

Avalon Academy, Inc.

Board Guidelines

Individual Director Responsibilities:

- Term: 2 years
- Review and be familiar with the bylaws and any other organizational documents that may be drafted (i.e., committee descriptions)
- Prepare for, attend and actively participate in all Board meetings
 - Regular meetings to occur once per month
 - Special meetings will be called as needed
 - If a director cannot attend a meeting, he/she is expected to notify the Secretary or Chairman via email or phone prior to the meeting
 - If a director attends less than 50% of meetings or misses 3 consecutive meetings, he/she shall be automatically removed from the Board
 - Proxies are permitted under the bylaws
- Maintain communication with the Board when needed (includes prompt response to emails requiring Board input)
- Fully disclose and avoid any conflicts of interest (see Conflicts of Interest Policy)
- Be alert to community concerns/developments that may be served by Avalon Academy's programs
- Make an annual gift to Avalon Academy – amount to be commensurate with director's individual capacity
- Serve on at least one committee or task force established by the Board
- Assist the full Board in carrying out its responsibilities (as set forth below)
- Note: a director shall be considered "**independent**" for purposes of committee participation or other board functions if ...
 - The individual receives no compensation as an officer or other employee of Avalon or a related organization.
 - Total compensation or other payments from Avalon and any related organizations as an independent contractor do not exceed \$10,000. Reimbursement of reasonable expenses under a board-approved plan and reasonable compensation for services provided in the capacity as a member of the board are not included in the \$10,000.
 - Neither the individual, nor any family member of the individual, is involved in a transaction with Avalon that is required to be reported on Form 990, Schedule L, Transactions with Interested Parties. This not only includes direct transactions, but also indirect transactions through affiliation with another organization.
 - Neither the individual, nor any family members of the member, is involved in a transaction, either directly or indirectly, with a taxable

or tax-exempt related organization of a type and amount that is required to be reported on Form 990, Schedule L, Transactions with Interested Parties, for Avalon's tax year.

- Transactions to be reported on Schedule L include excess benefit transactions, loans to/from interested parties, grants or assistance benefiting interested parties, and business transactions involving interested parties.
- There are also circumstances that may not jeopardize independence:
 - The individual is a donor, without regard to the amount of the contribution.
 - Financial benefits are received from Avalon solely in the capacity of being an individual served by Avalon in the exercise of its exempt function.

Full Board Responsibilities:

- Determine Avalon Academy's mission and purpose
- Take reasonable care when making decisions for Avalon Academy (duty of care)
- Act in the best interest of Avalon Academy (duty of loyalty)
- Act in accordance with Avalon Academy's mission (duty of obedience)
- Advocate on behalf of Avalon Academy in the community
- Hire, supervise and evaluate the Executive Director
- Approve any major contracts, expenses and decisions (including leases and loans, if any)
- Review and approve annual budget and school calendar
- Develop and implement strategic plan for Avalon Academy
- Monitor and enhance existing programs and services
- Ensure legal and ethical standing of Avalon Academy
- Steward existing assets of Avalon Academy for the benefit of the public
- Participate in fundraising and community outreach efforts for Avalon Academy
- Recruit new directors when the Chairman requests such assistance

Avalon Academy, Inc.
Director Agreement

I, _____, have reviewed the Board Guidelines attached hereto and hereby agree to (i) serve on the Board of Directors of Avalon Academy, Inc. and (ii) fulfill all responsibilities set forth in the Board Guidelines to the best of my ability.

By: _____

Date: _____