

**BYLAWS
OF
CONTEMPORARY SCIENCE CENTER, INC.**

ARTICLE I

PURPOSES OF THE CORPORATION

1. The Corporation is hereby organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, namely to maintain and operate the Contemporary Science Center and its school or its programs; and generally to engage in any lawful act or activity for which nonprofit and tax-exempt corporations may be organized under Chapter 55A of the North Carolina General Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future state or federal laws.

ARTICLE II

OFFICES

1. Principal Office. The principal office of the Corporation shall be located in Durham County, North Carolina or such other place as is designated by the Board of Directors.
2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
3. Other Offices. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine or as the affairs of the Corporation may require.

ARTICLE III

MEMBERSHIP

1. The Corporation shall not have members.

ARTICLE IV

DIRECTORS

1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by, the Board of Directors or by such committees as the Board of Directors may establish pursuant to these Bylaws.
2. Number, Make Up, Term and Qualification. The number of directors of the Corporation shall be not less than five (5) nor more than fifteen (15) as may be fixed or changed from time to time, within the minimum and maximum, by the Board of Directors. There shall be a maximum of 3 or 25%, whichever is less, of the Board of Directors who are parents of students at Research Triangle High School. Each director shall hold office starting the next meeting of the Board of Directors following the director's election and until the completion of his term or upon his death, resignation, retirement, removal, disqualification or his successor is elected and qualifies. The term of a newly elected director shall be 4 years and it is renewable for up to a second 4 year term, as desired. Directors need not be residents of the State of North Carolina or members of the Corporation.
3. Election of Directors. The directors shall be elected by the Board of Directors.
4. Removal. A majority of the directors then in office may remove, with or without cause, any director elected by the Board of Directors.

5. Vacancies. A vacancy occurring in the Board of Directors, including, without limitation, a vacancy created by an increase in the authorized number of directors or resulting from the members' failure to elect the full authorized number of directors, may be filled by the Board of Directors or if the directors remaining in office constitute less than a quorum of the directors, they may fill the vacancy by the affirmative vote of a majority of all remaining directors or by the sole remaining director. If the vacant office was held by a director elected by a voting group or class, only the remaining director or directors elected by that voting group or the members of that voting group or class are entitled to fill the vacancy. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The members entitled to vote for directors may elect a director at any time to fill any vacancy not filled by the directors.

6. Compensation. The Board of Directors may provide for the compensation of directors for their services as such and may provide for the payment of any and all expenses incurred by the directors in connection with such services.

7. Executive and Other Committees.

(a) The Board of Directors, by resolution adopted by a majority of the number of directors then in office, may designate from among its members an Executive Committee and one or more other committees, each consisting of two or more directors and each of which, to the extent authorized by law or provided in the resolution, shall have and may exercise all of the authority of the Board of Directors, except no such committee shall have authority as to the following matters: (1) the authorization of distributions; (2) the dissolution, merger or consolidation of the Corporation; or the sale, lease or exchange of all or substantially all of the property of the Corporation; (3) the designation of any such committee or the filling of vacancies in the Board of Directors or in any such committee; and (4) the adoption or repeal of the Bylaws or the amendment of the Bylaws or the Articles of Incorporation.

(b) Any resolutions adopted or other action taken by any such committee within the scope of the authority delegated to it by the Board of Directors shall be deemed for all purposes to be adopted or taken by the Board of Directors. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.

(c) Meetings of any such committee will be held as needed and with proper notice at such time and place as such committee may fix from time to time by resolution. Special meetings of any such committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of such meeting, which notice may be written, oral or delivered by electronic mail and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to any member of the committee at his business address. Any member of any committee may in a signed writing waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of any committee need not state the business proposed to be transacted at the meeting.

(d) A majority of the members of any such committee shall constitute a quorum for the transaction of business at any meeting thereof and actions of such committee must be authorized by the affirmative vote of a majority of the members of such committee.

(e) Any member of any such committee may be removed at any time with or without cause by resolution adopted by a majority of the Board of Directors.

