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101 ORGANIZATION AND PROCESS

101.1 Overview

The governing body of Bear Grass Charter School is a corporate body whose official title shall be the **Board of Directors**. The School's By-Laws and Charter, and the following policies shall govern the composition, election, offices, and duties of the Board and Board members. The By-Laws and Charter are appended to these policies.

101.2 Organization, Qualifications and Training of the Board members and Officers

101.2.1 Qualifications of Board Members. A member of the Board must be a person of intelligence, good moral character, special skills, and be supportive of the School's mission.

101.2.2 Board Members: The Board shall consist of a minimum of 7 and a maximum of 11 voting directors elected or appointed.

101.2.3 Officers: The Officers of the Board shall consist of a Chairperson, Vice-chairperson, Treasurer, and Secretary.

101.2.4 School Principal: The School shall appoint a Principal as the School's executive leader.

The Principal shall be a non-voting member of the Board for as long as he or she is employed by the School. The Principal shall normally participate in all Board meetings except when a majority of the Board votes to meet in closed session without the Principal's presence. The Principal shall advise and inform the Board, assist in developing and implementing Board policy, serve as the School's chief instructional leader, and oversee the School's operations.

101.2.5 Public Statements: The Chairperson and the Principal, or any designee appointed by the Chairperson are the only individuals authorized to speak publicly on behalf of School. Such public statements shall be made in the best interests of the School and School community. The Board, by majority vote, may direct the Chairperson or Principal to make, modify, or retract a public statement regarding the School.

101.2.6 Training and Preparation: Board members and officers shall receive opportunities for training and preparation to understand and effectively fulfill the School's mission, values, policies and procedures, and individual responsibilities. Board members and Officers are encouraged to regularly review Board policies and attend workshops or other training opportunities to increase their knowledge and skills as agents of the School.

101.3 Elections and Terms of Office

Elections to the Board shall be carried out according to the School By-laws and Charter. (Appendix I)

101.4 Resignation and Removal of Board Members

When a board member deems it necessary to resign from the board, that member shall, when feasible, notify the Chairperson in writing thirty days in advance of the effective date of his or her resignation. The Board Chairperson shall promptly notify other Board members and shall include the matter on the agenda for the next regular Board meeting. If the Chairperson resigns, he or she shall notify the Board as a whole.

A Board member may be removed for immorality, unfitness, neglect of duty, negligence, or other conduct that harms or threatens to harm the School's reputation, integrity, safety or operational effectiveness. Such removal shall occur by a vote of two-thirds of other voting members of the Board.

101.5 Vacancies

A vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining Directors. The director so elected shall serve the unexpired term of the director replaced thereby.

101.6 Legal Counsel and Other Professional Consultation

The Board may deem it necessary to seek expert opinions in legal, financial, or other special matters. To this end, the Board may employ or retain an individual or firm qualified and licensed (as necessary) to perform such service. Such individual or firm, including legal counsel, shall represent and serve the Board, unless such individual or firm is expressly appointed to represent a specific employee.

101.7 Committees

Committees of the Board may be created and members appointed by a majority of the Board. The Board may request that the Board Chairperson appoint Board members or other members of the School community, as necessary, to serve as representatives of the Board on such committees. The purpose and terms of such action shall be determined by a majority vote of the Board.

101.8 Board Member Code of Ethics

Board members shall conform to the following general standards of conduct.

Members should:

- a.* Faithfully, competently, honestly, and fairly perform their duties in a way that best serves School and student interests, and conduct themselves, publicly, in a manner that does not threaten the School's operations, academic integrity, safety, or reputation.
- b.* Observe all applicable laws and the School's governing and legally binding documents, including the School's By-laws, Charter, and contracts.
- c.* Seek to uphold equal educational and workplace opportunities, regardless of race, religion, sex, national origin, handicap, and other legally protected categories.
- d.* Comply with all public meetings and public records laws.
- e.* Respect and guard the confidentiality of student records, personnel files, closed session information, or other protected, sensitive, and non-public information.
- f.* Not act on behalf of the Board or the School without Board authorization, particularly in any manner that may legally bind or publicly represent the Board's interests.
- g.* Avoid conflicts of interests and the appearance thereof, and give prompt and unequivocal notice to the Board of any actual, potential, or apparent conflict of interest. In instances involving a

Board decision that significantly affects or may significantly affect a Board member's personal interests, the Board member shall not influence, participate in, or assist in Board deliberations and decisions, unless the Board is reasonably informed in advance of that interest and approves the member's involvement.

