

BY-LAWS OF ROXBORO COMMUNITY SCHOOL, INC.

Adopted: July 11, 2006

Amended: August 20, 2012; December 10, 2012; July 14, 2014; September 14, 2015,
March 14, 2016

ARTICLE I – ORGANIZATION

Section 1: Name

The Name of this Corporation shall be Roxboro Community School, Inc. duly authorized under the statutes of the State of North Carolina.

Section 2: Principal Office

The principal office of the Corporation is located in the City of Roxboro, in Person County, in the State of North Carolina. The street address of the initial registered office of the Corporation is 115 Lake Drive, Roxboro, North Carolina, 27573. The name of the Registered Agent is the Managing Executive Director, Natalie Brozy.

ARTICLE II – PURPOSE

The Corporation is organized for the purpose of being a Charter School under the Charter School Act of 1996, as codified in North Carolina General Statutes 115C-238.29A et seq. It is the mission of Roxboro Community School to achieve and maintain educational excellence by providing a small, inviting and nurturing school that focuses on grades six through twelve. RCS will value and respect each member of our school family, thus enabling everyone to become effective productive citizens. RCS will provide an environment that will direct our students to focus on relevant and rigorous learning that will continue after high school.

ARTICLE III – MEMBERSHIP

There shall be no members in the Corporation unless provisions for them are later made through an amendment to the Articles of Incorporation.

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 Roxboro Community School 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 no less than five (5) and no more than nine (9).
- b. A person needs to be at least eighteen (18) years old to be qualified as a Director.
- c. The Governance Committee Chair will maintain a list of available Director vacancies. The Governance Committee will set a deadline for receipt of applications and publish vacancies in *The Courier Times* and on the website for three weeks in April. Completed applications will be submitted directly to the Chairperson, or an appointed Director. The Governance Committee will screen applications and interview top applicants in May. Governance Committee Directors will conduct interviews. The Managing Executive Director may be present during interviews to share relevant information regarding individual candidates.
- c. Individuals become Directors by being nominated to the sitting Board of Directors by the Governance Committee at the June meeting and then elected during the annual election, which is held in July.
- d. Elections are held annually. Each Director shall serve on the Board for a period of three (3) years. Directors may be elected to consecutive terms. Directors interested in reappointment must submit intent to recommit by the March board meeting. The terms for the Board of Directors shall be staggered.
- e. No paid employee of the Corporation may be a Director.
- f. The Board Chair shall maintain a file for each Director containing the Director application, signed Conflict of Interest form, signed Board Member Commitment form, and background check documentation. These files are kept in a locked file cabinet at the school.

Section 4: Duties

- a. Directors shall perform any and all duties imposed on them collectively and individually by law, the Articles of Incorporation, these by-laws, and the Board Member Commitment Form. Directors shall stand in a fiduciary relation to the corporation and shall discharge the duties of the respective positions in good faith, and with that diligence and care which reasonably prudent men and women would exercise in similar circumstances and like positions.
- b. Directors shall appoint, remove, and evaluate the Managing Executive Director of Roxboro Community School. The Managing Executive Director's yearly evaluation and contract shall be signed and filed in a locked file cabinet at the school by June 30 of each year. The Chairperson shall keep the key to the file. The Managing Executive Director shall recommend appointment, recommend removal, and evaluate principals and all other staff pursuant to job description.

c. Directors shall meet at such times and places as required by these by-laws. The Board will consider a director with three absences from regular meetings during a fiscal year as having resigned.

d. Directors shall register their address (physical, mailing, and email) with the Secretary of Roxboro Community School.

e. Directors shall conduct an annual self-evaluation(s) to ensure their quality of service to the corporation.

Section 5: Resignation of Directors

A Director may resign at any time by giving notice in writing to the Chairperson or Secretary of the Corporation. Such resignation shall take effect at the time specified, or if no time is specified, at the time the Chairperson or Secretary receives such resignation.

Section 6: Vacancies

When a vacancy or vacancies occur, either by death, resignation, removal from office, or for any other reason than the end of a term, the remaining Directors will review nominations submitted, and elect the nominee seeking to become a Director. The sitting Directors may conduct interviews with the nominee. If the nominee is approved as a new Director, s/he shall serve out the term of the Director that s/he succeeds.

Section 7: Compensation

Directors shall serve without compensation for their services to the Board. However, a person who is a Director may receive compensation for serving in another capacity in the Charter School for which there should be reasonable compensation, e.g., compensation as a substitute teacher for a short period of time.

Section 8: 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 by-laws, 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.

ARTICLE V – MEETINGS

Section 1: Regular Meetings

Regular meetings shall be held at Roxboro Community School at least monthly during the year unless otherwise designated by the Chairperson of the Board of Directors, by written call of a majority of its Directors, or by resolution of the Board. Meetings are held on the second Monday of every month at 6:30 p.m., unless otherwise noted. All meetings of the Board of Directors shall be open to the public and the Board of Directors shall comply with the North Carolina Open Meetings Laws.