(f) Any such committee shall elect a presiding officer from among its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

OFFICERS

1. Number. The officers of the Corporation shall consist of a Chair, a Chair-Elect, a Head of School, a Secretary, a Treasurer and other officers as the Board of Directors may see necessary. Any two or more offices, other than that of Chair and Secretary, may be held by the same person. In no event, however, may an officer act in more than one capacity where action of two or more officers is required. The duties of the officers shall be those prescribed by these Bylaws and any additional duties as the Board of Directors may from time to time assign.
2. Election. The officers of the Corporation shall be elected from among the Board of Directors. Such election may be held at any regular or special meeting (or annual meeting) of the Board of Directors. Each officer shall hold office for one year or until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies
3. Term. The chair may serve no more than three consecutive one-year terms. Trustees elected to the other officer positions may serve no more than five consecutive one-year terms. Former officers, after a break in service of two years, may be elected to another term as an officer.
4. Removal. Any officer or agent appointed by the Board of Directors may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
5. Vacancies. A vacancy among the officers of the corporation because of death, resignation, removal, disqualification, or any other cause may be filled for the unexpired portion of the terms by the Board of Directors.
6. Compensation. Board members and officers of the Corporation shall not receive compensation.
7. Chair. The Chair shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these Bylaws. . He shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.
8. Chair-Elect. The Chair-Elect, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Chair, perform the duties and exercise the powers of that office. In addition, he shall perform such other duties and have such other powers as the Chair or the Board of Directors shall prescribe.
9. Head of School. The Head of School shall be the chief administrative officer of the corporation and shall in general supervise and control all of the operational and educational affairs of the corporation, subject to approval of the Board of Directors, including supervision of teachers, school curriculum, student admission standards, general supervision of students, financial matters, building and grounds, fund raising, liaison with the parent body, and such other duties as may be prescribed by the Board of Directors from time to time.
10. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of members, directors and committees. He shall give all notices required by law and by these Bylaws. He shall have general charge of the corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it. He shall have general charge of the books of the Corporation and shall keep, at the registered or principal office of the Corporation, a record of members showing the name and address of each member. He shall sign such instruments as may require his signature, and, in general, attest the signature or certify the incumbency or signature of any other officer of the Corporation and shall perform all duties incident to the

office of Secretary and such other duties as may be assigned him from time to time by the Chair or by the Board of Directors.

11. Treasurer. The Treasurer shall have custody of all funds belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries as appropriate, that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flows for the year unless that information appears elsewhere in the financial statements. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. The Corporation shall mail the latest annual financial statement, to each member upon receipt of a written demand for same from such member. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the Chair or by the Board of Directors.

12. Assistant Secretaries and Treasurers. The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, perform the respective duties and exercise the respective powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the Chair or by the Board of Directors.

13. Bonds. The Board of Directors, by resolution, may require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI

MEETINGS OF DIRECTORS

1. Regular Meetings. A regular meeting of the Board of Directors shall be held at such time and place as the Board of Directors shall determine. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board (if one has been duly elected), the Chair-Elect or by twenty (20%) of the directors then in office.

3. Notice of Meetings.

(a) The Board may establish regular meeting times, in which case no notice of such meetings shall be required.

(b) The person or persons calling a special meeting of the Board of Directors shall, not less than five (5) days before the meeting, give notice thereof either personally or by telephone, telegraph, teletype or other form of wire or wireless communication or electronic mail or by facsimile transmission, mail or private carrier or by any other means permitted by law. Such notice shall specify the business to be transacted at, or the purpose of, the meeting that is called. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment.

(c) A director, in a signed writing, may waive notice of any meeting before or after the date and time stated in the notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully

4. Quorum. Unless otherwise required by law, a majority of the directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5. Manner of Acting.

(a) Except as otherwise provided in this paragraph, the affirmative vote of a majority of the directors then in office shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation or a Bylaw adopted by the members.

(b) A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

(c) The vote of a majority of the directors then in office shall be required to adopt a resolution constituting an Executive Committee or other committee of the Board of Directors, to adopt, amend or repeal a Bylaw or to adopt a resolution dissolving the Corporation without action by the members in circumstances authorized by law.