- h.* Regularly attend and be adequately prepared for Board meetings.
- i.* Exercise due diligence when making decisions. This includes seeking and relying on the services and opinions of qualified lawyers, experts, and consultants when necessary and feasible.
- j.* Avoid involvement in or discussions about School-based disputes, investigations, and grievances to the extent feasible, prior to such matters being properly and timely presented to the Board through established policies and procedures.
- k.* Remain objective and unbiased, and avoid conduct or communications that may jeopardize objectivity in deciding Board matters.
- l.* Work collaboratively and collegially with other Board members and delegate proper authority to the Principal or executives for the School's administration.
- m.* Not interfere in or improperly influence the School's operations or administration except as required by necessity or law.
- n.* Refer complaints and matters requiring administrative attention to the Principal, his or her designee, or other appropriate staff member.
- o.* Approve employment of those best qualified to serve the School and not for other non-meritorious reasons.
- p.* Diligently uphold and promote these ethical standards; this includes notifying the Board of any violation or anticipated violation by any other Board member.

102 FUNCTIONS OF THE BOARD

102.1 Overview

Board members are public servants and community representatives. They shall conduct themselves in a reputable, responsible, and legal manner and according to the Board's Code of Ethics.

102.2 Responsibilities

The Board is responsible for the development of school policies, rendering decisions, and taking other necessary actions that further the School's best interests. The Principal is primarily responsible for the oversight and effective implementation of Board policies and decisions. The Principal has all necessary discretion to carry out these responsibilities unless otherwise restricted or directed by the Board.

Because all powers of the Board lie in its actions as a corporate body, individual Board members exercise their authority over school affairs only as they vote and act as one Board or by delegation by the Board. An individual Board member, including the Chairperson, shall have individual powers and duties only as required by law, Board policy, or other governing document, and when the Board votes to assign any other special authority to him or her.

Particular duties of the Board include the following:

- a. To determine and uphold the School's mission and purpose;
- b. To enact policy;
- c. To hire and support the Principal and conduct his/her annual performance review;
- d. To adopt curriculum and provide instructional resources;
- e. To hire or ratify the hiring of all employees, per recommendation of the Principal;

- f. To approve the School budget, financial reports, and audits;
- g. To determine the needs and seek funding for the operation and development of the School;
- h. To provide for the planning, expansion, improvement and maintenance of facilities;
- i. To evaluate the School's educational program and its effectiveness;
- j. To ensure legal and ethical integrity and maintain accountability;
- k. To assess the Board's performance and orient new Board members;
- l. To keep the public informed of official Board actions.

102.3 Board Meetings and Public Notice

The Board shall meet on a regular schedule to provide for the efficient and proper operation of the School. All official Board meetings shall be subject to the requirements of the North Carolina Open Meetings law (Chap. 143, Art. 33C beginning at [G.S. 143-318.9](#)). This includes, but is not limited to, conformity with the following requirements.

102.3.1 Official Meetings, Quorum, and Rules of Order

An official meeting of the Board is a meeting or gathering together at any time or place or the simultaneous communication by conference telephone or other electronic means of a majority of Board members for the purpose of conducting hearings, participating in deliberations, or voting upon or otherwise transacting School business. However, a social meeting or other informal assembly or gathering together of Board members is not an official meeting unless called or held to evade the spirit and purposes of state public meetings laws.

The School shall keep full and accurate minutes of all official meetings, including any closed sessions. Such minutes may be in written form or may be in the form of sound or video recordings. When the Board meets in closed session it shall keep a general account of the closed session so that a person not in attendance would have a reasonable understanding of what transpired. Such minutes and accounts shall be public records within the meaning of the state public records law provided, however, that minutes or an account of a closed session may be withheld from public inspection so long as public inspection would frustrate the purpose of a closed session.

A quorum of the Board shall consist of one-half of all members of the entire Board currently holding office. A quorum is required to convene any regular meeting of the Board. If at any point during a regular Board meeting a quorum does not exist, the meeting shall be recessed until a quorum is present, or the meeting shall be adjourned. Members may not participate in a meeting or proxy vote.

The Board may choose to conduct its meetings in accordance with the most current edition of Robert's Rules of Order, except when such rules are superseded or suspended by Board policy, a majority vote of the Board, or by law.

102.3.2 Meeting Classifications and Schedule

a. Annual Meetings

An annual meeting of the Board will be held **May** each calendar year. The purpose of the annual meeting is to act on business brought before the Board, approve the calendar of regular meetings, set the date, time, and place of such meetings, and to revise the Bylaws of the School as needed.

b. Regular Meetings

Regular meetings of the Board are held once a month **on the 3rd Monday** to conduct usual business and are subject to the following rules and procedures;

- i. The Board Secretary shall keep on file and post the schedule of regular Board meetings. The Secretary shall, when feasible, also file any schedule revisions and post the revised schedule at least seven days prior to the first meeting under the revised schedule.

