



# The Exploris School

## Governance Committee Meeting

### Date and Time

Tuesday March 7, 2017 at 4:30 PM EST

### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>4:30 PM</b>
Opening Items			
A. Record Attendance and Guests			
B. Call the Meeting to Order			
C. Approve Minutes	Approve Minutes		
<b>II. Governance</b>			<b>4:30 PM</b>
Governance			
A. Bylaw Review	Discuss	Kelly Furr	15 m
B. Grievance Policy	Discuss	Jessica Frawley	15 m
<a href="http://www.exploris.org/wp-content/uploads/2013/01/4120-Greivance.pdf">http://www.exploris.org/wp-content/uploads/2013/01/4120-Greivance.pdf</a>			
C. Policy Items	Discuss	Cal Cunningham	30 m

What types of policies do peer schools have in place that address mental health, behavioral, developmental and safety of self/others in the school community? [For instance, the if/then policies of Wake County are probably not a good fit for our community, but the values-based policies of other Triangle-area charters might be a better fit]. Why don't we have written policy?

What insurance coverages do we have that cover the school, teachers, staff and board members for the liability that can be associated with personal injuries and property damage

Purpose	Presenter	Time
that can arise from a student incident from unmet or inadequately met developmental, behavioral or mental health needs? [What are the limits of our premises liability and director/officer liability policies? Are the limits adequate for the types of claims that are made at other schools?]		

Does our insurance company have recommended policies, protocols, procedures or staffing that could inform what we do as a school community?

### III. Other Business

### IV. Closing Items

A. Adjourn Meeting

Vote

# Cover Sheet

## Bylaw Review

<b>Section:</b>	II. Governance
<b>Item:</b>	A. Bylaw Review
<b>Purpose:</b>	Discuss
<b>Submitted by:</b>	
<b>Related Material:</b>	EMS Bylaws Amended January 2017.docx

**BYLAWS OF THE  
EXPLORIS SCHOOL  
As Adopted by the Board of Directors on June 28, 2016**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE, REGISTERED OFFICE, OTHER OFFICES**

The principal office and the registered office of The Exploris School (the “Corporation”) are located at 401 Hillsborough Street 27603 in Wake County, State of North Carolina.

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**SECTION 2. CHANGE OF ADDRESS**

The designation of the county of the Corporation’s principal office may be changed by amendment of these Bylaws. The board of directors may change the principal office from one location to another within the state by noting the changed address and effective date, and such changes of address shall not be deemed, or require, an amendment of these Bylaws.

**ARTICLE 2  
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE 3  
LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Notwithstanding any other provisions of these Bylaws, at any time during which it is deemed a “private foundation” as that term is defined by Section 509 of the Code, or the corresponding provisions of any subsequent federal tax laws, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any subsequent federal tax laws; the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any subsequent federal tax laws; the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any subsequent federal tax laws; the Corporation shall not make any investments in such manner as to subject the Corporation to the tax under Section 4944 of the Code, or the corresponding provisions of any subsequent federal tax laws; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any subsequent federal tax laws.

**ARTICLE 4**  
**PAYMENTS AND DISSOLUTION PROVISIONS**

**SECTION 1. PAYMENTS**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 9.

**SECTION 2. DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to the local education authority, Wake County Public Schools.

**ARTICLE 5**  
**NONPROFIT PURPOSES**

**SECTION 1. CODE SECTION 501(c)(3) PURPOSES**

This Corporation is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Code, including for such purposes, distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

## SECTION 2. STATEMENT OF PURPOSE

The organizational purpose of the Corporation is to be a public charity which will operate and support The Exploris School, a North Carolina charter school pursuant to N.C. Gen. Stat. Section 115C-238.29A et seq.

In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall:

(a) Accept, hold, invest, reinvest, and administer any gifts, grants, bequests, devises, benefits of trusts, and property of any sort, without limitation as to value or amount, and apply the income and principal thereof, as the Corporation's board of directors may from time to time determine; and

(b) Alone or in cooperation with other persons, organizations, or institutions, conduct any and all other activities and do any and all acts and things which may be necessary, useful, suitable, or proper in connection with or for the furtherance, accomplishment, or attainment of such purposes as are lawful for a corporation formed under the North Carolina Nonprofit Corporation Act and for a corporation which qualifies for tax-exempt status under Sections 501(c)(3) and 501(a) of the Code.

