



# Eno River Academy

## January Board Meeting

Published on January 20, 2026 at 8:49 AM EST  
Amended on January 25, 2026 at 3:50 PM EST

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### Date and Time

Tuesday January 27, 2026 at 5:30 PM EST

### Location

HS Conf Room

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### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>5:30 PM</b>
Opening Items			
A. Record Attendance and Guests		Trish Blackmon	1 m
B. Call the Meeting to Order		David Nagel	1 m
<b>Reading of Mission Statement</b>			
Eno River Academy will nurture a community of academic and artistic distinction, as it enriches each student's cultural literacy.			
<b>C. Approve November 25, 2025 Regular Board Meeting Minutes</b>	Approve Minutes	David Nagel	1 m

	Purpose	Presenter	Time
<b>D. Reading of Conflict of Interest and Ethics Statement</b>		David Nagel	1 m
	"ERA By-laws require any member to recuse herself or himself from voting on any matter before the Board which would confer a financial benefit on the member. At this time, the Chair requests that If any Board member knows of a conflict of interest, appearance of a conflict, or possible financial benefit with respect to matters before the board, please so state at this time."		
<b>E. Monthly Agenda Review</b>	Vote	David Nagel	1 m
	Review and solicit any recommended revisions to the meeting agenda before seeking approval		

**II. Public Comment Period** **5:35 PM**

<b>A. Public comments in accordance with the ERA Public Comment Policy</b>	FYI	Jeremy Greene	10 m
	The Eno River Academy Board of Directors encourages community involvement and welcomes public comment during open board meetings. In order to provide an opportunity for input while conducting an efficient meeting, individuals and group may provide comments in accordance with the following policy.		
	Members of the public wishing to speak during the public comment period should fill out the Public Comment Form, including their full name and general nature of their comments, prior to the start of the Board Meeting in which they wish to speak.		
	Comments must be related to legitimate school business. The Presiding Officer or his/her designee will recognize the public member(s) to speak during the scheduled public comment period (usually held near beginning of the board meeting) in the order in which they had completed their request to speak on the Public Comment Form.		
	In order to allow as many individuals as possible to speak and to ensure the Board of Directors have appropriate time to address all agenda items, individuals will be allowed a total of up to three (3) minutes to speak about their identified topic. No individual may transfer any remaining time to another individual that is also signed up to speak. A total of up to fifteen (15) minutes will be provided for individuals to speak and no person may speak more than once during the public comment portion of the agenda. The Board reserves the right to modify the time for public comment at any open board meeting.		

Purpose	Presenter	Time
If a public member requests an extended discussion, it will be at the discretion of the Presiding Officer as to whether to grant further public comment and how much time is allotted.		
For the indefinite future while board meetings are conducted online, the School's Public Comment Policy shall be adapted to allow public comments to be made by email (preferred) before the meeting in adherence with the process and timeframe provided before each meeting or by verbal participation during the public comment period after recognition by the presiding board officer.		
Public comments provided by submission of email communication shall be sent to the board Secretary, subject to any additional procedures established by the Administration. Such email comments will be available for board member review. Comments must conform to the Policy's general requirements regarding courtesy and respect; failure to abide by these requirements may preclude acceptance or require redaction of non-permissible content, to the extent legally permissible.		
All speakers should be courteous in language and demeanor, respectful and present themselves in a professional manner during their allotted time. Speakers should not speak about any individual student, teacher, staff member or board member by name and may not engage in any personal attacks. Any speaker who does not abide by this policy and creates disorder will be asked to leave the meeting. Under North Carolina law (General Statute, N.C.G.S. § 143-318.17), there can be legal consequences for individuals who do not adhere to public meeting protocol. <i>"A person who willfully interrupts, disturbs, or disrupts an official meeting and who, upon being directed to leave the meeting by the presiding officer, willfully refuses to leave the meeting is guilty of a Class 2 misdemeanor."</i> (1979, c.655, s.1; 1993, c.539, s.1028; 1994, Ex. Sess., c.24, s.14(c.)) Adopted April 16, 2013.		

<b>III. Key Business</b>		<b>5:45 PM</b>
<b>A. By-law Revision - community seats</b>	Vote	David Nagel
With the November 25 board approval of an expanded number of community board seats, exact changes to the by-laws document must be board approved before sending to CSRB.		10 m
<b>B. Bylaw revision - Staff voting</b>	Vote	Jeremy Greene
This proposal changes how parent directors are elected. It counts votes of all staff without children attending ERA rather than requiring these votes to only be counted if 40% or more of families vote.		15 m

		Purpose	Presenter	Time
<b>C.</b>	Bylaw - full set of revisions	Vote	David Nagel	5 m
		If the board votes for both sets of bylaw changes (staff voting changes and community director changes), this vote is needed to document board approval of the combined set of bylaw changes so that we can submit this new set of bylaws to the state.		
<b>D.</b>	Board Seat Recruitment Plans	Discuss	Jeremy Greene	20 m
		A 2026 board seat recruitment plan, spanning both parent and community seats, has been created by the GC and will be shared. This plan, based in best-practices, includes board seat skills sought, new recruitment initiatives, and timing.		
<b>E.</b>	Academic Committee Chair Change	Vote	Margaret Barr	5 m
		Margaret Barr has requested to step down as AC chair (but remain a member of the AC), and Pamela Norcross, who is currently a member of the AC, has been recommended as her replacement.		
<b>F.</b>	School Goal Progress Update: Strengthening Academic Outcomes	Discuss	Kristin Martin	20 m
		Goal states: "ERA will exceed NCDPI academic growth standards, with at least 65% of students meeting or exceeding expected growth in ELA and Math (EOG/EOC). Staff will use Title I funds and quarterly data cycles (benchmarks, walkthroughs, MTSS reviews) to drive instructional adjustments. Each grade band will identify and prioritize 10–12 essential standards and demonstrate mastery through student work artifacts.		
		ERA will maintain balance between mastery of standards and deeper learning by prioritizing essential standards while cultivating student engagement in inquiry and critical thinking. At least 80% of walkthrough data will show evidence of inquiry-based learning and critical thinking opportunities."		

#### **IV. Administration Announcements and Updates** 7:00 PM

<b>A.</b>	Charter Renewal Site Visit	Discuss	Lindsey Sealy	15 m
		The next stage of the renewal process is to host a virtual site visit on March 26, 2026 with consultants from DPI's Office Of Charter Schools. This includes a virtual ERA school tour and focus groups with select ERA staff, parents/families, admin team and the Board of Directors. This agenda topic is to review the draft agenda and ensure the Board understands their role in this site visit.		

		Purpose	Presenter	Time
<b>B.</b>	Monthly Administration Update	FYI	Kristin Martin	5 m
	General school updates not already covered in other topics			
<b>V.</b>	<b>Closing Items</b>			<b>7:20 PM</b>
<b>A.</b>	Closed Session	Discuss	David Nagel	15 m
	Closed session <b>is</b> anticipated.			
	<b>Closed Session § 143-318.11. (a) 5&amp;6</b>			
	A closed session may be called in order to discuss items which warrant confidentiality.			
	<i>The Board may, at its discretion, move into closed session to discuss items which warrant confidentiality pursuant to Article 33C, Section § 143-318.11. (a) 5&amp;6 of the North Carolina General Statutes.</i>			
<b>B.</b>	New Hires	Vote	Lindsey Sealy	5 m
	Two part-time hires for board approval			
<b>C.</b>	Adjourn Meeting	Vote	David Nagel	1 m

## Coversheet

### Approve November 25, 2025 Regular Board Meeting Minutes

**Section:** I. Opening Items  
**Item:** C. Approve November 25, 2025 Regular Board Meeting Minutes  
**Purpose:** Approve Minutes  
**Submitted by:**  
**Related Material:** Minutes for November Board Meeting on November 25, 2025

APPROVED



# Eno River Academy

## Minutes

### November Board Meeting

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#### Date and Time

Tuesday November 25, 2025 at 5:30 PM

#### Location

Virtual Only

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#### Directors Present

Adam Haber (remote), David Nagel (remote), Elliot Clark (remote), Jeremy Greene (remote), Margaret Barr (remote), Pamela Norcross (remote), Trish Blackmon (remote)

#### Directors Absent

None

#### Directors who left before the meeting adjourned

Margaret Barr, Pamela Norcross

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#### Guests Present

Kristin Martin (remote), Lindsey Sealy (remote)

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#### I. Opening Items

##### A. Record Attendance and Guests

##### B. Call the Meeting to Order

David Nagel called a meeting of the board of directors of Eno River Academy to order on Tuesday Nov 25, 2025 at 5:30 PM.