- ii. The Board Secretary shall make available to the public the date, time, place, and major topics of regular meetings.
- iii. The Board Chairperson may change or cancel a regular Board meeting when he or she deems it in the Board's best interest. Notice of such changes shall be posted within a reasonable time in the School office and be provided to Board members, the media, and others entitled to such notice.

c. Special Meetings

Special meetings of the Board may be called to enable the Board to consider a single or special matter.

A special meeting may be called by the Chairperson, the Secretary, or at the request of two Board members.

d. Emergency Meetings

The Principal or the Board Chairperson may call for an emergency meeting to consider matters of an urgent nature requiring immediate attention.

Only the matter(s) necessitating the meeting shall be considered at such meetings.

e. Recessed Meetings

The Board may recess a meeting to be resumed at a later time, date, and location. This decision to recess shall be announced in open session.

f. Electronic Meetings

The Board, consistent with GS § 143-318.13, may hold an official meeting by use of telephone conference, online discussion, or other electronic means. It shall provide a location and means whereby members of the public may listen to, observe, or otherwise simultaneously understand the proceedings of such meetings. The notice of the meeting shall specify the location and forum.

102.3.3 Notice of Meetings

Notice to the School community shall conform to state open meetings requirements, particularly G.S. 143-318.12, including the following:

a. Regular Board Meetings

The School shall keep a current copy of the schedule on file in the School office and with the Board Secretary, showing the date, time, and place of regular meetings.

b. Emergency Meetings

The School shall provide notice of an emergency meeting to each local media outlet that has filed a written request for such notice; such request shall include the media outlet's telephone number to be used for emergency meeting notices. The emergency meeting notice shall be given either by telephone or by the same method used to notify the members of the School and shall be given to media outlets immediately after notice has been given to those members. This notice shall be given at the expense, if any, of such party to be notified.

c. Recessed Meetings

If the Board recesses a regular, special, or emergency meeting, the date, time and place at which the meeting is to be continued shall be announced in open session of the recessed meeting; no further notice shall be required.

d. Other Meetings

Except in the case of an Emergency Meeting, written notice of a meeting, not part of the regular meeting schedule, stating its purpose shall be:

- i. posted on the main bulletin Board of the School's main office, and

- ii. mailed or delivered to each media organization or any other person or entity which has filed a written request for such notice with the Secretary or the School. This notice shall be posted and mailed or delivered at least 48 hours before the time of the meeting. The School may require that such media organizations annually submit a written renewal request for such notice.

102.3.4 Closed Sessions

The Board may hold closed sessions, not subject to public observance, in accordance with G.S. 143-318.11. Before convening in closed session, the Chairperson shall publicly announce the general purpose for excluding the public from the meeting and the time when the closed session will be concluded. The closed session may be extended to a later time by announcement of the Chairperson. A closed session may be conducted for any purpose allowed by state law, including but not limited to the following:

- a. To prevent disclosure of privileged or confidential information;
- b. To prevent premature disclosure of a prize or award;
- c. To consult with an attorney to preserve the attorney-client relationship;
- d. To consider contract negotiations or terms;
- e. To consider personnel matters such as employment decisions, misconduct, a personnel evaluation, or other such matters not subject to public disclosure; and
- f. To consider matters involving confidential student records, threats, safety, or student misconduct.

102.3.5 Structure of Board Meetings

a. Agenda

The Principal, in consultation with the Board Chairperson, shall prepare the agenda for regular Board meetings. Any member of the School community may request that an item be placed on the agenda. A written request must be received by the Principal at least fourteen days prior to the meeting and must include supporting documentation and any action requested. The Principal may decide whether to place the item on the agenda. A Board member may request additional information or clarification when the agenda item is discussed.

The Principal or Board Chairperson shall see that each Board member receives a copy of the agenda and related materials, and shall make it available to the public five days prior to a regular meeting.

At the meeting, the Board may, by majority vote, add an item that is not on the agenda. The first item of business shall be the approval of the agenda. Once approved, no new item may be added to the agenda for consideration except by two-thirds vote of those present.

b. Minutes

The Board Secretary shall ensure that minutes are kept of all Board meetings including closed sessions. The minutes shall be recorded and filed in the School office. Minutes shall be available for public inspection during regular office hours.

The minutes shall include:

1. The date, time, and place of the meeting;
2. The officer presiding over the meeting;
3. Those members in attendance;
4. A record of all matters coming before the Board for discussion or action;
5. A record of all votes and actions taken by the Board;

6. Resolutions and motions in full (policies, reports, and other documents relating to a motion may be omitted if they are referred to and identified by title and date);
7. Any action to recess for closed session with a general statement of the purpose, (the minutes of closed sessions may be withheld from public inspection if it is deemed that open inspection would hinder the purpose of the session); and
8. The time of adjournment.