## SECTION 3. SPECIFIC OBJECTIVES

The specific objectives of the Corporation shall be:

(a) To operate and support one charter school (the "School") pursuant to N.C. Gen. Stat. Chapter 115C Article 16 Part 6A, commonly known as the Charter Schools Act of 1996;

(b) To work in mutual cooperation with any other nonprofit corporations, North Carolina state organizations such as museums, and associations of individuals in furtherance of the purposes of this Corporation; and

(c) To expand and re-define our charitable educational programs from time to time as necessary to meet the continuing challenge of our purposes.

## **ARTICLE 6 DIRECTORS**

Pursuant to the Articles of Incorporation and Section 55A-8-01 of the North Carolina Nonprofit Corporation Act (the "Act"), all corporate powers shall be exercised by a board of directors.

## SECTION 1. NUMBER OF DIRECTORS

The Corporation shall have at least seven (7) and no more than ~~fourteen (14)~~ fifteen (15) directors and collectively they shall be known as the Board of Directors. The number of directors shall be determined from time to time by resolution of the Board of Directors as to the specific need for directors to accomplish the purposes of the Corporation.

## SECTION 2. POWERS OF DIRECTORS

Subject to the provisions of the Act and any limitations in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation and the School shall be managed under the direction of, the Corporation's Board of Directors.

## SECTION 3. COMPENSATION OF DIRECTORS

Directors, as such, ~~shall~~ serve on the board without compensation. The Board of Directors may provide for the payment of all expenses incurred by directors in attending meetings of the Board and reimbursement of expenses incurred on behalf of the Corporation.

## SECTION 4. QUALIFICATIONS OF DIRECTORS

The Board of Directors shall be composed of the following persons:

(a) The director of the School shall serve as an ex-officio, nonvoting member of the Board of Directors.

(b) The chair or a designated co-chair of the Parent Teacher Student Association ("PTSA") shall serve as an ex-officio, voting member of the Board of Directors.

(c) One member of the academic faculty of the School selected by the faculty shall serve as an ex-officio, nonvoting member of the Board of Directors.

(d) All other Directors shall be selected by the incumbent members of the Board of Directors as provided in Section 5 of this Article 6.

Directors shall be at least twenty-one (21) years of age, shall be a current resident 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, except for the ex-officio members described in this Section 4, must submit to a reasonable screening process by the current Board of Directors, which may include the provision of a written statement of personal education philosophy. Board members shall comply with all local conflict of interest policies, NC laws and State Board of Education policies.

## SECTION 5. ELECTIONS OF DIRECTORS AND TERM OF OFFICE

Those Directors who are to be elected by the Board of Directors shall be so elected at the annual meeting of the Board of Directors to serve staggered three-year terms, with terms expiring on June 30 of each year and with at least one (1) but not more than ~~three (3)~~five (5) Board seats expiring in any given year. The Board may elect members outside of the annual meeting by following the Board's process and elected by two-thirds (2/3) vote. The initial Board members shall determine who shall serve for one, two or three more years in order to establish the staggered terms. Each Director shall hold office until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office or death. Directors may serve a maximum of two successive terms.

## SECTION 6. REMOVAL OR RESIGNATION

Any Director may, by written notice to the Board, resign at any time. A Director may be removed from the Board, without cause and at any time, upon three-fourths (3/4) vote of the other Directors; provided that the Director to be removed be provided at least ten (10) days written notice prior to such action.

## SECTION 7. DUTIES OF DIRECTORS

It shall be the duty of the Directors to:

- (a) Register their addresses, email addresses and phone numbers with the Secretary of the Corporation, and notices of meetings mailed or telephoned or emailed to them at such mailing addresses, email addresses or telephone numbers shall be valid notices;
- (b) Meet at such times and places as required by these Bylaws;
- (c) Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws.

## SECTION 8. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## SECTION 9. REGULAR MEETINGS

Regular meetings of the Directors shall be held at least eight (8) times per year on days and times determined by resolution of the Board of Directors. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board, or at such other place as may be designated from time to time by resolution of the Board of Directors. The Board of Directors shall designate one such regular meeting as its annual meeting of the Board of Directors. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.



## SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair (as defined below). Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the Chair. Calls for special meetings shall specify the time and purpose. No business other than that specified shall be considered.

## SECTION 11. NOTICE OF MEETINGS

Notice to the public and to Directors of all meetings shall be made in accordance with the North Carolina Open Meetings Law, N.C. Gen. Stat. § 143-318.9 et seq. The Board of Directors may adopt special notice procedures, as it deems necessary, subject to the requirements of the North Carolina Open Meetings Law.

## SECTION 12. WAIVER OF NOTICE

Any Director may waive notice of any meeting before or after the date and time stated in the notice. The waiver shall be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## SECTION 13. QUORUM FOR MEETINGS

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a simple majority of the voting directors of the Board of Directors in office immediately before the meeting begins. Ex-officio members do not count towards the definition of a quorum. No business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## SECTION 14. MAJORITY ACTION AS BOARD ACTION

The affirmative vote of a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Act, the Articles of Incorporation, or these Bylaws require a greater percentage or different voting rules for approval of a matter by the Board.

If one or more directors present at a meeting abstain from voting on a particular motion before the Board, due to personal conflict of interest with the subject of the motion, then the remainder of the directors shall still constitute a quorum for that particular vote and a two-thirds majority of those voting shall be required to approve the motion.

## SECTION 15. CONDUCT OF MEETINGS

Meeting of the Board of Directors shall be presided over by the Chairperson of the Board (the “Chair”), who shall be the President of the Corporation unless another officer has been so designated. In the absence of that officer, the Vice Chair, if there is one, or a Chairperson chosen by a majority of the directors present at the meeting, shall preside over the meeting. The Secretary of the Corporation shall act as secretary of all meeting of the board, except that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

All meetings of the Board of Directors and all committee meetings shall be conducted in accordance with the North Carolina Open Meetings Law, including the provisions thereof for closed sessions pursuant to N.C. Gen. Stat. § 143-318.11.

Board members may not vote on issues in which they have a conflict of interest, The Board’s Conflict of Interest policy shall be reviewed and signed annually by all members. The Board’s policy shall comply with the State Government Ethics Act, as amended from time to time”

## SECTION 16. VACANCIES OF DIRECTORS

Any vacancy occurring in the Board of Directors, including, without limitation, a vacancy resulting from the death, resignation or removal of any director, or from an increase in the number of directors, may be filled by the Board of Directors.

If the number of directors in office when a vacancy occurs is less than a quorum, a vacancy on the Board may be filled by approval of a two-thirds majority of the directors then in office or by a sole remaining director.

A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office or until his or her successor is appointed or elected.

## **ARTICLE 7** **OFFICERS**

### SECTION 1. NUMBER OF OFFICERS

The officers of the Corporation shall be a President and Chair, a Vice Chair, a Secretary, and a Treasurer, and such other officers as may be appointed in accordance with the provision of Section 3 of this Article 7. The same individual may simultaneously hold

more than one office in the Corporation, but no individual may act in more than one capacity where action of two or more officers is required.

## SECTION 2. ELECTION, TERM OF OFFICE AND QUALIFICATIONS

Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article 7, shall be elected by the Board at its annual meeting and shall hold office until the annual meeting of the Board held next after his election or until his death or until he shall resign or shall have been disqualified or shall have been removed from office. No person may be elected as President and Chair, Vice Chair, Secretary or Treasurer unless he or she is also a Director. A person may be elected to successive terms as President Chair, Vice Chair, Secretary or Treasurer, provided that such person's term as Director will not expire prior to the expiration of the term of the office to which he or she is elected.

## SECTION 3. SUBORDINATE OFFICERS AND AGENTS

The Board of Directors from time to time may appoint other officers or agents, each of whom shall hold office for such period, have such authority, and perform such duties as the Board from time to time may determine. The Board may delegate to any officer or agent the power to appoint any subordinate officer or agent and to prescribe his respective authority and duties. A person may be appointed as an officer or agent under this Section 3 of this Article 7 regardless of whether such person is also a Director.

## SECTION 4. DUTIES

An officer with discretionary authority shall discharge his duties under that authority in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he reasonably believes to be in the best interests of the Corporation.