**C. Approve October 28, 2025 Regular Board Meeting Minutes**

Margaret Barr made a motion to approve the minutes from October Board Meeting on 10-28-25.

Jeremy Greene seconded the motion.

The board **VOTED** unanimously to approve the motion.

**D. Reading of Conflict of Interest and Ethics Statement**

David Nagel read the conflict of interest and ethics statement - no conflicts brought forward.

**E. Monthly Agenda Review**

David Nagel made a motion to make the noted changes in the agenda based on time constraints and board members possibly needing to leave early due to holiday travel.

Trish Blackmon seconded the motion.

Changes recommended:

- Move Strengthen Academic Outcomes to next meeting
- Move Branding update to next meeting (pre-read provided)
- Add Minimum Qualification Policy for New Teacher Hires
- Add mid-year bonus approval
- Add approve new hire

The board **VOTED** unanimously to approve the motion.

**II. Public Comment Period**

**A. Public comments in accordance with the ERA Public Comment Policy**

Jeremy Greene stated that no public comments had been received via email.

Public comment was then opened to online guests.

There was one public comment regarding an item on the agenda titled Board Composition Recommendation. The speaker requested that the Board consider staff/teachers for any possible additional positions. There were responses from David Nagel and Jeremy Greene reflecting their appreciation of the comment, but as part of the Board's duties included evaluating the Executive Director and other personnel business, it had historically been deemed inappropriate.

There were no other public comments noted.

**III. Key Business**

#### **A. Minimum Qualification Policy for New Teacher Hires**

Representing the Academic Committee, Margaret Barr reported that one of this year's goals is to develop a policy ensuring that all instructional and student-facing staff possess the qualifications necessary to deliver high-quality educational experiences, uphold professional standards and maintain compliance with state and accreditation requirements, while allowing flexibility to recognize equivalent professional expertise and experience.

The Committee is proposing a new minimum educational qualification policy for instructional and support staff. The policy would apply to all instructional roles at Eno River Academy, including teachers, instructional assistants, academic interventionists, and other staff whose primary duties involve direct instruction or academic support of students. M. Barr reviewed the requirements by role including required education, licensure/credentials and waiver provisions.

David Nagel commented regarding waivers being the exception and confirmed that any candidate under a waiver would come to the Board for approval. There was also discussion of the first sentence under Section V being confusing. An edit was proposed to take out the words '*educational requirement*' but leave in '*licensure requirements*'.

Margaret Barr made a motion to approve the Minimum Educational Requirement Policy for Instructional and Support Staff with proposed edits - taking out the words '*educational requirements*'.

Pamela Norcross seconded the motion.

The board **VOTED** unanimously to approve the motion.

#### **B. Charter Renewal Self-Study Documentation**

Lindsey Sealy had provided the Charter Renewal Self-Study Document as a pre-read to the Board, but briefly reviewed, stating that the document was due to DPI by the end of November.

The document did require ERA's five year school goals, but due to formatting templates, Mrs. Sealy had to move the goals around. Also in the Education Section, it was noted that it included a lot of teacher feedback, and input from both principals as they discussed curriculum and instructional approaches.

The document was reviewed by both the Governance Committee and the Academic Committee prior to bringing to the Board.

There were no questions, and the Board stated its appreciation for Mrs. Sealy's work. Elliot Clark made a motion to accept the Charter School Renewal document as presented.

Margaret Barr seconded the motion.

The board **VOTED** unanimously to approve the motion.

Pamela Norcross left at 6:00 PM.

### **C. School Expansion Task Force Update**

Lindsey Sealy provided a plan to guide the School Expansion Task Force which included:

- Scope
- Membership expansion
- Deliverables with timetable

Board representation will include David Nagel, Adam Haber and Trish Blackmon. Several other initiatives are interdependent with the work and timing of this task force. It was also noted that both consulting groups that we are considering working with could bring strategy and planning support to this task force.

### **D. Modular Band and Office Space**

In May, 2025, the Board authorized a plan for a proposed modular band and office space to accommodate the increase in numbers of administrators, teachers, staff and the growing band program. The results from the planning phase are now available and were provided to Board Members. Lindsey Sealy stated that a recommendation to move forward will be postponed to ensure it aligns with the School Expansion Task Force recommendations.

### **E. Capital Campaign Support Recommendation**

Trish Blackmon reviewed steps taken up to this point including that Eno River Academy's Board of Directors, Fundraising Committee, and Expansion Task Force have discussed the potential of contracting with a consulting group to support both the development of a strategic growth plan and capital campaign feasibility and implementation. As ERA looks towards academic excellence, strategic success, and financial sustainability, we recognize the need for focused expertise and experience to be successful.

At this time ERA's need is to support both the Expansion and Capital Campaign Task Forces as they begin developing long-term growth and development strategies for possible projects such as new academic programs, athletic, arts and technology upgrades and/or land and new buildings to accommodate additional students.

It is proposed that the initial focus of any consulting support will be to provide expertise and guidance for the Expansion Task Force as their due diligence and recommendations will be central to ERA's next steps. Once that work is underway, support will be provided for the newly formed Capital Campaign Task Force.

The Fundraising Committee and Expansion Task Force are recommending contracting with a third party for consulting expertise and support in order to 1) evaluate options and priorities to support future growth of Eno River Academy and 2) determine fundraising capacity and design a structured, strategy for achieving our long-term goals. The recommended amount to be designated for this work is not to exceed \$50,000.

There was discussion if hiring a capital campaign group was putting the 'cart before the horse', but it was clarified that both of the consulting groups being considered bring strategic/financial planning and charter school development expertise which is needed by the Expansion Task Force. The initial work would be done with the Expansion group and stakeholders to determine what is needed, what is wanted, associated costs and how it fits in with the mission and vision of ERA. Based on those outcomes, the consultants would then begin working with the capital campaign group to identify and develop those next steps.

Adam Haber stated that the requested amount was appropriate from a financial/budgeting perspective.

David Nagel made a motion to designate up to \$50,000 to contract with a third party for consulting expertise and support as discussed.

Elliot Clark seconded the motion.

The board **VOTED** unanimously to approve the motion.

#### **F. Board composition recommendation**

Representing the Governance Committee (GC), David Nagel reported that coming out of the retreat in August, it was recognized that we need more people to do the work, and individuals with specific skill sets. The GC has examined how other boards solve this issue and are making a recommendation to modify the composition and types of seats on the board through a bylaw revision process.

The Governance Committee is recommending the following composition:

- Maintain member model, majority parents, and elections
- Directors able to flexibly recruit and select 3-5 community directors
- Can directly recruit for talent aligned to needs
- Committee chairs can still recruit additional experts/staff
- Increase community terms to two years for improved continuity
- If appointed by the Board, the immediately preceding Chairperson of the Board may serve an additional one-year term on the Board. This Past Chairperson seat shall only be available in the year immediately following the expiration of the term of a Board member who served as Chairperson in the final year of their three-year term.