Unofficial minutes shall be distributed to Board members in advance of the next regular Board meeting and shall be available to the public. Minutes need not be read publicly provided that members have had an opportunity to review them before approval.

The minutes shall be official when approved by the Board and signed by the Chairperson and the Secretary.

c. Voting

The Board will vote by voice unless otherwise deemed necessary by the Chairperson or a majority of the Board. If the Board votes by written ballot, each voting member shall sign his/her ballot; the minutes shall show the vote of each member. All ballots shall be available for public inspection in the School office following the meeting until the minutes of that meeting are approved, at which time the ballots may be discarded.

102.3.6 Attendance and Participation

a. Board members

When feasible, each Board member shall give advanced notice to the Chairperson or Principal of his or her inability to attend a Board meeting. The Board may declare a Board member's position vacant after three consecutive unexcused absences from regular Board meetings unless such absence is due to ongoing illness or the absence is authorized by resolution of the Board.

If a Board member is on active duty or required training status with the military, the Board shall grant an extended leave of absence to cover the period of service or training. The extended leave of absence may not have the effect of extending the Board member's term. The Board also has the authority to appoint an interim successor to the absent Board member's position. The interim successor shall serve until the Board member returns or the end of the Board member's term.

b. Public Participation

The Board represents and serves the School community and recognizes the value of public awareness and, when necessary, input on educational issues. The Board, in its discretion, may provide opportunities for the public to express interest in and concern about School matters. Any citizen may attend all open meetings of the Board.

Board meetings shall be controlled so the Board can proceed with its business within a reasonable time and orderly manner.

The Board may, if it chooses, provide a period in any meeting when visitors may address the Board on subjects related to the agenda or otherwise made open for public comment. To permit fair and orderly comment, visitors wishing to address the Board must sign-up before the meeting in a manner designated by the Board.

At any designated time, visitors shall be recognized by the Chairperson pursuant to prescribed time limits and other requirements established by the Chairperson or the Board. The Chairperson has the discretion to interrupt or terminate a statement when the

Chairperson deems such statement to be detrimental to the orderly and effective conduct of the Board meeting. The Board may modify or overrule the Chairperson by two-thirds majority.

Individuals with disabilities who need accommodation to observe and participate in a Board meeting shall, when feasible, contact the Principal at least seven days prior to a regular meeting and as soon as possible in advance of a special meeting.

Any person who willfully interrupts or disturbs a Board meeting may be directed to leave by the Chairperson. Any person who refuses to leave may be subject to removal by law enforcement officers and to civil or criminal penalties.

c. Media Coverage and Recording

Except as otherwise provided, any media outlet (e.g., radio or television station), consistent with § 143-318.14, is entitled to broadcast all or part of an open Board meeting. In addition, any person may photograph, film, tape, record, or otherwise reproduce any part of an open meeting in a non-disruptive manner.

The School may regulate the placement and use of media equipment to prevent undue interference with a meeting as long as this does not prevent the equipment's intended use. If the Chairperson, in good faith, determines that the meeting cannot accommodate such equipment and an adequate alternative meeting room is not readily available, the Chairperson may require the pooling of such equipment and the personnel operating it.

d. Public Hearings

The Board may, at its discretion, hold public meetings to hear the views of members of the School community on particular matters. Such hearings are primarily to receive information and input and not to deliberate or decide a particular matter. Such meetings will be conducted in an orderly, fair and effective manner so as to offer reasonable opportunities for participants to express their views. The Board shall not be obligated to adhere to any particular view but shall consider the information received in making any necessary decisions.

103 POLICY DEVELOPMENT

103.1 Overview

The Board shall be solely responsible for adopting, amending, and repealing policies.

The Principal shall be responsible to develop any necessary administrative procedures necessary to ensure effective implementation of Board policies. These administrative procedures shall be submitted to the Board, in writing, for the Board's information. Such procedures do not require Board approval, although the Board may revise or reject them as it chooses.

103.2 Policy Manual – Oversight and Dissemination

Policy manuals are intended to serve both as a tool for school management and guidance, and as a source of information and training for the School community.

The Principal is primarily responsible for the following:

- a. To establish and maintain an orderly plan for preserving, organizing, and making accessible the policies adopted by the Board;
- b. To provide Board members a current copy of the Policy Manual;

- c. To disseminate to all employees those sections of the Policy Manual that affect them and their work;
- d. To provide students and parents those policies and procedures to which they are subject, including those regulating the academic environment, school procedures, standards of conduct, and general operations; and
- e. To provide easy access to the Policy Manual for the School community by keeping a copy in the School office.