Section 2: Special Meetings

The persons authorized to call Special Meetings of the Board are the Chairperson or at least two other Directors. All Directors must be notified at least forty eight hours in advance and must state the time, place, and purpose of the meeting, such notice to be made pursuant to Section 4, below.

Section 3: Annual Meeting

The Annual Meeting of the Board of Directors shall be held in July of each year.

Section 4: Notice of Meetings

Notice of any regular meeting, including the Annual Meeting of the Board of Directors, shall be given to the public and Directors at least one-week (seven days) prior thereto. All notices shall be communicated to the Directors and the public by email, media or school website and will be posted at a central location in the school. Along with notice, the agenda, minutes from the previous meeting, and any related documents that will be presented at the next meeting will be shared with Directors at least 4 days prior to the meeting. Notice of any special meeting of the Board of Directors shall be given at least forty eight hours prior thereto.

Section 5: Quorum

The presence of a majority 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 the meeting until a quorum shall be present.

Section 6: Voting

Except as otherwise expressly provided by statute, or by the Charter of the Corporation, or by these by-laws, the action of a majority of the Directors present at a meeting in which there is a quorum shall be the action of the Board of Directors. A Director who is present at a meeting where there is an action on corporate matters shall be presumed to have assented to the action taken unless a contrary vote is recorded or otherwise entered into the minutes of the meeting.

ARTICLE VI – 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 Directors may designate and fill other corporate officers as needed.

Section 2: Election, Term of Office and Qualifications

Each officer shall be elected by the Board of Directors at the Annual Meeting. These officers shall hold office during the fiscal year after their election. Other officers, as needed, may be appointed in accordance with the provisions of Section 3 of this article and may be elected by the Board at the Annual Meeting. No paid employee of the Corporation may be an officer on the Board.

Section 3: Subordinate Officers and Agents

The Board of Directors may appoint other officers or agents to chair committees, each of who shall hold office for such period, have such authority, and perform such duties as the Board of Directors may determine. The Board of Directors may delegate to any officer or agent the authority to appoint any subordinate officer or agent and to prescribe the respective authorities or duties.

Section 4: Duties

Officers shall stand in a fiduciary relation to the Corporation and shall discharge the duties of their respective positions in good faith, and with that diligence and care which reasonably prudent men and women would exercise in similar circumstances and like positions.

Section 5: Removal

The officers specifically designated in Section 1 of Article VI may be removed with or without cause, by vote of the majority of the Board of Directors present at any regular meeting; or at a special meeting of the Board called for that purpose. The removal of any person from office shall be done without prejudice to the contract rights, if any, of the person so removed.

Section 6: Resignations

Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of Roxboro Community School, Inc., or, if that officer was appointed by an officer or agent in accordance with Section 3 of this Article, by giving written notice to the appointing officer or agent.

Section 7: Vacancies

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

Section 8: Managing Executive Director

The Managing Executive Director shall have general charge of the business and affairs of the corporation and control over its employees. The Managing Executive Director shall do and perform such other duties as may be assigned by the Board of Directors, including management of day-to-day operations.

Sections 9: Chairperson

The Chairperson shall have general charge of the business and affairs of the Board of Directors. The Chairperson has the responsibility for conducting meetings. The Chairperson shall perform such other assigned duties as may be assigned by the Board of Directors.

Section 10: Vice-Chairperson

At the request of the Chairperson, or in absence or disability 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.

Section 11: Secretary

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 these by-laws or as required by the law. The Secretary shall be the custodian of the statements, books, records, reports, certificates, and other documents of the Corporation. The Secretary shall perform all duties and possess all authority incident to the office of Secretary, and such other duties and have such other authority as may be assigned by the Board of Directors.

Section 12: Treasurer

The Treasurer shall have supervision over the funds, receipts, disbursements and securities of the Corporation. The Treasurer shall perform such other duties and have such other authority as may be assigned or granted by the Board of Directors.

Section 13: Duties of Officers May be Delegated

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

ARTICLE VII – COMMITTEES

Section 1: General

The Board shall have four standing committees: Finance, Governance, Development (Fundraising), and Academic Excellence. Committees shall meet and conduct business between board meetings and make reports and recommendations at board meetings.

Section 2: Finance Committee

The finance committee is commissioned by and responsible to the Board. It has the responsibility for working with the Managing Executive Director to create the upcoming fiscal year budget; presenting budget recommendations to the Board; monitoring implementation of the approved budget on a regular basis and recommending proposed budget revisions; and recommending to the Board appropriate policies for the management of assets. In addition, the finance committee provides advice, assistance, and recommendations to the Board in the oversight of the annual independent audit. Tasks specifically include coordinating the audit firm selection process, coordinating the annual audit, and monitoring the implementation of recommendations and corrective actions identified in response to the annual audit report. The finance committee shall be assisted by the Managing Executive Director.

Members of the finance committee shall be the treasurer of the Board who shall serve as chair, the Chair who shall serve as an ex-officio member, together with other trustees appointed by the Chair with the advice and consent of the Board in accordance with the by-laws. The Managing Executive Director will be a member of the finance committee. Additional committee members may be appointed and need not be members of the Board.

