Other committees may include (but are not limited to):

Program: Build relevant programs, lectures, forums and experiences that will encourage student academic achievement, enhance social skills and emotional intelligence. Enhance communications and relations between MEGA and CPEF.

Recruiting and Membership: Create and implement infrastructure to increase mentor volunteers, provide ongoing training, orientation, recruiting events, assign volunteers to schools and developing activities to engage, retain and motivate volunteers.

Development: Develop new MEGA Mentors business, corporate and individual sponsors. Enhance relations with existing sponsors and coordinate with Communications and Events Committee on fundraising requirements for the Recognition Event and Fine Art Benefit.

Communications and Events: Provide consistent and targeted internal and external communications. Coordinate external events and programs (Leading the Recognition, Art Benefit and other sub-committees).

Finance Committee: Monitor financial transactions, records and audits and report to the Leadership Team and/or Board of Directors and the organization regarding the same. Coordinate all financial activities with CPEF.

Section 2. Appointment. The President, subject to the ratification of the Board of Directors, shall appoint the chairperson and members of committees.

Section 3. Term. The chairperson and members of special committees shall serve for one year, or until their assignments have been completed, whichever comes first.

Article IX
Financial Administration

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Section 1. Use of Funds:

MEGA Mentors will use funds to:
(a) Purchase materials and supplies used to further the mission and purpose of the mentoring program.
(b) Provide for payment of tutors, tutoring program, field trip expenses, forums and any other Board approved programs.
(c) Compensate employees as approved by the Executive Committee.
(d) Fund Annual Recognition Event.
(e) Provide payment to Virginia Mentoring and other organizations that provide service to MEGA Mentors.
(f) Fund annual and intermediate fundraising events.
(g) Pay normal administrative expenses involved in supporting the MEGA Mentors account.
(h) In a manner that does not conflict with Chesterfield Public Education Foundation’s Public Policies, or Memorandum of Understanding.

Section 2. Books and Record. The nonprofit shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the nonprofit may be inspected by any member, or his agent or attorney, authorized representative for any proper purpose at any reasonable time, and upon reasonable notice.

Section 3. Required Reporting. The Board of Directors shall provide reasonable periodic reporting to the organizational membership as required by the nonprofit.

Section 4. Notes of Indebtedness. All checks or drafts issued in the name of the nonprofit will require two signatures. Any two of the following are authorized to sign checks: President, Treasurer, or Vice-President.

Section 5. Auditing. An auditor, appointed by the President, shall audit the books and financial records of the nonprofit semiannually. The auditor may be any individual the President chooses, but cannot be a current Officer of the nonprofit. The appointed auditor must be approved by the Board. Results of the mid-year and final audit shall be made available to the Board of Directors and the Foundation in March and September.

Section 6. Fiscal Year. The fiscal year of the nonprofit shall begin on the first day of July and end on the last day of June.

Article X
Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then 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.

Article XI
Parliamentary Authority
The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern the nonprofit in all cases in which they are applicable and in which they are not in conflict with these Bylaws and those of the nonprofit.

ARTICLE XII
Amendment to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the Board of Directors voting at a duly called meeting, providing a quorum is present. All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these bylaws or the date of agreement by the nonprofit.

Adopted on November 27, 2013, by the MEGA Mentors Board of Directors.

Revised on December 9, 2014, by the MEGA Mentors Board of Directors.

Second Revision on April 12, 2016, by the MEGA Mentors Board of Directors.

[Signatures]

Howard P. Corey, President

Edward H. Brown, Vice-President

Valerie E. Kidd, Secretary

Melissa Moore, Treasurer

[Signature], Legal Advisor