103.3 New Policies and Amendments

The following procedure applies in adopting, amending, or repealing policies:

- a. First Reading: Any proposed new policy or amendment and any necessary summary or narrative shall be provided in writing to the Secretary and Chairperson for inclusion in the Board packet distributed prior to the Board meeting, and shall adhere to the following:
 - i. All proposals shall include a title and sequence number, consistent with the table of contents of the current policy manual.
 - ii. Amendments shall reference the policy to be changed and include a reprint of the current policy with revised language in Redline format.
 - iii. Repeals need only reference the policy to be repealed by title and sequence number along with a revised table of contents.

Following reading and discussion of the proposal, unless it is deemed by the Board that immediate action is in the best interest of the School, a second reading and the vote for adoption shall normally take place at the next scheduled regular Board meeting, unless the Board decides on an alternative schedule. Any written statement by any person regarding a proposed policy or amendment should be directed to the Board Secretary prior to the second reading. The Board may, but is not required to invite input from members of the School community.

In the event that immediate action on a proposed policy or amendment is necessary the motion for its adoption should state that immediate adoption is in the best interest of the School.

Only a Board member may move for the Board to adopt, revise, or repeal a policy.

- b. Second Reading: If a policy change receives a first reading, it shall be placed on the agenda for consideration to be voted upon at the next regular meeting of the Board.

No change to a proposed policy or amendment, as it was presented on first reading, shall be adopted on second reading unless the change receives a two-thirds vote of the board members present at the meeting.

All new or amended policies shall become effective upon adoption, unless an alternative effective date is provided in the motion for adoption.

103.4 Changes to the Policy Manual

Upon approval, new and revised policies shall be entered into the Policy Manual in the appropriate section with a notation of the date of adoption and/or revision. The table of contents should be updated as appropriate.

Upon approval a repealed policy shall be stricken from the Policy Manual leaving only the word "Repealed" followed by the table of contents title and the dates of adoption, revision, and repeal. The table of contents will be updated appropriately.

103.5 Suspension or Waiver of Policy

In extenuating circumstances any Board policy not required by law or contract may be temporarily suspended by a two-thirds vote of all members present at a Board meeting, provided all Board members have received notice of the meeting and the notice included a proposal to suspend the policy and an explanation of the purpose. If such proposal is not made in writing in advance of the meeting, a policy may be suspended or waived only by a unanimous vote of all Board members present.

103.6 Absence of Policy

In cases where action is necessary that involves a matter of significant policy import, but for which there is no policy, or the application of a policy is vague or ambiguous, the Principal may exercise, in good faith, his or her discretion to act in the manner he or she believes best serves the School. The Principal shall inform the Board promptly of such action and make any recommendation for ratification of the action by the Board and/or a change to current Board policy.

BEAR GRASS CHARTER SCHOOL, INC.

ARTICLE I: Name and Seal

*The name of the Corporation is BEAR GRASS CHARTER SCHOOL, INC. (the "Corporation").
The seal of the Corporation will be circular in form which shall bear the name BEAR GRASS CHARTER SCHOOL, INC. and words indicating that the Corporation was incorporated in North Carolina. Failure to affix the seal to corporate instruments shall not affect the validity of any such instrument*

ARTICLE II: Purposes of the Corporation

- 1. IRC Section 501(C)(3) Purposes. This corporation is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.*
- 2. Statement of Purpose. The organizational purpose of the BEAR GRASS CHARTER SCHOOL, INC. is to be a public charity which can engage in activities and provide various services that are beneficial to the public interest and may include the advancement of literacy and education of children.*

ARTICLE III: Members

The Corporation shall have no members, certificate holders or shareholders. All functions and affairs of the corporation shall be directed entirely by the Board of Directors.

ARTICLE IV: Offices and Registered Agent

- 1. Offices. The Corporation continuously shall maintain in North Carolina a registered office at such place as may be designated by the Board of Directors. The principal office of the Corporation and such other offices as it may establish shall be located within North Carolina.*
- 2. Agent. The Corporation continuously shall maintain within North Carolina a registered agent, who shall be designated by the Board of Directors.*
- 3. Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the North Carolina Non-Profit Corporation Act.*
- 4. Initial Agent and Office. The initial registered agent is Delmas B. Cumbee, Jr. and the initial registered office is 127 West Blvd, Williamston, North Carolina 27892.*