Suggestion was made that it be 1-5 community directors based on the needs of the board. All supported the idea of the parent seats not changing but bringing in specific expertise to meet the needs of the board. It was also recommended that a policy should be written around how to determine 1 - 5 community seats needed, how to recruit and fill. These would be the next steps to take to the Governance Committee, if approved.

David Nagel made a motion to accept the recommendation to modify the composition and types of seats on the board through a bylaw revision process with specific language to include 1-5 community directors appointed by the board and changed to 2 year terms for those positions.

Margaret Barr seconded the motion.

The board **VOTED** unanimously to approve the motion.

#### **G. Beginning Teacher Support Program**

Lindsey Sealy reported that ERA has updated its Beginning Teacher Support Program documentation in order to align with new state requirements and current practices. Last update was in 2017. Asking the Board to approve for submission to NC DPI.

David Nagel made a motion to approve the Beginning Teacher Support Program as presented.

Jeremy Greene seconded the motion.

The board **VOTED** unanimously to approve the motion.

### **IV. Officer and Liaison Updates**

#### **A. Treasurer Update**

Budget and financial update provided by Adam Haber.

### **V. Administration Announcements and Updates**

#### **A. Approve Mid-year bonuses**

Lindsey Sealy brought a recommendation for staff holiday bonuses based on the following:

The proposed holiday bonus structure is based on 1% of each employee's annual salary. To keep the amounts consistent and manageable, the number is rounded **down** to the nearest hundred dollars. Example: A staff member earning \$68,000 would receive \$600 (1% = \$680, rounded down).

For the custodians paid hourly - \$150 each.

This recommendation has been reviewed in the Finance Committee and is a budgeted item.

Jeremy Greene made a motion to approve recommendation for staff holiday bonuses based on 1% of each salaried employee's annual salary and \$150 for hourly custodians. Adam Haber seconded the motion.

The board **VOTED** unanimously to approve the motion.

## **B. Monthly Administration Update**

K. Martin provided the October Administrative Update:

### **Celebrations:**

- Dr. Brown's family grew by 2 feet. Welcome baby Lux to the Bobcat Family!!!
- Attendance data tracking and follow up has been helpful and appears to be making a difference in student attendance.
- Ms. Shepard (Guidance Counselor) has returned from her Maternity Leave and K-5 Staff and Students are thrilled!
- 4th and 5th Musical Performance was amazing!
- The bookfair was successful and we are able to continue to purchase books for ERA with the money that was raised.
- High School Chorus and Piano concert was beautifully done!
- Last week, Faith Hemric (Middle School EC Teacher) was awarded EC Teacher of Excellence in North Carolina. We're grateful for her passion and dedication to ERA students and meeting their individual needs.
- Everything has been submitted to Cognia for Accreditation!! Way to go, Ms. Sealy!!!

### **Testing:**

- 4th Grade CogAT and High School WorkKeys were completed successfully
- 4th grade families received CogAT scores and AIG plans for students this week.
- Middle of Year Benchmarks open in December and will be open for all 15 days to collect growth data on K-8 students.
- Fall EOCs will take place the final 5 days of the Fall Semester. Mr. Trull and Ms. Coburn are finalizing testing plans and getting ready to train teachers.

### **Personnel Report:**

#### **Curriculum:**

- Exact Path was implemented in 6-8 and will be utilized in English 2 next semester. This program provides targeted feedback for teachers and students. Exact Path creates an individualized learning path for each student that can both help fill in gaps and push advanced students.
- Worldly Wise is to be implemented in 6-8 for cohesive vocabulary instruction, focusing on vocabulary in context.

- IXL was purchased and teachers will do some training in December to track data on Science growth for our students.

#### **General:**

- K-2 completed their first Trimester as well as Parent Conferences. Teachers continue to appreciate the time provided by Conference Day.
- 3-12th grades completed Parent Conferences as well.
- K-5 ADHD Training with our school Psychologist Intern was extremely informational, produced many more questions and we are planning to do a Part Two.
- AI Guidelines are being drafted for teachers as well as students.
- Mrs. Martin and Mr. Jenkins attended and represented ERA at a Charter School Fair for pre-school families and met many wonderful parents and potential future bobcats.

Margaret Barr left at 7:02 PM.

### **VI. Closing Items**

#### **A. Closed Session**

David Nagel made a motion to go into closed session to discuss items which warrant confidentiality pursuant to Article 33C, Section § 143-318.11. (a) 5&6 of the North Carolina General Statutes.

Elliot Clark seconded the motion.

The board **VOTED** unanimously to approve the motion.

David Nagel made a motion to come out of closed session.

Jeremy Greene seconded the motion.

The board **VOTED** unanimously to approve the motion.

#### **B. Approve New Hire(s)**

David Nagel made a motion to approve new hire as presented by the Executive Director.

Elliot Clark seconded the motion.

The board **VOTED** unanimously to approve the motion.

#### **C. Adjourn Meeting**

David Nagel made a motion to Adjourn the meeting.

Jeremy Greene seconded the motion.

The board **VOTED** unanimously to approve the motion.

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 7:50 PM.

Respectfully Submitted,

Trish Blackmon

## Coversheet

### By-law Revision - community seats

**Section:** III. Key Business

**Item:** A. By-law Revision - community seats

**Purpose:** Vote

**Submitted by:**

**Related Material:**

ERA BoD Bylaws - Revision A red line - Community Seats - Jan 27 2026.pdf

# A PUBLIC SCHOOL OF CHOICE, INC. BYLAWS

## ARTICLE I: Name, Offices, and Agent

### Section 1: Name

The name of the non-profit corporation is A Public School of Choice, Inc., doing business as Eno River Academy, (the “Corporation”), duly authorized under the statutes of the State of North Carolina.

### Section 2: Principal Office, Registered Office, and Agent

The principal office of the Corporation is located in the City of Hillsborough, in Orange County, in the State of North Carolina. The street address of the registered office of the Corporation is 1100 NC Highway 57 North, Hillsborough, North Carolina, 27278 and the registered agent at such address is the Executive Director of Eno River Academy, or a designee who shall be designated by the Board of Directors.

## ARTICLE II: Purpose

### Section 1: IRS Section 501(c)(3) Purposes

The Corporation is organized for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code.

### Section 2: Statement of Purpose

The purpose of the Corporation is to establish and govern charter schools under North Carolina charter school legislation and to pursue the advancement of public education.

## ARTICLE III: Membership in the Corporation

### Section 1: Membership Qualification

Membership in the Corporation is composed of families with children attending Eno River Academy (“ERA”) and staff members of Eno River Academy, excluding the Executive Director, the Upper School Principal, and the Lower School Principal. The Executive Director, the Upper School Principal, and the Lower School Principal are referred to hereinafter as the “Senior Administrators.” Each family of the Corporation who has a child attending Eno River Academy shall have the right to cast one vote per family in the annual Board of Director elections. Staff members with children attending Eno River Academy shall cast one vote and one vote only, in the annual Board of Director elections. The remainder of the staff members’ votes may only be counted if at least forty percent (40%) of the families in the membership have cast votes.

## ARTICLE IV: Board of Directors

### Section 1: Powers

The activities, affairs and business of the Corporation shall be conducted by or under the direction of the Board of Directors.

## Section 2: Mission

The mission of the Board of Directors is to provide Eno River Academy with *oversight* rather than *day-to-day management* of operations.

## Section 3: Number, Qualifications, Election, and Tenure

a) The number of persons constituting the Board of Directors shall be ten (10) with seven (7) voting members and three (3) non-voting members. In addition, in certain years there may be one (1) additional voting member of the Board of Directors serving a one-year term as Past Chairperson as described below:

Voting Directors:

- Six (6) parents of students attending Eno River Academy (“parents” include legal guardians and grandparents) elected by the Corporation. Parent Directors shall not include spouses, partners, or immediate family members of the ERA staff, administrators, or other Parent Directors.
- One (1) ~~to five (5)~~ members of the community, not affiliated with Eno River Academy (Community Director); ~~the number of appointments are at the discretion of the existing board.~~
- If ~~appointed elected~~ by the Board, the one (1) immediately preceding Chairperson of the Board may serve an additional one-year term on the Board. This Past Chairperson seat shall only be available in the year immediately following the expiration of the term of a Board member who served as Chairperson in the final year of their three-year term.

Non-Voting Directors:

- The three (3) Senior Administrators; the Senior Administrators will have no voting authority.

The three (3) Senior Administrators will act in an advisory capacity to the voting members of the Board. On any personnel matter pertaining to a Senior Administrator, the applicable Senior Administrator(s) shall recuse themselves in accordance with the conflict of interest procedures in Article IX, Section 6.

b) A person needs to be at least twenty-one (21) years of age to serve as a Director.

c) Individuals become voting Directors in the following ways:

- The six parent Directors are elected by the members of the Corporation.
- The one ~~to five~~ non-parent Community Directors ~~are-is~~ nominated to the Board; ~~the individuals are is-elected appointed~~ by a majority vote of the Board of Directors. The Community Directors shall serve on the Board for a ~~term~~ period of ~~up to two years one year~~ with ~~no term limit a maximum of three consecutive terms, and with term start and end dates defined by the board at time of appointment.~~

The Past Chairperson Director will be elected with, and only with, a majority vote of the Board.

Elections are held once per year (in April or May) for the forthcoming fiscal year. The Community Director's' nominations and appointments ~~may~~ will take place ~~at any time, but typically one month after~~ ~~during the same month as~~ the election. If applicable, the Past Chairperson's nomination and appointment will also take place ~~one month after~~ ~~during the same month as~~ the election.

d) Each parent Director shall serve on the Board for a period of three (3) years, with a maximum of three (3) consecutive three-year terms. Directors shall be elected on a rotating schedule year (Schedule One, Schedule Two, and Schedule Three). The three-year term schedule shall over-lap as follows:

Schedule One (year one election)	Schedule Two (year two election)	Schedule Three (year three election)
Parent Director A	Parent Director C	Parent Director E
Parent Director B	Parent Director D	Parent Director F
Community Director	Community Director	Community Director
Past Chairperson (if applicable)	Past Chairperson (if applicable)	Past Chairperson (if applicable)

#### Section 4: Duties

- a) The Board of Directors shall perform any and all duties imposed on them collectively and individually by law, the Articles of Incorporation, or the Bylaws. Directors shall stand in a fiduciary relation to the Corporation and shall discharge the duties of the respective positions in good faith, with the diligence and care which reasonably prudent persons would exercise in similar circumstances and like positions.
- b) Voting Directors shall appoint, remove, and employ the Executive Director of the Corporation.
- c) Directors shall meet at such times and places as required by these by-laws. The Board will consider a Director with three consecutive unexcused absences from regular meetings, as having resigned.

#### Section 5: Resignation, Removal and Vacancies

A Director may resign at any time by giving notice in writing to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified, or if no time is specified, at the time such resignation is received by the President or Secretary. Directors may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors at any meeting. If a vacancy should occur in the Board of Directors by death, resignation, removal, disqualification, and/or for any other reason, the remaining Directors may continue to conduct the Corporation's business. The vacancy may be filled using the same procedure to elect a Community Director, the individual is elected by a majority vote of the Board of Directors. A Director who is chosen in this manner shall hold office for the unexpired portion of the term of their predecessor.

#### Section 6: Compensation

Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's travel and related expenses incurred in the conduct of the Corporation's business as are authorized by the Board through a vote pursuant to these bylaws. The Corporation shall carry liability insurance covering the Directors and officers of the Corporation in the conduct of the corporation's business.

#### Section 7: Certain Director Liability

A Director shall be subject to the liabilities imposed by law upon the Board of a non-profit corporation. In addition, all Directors who vote for or assent to any distribution of assets of the Corporation contrary to any lawful restrictions in the Non-profit Corporation Act of the State of North Carolina, the Articles of Incorporation, or the Bylaws, shall be jointly and severally liable to the Corporation for the amount of such distribution. Furthermore, such liabilities shall not exceed the debts, obligations and liabilities existing at the time of the vote or assent where the Director relied on, and acted in good faith in the belief that, financial statements of the Corporation were correct and based on generally accepted principles of sound accounting practice used by the Chairperson or the Treasurer, or certified by an independent public accountant or firm of such accountants to fairly reflect the financial condition of the Corporation.

### **ARTICLE V: Officers**

#### Section 1: Designation of Officers

The officers of the Board of Directors of this Corporation shall include the: Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Past Chairperson position shall be an officer position in the years in which there is a Past Chairperson. The Directors may designate and fill other corporate offices as needed. Any two offices except for the office of the Chairperson may be held by one person. No officer shall sign or execute any document in more than one capacity.

#### Section 2: Election and Term of Office

The Board of Directors shall elect officers from among its own members. The officers shall serve for a term of one year during the fiscal year after their election, or until their successors are elected. Such an election may be held at the annual meeting of the Board of Directors. The officers shall serve no more than three (3) consecutive terms unless approved by a vote of the majority of the Board. No employee of the Corporation may be an officer of the board or chair Grievance or Personnel Committees.

#### Section 3: Resignation, Removal and Vacancies

An officer may resign at any time by giving notice in writing to the Board of Directors. Such resignation shall take effect at the time specified, or if no time is specified, at the time such resignation is received by the Board. Officers may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors at any meeting. If a vacancy should occur in the offices by death, resignation, removal, disqualification, and/or for any other reason, the remaining Board of Directors may continue to conduct the Corporation's business. The vacancy may be filled using the same procedure to elect an officer. An officer who is chosen in this manner shall hold office for the unexpired portion of the term of their predecessor.

#### Section 4: Compensation

Officers shall serve without compensation for their services to the Board, except for travel and related expenses as may be authorized by the Board.

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At the request of the Chairperson, or in absence of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as may be assigned by the Board and may be removed, with or without cause, by a majority vote of the Board.

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The Secretary shall keep the minutes of the meetings of the Board of Directors and shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law. The Secretary shall be the custodian of statements, books, records, reports, certificates, and other documents of the Corporation. They shall sign such instruments as may require their signature. The Secretary shall maintain a current record of all Directors of the Corporation, showing their respective addresses, telephone numbers, email addresses, and any other means of contact, and such books shall be open for inspection as prescribed by law. The Secretary shall perform such other duties as may be assigned by the Board and may be removed, with or without cause, by a majority vote of the Board.

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#### Section 1: General

The Board shall appoint committees as needed. These committees shall function under direction from the Board of Directors. The Board shall nominate and elect the chair of each appointed committee. The committee chair shall nominate members for each committee, and membership on the committees shall not be restricted to the Directors of the Board, except any Committee discussing personnel matters shall be limited to Board members only. Committees shall meet and conduct business between Board meetings and make reports and recommendations at Board meetings. The roles and responsibilities of each committee shall be established and formally approved by the Board of Directors.

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### Section 1: Regular Meetings

Regular meetings, including annual board retreats, of the Board of Directors shall be held at least eight (8) times per year at such time and place as designated by the Board. A regular annual meeting of the Board of Directors shall be held with an emphasis on orientation and training of the Board of Directors. Each officer shall be elected by the Board of Directors at the first regular session meeting following the Board elections. The Board shall inform the public about the meetings using any feasible means of communication as permitted by law and consistent with North Carolina's Open Meeting laws.

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Notice of any regular meeting, including annual board retreat, of the Board of Directors shall be given to the Directors at least seven (7) days prior thereto. Notice of any special meeting of the Board of Directors shall be given at least two days (48 hours) prior thereto. Notice of Emergency meetings shall be made consistent with North Carolina's Open Meeting laws. All notices shall be delivered by any feasible means of communication as permitted by law and consistent with North Carolina's Open Meeting laws. Directors shall be required to notify the Chairperson of their inability to attend any regular or special meeting at least twenty-four hours prior to meeting time.

### Section 4: Quorum

Two-thirds of the voting Directors of the Board of Directors at a meeting duly assembled shall constitute a quorum for the transaction of business. If less than a quorum is present at the time and place of any meeting, the Directors present may adjourn until a quorum shall be present.

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Board meetings may be held virtually as long as all members participating in the meeting can hear one another. For any meetings, whether in person or virtually, Directors may individually participate by means of a conference telephone, video conference, or any other electronic

communication so long as all members participating in the meeting can hear one another. Such participation constitutes personal presence at the meeting for purposes of conducting business and meeting the quorum requirements.

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If a quorum is present when a vote is taken, the action of a majority of the Directors present is the action of the Board of Directors. Voting by proxy is not permitted. If any Director abstains from voting on a particular motion before the Board due to a conflict of interest, then the remainder of the Directors shall still constitute a quorum for that particular vote and a majority of those voting Directors shall be required to approve the motion.

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The Board of Directors shall abide by the public policy of the State of North Carolina in regards to Board meetings as described in the North Carolina Open Meetings Law.

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The Chairperson of the Board, or in their absence, the Vice-Chairperson or any director selected by the directors present, shall preside at meetings of the Board of Directors. The Secretary of the Board, or in their absence, any person appointed by the presiding officer shall act as Secretary of the Board. The Board may elect to use Robert's Rules of Order as a guideline for conducting all meetings.

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#### Section 4: 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 two officers or agents of the Corporation and in such other manner as shall be determined by the Board of Directors.

#### Section 5: Gifts

The Board or any agent may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the benefit or perpetuation of the purposes of the Corporation consistent with federal and state law and regulation and representations made in the Corporations 1023 filing.

#### Section 6: Audits

The Board shall retain an independent auditor approved by the North Carolina Local Government Commission to conduct an annual audit of the Corporation's finances. The Corporation shall adhere to the auditing and reporting procedures and requirements adopted by the North Carolina State Board of Education or any other applicable regulatory body for charter schools.

#### Section 7: Bond

At the direction of the Board, any officer or agent of the Corporation shall be bonded, and the Corporation shall pay the expense of procuring any such bond.

### **ARTICLE IX: General Provisions**

#### Section 1: Corporate Seal

The Corporate Seal shall be in such form as shall be approved by the Board of Directors.

#### Section 2: Fiscal Year

The fiscal year of the Corporation shall commence on July 1 of each year and conclude on June 30 of each year.

#### Section 3: Books and Records

The Corporation shall keep at its principal office (a) a copy of the Corporation's Articles of Incorporation and the Bylaws as amended to date; (b) a record of its Directors, indicating their names, physical and email addresses, and telephone numbers, dates of election to the Board and to office(s), if applicable; (c) a record of its committees and committee members, including the specific task for which each committee was formed and members' names, physical and email addresses and telephone numbers; (d) minutes of all Board and committee meetings, in physical or electronic form, indicating the time and place of such meetings, names of those present and the proceedings thereof; and (e) adequate and correct books and records, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Every Director has the absolute right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation provided such inspection is conducted at a reasonable time after reasonable notice,

and provided that such right of inspection and copying is subject to the Corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

#### Section 4: Indemnification

Every person who is or shall have been a Director or officer of the Organization and their personal representatives shall be indemnified to the fullest extent permissible under law by the Corporation against all costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, or proceeding to which they may be made a party by reason of their being or having been a Director or officer of the Corporation, except in relation to such matters as to which they shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of their duty as such director or officer. The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this Bylaw. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

#### Section 5: State Indebtedness Clause

To the extent required by law, every contract of the Organization shall include the following provision: "No indebtedness of any kind incurred or created by the charter school shall constitute an indebtedness of the State or its political subdivisions, and no indebtedness of the charter school shall involve or be secured by the faith, credit, or taxing power of the State or its political subdivisions as required by NCGS Section 115C-218.105(b)."

#### Section 6: Conflict of Interest

No Director, officer, or agent of the Corporation shall obtain any direct or indirect economic stake in any entity participating in the programs of the Corporation, and the Corporation shall not employ any individual who serves as a Director or officer of such an entity or an individual who owns a stake in any such entity. It is the policy of the Corporation that no Director, officer, or agent of the corporation shall receive any personal or private benefit resulting from the activities of the Corporation or from the receipt of funds by the Corporation from the State of North Carolina or from any other source, apart from reasonable compensation for services rendered and reimbursement for reasonable expenses incurred in the conduct of the business of the Corporation. In furtherance of this policy, the Board of Directors shall have the power to make such rules and regulations concerning conflicts of interest as it deems appropriate and consistent with applicable laws and regulations, including with regulations set forth by the Office of Charter Schools.

#### Section 7: Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, Directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### Section 8: Distribution Upon Dissolution

Upon the dissolution or final liquidation of the Corporation, after payment or provision for payment of all liabilities of the Corporation, the Corporation's remaining assets shall be disposed of as required by North Carolina law (N.C. Gen. Stat. Section 55A-14-03). Specifically, and only as long as required by state law pursuant to the Charter Act or its successor provisions, 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. To the extent otherwise allowed by law, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, all as the board of directors of the Corporation may determine, in accordance with applicable laws or any successor provisions thereto. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such exempt or public purposes.

#### Section 9: Non-Discrimination Policy

The Corporation shall not discriminate on the basis of race, religious preference, national or ethnic origin, disability, gender, sexual orientation, creed, ancestry, age, marital status, military status, political affiliation or belief, and any other legally protected categories, in either the hiring and other employment practices of the school or in its admission policies for students. Further, the Corporation shall be open to all students as authorized on a space available basis and shall not discriminate in its admission policies or practices. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of North Carolina.

#### Section 10: Bylaw Amendments

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any regular or special meeting of the Board of Directors upon a vote of a majority of the members of the Board of Directors, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting. To the extent required by law, bylaws will be submitted to the regulators, including the Office of Charter Schools and Department of Public Instruction.

The undersigned persons certify the foregoing by-laws have been adopted as the revised by-laws of the Corporation, in accordance with the requirement of the Corporation Law.

Date: March 19, 2024

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Voting Director (Parent) – Chairperson

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Voting Director (Parent) – Vice-Chairperson

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Voting Director (Parent) – Secretary

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Voting Director (Parent) – Treasurer

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Non-voting Director (Administrator)

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Non-voting Director (Administrator)

STATE OF NORTH CAROLINA, COUNTY OF ORANGE

## Coversheet

### Bylaw revision - Staff voting

**Section:**

III. Key Business

**Item:**

B. Bylaw revision - Staff voting

**Purpose:**

Vote

**Submitted by:**

**Related Material:**

ERA BoD Bylaws - Revision B red line - Staff Voting - Jan 27 2026.pdf

# A PUBLIC SCHOOL OF CHOICE, INC. BYLAWS

## ARTICLE I: Name, Offices, and Agent

### Section 1: Name

The name of the non-profit corporation is A Public School of Choice, Inc., doing business as Eno River Academy, (the “Corporation”), duly authorized under the statutes of the State of North Carolina.

### Section 2: Principal Office, Registered Office, and Agent

The principal office of the Corporation is located in the City of Hillsborough, in Orange County, in the State of North Carolina. The street address of the registered office of the Corporation is 1100 NC Highway 57 North, Hillsborough, North Carolina, 27278 and the registered agent at such address is the Executive Director of Eno River Academy, or a designee who shall be designated by the Board of Directors.

## ARTICLE II: Purpose

### Section 1: IRS Section 501(c)(3) Purposes

The Corporation is organized for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code.

### Section 2: Statement of Purpose

The purpose of the Corporation is to establish and govern charter schools under North Carolina charter school legislation and to pursue the advancement of public education.

## ARTICLE III: Membership in the Corporation

### Section 1: Membership Qualification

Membership in the Corporation is composed of families with children attending Eno River Academy (“ERA”) and staff members of Eno River Academy, excluding the Executive Director, the Upper School Principal, and the Lower School Principal. The Executive Director, the Upper School Principal, and the Lower School Principal are referred to hereinafter as the “Senior Administrators.” Each family of the Corporation who has a child attending Eno River Academy shall have the right to cast one vote per family in the annual Board of Director elections. Staff members with ~~or without~~ children attending Eno River Academy shall ~~have the right to~~ cast one vote and one vote only, in the annual Board of Director elections. ~~The remainder of the staff members' votes may only be counted if at least forty percent (40%) of the families in the membership have cast votes.~~

## ARTICLE IV: Board of Directors

### Section 1: Powers

The activities, affairs and business of the Corporation shall be conducted by or under the direction of the Board of Directors.

### Section 2: Mission

The mission of the Board of Directors is to provide Eno River Academy with *oversight* rather than *day-to-day management* of operations.

### Section 3: Number, Qualifications, Election, and Tenure

a) The number of persons constituting the Board of Directors shall be ten (10) with seven (7) voting members and three (3) non-voting members. In addition, in certain years there may be one (1) additional voting member of the Board of Directors serving a one-year term as Past Chairperson as described below:

Voting Directors:

- Six (6) parents of students attending Eno River Academy (“parents” include legal guardians and grandparents) elected by the Corporation. Parent Directors shall not include spouses, partners, or immediate family members of the ERA staff, administrators, or other Parent Directors.
- One (1) member of the community, not affiliated with Eno River Academy (Community Director).
- If elected by the Board, the one (1) immediately preceding Chairperson of the Board may serve an additional one-year term on the Board. This Past Chairperson seat shall only be available in the year immediately following the expiration of the term of a Board member who served as Chairperson in the final year of their three-year term.

Non-Voting Directors:

- The three (3) Senior Administrators; the Senior Administrators will have no voting authority.

The three (3) Senior Administrators will act in an advisory capacity to the voting members of the Board. On any personnel matter pertaining to a Senior Administrator, the applicable Senior Administrator(s) shall recuse themselves in accordance with the conflict of interest procedures in Article IX, Section 6.

b) A person needs to be at least twenty-one (21) years of age to serve as a Director.

c) Individuals become voting Directors in the following ways:

- The six parent Directors are elected by the members of the Corporation.
- The one non-parent Community Director is nominated to the Board; the individual is elected by a majority vote of the Board of Directors. The Community Director shall serve on the Board for a period of one year with no term limit.

The Past Chairperson Director will be elected with, and only with, a majority vote of the Board.

Elections are held once per year (in April or May) for the forthcoming fiscal year. The Community Director's nomination and appointment will take place during the same month as the election. If applicable, the Past Chairperson's nomination and appointment will also take place during the same month as the election.

d) Each parent Director shall serve on the Board for a period of three (3) years, with a maximum of three (3) consecutive three-year terms. Directors shall be elected on a rotating schedule year (Schedule One, Schedule Two, and Schedule Three). The three-year term schedule shall over-lap as follows:

Schedule One (year one election)	Schedule Two (year two election)	Schedule Three (year three election)
Parent Director A	Parent Director C	Parent Director E
Parent Director B	Parent Director D	Parent Director F
Community Director	Community Director	Community Director
Past Chairperson (if applicable)	Past Chairperson (if applicable)	Past Chairperson (if applicable)

#### Section 4: Duties

- a) The Board of Directors shall perform any and all duties imposed on them collectively and individually by law, the Articles of Incorporation, or the Bylaws. Directors shall stand in a fiduciary relation to the Corporation and shall discharge the duties of the respective positions in good faith, with the diligence and care which reasonably prudent persons would exercise in similar circumstances and like positions.
- b) Voting Directors shall appoint, remove, and employ the Executive Director of the Corporation.
- c) Directors shall meet at such times and places as required by these by-laws. The Board will consider a Director with three consecutive unexcused absences from regular meetings, as having resigned.

#### Section 5: Resignation, Removal and Vacancies

A Director may resign at any time by giving notice in writing to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified, or if no time is specified, at the time such resignation is received by the President or Secretary. Directors may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors at any meeting. If a vacancy should occur in the Board of Directors by death, resignation, removal, disqualification, and/or for any other reason, the remaining Directors may continue to conduct the Corporation's business. The vacancy may be filled using the same procedure to elect a Community Director, the individual is elected by a majority vote of the Board of Directors. A Director who is chosen in this manner shall hold office for the unexpired portion of the term of their predecessor.

## Section 6: Compensation

Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's travel and related expenses incurred in the conduct of the Corporation's business as are authorized by the Board through a vote pursuant to these bylaws. The Corporation shall carry liability insurance covering the Directors and officers of the Corporation in the conduct of the corporation's business.

## Section 7: Certain Director Liability

A Director shall be subject to the liabilities imposed by law upon the Board of a non-profit corporation. In addition, all Directors who vote for or assent to any distribution of assets of the Corporation contrary to any lawful restrictions in the Non-profit Corporation Act of the State of North Carolina, the Articles of Incorporation, or the Bylaws, shall be jointly and severally liable to the Corporation for the amount of such distribution. Furthermore, such liabilities shall not exceed the debts, obligations and liabilities existing at the time of the vote or assent where the Director relied on, and acted in good faith in the belief that, financial statements of the Corporation were correct and based on generally accepted principles of sound accounting practice used by the Chairperson or the Treasurer, or certified by an independent public accountant or firm of such accountants to fairly reflect the financial condition of the Corporation.

# **ARTICLE V: Officers**

## Section 1: Designation of Officers

The officers of the Board of Directors of this Corporation shall include the: Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Past Chairperson position shall be an officer position in the years in which there is a Past Chairperson. The Directors may designate and fill other corporate offices as needed. Any two offices except for the office of the Chairperson may be held by one person. No officer shall sign or execute any document in more than one capacity.

## Section 2: Election and Term of Office

The Board of Directors shall elect officers from among its own members. The officers shall serve for a term of one year during the fiscal year after their election, or until their successors are elected. Such an election may be held at the annual meeting of the Board of Directors. The officers shall serve no more than three (3) consecutive terms unless approved by a vote of the majority of the Board. No employee of the Corporation may be an officer of the board or chair Grievance or Personnel Committees.

## Section 3: Resignation, Removal and Vacancies

An officer may resign at any time by giving notice in writing to the Board of Directors. Such resignation shall take effect at the time specified, or if no time is specified, at the time such resignation is received by the Board. Officers may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors at any meeting. If a vacancy should occur in the offices by death, resignation, removal, disqualification, and/or for any other reason, the remaining Board of Directors may continue to conduct the Corporation's business. The vacancy may be filled using the same procedure to elect an officer. An officer who is chosen in this manner shall hold office for the unexpired portion of the term of their predecessor.

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All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by two officers or agents of the Corporation and in such other manner as shall be determined by the Board of Directors.

#### Section 5: Gifts

The Board or any agent may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the benefit or perpetuation of the purposes of the Corporation consistent with federal and state law and regulation and representations made in the Corporations 1023 filing.

#### Section 6: Audits

The Board shall retain an independent auditor approved by the North Carolina Local Government Commission to conduct an annual audit of the Corporation's finances. The Corporation shall adhere to the auditing and reporting procedures and requirements adopted by the North Carolina State Board of Education or any other applicable regulatory body for charter schools.

#### Section 7: Bond

At the direction of the Board, any officer or agent of the Corporation shall be bonded, and the Corporation shall pay the expense of procuring any such bond.

### **ARTICLE IX: General Provisions**

#### Section 1: Corporate Seal

The Corporate Seal shall be in such form as shall be approved by the Board of Directors.

#### Section 2: Fiscal Year

The fiscal year of the Corporation shall commence on July 1 of each year and conclude on June 30 of each year.

#### Section 3: Books and Records

The Corporation shall keep at its principal office (a) a copy of the Corporation's Articles of Incorporation and the Bylaws as amended to date; (b) a record of its Directors, indicating their names, physical and email addresses, and telephone numbers, dates of election to the Board and to office(s), if applicable; (c) a record of its committees and committee members, including the specific task for which each committee was formed and members' names, physical and email addresses and telephone numbers; (d) minutes of all Board and committee meetings, in physical or electronic form, indicating the time and place of such meetings, names of those present and the proceedings thereof; and (e) adequate and correct books and records, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Every Director has the absolute right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation provided such inspection is conducted at a reasonable time after reasonable notice,

and provided that such right of inspection and copying is subject to the Corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

#### Section 4: Indemnification

Every person who is or shall have been a Director or officer of the Organization and their personal representatives shall be indemnified to the fullest extent permissible under law by the Corporation against all costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, or proceeding to which they may be made a party by reason of their being or having been a Director or officer of the Corporation, except in relation to such matters as to which they shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of their duty as such director or officer. The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this Bylaw. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

#### Section 5: State Indebtedness Clause

To the extent required by law, every contract of the Organization shall include the following provision: "No indebtedness of any kind incurred or created by the charter school shall constitute an indebtedness of the State or its political subdivisions, and no indebtedness of the charter school shall involve or be secured by the faith, credit, or taxing power of the State or its political subdivisions as required by NCGS Section 115C-218.105(b)."

#### Section 6: Conflict of Interest

No Director, officer, or agent of the Corporation shall obtain any direct or indirect economic stake in any entity participating in the programs of the Corporation, and the Corporation shall not employ any individual who serves as a Director or officer of such an entity or an individual who owns a stake in any such entity. It is the policy of the Corporation that no Director, officer, or agent of the corporation shall receive any personal or private benefit resulting from the activities of the Corporation or from the receipt of funds by the Corporation from the State of North Carolina or from any other source, apart from reasonable compensation for services rendered and reimbursement for reasonable expenses incurred in the conduct of the business of the Corporation. In furtherance of this policy, the Board of Directors shall have the power to make such rules and regulations concerning conflicts of interest as it deems appropriate and consistent with applicable laws and regulations, including with regulations set forth by the Office of Charter Schools.

#### Section 7: Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, Directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### Section 8: Distribution Upon Dissolution

Upon the dissolution or final liquidation of the Corporation, after payment or provision for payment of all liabilities of the Corporation, the Corporation's remaining assets shall be disposed of as required by North Carolina law (N.C. Gen. Stat. Section 55A-14-03). Specifically, and only as long as required by state law pursuant to the Charter Act or its successor provisions, 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. To the extent otherwise allowed by law, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, all as the board of directors of the Corporation may determine, in accordance with applicable laws or any successor provisions thereto. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such exempt or public purposes.

#### Section 9: Non-Discrimination Policy

The Corporation shall not discriminate on the basis of race, religious preference, national or ethnic origin, disability, gender, sexual orientation, creed, ancestry, age, marital status, military status, political affiliation or belief, and any other legally protected categories, in either the hiring and other employment practices of the school or in its admission policies for students. Further, the Corporation shall be open to all students as authorized on a space available basis and shall not discriminate in its admission policies or practices. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of North Carolina.

#### Section 10: Bylaw Amendments

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any regular or special meeting of the Board of Directors upon a vote of a majority of the members of the Board of Directors, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting. To the extent required by law, bylaws will be submitted to the regulators, including the Office of Charter Schools and Department of Public Instruction.

The undersigned persons certify the foregoing by-laws have been adopted as the revised by-laws of the Corporation, in accordance with the requirement of the Corporation Law.

Date: March 19, 2024

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Voting Director (Parent) – Chairperson

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Voting Director (Parent) – Vice-Chairperson

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Voting Director (Parent) – Secretary

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Voting Director (Parent) – Treasurer

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Non-voting Director (Administrator)

Name: \_\_\_\_\_ Signature: \_\_\_\_\_  
Non-voting Director (Administrator)

STATE OF NORTH CAROLINA, COUNTY OF ORANGE

## Coversheet

### Board Seat Recruitment Plans

**Section:**

III. Key Business

**Item:**

D. Board Seat Recruitment Plans

**Purpose:**

Discuss

**Submitted by:****Related Material:**

Board Recruitment and Election Plan 2026 - Jan 27 2026.pdf

# Board Recruitment Plan Spring 2026

Board Meeting

Jan 27 2026

# Board candidates will ideally match the skills and qualities needed and will contribute to balanced representation

## Qualities

Entrepreneurial  
Passion for  
• ERA  
• Academic/Aesthetic Excellence  
• STREAM  
• School Choice  
Time to contribute  
Group processes  
Sense of Humor

## Skills

### 2026-27 strategic needs:

- Academic Excellence
- Development/Fundraising
- Facilities
- Finance
- PR/Comms/Marketing
- Legal

### Potential longer-term needs:

- Leadership
- Governance
- Strategic Planning
- Human Resources

## Representation

Ethnicity/Race  
Age  
Gender  
Socio-economic status  
Student grade-level  
Geography

# 2026 Board Seat Recruitment Goal

**Goal:** By June 2026, fill 2 parent seats and 2-4 community seats such that desired board skills, qualities and representation are satisfied for 2026-27 school year.

## Strategies:

1. Proactively make parents and community aware of board priorities, opportunities and needs
2. Revise parent seat application and process to aid parent voters to recognize the degree to which candidates potentially fill board needs
3. Revise community seat application and interview process to highlight candidate potential fit with board needs

# Strategy 1: Raise Awareness

## Community Seats

Contact existing network

Post board position(s):

- ERA Website
- Facebook
- LinkedIn
- Idealist

Promote at local group:

- College/University Presidents
- Chamber of Commerce
- Rotary Club

## Parent Seats

Email communications to raise awareness of board work, goals, and needs (mid Jan, late Feb)

Board booth at upcoming events:

- Curriculum Night (Mar 5)
- Career Day (Mar 16)
- Bobcat Bonanza (Apr 11)
- STEM night (Apr 16)

## Strategy 2: Parent Seat Application & Process

Coming in March



## Strategy 3: Community Seat Application & Interview Guide

Coming in March



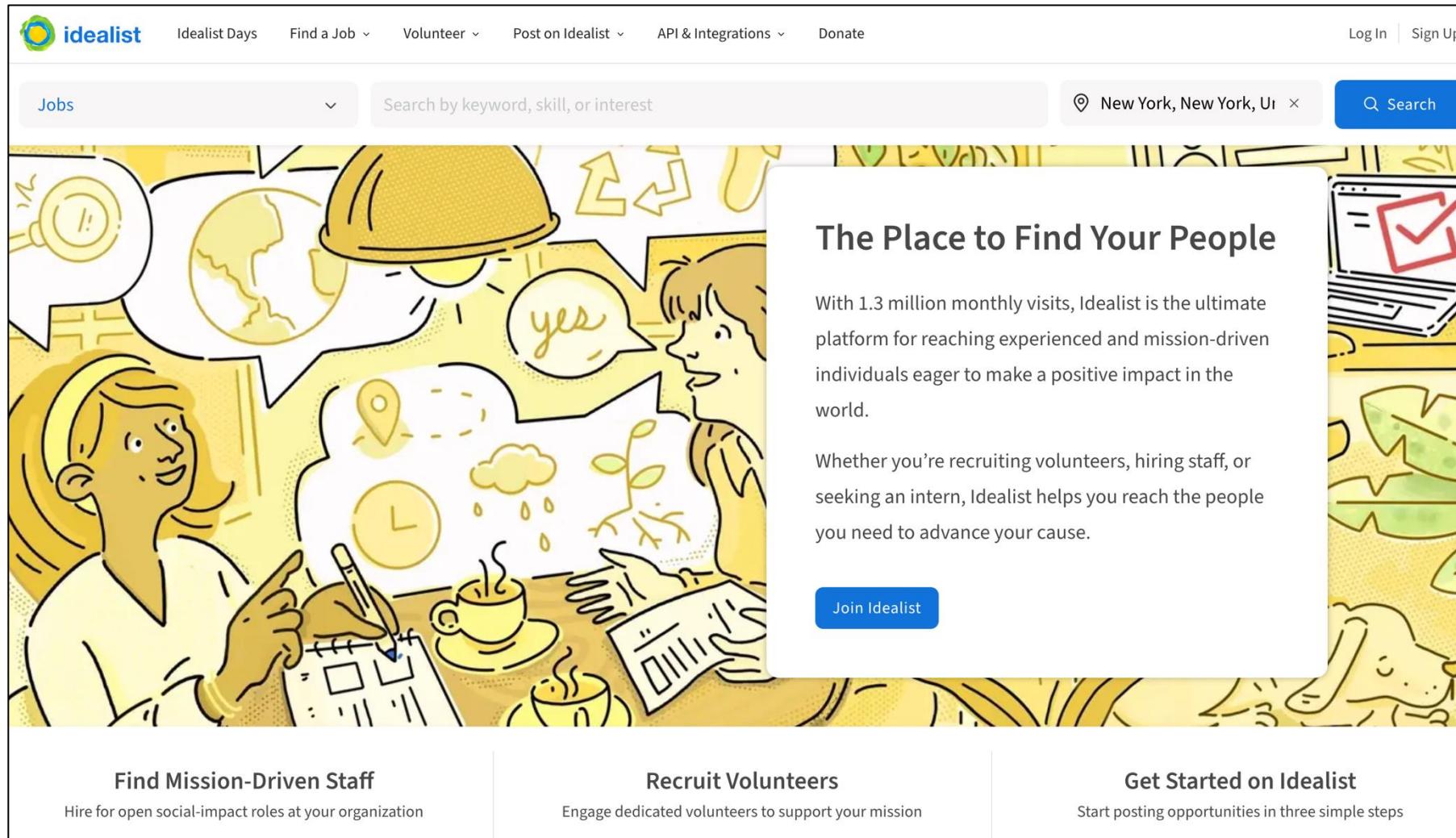
# Board Recruitment & Election Timing

	Jan	Feb	Mar			Apr				May								
	26	2	9	16	23	2	9	16	23	30	6	13	20	27	4	11	18	25
<b>Parent Awareness</b>																		
Emails																		
HS Curriculum Night							5th											
Career Day								16th										
Bonanza												11th						
STEM Night													16th					
<b>Parent Election Process</b>																		
Application Approved									24th									
Application Period												Apr 6-Apr 20						
Voting/Announce													Apr 23-May 6					
<b>Community Awareness</b>																		
Parent Emails																		
Website posting																		
Idealist posting																		
Rotary					??				??				??					
Universities				??				??				??						
<b>Parent Election Process</b>																		
Application Approved									24th									
Application Period												Apr 27-May 7						
Interviews													May 11-19					
Board Voting/Announce														26th				

# BACK-UP



# Idealist helps find mission-aligned volunteers

The image shows the homepage of the Idealist website. At the top, there is a navigation bar with links for 'Idealist Days', 'Find a Job', 'Volunteer', 'Post on Idealist', 'API & Integrations', and 'Donate'. On the right side of the bar are 'Log In' and 'Sign Up' buttons. Below the navigation is a search bar with the placeholder 'Search by keyword, skill, or interest' and a location selector set to 'New York, New York, U.S.' with a 'Search' button. The main content area features a large, colorful illustration of people in a meeting, with one person pointing at a calendar and another holding a laptop. A speech bubble in the illustration says 'yes'. To the right of the illustration, a text box with a blue background and white text reads: 'The Place to Find Your People'. It continues: 'With 1.3 million monthly visits, Idealist is the ultimate platform for reaching experienced and mission-driven individuals eager to make a positive impact in the world. Whether you're recruiting volunteers, hiring staff, or seeking an intern, Idealist helps you reach the people you need to advance your cause.' Below this text is a blue 'Join Idealist' button. At the bottom of the page, there are three call-to-action boxes: 'Find Mission-Driven Staff' (Hire for open social-impact roles at your organization), 'Recruit Volunteers' (Engage dedicated volunteers to support your mission), and 'Get Started on Idealist' (Start posting opportunities in three simple steps).

# As we pursue our vision of excellence for all students ... our board's strategic agenda is broad, workload is high, and volunteer members must manage multiple appointments

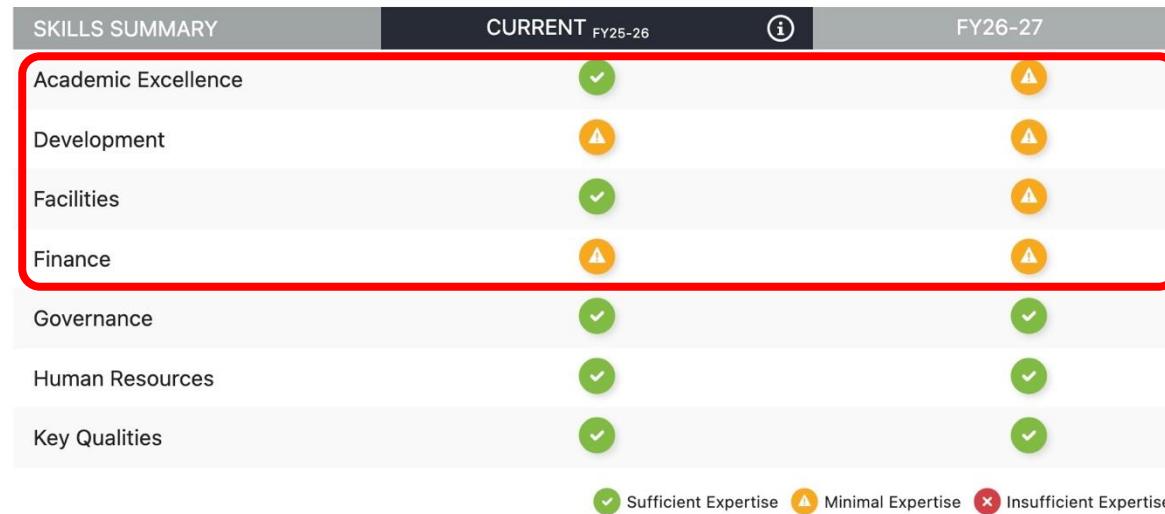
## Ambitious 5 yr goals and strategy

- Expansion (students, facilities, land)
- STREAM implementation
- Top 5% in NC
- Branding
- Partnerships
- Development & capital campaign
- Rebuilding board and committee capabilities for planning, alignment, oversight and policy
- Succession plans

	Officer	Gov Comm	Academic Comm	Finance Comm	Fundraise Comm	School Expand
Dave	x	x				
Jeremy	x	x				
Adam	x			x		x
Trish	x				x	x
Margaret			x			
Pamela			x			x
Elliot		x		x		

Currently forcing multiple roles/member, each with high workload

# Our board also has gaps in the skills required for us to fulfill the strategic agenda



## Other key skills needed:

- Legal
- Public Relations/Comms/Marketing
- Real Estate
- Leadership
- Strategic Planning
- Other skills related to mission or strategic plan

Source: [BoT Member Report Aug 12, 2025, self-reported data](#)

Source: [National Charter School Resource Center, Charter School Governing Board Composition](#)