

**AMENDED BYLAWS  
OF  
CORPORATION FOR EDUCATIONAL PARTNERSHIPS**

**ARTICLE 1  
CORPORATION NAME, OFFICE AND AGENT**

**SECTION 1.1. NAME.** The name of the corporation is: Corporation for Educational Partnerships (the "Corporation"). This Corporation may use any other name to designate the Corporation as permitted by and consistent with applicable law.

**SECTION 1.2 REGISTERED AGENT AND OFFICE.** The Corporation shall continuously maintain within North Carolina a registered agent, who shall be designated by the Board of Directors.

**SECTION 1.3 PRINCIPAL OFFICE.** The principal office of corporation shall be located at 5108 Old Powell Rd, Holly Springs, NC 27540. The principal office of the Corporation shall at all times be located in Wake County, State of North Carolina. The address of the principal office and of the registered office, if changed at any time after the date of initial incorporation, shall be submitted in accordance with the law to the State of North Carolina, Department of the Secretary of State, Corporations Division, by the Secretary of this Corporation.

**SECTION 1.4 REGISTERED OFFICE, OTHER OFFICES.** The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The Corporation shall continuously maintain in North Carolina a registered office at such place as may be designated by the Board of Directors.

**ARTICLE 2  
CHARITABLE CORPORATION AND PURPOSE**

**SECTION 2.1 CHARITABLE CORPORATION.** The Corporation shall operate as a charitable corporation as defined in N.C.G.S. Section 55A-1-40(4): any corporation that is exempt under 501(c)(3) of the Internal Revenue Code of 1986 or any successor section, or that is organized exclusively for one or more of the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986 or any successor section, and that upon dissolution shall distribute its assets to a charitable or religious corporation, U.S., a state, or an entity that is exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or any successor section.

**SECTION 2.2 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 education including but not limited to engaging in activities and provide various services that are beneficial to the public interest in the advancement of literacy, numeracy, and education of children in the grade levels 1 through 12, and in the lessening of the burdens of government for such education.

## **ARTICLE 3 MEMBERSHIP**

**SECTION 3.1 NO MEMBERS.** The Corporation shall have no members. All functions and affairs of the Corporation shall be directed entirely by the Board of Directors thereof.

## **ARTICLE 4 BOARD OF DIRECTORS**

**SECTION 4.1 POWERS OF DIRECTORS.** Subject to the provisions of the laws of this state and any limitations in these Bylaws, the activities, business and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**SECTION 4.2 NUMBER, QUALIFICATIONS AND TERMS.** The Corporation shall have at least three (3) and no more than fifteen (15) Directors and collectively they shall be known as the Board of Directors. Directors shall be at least twenty-one (21) years of age, shall be current residents of North Carolina, and shall hold at least a high school diploma or its equivalent. Directors shall be elected by the current Board of Directors during a meeting held in spring for terms to begin at a time set by the board. In addition, the Board of Directors may elect directors at any other time determined by the board.

**SECTION 4.3 ELECTION AND TERM.** Election procedures to the Board of Directors are outlined as follows: nominations may be made by any Director; votes shall be taken publicly by show of hands or orally by each director; nominees receiving a majority of votes of directors present at the meeting shall be deemed elected. In the event of the board must make a choice between nominees, the highest number of votes shall be deemed elected. A board term is equal to a term of two (2) years, unless a Director is elected to serve the remainder or part of a term. A Director may serve a maximum of 2 (two) consecutive terms. To ensure continuity of work and duties of the Board, members having served at least two consecutive terms may be granted additional partial or full terms by a two-thirds majority vote of the remaining board members in advance of each subsequent term.

**SECTION 4.4 COMPENSATION OF DIRECTORS.** 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 4.5 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 Director. A Director who is chosen in this manner shall hold office for the unexpired portion of the term of his/her predecessor.

**SECTION 4.6 DUTIES OF DIRECTORS.** 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 men and women would exercise in similar circumstances and like positions.

**SECTION 4.7 CERTAIN DIRECTOR LIABILITY.** A Director shall be subject to the liabilities imposed by law upon Directors. 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 corporate Charter, 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 and acted in good faith on financial statements of the Corporation to be correct and to be based on generally accepted principles of sound accounting practice 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. Except as provided by law, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## **ARTICLE 5 OFFICERS**

**SECTION 5.1 QUALIFICATIONS, DESIGNATION OF OFFICERS.** Any director may serve as officer of this Corporation. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have one or more Vice Presidents, an Assistant Secretaries, Assistant Treasurers, and other such officers with such titles and duties as may be determined from time to time by the Board.

