East Wake First Charter School
BYLAWS

ARTICLE I
NAME, OFFICES AND AGENT

Section 1 Name. The name of the non-profit corporation is East Wake First Charter School (Corporation), duly authorized under the statutes of the State of North Carolina.

Section 2. Principal Office: The principal office of corporation shall be located at such place as designated by the Board of Directors.

Section 3. Registered Office: 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.

Section 4. Other Offices: The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the corporation may require.

Section 5. Agent. The Corporation shall continuously maintain within North Carolina a registered agent, 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 education.

ARTICLE III
MEMBERS

Section 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 IV
BOARD OF DIRECTORS

Section 1. General Powers. The activities, affairs and business of the Corporation shall be managed, controlled, and directed by the Board of Directors.

Section 2. Number, Qualifications, and Election. The Board of Directors consists of not less than five (5) nor more than eleven (11) directors. A board term is equal to a term of three (3) years, unless a Director is elected to serve the remainder of a term. A Director may serve a maximum of three (3) consecutive terms unless approved as set forth herein. Members having served at least three terms total, either consecutive or not, may be granted additional partial or full terms by a two-thirds majority vote of the remaining board members in advance of such subsequent term. The number of Directors each year shall be determined by the Board of Directors based upon need. A person needs to be at least twenty-five years old and in good standing to be qualified as a Director. Directors and Officers shall reside within the State of North Carolina.

Section 3. Elections: Directors after the First Board of Directors shall be elected at the annual meeting by the current Board of Directors. Election procedures to the Board of Directors are outlined as follows: nominations may be made by any Director; votes must be taken publicly by show of hands or roll call voting where each member states their vote out loud; nominees receiving the highest number of votes shall be deemed elected.

Section 4. Duties. 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 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 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 President 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. Officers of the Board of Directors shall include the President or Co-Presidents, Vice-President, Secretary, and Treasurer. The Board shall designate and fill other offices as needed. Any two offices except for the office of the President or Co-President may be held by one person. No officer shall sign or execute any document in more than one capacity.

Section 2. Election and Term. 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 election may be held at the annual meeting of the Board of Directors.

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 a Director. An officer who is chosen in this manner shall hold office for the unexpired portion of the term of his/her 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.

Section 5. Chair/Co-Chair. The Board shall elect the Chair or two Co-Chairs from among its own members using the same procedure to elect a Director. The Chair or Co-Chairs shall be the principal person(s) charged with supervising, organizing and managing the business of the Board. The Chair or Co-Chairs shall conduct and preside over Board meetings. They shall sign any deeds, mortgages, bonds, contracts, checks or other instruments which may be lawfully executed on behalf of the Corporation. The Chair or Co-Chairs 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.

Section 6. Co-Chair. The Board may elect the Co-Chair from among its own members using the same procedure to elect a Director. At the request of the Chair, or in absence of the Chair, the Co-Chair shall perform all the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Co-Chair 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.

Section 7. Secretary. The Board shall elect the Secretary from among its own members using the same procedure to elect a Director. 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. He/she shall sign such instruments as may require his/her 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 book 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.

Section 8. Treasurer. The Board shall elect the Treasurer from among its own members using the same procedure to elect a Director. The Treasurer shall have primary responsibility of budget oversight as well as serve as chair of the audit 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 and may be removed, with or without cause, by a majority vote of the Board.

ARTICLE VI
Committees

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 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 VII
Board Meetings

Section 1. