



The Exploris School

Governance Committee Meeting

Date and Time

Tuesday March 28, 2017 at 4:00 PM EDT

Location

Middle school

Agenda

	Purpose	Presenter	Time
I. Opening Items			4:00 PM
Opening Items			
A. Record Attendance and Guests			
B. Call the Meeting to Order			
C. Approve Minutes	Approve Minutes		
II. Governance			4:00 PM
Governance			
A. Grievance Policy	Discuss	Jessica Frawley	10 m
B. Bylaws Review	Vote	Kelly Furr	5 m
C. School Safety	Discuss	Tom Miller	5 m

Discuss a review of the school's policies and handbooks before the end of the school year.

III. Other Business

IV. Closing Items

	Purpose	Presenter	Time
A. Adjourn Meeting	Vote		

Cover Sheet

Grievance Policy

Section:	II. Governance
Item:	A. Grievance Policy
Purpose:	Discuss
Submitted by:	
Related Material:	Exploris Charter School Grievance Policy.DOCX

**DRAFT Grievance Policy
March 2017 Revision**

**ARTICLE I
Introduction and Values**

The Exploris School seeks to promote harmony among its employees, faculty, students, and parents and to encourage equitable solutions to problems arising among them. The School believes that most concerns and differences are best addressed through open and honest communication conducted in an informal, respectful, and civil manner and that effective resolution depends on direct, prompt and constructive dialogue.

The following procedures are adopted to meet these goals.

NOTE: Discrimination, Harassment and Bullying

**ARTICLE II
Grievance Committee Structure and Rules**

Section 1. Composition of the Grievance Committee – The Grievance Committee shall consist of no fewer than three members of the Board of Directors, appointed by the Chairperson of the Board of Directors and confirmed by a vote of the full Board. One member of the Grievance Committee shall be designated by the Chairperson of the Board of Directors to serve as the Chairperson of the Committee.

Section 2. Parent Liaison – One member of the Board of Directors shall be appointed by the Chairperson of the Board of Directors and confirmed by a vote of the full Board to serve as Parent Liaison. This individual shall not sit on the Grievance Committee. His or her primary role will be to help parents understand the grievance procedures and to provide process guidance to aggrieved parents. Parents who approach other members of the Board of Directors with grievances will be referred to the Parent Liaison.

Section 3. Training – On an annual basis, all members of the Grievance Committee and the Parent Liaison will receive training provided by an attorney or other qualified individual with regard to confidentiality, impartiality, and other topics relevant to effective execution of their duties.

Section 4. Timelines – Failure of a parent or employee to comply with the procedural timelines listed below may result in denial of a grievance request. Extensions in timelines may be granted if the relevant decision maker determines there is a reasonable need for such extension. Similarly, the timelines for actions to be taken by school personnel or board members may be extended, with notice to the aggrieved party, when there is a reasonable need for extension or extension is in the best interest of an effective process.

Section 5. Forms – The Executive Director or Board may develop one or more grievance forms to facilitate and document the various steps of the grievance process.

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**ARTICLE III
Parent Grievance Procedures**

Section 1. The Board recognizes that effective school governance requires that the primary responsibility for issues involving student discipline, curriculum, assessment and promotion and other day-to-day decisions regarding school management, lies with the faculty, staff and Executive Director of the School and these individuals are best suited to resolve conflicts that arise with respect to these issues. The Board has the authority to appoint, employ and remove the Executive Director but primary responsibility and authority over faculty, staff and volunteer organizations of the School are vested in the Executive Director. The Board, therefore, will exercise any authority in this policy conservatively and narrowly so as not to usurp the authority granted to the Executive Director.

Section 2. Informal Procedures: A parent should first attempt to resolve any grievance through discussion with the relevant teacher(s) or other involved persons. If the parent's concern is not adequately addressed through an informal discussion with the teacher and/or staff involved, the parent should next attempt to resolve the grievance with the appropriate supervisor, if applicable. If a grievance cannot be resolved in an informal manner, the parent may initiate a formal grievance procedure.

Section 3. Formal Grievance Procedure: In instances where informal means are ineffective or otherwise not feasible, the School offers these more formal grievance procedures. Grievance proceedings and information shall be kept confidential at all levels to the extent possible and permitted by law. A parent grievance is a formal written claim by a parent or group of parents identifying the concern, identifying the individual or group's resolution attempts, and identifying any law, policy, or practice that is implicated by the concern. No one shall retaliate against a parent who files a grievance under this policy (or against a student whose parent files a grievance) in good faith.

(a) Level One – Supervisor Request and Conference. A parent may, by written request, seek a formal conference with the relevant supervisor to address an unresolved grievance.

(1) The request shall succinctly describe the specific grievance(s) and related details, and shall identify any specific policy, rule, regulation or law believed to have been violated, and shall provide other relevant information to help the supervisor adequately understand the nature of the grievance.

(2) The request shall be filed within fifteen (15) working days of the most recent incident(s) or last informal attempt to resolve the grievance, provided that such attempt was made within ten (10) working days of the last incident.

(3) Following receipt of the written request, the supervisor shall, whenever possible, conduct a conference with the aggrieved parent(s) within ten (10) days. Within five (5) working days following the conference, the supervisor will state in writing his or her decision with regard to the grievance and a copy will be given to the parent.

(b) Level Two - Appeal to the Executive Director. If the grievance is not resolved, the parent(s) may appeal the supervisor's decision in writing to the Executive Director if the Executive Director was not involved in the Level One Conference.

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(1) The appeal must be made within five (5) working days following receipt of the supervisor's written Level One response to the grievant. The Executive Director will review the grievance and conduct an informal investigation as necessary.

(2) The Executive Director shall issue a written response to the parent and the Level One supervisor/staff within ten (10) working days following receipt of the written appeal.

(3) Decisions of the Executive Director are final, not subject to further appeal, except in the following instances:

(i) Decisions involving an alleged violation of a contractual right;

(ii) Decisions involving an alleged violation by the School of state or federal law; or

(iii) Decisions based on allegations of conduct by the Executive Director in violation of law or school policy.

(4) The Board of Directors, through its Grievance Committee, retains discretion to determine whether an alleged violation involves a "final" or "appealable" decision by the Executive Director. The Grievance Committee may consider all available evidence in the record established at the time of the decision and any other evidence it deems necessary for consideration. In addition, the Grievance Committee has the authority to grant a discretionary appeal in exceptional circumstances.

(c) Level Three - Appeal to the Board Grievance Committee: Appeal of Rights and Discretionary Appeals. If a parent is not satisfied with the disposition of the grievance at Level Two, the parent may, within five (5) working days of receiving notice of the decision of the Executive Director, submit a written request to the Grievance Committee Chairperson to appeal the Executive Director's decision and to request a formal hearing.

(1) Within five (5) working days of receiving the written request for appeal, the Grievance Committee Chairperson shall issue a written notice to the parent and the Executive Director indicating whether Executive Director's determination is "final" in nature or whether the Board, in its discretion or by right of appeal, shall grant a hearing. The notice shall also specify, if a hearing is granted, the time it will occur and guidelines by which it will be conducted

(2) When a hearing is granted, a panel of the Grievance Committee consisting of at least three people shall hear the grievance within ten (10) working days of the date the Chairperson's notice is issued to the parent.

(3) The Grievance Committee panel may affirm, reverse, or modify the decision of the Executive Director. Following the hearing, the parent and Executive Director shall be informed in writing of the panel's decision within five (5) working days after the hearing, whenever feasible.

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(4) The decision of the Grievance Committee panel is final OR the decision of the Grievance Committee panel may be appealed to the full Board of Directors.

**ARTICLE IV
Employee Grievance Procedures**

Section 1. Informal Procedures: A faculty or staff member (the “employee”) should first attempt to resolve any concerns through discussion with his or her supervisor and/or other involved persons. If a concern cannot be resolved in such informal manner, the employee may initiate a formal grievance procedure.

Section 2. Formal Grievance Procedure: In instances, where informal means are ineffective or otherwise not feasible, the School offers these more formal grievance procedures. Grievance proceedings and information shall be kept confidential at all levels to the extent feasible and permitted by law. An employee grievance is a formal written claim by an employee or group of employees identifying the concern, identifying the individual or group’s resolution attempts, and identifying any law, policy, or practice that is implicated by the concern. No one shall retaliate against an employee who files a grievance under this policy in good faith.

(a) Level One – Supervisory Request and Conference. An employee may, by written request, seek a formal conference with his or her immediate supervisor to address an unresolved grievance.

