



The Association for the Advancement of Education, DBA, The Hawbridge School

Board of Directors Meeting Minutes  
Special Session  
Tuesday, December 20, 6:00 p.m.  
Virtual

**I. Call to Order: 6:03PM**

**II. Roll Call**

Attending Board Members:

Natalya Barker, Christina Fisher, Megan Glancy, Nick Harrison (Secretary), Josh Horton, Renee Lynch (Vice Chair), Amanda Rose (Treasurer), April Williams (Chair)

**III. Approval of Agenda**

A motion to approve the proposed agenda as submitted was passed unanimously by the board. No additions or corrections were introduced.

**IV. Public Comment**

No public comments were offered.

**V. New Business**

**A. Designating a Registered Agent**

The Hawbridge registered agent is out-of-date and needs to be updated with current contact information. A registered agent (also called an “agent of record”) is a designated point of contact recorded in the files of the North Carolina Secretary of State. The registered agent is authorized to receive legal documents; receive communication from the State of North Carolina, bill collectors, et al.; and otherwise receive vital documents on behalf of the organization and relay them to appropriate contacts within the organization.

Historically, the Hawbridge board has designated a board member to act as the registered agent. Due to the rotating nature of board membership, this practice

introduces operational overhead. Necessary paperwork must be updated repeatedly. Institutional knowledge of the practice must also be maintained.

A. Williams proposed a modification to the historical practice by nominating Hawbridge School attorney Donna Rascoe to act as the registered agent for the organization. D. Rascoe has been the Hawbridge School attorney for several years and has agreed that she (or in her absence, another designee at Cranfill Sumner LLP) are willing to act as the registered agent for Hawbridge pending board approval. Advantages to this approach are that it provides a consistent contact to receive official documents and communication; in the event that legal documents are sent to the school, the firm of D. Rascoe would necessarily be involved anyway; and billing for this service is consolidated into a preexisting legal services contract. A. Williams, Christina Fisher, and Josh Horton expressed support for this approach.

Alternatively, A. Williams reported that there are other third parties in the area that also offer to act as the registered agent on behalf of an organization. These companies receive legal documents and official communications that typically go to registered agents on behalf of the organization. This service is reported to cost approximately \$500/year.

A motion to designate Donna Rascoe of Cranfill Sumner LLP as the registered agent for The Association for The Advancement of Education, Inc., was passed unanimously by the board.

## B. Board Vacancy

A board member resigned from the Hawbridge Board of Directors in December 2022. A discussion of the Hawbridge Bylaws took place, accompanied by a review of anticipated actions or challenges ahead on the matter. Four relevant portions of the Hawbridge Bylaws guided this discussion.

According to Hawbridge Bylaws Article 3, Section 3(a), the Board of Directors must have at least seven members and no more than nine voting members. The Board has eight voting members as of December 20th, 2022.

Article 3, Section 5 of the Bylaws states that the "*Annual Meeting shall be held in May of each year in order to elect new members and to fill existing vacancies or to replace members whose terms have expired; and to conduct such business as may be appropriate.*"

Article 3, Section 16 of the Bylaws covers vacancies. "*(a) Voting Members: When a vacancy occurs, either by death, resignation, removal from office, or for any reason other than the completion of a term in office (the "Vacant Term"), the*

*remaining Board members shall give appropriate notice to the school community of such vacancy, shall allow appropriate time for persons to respond to such notice, shall accept application or expressions of interest from persons regarding such vacancy, shall allow interested persons to make reasonable presentation to, and/or be interviewed by, the remaining Board members. Thereafter, the remaining Board members shall elect an eligible person to fill the vacancy. Any person elected to fill a Vacant Term shall serve until May 30th of the current fiscal year or the end of the Vacant Term, whichever is shorter. If there are remaining years in the Vacant Term, the balance of the Vacant Term shall be filled by a candidate elected at the next regularly scheduled Board election to serve out the remainder of that term."*

According to the bylaws, the vacancy is filled by the existing board members and not by the annual Board Selection Committee that receives candidate applications each year for the upcoming term.