In case of the absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director provided a majority of the entire Board concurs therein.

The officers of the Board shall have the following duties:

(a) President Chair. The President and Chair shall preside at all meetings of the Board and perform such other duties as may be directed by the Board.

(b) Vice Chair. At the request of the Chair, or in his absence or disability, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties and have such authority as from time to time may be assigned to him by the Board.

(c) Secretary. The Secretary shall keep the minutes of the meetings of the

Board and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He shall maintain and authenticate the records of the Corporation and shall be custodian of the records, books, reports, statements, certificates and other documents of the Corporation and the seal of the Corporation, and see that the seal is affixed to all documents requiring such seal. In general, he shall perform all duties and possess all authority incident to the office of Secretary, and he shall perform such other duties and have such other authority as from time to time may be assigned to him by the Board.

(d) Treasurer. The Treasurer shall have supervision over the funds, securities, receipts, and disbursements of the Corporation. He shall in general perform all duties and have all authority incident to the office of the Treasurer and shall perform such other duties and have such other authority as from time to time may be assigned or granted to him by the Board.

## SECTION 5. BONDS

The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## SECTION 6. REMOVAL

The officers specifically designated in Section 1 of this Article 7 may be removed, either with or without cause, by the Board. The officers appointed in accordance with the provisions of Section 3 of this Article 7 may be removed, either with or without cause, by the Board or by any officer or agent upon whom such power of removal may be conferred by the Board. The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed. The appointment of an officer does not itself create contract rights.

## SECTION 7. RESIGNATIONS

Any officer may resign at any time by giving written notice to the Board or to the Chair or the Secretary of the Corporation, or, if he was appointed by an officer or agent in accordance with Section 3 of this Article 7, by giving written notice to the officer or agent who appointed him. Any such resignation shall take effect upon its being accepted by the Board or by the officer or agent appointing the person so resigning, unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

## SECTION 8. VACANCIES

A vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for regular appointments or elections to such offices.

## **ARTICLE 8 COMMITTEES**

### SECTION 1. COMMITTEES

The Board of Directors may create an executive committee and other committees of the board and appoint Directors to serve on them. The creation of a committee of the Board and appointment of Directors to it must be approved by the greater of (a) a majority of the number of Directors in office when the action is taken or (b) the number of Directors required to take action pursuant to Section 6 of Article 13. Each committee of the Board may have up to three Directors as members, and to the extent authorized by law and specified by the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation, except that a committee may not: (a) authorize distributions; (b) recommend or approve dissolution or merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (c) fill vacancies on any committee of the Board of Directors; or (d) adopt, amend, or repeal the Articles of Incorporation or Bylaws. Each committee member shall serve at the pleasure of the Board of Directors. The provisions of Sections 11 and 14 of Article 6, which govern meetings of the Board of Directors, shall likewise apply to meetings of any committee of the Board of Directors. All committee meetings shall be conducted in accordance with the North Carolina Open Meetings Law.

### SECTION 2. ADVISORY COMMITTEES

The Corporations may have advisory committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not directors of the Board. These committees shall act in an advisory capacity to the Board, with no powers to act of behalf of the Corporation. All advisory committee meetings shall be conducted in accordance with the North Carolina Open Meetings Law.

## **ARTICLE 9**

### **INDEMNIFICATION AND INSURANCE**

#### **SECTION 1. INDEMNIFICATION BY CORPORATION**

Any person who at any time serves or has served as a Director or Officer of the Corporation, or at the request of the Corporation is or was serving as an officer, director, agent, partner, trustee, administrator, or employee of any other foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, shall be indemnified by the Corporation to the fullest extent permitted by law in the event he or she is made, or is threatened to be made, a party to any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding and any appeal therein (and any inquiry or investigation that could lead to such action, suit or proceeding), whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity. The Corporation shall not, however, indemnify any person against liability or expenses the person may incur on account of his or her activities which were, at the time taken, known or believed by the person to be clearly in conflict with the best interests of the Corporation, or if the person received an improper personal benefit. In addition, the Corporation shall not indemnify any person against liability or expenses the person may incur on account of his or her activities if such indemnification would (i) be a taxable expenditure under Section 4945 of the Code (or the corresponding provision of any subsequent United States tax laws), (ii) constitute an act of self-dealing under Section 4941 of the Code (or the corresponding provision of any subsequent United States tax laws) or (iii) jeopardize the Corporation's exemption from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code (or the corresponding provisions of any subsequent United States tax laws). The Board of Directors may provide such lawful indemnification for the employees and agents of the Corporation as it deems appropriate and as are consistent with the restrictions expressed in this Section 1.