**SECTION 5.2 ELECTION AND TERM OF OFFICE.** Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for a term of one ( 1) year, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Each officer, even if qualified and elected, may not hold that office continuously for a period longer than four (4) years.

**SECTION 5.3 COMPENSATION OF OFFICERS.** Officers shall not receive any compensation for their services; however, the Board may approve the reimbursement of an Officer'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.

**SECTION 5.4 REMOVAL, RESIGNATION AND VACANCY OF OFFICERS.** Any officer may be removed, either with or without cause, by the Board of Directors, at any time by a majority vote of the Board of Directors at any meeting. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy caused by the death, resignation, removal,

disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers other than President, Secretary, and Treasurer, may or may not be filled, as the Board shall determine.

**SECTION 5.6 DUTIES OF PRESIDENT.** The President shall be the principal person charged with supervising, organizing and managing the business of the Board. The President shall conduct and preside over Board meetings. He/she shall sign any deeds, mortgages, bonds, contracts, checks or other instruments which may be lawfully executed on behalf of the Corporation.

**SECTION 5.7 DUTIES OF SECRETARY.** The Secretary shall oversee the recording of 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 ensure custody of statements, books, records, reports, certificates, and other documents of the Corporation. He/she shall sign such instruments as may require his/her signature. The Secretary shall ensure that a current record is maintained of all Directors of the Corporation, showing their respective addresses, telephone numbers, email addresses, and any other means of contact, and such book shall be open for inspection as prescribed by law. The Secretary shall perform such other duties as may be assigned by the Board. In absence of a President and Vice-President, the Secretary shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

**SECTION 5.8 DUTIES OF TREASURER.** The Treasurer shall have primary responsibility of budget oversight as well as serve as chair of the Finance Committee. The Treasurer will render at least quarterly to the Board an account of all transactions and financial conditions of the Corporation. The Treasurer will be authorized to sign checks. The Treasurer shall perform such other duties as may be assigned by the Board.

#### **SECTION 5.9 DUTIES OF VICE PRESIDENT**

In the case that this Corporation has an elected Vice President, then in the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, or by these Bylaws, or as may be prescribed by the Board.

### **ARTICLE 6 COMMITTEES**

**SECTION 6.1 MEETINGS AND ACTION OF COMMITTEES.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws, including compliance with Open Meeting laws as applicable.

**SECTION 6.2 EXECUTIVE COMMITTEE.** The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of two (2) or more Directors and may delegate to such committee the powers and authority of the Board in the management of the business

and affairs of the Corporation, to the extent permitted by law, except that the Executive Committee: may not dissolve the Corporation or plan its merger or consolidation; may not change the Bylaws or Articles of Incorporation; may not conduct any transaction involving all or substantially all corporate assets or property; may not create committees; may not fill Board vacancies; may not alter Board resolutions; may not act as otherwise restricted by law, including Open Meeting laws. By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

**SECTION 6.3 OTHER COMMITTEES.** 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 that the Executive Committee and 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. Each Director shall serve on at least one standing committee. The roles and responsibilities of each committee shall be established and formally approved by the Board of Directors.

## **ARTICLE 7 BOARD MEETINGS**

**SECTION 7.1 REGULAR MEETINGS.** Regular meetings of Directors shall be held at least ten times per year at such time and place as designated by the Board, 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.

**SECTION 7.2 SPECIAL/EMERGENCY MEETINGS.** Emergency and Special meetings of the Board of Directors may be called by any officer, or by any two Directors, or, by any persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the persons calling the emergency or special meeting. Calls for emergency or special meetings shall specify the time and purpose. No business other than that specified shall be considered.

**SECTION 7.3 NOTICE OF MEETINGS.** Notice of any regular meeting, including annual board retreat, of the Board of Directors shall be given to the Directors at least seven days prior thereto or consistent with North Carolina Open Meetings law. Notice of any special meeting of the Board of Directors shall be given at least two days (48 hours) prior thereto or consistent with North Carolina Open Meetings law. 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 President of their inability to attend any meeting at least twenty-four hours prior to meeting time.

**SECTION 7.4 WAIVER NOTICE.** Notice does not have to be given to any Director who indicates, before or after the meeting, either a consent to the holding of the meeting, or an approval of the meeting's minutes, or who attends the meeting without protesting the lack of notice prior to the beginning of the meeting. All such indications, consents, and approvals shall be included in the minutes to the meeting to which they pertain.