Vacancies in the Board of Directors may be filled as provided in Paragraph 5 of Article III of these Bylaws.

6. Attendance by Telephone. Any one or more 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 which allows all persons participating in the meeting to hear each other simultaneously, and such participation in the meeting shall be deemed presence in person at such meeting.

ARTICLE VII

CONFLICT OF INTEREST POLICY

1. Purpose. The purpose of the conflict of interest policy is to protect the interest of Contemporary Science Center when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions.

(a) Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3 of this Policy, a person who has a financial interest may have a conflict of interest only if

3. Procedures.

(a) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, such person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, such person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest,
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflict of Interest Policy

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action including potential suspension or dismissal from the board.

4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation.

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibilities for ensuring periodic reviews are conducted.

ARTICLE VIII

CONTRACTS, LOANS AND DEPOSITS

1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument 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, or 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. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depository or depositories as the Board of Directors shall direct.

ARTICLE IX

INDEMNIFICATION AND REIMBURSEMENT OF DIRECTORS AND OFFICERS

(a) Any person who at any time serves or has served: (1) as a director, officer, employee or agent of the Corporation, (2) at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or (3) at the request of the Corporation as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent from time to time permitted by law against Liability and Expenses in any Proceeding (including without limitation a Proceeding brought by or on behalf of the Corporation itself) arising out of his status as such or activities in any of the foregoing capacities or results from him being called as a witness at a time when he has not been made a named defendant or respondent to any Proceeding.

(b) The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this provision, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. Such determination shall be made by (1) the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

(c) Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the rights provided for herein.

Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from this provision.

(d) The rights granted herein shall not be limited by the provisions contained in Sections 55A-8-51 through 55A-8-56 of the North Carolina Nonprofit Corporation Act or any successor to such statutes.

2. Advance Payment of Expenses. The Corporation shall (upon receipt of an undertaking by or on behalf of the director, officer, employee or agent involved to repay the Expenses described herein unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation against such Expenses) pay Expenses incurred by such director, officer, employee or agent in defending a Proceeding or appearing as a witness at a time when he has not been named as a defendant or a respondent with respect thereto in advance of the final disposition of such Proceeding.

3. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit plan against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

4. Definitions. The following terms as used in this Article shall have the following meanings. "Proceeding" means any threatened, pending or completed action, suit, or proceeding and any appeal therein (and any inquiry or investigation that could lead to such action, suit, or proceeding), whether civil, criminal, administrative, investigative or arbitral and whether formal or informal. "Expenses" means expenses of every kind, including counsel fees. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), reasonable expenses

indemnification rights provided herein. "director," "officer," "employee" and "agent" include the estate or personal representative of a director, officer, employee or agent. "Corporation" shall include any domestic or foreign predecessor of this Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

ARTICLE X

GENERAL PROVISIONS

5. Distributions. Except as authorized or permitted by the North Carolina Nonprofit Corporation Act, the Corporation shall not make any distributions to its members, directors, officers or to other entities.

2. Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form of as may be approved from time to time by the Board of Directors. Such seal may be an impression or stamp and may be used by the officers of the Corporation by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced. In addition to any form of seal adopted by the Board of Directors, the officers of the Corporation may use as the corporate seal a seal in the form of a circle containing the name of the Corporation and the state of its incorporation (or an abbreviation thereof) on the circumference and the word "Seal" in the center.

3. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of July and end on the last day of June in each year. As such, all of the School's financial records shall be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

4. Waiver of Notice Whenever any notice whatever is required to be given under the provisions of §55A-2-02 of the General Statutes of the State of North Carolina or under the provisions of the articles of incorporation or the by-laws of the corporation, 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 deemed equivalent to the giving of such notice.