The rights of those receiving indemnification hereunder shall, to the fullest extent from time to time permitted by law, cover (a) reasonable expenses, including without limitation all attorneys' fees actually and necessarily incurred by him or her in connection with any such action, suit or proceeding, (b) all reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he or she may have become liable in such action, suit or proceeding; and (c) all reasonable expenses incurred in enforcing the indemnification rights provided herein.

Expenses incurred by anyone entitled to receive indemnification under this Section 1 in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case or as authorized or required under any provisions in these Bylaws or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of such person to repay such

amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation against such expenses.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification authorized by this Section 1, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnification acted and of the reasonable amount of indemnity due. The Board of Directors may appoint a committee or special counsel to assist in making such determination and evaluation.

## SECTION 2. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution to authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation (including directors, officers, employees or other agents of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against the liability under the Bylaws or provisions of law.

## **ARTICLE 10** CONTRACTS, LOANS, CHECKS AND DEPOSITS

### SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to 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.

### SECTION 2. LOANS

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

### SECTION 3. CHECKS AND DRAFTS

All checks, drafts or other orders for 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.

#### SECTION 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 depositories as may be selected by or under the authority of the Board of Directors.

### **ARTICLE 11** **CORPORATE RECORDS AND REPORTS**

#### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

All of the Corporation's records shall be maintained in written form or in another form capable of conversion into written form within a reasonable time.

The Corporation shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken on behalf of the Corporation by a committee of the board of directors in place of the Board of Directors. The Corporation shall maintain appropriate accounting records.

The Corporation shall keep a copy of the following records at its principal office: (a) the Articles of Incorporation and all amendments to them currently in effect; (b) these Bylaws and all amendments to them currently in effect; (c) the annual financial statements described below, prepared during the past three years; and (d) a list of the names and business addresses of its current directors and officers.

The Corporation shall prepare, or cause to be prepared, and maintain at least three (3) years annual financial statements for the Corporation that include a balance sheet as of the end of the fiscal year and statement of operations for that year. The financial statements may be prepared for the Corporation on the basis of generally accepted accounting principles or on such other basis as the Treasurer may deem reasonable.

#### SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records 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 agent or attorney and the right to inspection shall include the right to copy and make extracts.



### SECTION 3. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered within the time limits set by law.

### SECTION 4. PUBLIC RECORDS

Records made or received by the Corporation pursuant to transaction of the public business of governing operation of a public charter school shall be public records, subject to inspection and copying under Chapter 132 of the North Carolina General Statutes. Such public records shall be kept at the principal office of the Corporation, or at the offices of the public charter school, or in such buildings in which they are ordinarily used.

The custodian of the public records shall permit their inspection at reasonable times and under reasonable supervision, and shall furnish copies thereof upon payment of minimal fees for the actual cost of reproducing the public information.

Nothing contained herein shall be construed to require or authorize disclosure of information which is defined as confidential or otherwise exempted under Chapter 132 of the North Carolina General Statutes.

## **ARTICLE 12 AMENDMENT AND CONSTRUCTION OF BYLAWS**

### SECTION 1. AMENDMENT

These bylaws can be amended at any regular meeting of the Board of Directors by two-thirds vote, provided that the amendment has been submitted in writing at the previous meeting.

### SECTION 2. CONSTRUCTION AND TERMS

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, the founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to the "Code" mean the federal Internal Revenue Code of 1986 as it may be amended from time to time. References to Sections of the Code include references to corresponding provisions of any subsequent United States tax laws.

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

The Board of Directors will have and shall exercise administrative responsibility for the organizational format of these Bylaws, and for correction of typographical errors and oversights in grammar, punctuation and spelling wherever they appear in these Bylaws or any amendment thereof. Such corrections may be made by consensus of the Board without the need for a formal resolution.

Bylaws Amended Date: June 28, 2016