(1) The request shall succinctly describe the specific grievance(s) and related details, and shall identify any specific policy, rule, regulation or law believed to have been violated, and shall provide other relevant information to help the supervisor adequately understand the nature of the grievance.

(2) The grievance shall be filed within fifteen (15) days of the incident(s) or the last informal attempt to resolve the grievance, provided that such attempt was made within ten (10) working days of the last incident.

(3) Following receipt of the written request, the supervisor shall, if feasible, conduct a conference with the aggrieved employee within ten (10) working days of the written report. Within five (5) working days following the conference, the supervisor will state in writing his or position on the grievance and a copy will be given to the employee.

(b) Level Two - Appeal to the Executive Director. If the grievance is not resolved, the employee may appeal the supervisor's decision in writing to the Executive Director if the Executive Director was not involved in the Level One Conference.

(1) The appeal must be made within five (5) working days following receipt of the supervisor's written Level One response to the employee. The Executive Director shall issue a written response to the parent and the Level One supervisor/staff within ten (10) working days following receipt of the written appeal.

(2) Decisions of the Executive Director are final, not subject to further appeal, except in the following instances:

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- (i) Decisions involving an alleged violation of a contractual right;
- (ii) Decisions involving an alleged violation by the School of state or federal law;
- (iii) Decisions based on allegations of conduct by the Executive Director in violation of law or school policy; or
- (iv) Decisions involving suspension without pay, or dismissal of the employee.

(3) The Board retains discretion to determine whether an alleged violation involves a “final” or “appealable” decision by the Executive Director. The Board may consider all available evidence in the record established at the time of the decision and any other evidence it deems necessary for consideration. In addition, the Grievance Committee has the authority to grant a discretionary appeal in exceptional circumstances.

(c) Level Three - Appeal to the Board: Appeals of Right and Discretionary Appeals. If an employee is not satisfied with the disposition of his or her grievance at Level Two or is subject to suspension without pay or dismissal by the Executive Director, the employee may, within five (5) working days of receiving notice of the from the Executive Director, submit a written request to the Grievance Committee Chairperson to appeal the Executive Director’s decision and to request a formal hearing.

(1) Within five (5) working days of receiving the written request for appeal, the Grievance Committee Chairperson shall issue a written notice to the employee and the Executive Director indicating whether Executive Director’s determination is “final” in nature or whether the Board, in its discretion or by right of appeal, shall grant a hearing. The notice shall also specify, if a hearing is granted, the time it will occur and guidelines by which it will be conducted.

(2) When a hearing is granted, a panel of the Grievance Committee consisting of at least three people shall hear the grievance within ten (10) working days of the date the Chairperson’s notice is issued to the employee.

(3) The Grievance Committee panel may affirm, reverse, or modify the decision of the Executive Director.

(4) The decision of the Grievance Committee panel is final OR the decision of the Grievance Committee panel may be appealed to the full Board of Directors.

Cover Sheet

Bylaws Review

Section:	II. Governance
Item:	B. Bylaws Review
Purpose:	Vote
Submitted by:	
Related Material:	EMS Bylaws Amended March 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 (as defined below) 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 **B**oard of **D**irectors 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~~its charitable educational programs from time to time as necessary to meet the continuing challenge of ~~our~~its 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 ~~delegate of the chair designated co-chair~~ of the School's parent organization 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~~ 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 if necessary. Each ~~Director~~ 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~~ director may, by written notice to the Board, resign at any time. A ~~Director~~ director may be removed from the Board, without cause and at any time, upon three-fourths (3/4) vote of the other ~~Directors~~ directors; provided that the ~~Director~~ 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 Board of 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 Board of 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-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-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-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.²²

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~~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~~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~~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~~ 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 f 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. The Treasurer ~~Sh~~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 them her~~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-directors~~ to serve on them. The creation of a committee of the Board and appointment of ~~Directors-directors~~ to it must be approved by the greater of (a) a majority of the number of ~~Directors-directors~~ in office when the action is taken or (b) the number of ~~Directors-directors~~ required to take action pursuant to Section 6 of Article 13. Each committee of the Board may have up to three ~~Directors-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 on ~~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~~ 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 arbitral 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 expense.

~~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~~ _____, 2017