5. Corporate Records. Any records maintained by the Corporation in the regular course of its business, including its books of account and minute books, may be kept on or be in the form of punch cards, magnetic tape, photographs, microphotographs or any other information storage device; provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same. The Corporation shall maintain at its principal office the following records: (1) Articles of Incorporation or Restated Articles of Incorporation and all amendments thereto; (2) Bylaws or Restated Bylaws and all amendments thereto; (3) resolutions by its members and/or the Board of Directors relating to the number or classification of directors or to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members; (4) minutes of all membership meetings or action taken without a meeting for the past three years; (5) all written communications to members for the past three years, including financial statement, if any; (6) a list of names and business or home addresses of its current directors and officers; and (7) the Corporation's most recent annual report filed with the North Carolina Secretary of State.

6. Bylaw Amendments. Subject to such approval by the North Carolina State Board of Education, and as may be required in the Articles of Incorporation by any person or persons other than the Board of Directors, and to the extent permitted by law, these Bylaws may be amended by the affirmative vote of a majority of the directors in office at the time of the meeting to consider such amendment, at any regular or special meeting at which a quorum is present, upon five (5) days' written notice of the meeting, which notice shall state that the purpose of the meeting is to consider a proposed amendment and which shall contain,

7. Amendments to Articles of Incorporation. Subject to such approval by the North Carolina State Board of Education, and as may be required in the Articles of Incorporation by any person or persons other than the Board of Directors, and to the extent permitted by law, these Articles of Incorporation may be amended by the affirmative vote of a majority of the directors in office at the time of the meeting to consider such amendment, at any regular or special meeting at which a quorum is present, upon five (5) days' written notice of the meeting, which notice shall state that the purpose of the meeting is to consider a proposed amendment and which shall contain, attach a copy of the or state the nature of the proposed amendment.

ARTICLE XI DISSOLUTION

1. Authorization of Dissolution. Dissolution of the Corporation shall be authorized by approval of a plan of dissolution providing for the distribution of all assets of the Corporation and the payment of all liabilities and obligations of the Corporation in accordance with applicable law, by the following actions: (i) a vote of a majority of the Directors then in office; and (ii) a vote of the members entitled to vote thereon, by two thirds of the votes cast, at a meeting at which a quorum is present, or a majority of the votes entitled to be cast, whichever is less.

2. Meeting Notice. The person or persons calling a special meeting of the Board of Directors to consider a plan of dissolution shall, not less than five (5) days before the meeting, give notice thereof either personally or by telephone, telegraph, teletype or other form of wire or wireless communication or by facsimile transmission, mail or private carrier or by any other means permitted by law. Notice shall be provided to members entitled to vote thereon in accordance with the notice provisions of these Bylaws. Such notices to directors and members shall state that the purpose (or one of the purposes) of the meetings is to consider dissolution of the Corporation and shall contain or be accompanied by a copy or summary of the plan of dissolution.

3. Distribution of Assets. Upon dissolution of the charter school or upon the nonrenewal of the charter, all net assets of the charter school purchased with public funds shall be deemed the property of the local school administrative unit in which the charter school is located. Any property remaining after providing for the debts and obligations of the School shall be distributed to another non-profit organization as shall be designated by the Board of Directors.

ARTICLE XII NON-DISCRIMINATION POLICY

It is the policy of the School not to discriminate on the basis of race, color, religious creed, national origin, ancestry, sexual orientation, disability or handicap. No person shall, on the basis of race, color, national origin, ancestry, gender, sexual orientation, disability, or handicap, be denied equal access or admission to school programs, courses, extracurricular activities and employment opportunities. In addition, under section 504 of the federal Rehabilitation Act of 1973, no otherwise qualified individual, shall solely by reason of his/her handicap, be excluded from the participation in, be denied the benefits of or be subjected to discrimination under any program or activity at the School.

ARTICLE XIII NORTH CAROLINA OPEN MEETINGS LAW

Except as provided in GS 143-318.11, 143-318.14A, 143-318.15 and 143-318.18, each official meeting of the board shall be open to the public, and any person is entitled to attend such a meeting. CSC will comply with the North Carolina Open Meetings Law.

The above revised Bylaws were duly adopted by the Board of Directors of the Corporation by action taken, effective May 15th, 2017.