Section 3: Governance Committee

The governance committee is commissioned by and responsible to the Board to assume the primary responsibility for matters pertaining to Board recruitment, nominations, orientation, training, and evaluation in accordance with the by-laws of the school as well as established policies and practices approved by the Board.

Appointments of the chair and members of the Board governance committee shall be made annually, or as necessary, by the Chair of the Board with the advice and consent of the Board in accordance with the Bylaws. The chair of this committee shall be a member of the Board. Other members of this committee shall be members of the Board. Additional committee members may be appointed and need not be members of the Board.

Section 4: Development (Fundraising) Committee

The development committee is commissioned by and responsible to the Board to assume the primary responsibility for raising non-grant funds to support the school's mission.

Appointments of the chair and members of the development committee shall be made annually, or as necessary, by the Chair of the Board with the advice and consent of the Board in accordance with the by-laws. The chair of this committee shall be a member of the Board of Trustees. Members of this committee shall be members of the Board, subject to the conditions

stated in the by-laws. Additional committee members may be appointed and need not be members of the Board.

Section 5: Academic Excellence Committee

The academic excellence committee is commissioned by and responsible to the Board to assume the primary responsibility for working with the school leader to define academic excellence, ensure that all board members know the charter promises that were made to the community and the authorizer and to devise clear and consistent measures to monitor these goals.

Appointments of the chair and members of the academic excellence committee shall be made annually, or as necessary, by the chair of the Board with the advice and consent of the Board and the Managing Executive Director and in accordance with the by-laws. The chair of this committee shall be a member of the Board. Members of this committee shall be members of the Board, subject to the conditions stated in the by-laws. Additional committee members may be appointed and need not be members of the Board.

Section 6: Additional Committees

The Board shall designate other committees as needed. Appointments shall be made by the chair of the Board with advice and consent of the Board in accordance with the by-laws.

ARTICLE VIII – PROCEDURES AND RESTRICTIONS

Section 1: Contracts

Except as otherwise provided in these by-laws, the Board of Directors may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any officer or agent of the Corporation thereunto so authorized may affect loans or advances for the Corporation and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation.

Section 3: Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as may be selected by any officer or agent of the Corporation to whom such power may from time to time be given by the Board of Directors.

Section 4: Checks, Drafts

All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by the Chairperson or Vice-Chairperson and by the Secretary or the Treasurer, or in such other manner as the Board of Directors may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories will be made by the Managing Executive Director or his/her designee, Treasurer or by any officer or agent who may be designated by resolution of the Board of Directors in such manner as such resolution may provide.

Section 5: Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special or educational purposes of Roxboro Community School, Inc.

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 July 1 of each year and end on June 30 the following year.

Section 3: Amendments to By-Laws

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted at any regular or special meeting upon a minimum of a two-thirds vote of the Directors then in office; provided however, that notice shall be given of the intention to alter, amend, or repeal or to adopt new by-laws at such meeting at least seven (7) days prior to such meeting in writing delivered personally or sent by mail, email, or fax to the address of each Director as shown on the records of the Corporation.

Section 4: Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors.

Section 5: Conflict of Interest

No Director, officer, or employee 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. 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 from time to time.

The interested Director shall not participate in any discussion or debate of the Board of Directors, or any committee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a conflict of interest.

Section 6: Officer and Director Indemnification

The Corporation shall indemnify any Director, officer or former Director or officer of the Corporation or any person who may have served at its request as a Director or officer of another corporation, partnership, joint venture, trust, or other enterprise against liabilities and reasonable litigation expenses, including attorneys' fees, incurred by the Director in connection with any action, suit or proceeding in which that Director is made or threatened to be made a party by reason of being or having been such Director or officer, except in relation to matters as to which the Director shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. The indemnification authorized by this Section 6 shall be in addition to that permitted by General Statutes Sections 55A-17.2 or 55A-17.3 or North Carolina General Statutes or as authorized in these by-laws.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by the person in such capacity, or arising out of the officer's status as such, whether or not the Corporation would have the power to indemnify that officer against such liability.

Expenses incurred by a Director, officer, employee or agent in defending a civil or criminal action suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall be ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in Section 55A-17.2 or 55A-17.3 of North Carolina General Statutes or as authorized in these by-laws.

Section 7: Meeting Regulation

Robert’s Rules of Order shall govern all meetings of the Corporation including annual, special, and other. All meetings of the Board of Directors shall be open to the public and the Board of Directors shall comply with the North Carolina Open Meetings Laws.

Section 8: Prohibited Activities

The Corporation shall comply with the 501(c)(3) prohibitions against substantial lobbying and involvement in political campaigns for public candidates. No part of the net earnings of the corporation shall go to the benefit of or be distributable to, its Directors or officers.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted (a) by a corporations 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 17Q(c)(2) of the Code.

Section 9: Disposal of Assets

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 as directed pursuant to North Carolina General Statutes.

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.

Dated: March 14, 2016

Director

Director

Director

Director

Director

Director

Director

Director

Director

STATE OF NORTH CAROLINA, COUNTY OF PERSON