ARTICLE V: Board of Directors for the Corporation

1. General Powers and Duties. *The property, business, and affairs of the Corporation shall be managed, controlled, and directed by a Board of Directors or such executive committees as the Board may establish. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the North Carolina Non-Profit Corporation Act that are necessary or convenient to carry out the purposes of the Corporation as established in these Bylaws.*
2. Composition.
 - (a) *The Board shall consist of a minimum of 7 and a maximum of 11 voting directors elected or appointed as provided herein.*
 - (b) *Election. The Initial Board shall select three (3) of its members to serve an initial one (1) year term, four (4) members to serve an initial two (2) year term and the remaining four (4) members shall serve an initial (3) year term. New directors shall be elected in each succeeding year to fill any expiring terms. New directors shall be elected by the existing Board of Directors at the annual meeting. Members eligible for re-election may vote on new board members. Those receiving the highest number of votes shall be deemed elected. In the event any Director so demands, election of Directors shall be by secret ballot.*
3. Qualifications of Directors. *Directors shall be at least twenty-one (21) years of age, shall be current residents of North Carolina and shall hold at least a high school diploma or its equivalent. Any such qualified person seeking election to the Board of Directors must submit to a reasonable screening process by the nominating committee, which shall include submitting a personal written statement that provides the following:*
 - *statement as to personal reason for wanting to serve on the Board of Directors of this corporation;*
 - *certification statement as to age, residency, and diploma or equivalency;*
 - *certification statement of having read and understood the Articles of Incorporation and these Bylaws;*
 - *statement of support for this corporation's purposes;*
 - *statement of personal education philosophy;*
 - *statement of personal background, including any talents or experience that can contribute to the function of the corporation Board;*
 - *separate list of references, including the name, address and phone number of each, to at least (2) board members or other person who can verify personal background.*
4. Vacancies. *A vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining Directors. The director so elected shall serve the unexpired term of the director replaced thereby.*

5. Removal. Directors may be removed from office with or without cause by a vote of a majority of the directors. In the event any director is so removed, a new director or directors may be elected at the same meeting.
6. Officers of the Board.
 - (a) Chair. The Board of Directors shall elect a chair from the members of the Board. The Chair shall preside at meetings of the Board and perform such other duties as may be directed by the Board. The Chair shall be elected at each annual meeting of the Board of Directors by the Board of Directors from among its members.
 - (b) Vice-chair. The Board may elect from among its members a Vice-chair who shall preside at all meetings of the Board when the Chair is absent.
7. Term. The term of the Directors shall be as follows:
 - (a) Except as provided in Article V, paragraph 2(c), each Director shall hold office for the term of three (3) years or until a successor is appointed and qualified.
 - (b) Each Director is eligible for re-election for two (2) successive terms. After serving two (2) three (3) year terms, the Director shall not be eligible for re-election until after a one (1) year absence from service on the Board of Directors.
8. Compensation. No compensation shall be allowed to members of the Board except pursuant to a contract. Expenses incurred by a member in conducting corporate business may be paid if approved by the Board.
9. Resignation. A Director may resign at any time by giving notice thereof in writing to the Chair.
10. Duties of Directors. It shall be the duty of the directors to:
 - (a) Register their addresses and phone numbers with the Secretary of the corporation, and notices of meetings mailed or telephoned to them at such addresses shall be valid notices;
 - (b) Meet at such times and places as required by these Bylaws;
 - (c) Appoint and remove, employ and discharge, supervise the duties of, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
 - (d) Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws.
11. Committees.
 - (a) Executive Committee. The Board Directors may, by a majority vote of its members, designate an Executive Committee consisting of two (2) or more directors and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, except that the Executive Committee:

- *may not dissolve the corporation or plan its merger or consolidation;*
- *may not change the Bylaws or Articles of Incorporation;*
- *may not conduct any transaction involving all or substantially all corporate assets or property;*
- *may not create committees;*
- *may not fill board vacancies;*
- **may not alter board resolutions;*
- *may not act as otherwise restricted by law.*

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board.

The Executive Committee shall keep minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

- (b) Nominating and Board Development Committee. A nominating and Board Development committee shall be established which shall consist of three (3) individuals designated by the Chair. The purpose of said committee shall be to review applications and research candidates to serve as directors and officers of the Corporation and to recommend nominees for such office to the Board of Directors. Additionally, said committee shall have the responsibility to train and orient new members of the Board of Directors on a director's duties and responsibilities, as well as the goals and purposes of the Corporation. Members of the nominating committee shall serve until their terms as directors have expired.*
- (c) Other Board Committees. The Chair of the Board may establish any other committees deemed necessary to carry out the work of the Corporation. The Chair shall appoint Board Members to these committees, and the Chair shall designate chairs for each committee. Committees serve in an advisory capacity to the Board.*
- (d) Limitation on Authority of Committees. Neither the executive committee nor any other committee formed hereunder shall have the authority to repeal or amend a resolution duly adopted by the Board of Directors.*
- (e) Meetings and Actions of Committees. Meetings and Actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board of Directors may also adopt rules for the conduct of meetings of committees to the extent that they are not inconsistent with the provisions of these Bylaws.*