The annual Board Selection Committee is outlined in Hawbridge Bylaws Article 3, Section 3(c)(i). *"A Selection Committee will be formed by February 15 in years that open Board positions become available. The Committee will then appoint a Chair. The Selection Committee will be comprised of four (4) Board members (excluding those Board members up for re-appointment), one (1) PASTA representative, and two (2) Faculty members, for a total of seven (7) committee members. The Board and Selection Committee will recruit potential Board members and solicit applications in February and March. The Selection Committee will review candidates and identify nominees for open Board positions in April and May. The Board (apart from those Board members up for re-appointment) will either approve or reject the recommendations of the Selection Committee. If the Board rejects the recommendations, then the Selection Committee will reevaluate their recommendations and present revised recommendations back to the Board. Upon acceptance of nominees by the Board, then the new Board members will be announced during the June meeting, with appointments commencing in July."*

M. Glancy commented that the definition of "vacancy" (and therefore any resulting necessary actions) seems somewhat nebulous, due to the fact that the board has eight voting members today (which meets the requirements in Article 3, Section 3(a)). Does the board believe that a vacancy truly exists if the minimum number of board members are present to carry forward the business of the school? M. Glancy commented that with the 2022-2023 term halfway complete, any replacement could serve only until May.

J. Horton observed that with eight board members remaining, the possibility does arise that a tie might occur when the board votes on a motion. How that tie might be resolved is an open question. A second observation is that the board could

adopt a policy to enact the actions to fill a vacancy only when the number of voting board members falls below the requisite seven. A question to consider is whether an "absence" on the board (due to death, resignation, et al.) is equivalent to a "vacancy" on the board. J. Horton agreed that there is ambiguity in the word "vacancy" as written in the bylaws.

R. Lynch, who is Chair of this year's Board Selection Committee, commented that when the new board convenes in July of each year, the expectation is that the term begins with nine members and ends the term with nine members. When a board member departs midterm, a vacancy on the board is created. The way the board is composed has changed from what it was at the start of the term. However, it is understandable that filling a vacancy could bring a lot of work for what will amount to only a few months.

N. Barker stated that the topic of vacancies had come up in a previous term. A past board member left at about the same time of year, and in that situation, the board opted to leave the seat vacant for the term. The Board Selection Committee then filled the vacancy as part of the normal selection process to serve out the remaining tenure of the former board member. The motivation for that approach included the difficulty of appointing someone to serve until May. There was also similar ambiguity discerning the correct vacancy process then. Looking forward, it may be worthwhile to strengthen the vacancy policy, as this is the second time recently the board has needed to navigate this question.

A. Williams stated that past precedent is important to consider in this discussion. A question has been posed to D. Rascoe, the school's attorney, on the matter, but with the holiday approaching, the response is still pending. One reason for tonight's meeting is to offer any board members who want to advocate filling the vacancy a chance to do so. There appears to be room for interpretation in the bylaws on the matter of vacancy, so input is welcome while the school attorney also advises on the legal imperatives stated in the bylaws.

Upon initial review, it appeared that the board's only responsibility was to notify the school community and to listen to interested responses. In the December 14th board meeting, it was announced that a board member had resigned and this information will be published in the official minutes posted to the school website. The website has also been updated with current board member info. Over the course of the discussion, several board members expressed concern about the effort of filling the vacant seat versus the truncated amount of time remaining in the term that the replacement candidate might serve.

For next steps, A. Williams will seek guidance from D. Rascoe on the bylaws. This evening's discussion was intended to begin board deliberations on the matter without waiting until January (and therefore even further into the term).

Once that guidance has been received, A. Williams will share that with the board and discussion will resume. The board agreed by acclamation.

**VI. Closed Session**

Motion to move into closed session at 6:39PM. Motion passed unanimously.

A. To Consider Confidential Matters Pursuant to NC G.S. §143-318.11(a)(1)

The board returned to open session at 7:21PM.

**VII. Adjourn: 7:22PM**

The board unanimously approved a motion to adjourn at 7:22PM.

Respectfully submitted,  
Nick Harrison (Secretary)