**SECTION 7.5 QUORUM FOR MEETINGS.** A quorum shall consist of a majority of the Directors of the Board of Directors. Except as otherwise provided under these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such a meeting is a motion to adjourn.

**SECTION 7.6 ELECTRONIC MEETINGS AND ATTENDANCE.** Members may participate by means of a conference telephone or any other electronic communication so long as all members participating in the meeting can hear one another simultaneously. Such participation constitutes personal presence at the meeting for purposes of conducting business and meeting the quorum requirements.

**SECTION 7.7 VOTING.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. If one or more Directors present at a meeting abstain from voting on a particular motion before the Board, due to a personal conflict of interest with the subject of the motion, 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.

**SECTION 7.8 CONDUCT OF MEETINGS.** Meetings of the Board of Directors shall be presided over by the Board President, unless another officer has been so designated. In the absence of that officer, the Vice President, if there is one, or any Director 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 meetings of the Board, except that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by the rules of the presiding officer, and by such procedures as may be approved by the Board of Directors. Such rules and procedures may include Robert's Rules of Order, but shall not be inconsistent with or in conflict with these Bylaws, or with provisions of law.

**SECTION 7.9 OPEN MEETINGS.** The Board of Directors shall abide by the public policy of the State of North Carolina in regards to Board meetings as describe in the North Carolina Open Meetings Law and all meetings shall be conducted in accordance with such laws.

**ARTICLE 8**  
**FINANCIAL PROVISIONS**

**SECTION 8.1 EXECUTION OF INSTRUMENTS.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 8.2 CHECKS, NOTES, AND DEPOSITS.** 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 or in such other manner as shall be determined by the Board of Directors.

**SECTION 8.3 GIFTS.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation provided it is consistent with federal and state law and regulation and representations made in the Corporations 1023 filing

**SECTION 8.4 ACCOUNTING YEAR.** For the purposes of accounting and tax reporting, the accounting year of the entire Corporation shall begin the first day of July and end the last day of June the following year.

**SECTION 8.5 LOANS.** No loans shall be executed on behalf of the Corporation unless authorized by a majority vote of the Board of Directors. If the Board authorizes an officer or agent of the Corporation to enter into a loan, such authority may be general or confined to specific transactions.

**SECTION 8.6 DEPOSITS.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such depository or depositories as shall be determined by the Board of Directors.

**SECTION 8.7 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 for charter schools or as otherwise required by law.

**SECTION 8.8 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 9 GENERAL PROVISIONS**

**SECTION 9.1 MAINTENANCE OF CORPORATE RECORD** The Corporation shall keep at its principal office:

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

**SECTION 9.2 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 9.3 PERIODIC REPORT.** The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or other government agency, to be so prepared and delivered within the time limits set by law.

**SECTION 9.4. CORPORATE SEAL.** The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation or with the Secretary of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**SECTION 9.5 PUBLIC RECORDS.** The Corporation shall abide by North Carolina public records law, currently codified at N.C.G.S. Section 132, to the extent required by such law. Nothing in these bylaws shall be construed to require or authorize disclosure of information which is defined as confidential or otherwise exempted under North Carolina law.

**SECTION 9.6 AMENDMENT.** Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a majority of the Board of Directors at any meeting.



**SECTION 9.7 CONSTRUCTION AND TERMS.** 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 portion.

**SECTION 9.8 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 9.9 INDEMNIFICATION BY CORPORATION.** The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state against any claims and/or liabilities arising out of the performance of their duties as directors and within the scope of their authority as directors.

**SECTION 9.10 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 these Bylaws or provisions of law.

**SECTION 9.11 PROHIBITED 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 if applicable], 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. 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.

**SECTION 9.12 CONFLICT OF INTEREST.** No Director 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 employee of the Corporation shall receive any personal or private

benefit resulting from the activities of the Corporation or from the receipt by the Corporation of funds 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. It is the policy of this Corporation that no Director of the Corporation shall vote on any matter in which the Director has a direct or indirect interest. In furtherance of this policy, the Board of Directors shall make such rules and policies concerning conflicts of interest as it deems appropriate from time to time or as required by law.

**SECTION 9.13 DISTRIBUTION UPON 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 exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code as the Board of Directors shall determine or to federal, state, or local governments to be used exclusively for public purposes. In accordance with North Carolina General Statutes Section 115C-238. 29F for charter schools, all net assets of the Corporation will be deemed property of the local school administrative unit. 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 then located, exclusively for such purposes or to such organizations, such as court shall determine, which are organized and operated exclusively to such purposes, or to such governments for such purposes.

APPROVED AND ADOPTED ON MAY 18, 2020