12. Majority Action as Board Action and Conflict of Interest. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

A member of the Board may have a conflict of interest of his or her vote on a matter before the Board in the best interest of the school if the vote is adverse to the personal, family or business interests of the Board member. If any member of the Board faces a conflict of interest in a matter pending before the Board- such member shall make full and candid disclosure to the Board of the nature of the conflict. If one (1) or more directors present at a meeting abstain from voting on a particular motion before the Board, due to a personal conflict of interest with the subject of the motion or due to restrictions contained in these Bylaws, then the remainder of the directors shall still constitute a quorum for that particular vote and a two thirds majority of those voting directors shall be required to approve the motion.

ARTICLE VI: Officers of the Corporation

1. Designation. *The officers of the Corporation shall be the President, such number of Vice Presidents as may from time to time be determined by the Board (and, if more than one, the Board of Directors at the time of determining the number thereof, may also determine the priority of the respective Vice Presidents), a Secretary, a Treasurer and any other officers that the Board of Directors may designate. Individuals to serve in these capacities shall be designated by the Board of Directors and given powers and duties consistent with these Bylaws. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary; however, no officer shall execute, unless acknowledged, or verified by two (2) or more officers.*
2. Qualifications. *The President, Vice President, Secretary and Treasurer shall be members of the Board of Directors.*
3. Officers of the Corporation
 - (a) President. *The Chairman of the Board shall serve as the President and Chief Executive Officer of the Corporation. The President as the chief executive officer of the corporation shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided bylaw, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, contracts, bonds, checks, or other instruments which may from time to time be authorize by the Board of Directors.*
 - (b) Vice President. *The Board may elect a Vice President who shall perform those duties as the Board may designate.*
 - (c) Secretary. *The Board shall elect from among its members a Secretary who shall preside at all meetings of the Board when the Chair and Vice-Chair are absent and who, with the assistance of the Corporation staff, shall be responsible for keeping an accurate record of the proceedings and actions of the Board. The Secretary shall have the custody of the corporate seal and shall maintain a current record of all the persons who are Directors of the Corporation, showing their respective places of residence, and such book shall be open for inspection as prescribed by law. Subject to the control of the Board of Directors, the Secretary shall in general perform all the duties incident to the office of Secretary, and shall perform such other duties as the Board or the President may assign.*

(d) *Treasurer.* The Board shall elect from among its members a Treasurer who shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as the Board of Directors may impose. The Treasurer may be required to give bond for the faithful performance of his duties in such sum and with such sureties as the Board may require. When necessary or proper, the Treasurer, on behalf of the Corporation, may endorse for collection checks, notes, and other obligations, and shall deposit the proceeds to the credit of the Corporation at such bank or banks as the Board may designate by resolution as depository. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board, the Treasurer shall sign all checks of the Corporation and all bills of exchange issued by the Corporation, except in cases where the signing and execution thereof shall be expressly assigned by the Board or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall maintain full and accurate books of account reflecting the transactions, assets and obligations of the Corporation and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of Treasurer, subject to the control of the Board.

(e) *Assistant Secretary.* The Board may elect one (1) or more Assistant Secretaries not from among its members who may assist the Secretary and the Treasurer in the performance of their duties and shall have all legal authority to perform those duties.

4. Compensation. No compensation shall be allowed to Officers of the Corporation, except pursuant to a contract. Expenses incurred by an Officer in conducting corporate business may be paid if approved by the Board.
5. Removal. Any Officer of the Corporation may be removed from office with or without cause upon two-thirds vote of the membership of the Board then in office at any regular or special meeting called for that purpose. Any officer of the Corporation proposed to be removed shall be entitled to at least five (5) days notice in writing by mail and in person of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting. Any Board member removed from office pursuant to this section shall also be deemed removed from the Board of Directors pursuant to Article C Section 5 without further action by the Board.
6. Terms of Officers. The terms of the Officers of the Corporation shall be from the time of their election to the next annual meeting or until their successors are chosen.

ARTICLE VII: Meetings

1. Regular Meetings. The Board of Directors shall meet at least monthly at such times and dates as designated by the Chair of the Board, through a written call of the majority of Board members, or upon

resolution of the Board. The annual meeting of the Board shall be held each year in June or at such other time as the Board may fix, for the purpose of electing directors and officers and for the transaction of other business. Regular meetings of the Board may be held without written notice.

2. *Place of Meetings. The meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other place as the Chair of the Board of Directors may designate.*
3. *Special Meetings. The time, date, and place of a special meeting of the Board may be set at the call of the Chair, upon written call by the majority of Board members, or upon resolution of the Board. Notice shall be given by the usual means of communication prior to a special/emergency meeting.*
4. *Attendance. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.*
5. *Notice of Inability to Attend. Members of the Board shall be required to notify the Chair of the Board of the Corporation of their inability to attend a lawfully scheduled meeting at least twenty-four (24) hours prior to meeting time.*
6. *Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of the business meeting.*
7. *Parliamentary Rules and Open Meeting Law. All meetings shall be conducted in an open, orderly, and fair manner; and any guidelines established by the Institute of Government shall apply to all deliberations. All meetings of the Board shall be held in compliance with the North Carolina Open Meetings Law, N.C. General Statutes Sections 143-318.9 -143-318.19. While the Board may elect not to proceed in full compliance with modified Roberts Rules of Order, those procedures may be invoked at any time for use during part or all of a particular meeting upon motion supported by a majority vote.*
8. *Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation, or by these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present and eligible to vote at a meeting at which a quorum exists. Any one or more or all of the directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation in a meeting by mean of a conference telephone or similar communications device shall be deemed presence in person at such meeting.*
9. *Meeting Agenda. Regular meetings of the Board shall strictly follow the written agenda prepared by the Chair. Any person having business to be brought before the Board shall notify the Chair at least four (4) days prior to the meeting of their request to be heard by the Board.*

ARTICLE VIII: Contracts, Checks, Deposits, and Funds

1. Contracts. *The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances.*
2. Loans. *No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.*
3. Checks and Drafts. *All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.*
4. Funds. *All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation at such banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer, officers, agent, or agents of the Corporation to whom the Board may delegate such power.*
5. Acceptance of Gifts. *The Board or any officer or officers or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purpose of the Corporation.*
6. Audits. *In compliance with North Carolina Charter School Law, the accounts of the Corporation shall be audited annually by a reputable certified public accountant, whose report shall be submitted to each member of the Board, and kept on file at the offices of the Corporation as required by law.*
7. Bond. *At the direction of the Board, any officer or employee of the Corporation shall be bonded. The Corporation shall pay the expense of procuring any such bond.*

ARTICLE IX: Indemnification

The directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under North Carolina law.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

ARTICLE X: Corporate Records and Reports

1. Maintenance of Corporate Records. *The Corporation shall keep at its principal office:
(a) A copy of the Corporation's Articles of Incorporation and these Bylaws as amended to date;*

- (b) *A record of its directors, indicating their names and addresses and telephone numbers, dates of election to the board, and if applicable, dates of election to office;*
- (c) *A record of its committees and committee members, including the specific task for which each committee was formed and members' names, addresses and telephone numbers;*
- (d) *Minutes of all meetings of directors, and of committees of the board, indicating the time and place of such meetings, whether regular or special, how called, the notice given, the names of those present and the proceedings thereof;*
- (e) *Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.*

2. *Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, record and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions, of these Bylaws, and provisions of law.*

Any inspection under the provisions of this Article may be made in person or by attorney and the right to inspections shall include the right to copy and make extracts.

3. *Periodic Report. The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or other government agency and to be so prepared and delivered within the time limits set by law.*

ARTICLE XI: Fiscal Year

Except as altered by a resolution of the Board of Directors, the fiscal year of the Corporation shall begin on the first day of each July, and end on the last day of June next ensuing.

ARTICLE XII: Election as a Charitable Corporation

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, pursuant to section 501(c)(3) of the Internal Revenue Code of 1986. Said corporation shall operate as a charitable corporation as defined in NCGS Section 55A-1-40(4). No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 the Articles of Incorporation and these Bylaws. 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 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 of 1986 or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986.

Upon dissolution of the corporation, assets of the Corporation then remaining in the hands of the Board, after satisfaction of the Corporation's liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and in accordance with North Carolina General Statutes for Charter Schools.

ARTICLE XIII: General Provisions

- 1. Limit of Use of Property and Funds to Purposes of the Corporation. No funds or property of the Corporation shall be devoted to or expended for any purpose or objective not stated in Article II, but all the Corporation's funds and properties shall at all times be used exclusively for said corporate purposes. In no event shall any of the funds or property of the Corporation be used for personal benefit, by way of compensation, directly or indirectly, of these directors, with the exception of the Officers, who may be paid a salary set by the directors for services actually rendered.*
- 2. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, the Articles of Incorporation, or any applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.*
- 3. Amendments. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors, by a vote of a majority of the Directors in office, if at least ten (10) day written notice is given of the intention to take such action at such meeting.*

Adopted by the Board of Directors on the _____ day of _____, 20 ____

Director _____ *Director* _____

Director _____ *Director*

Director _____ *Director*

Director _____ *Director*

Director _____ *Director*

Director _____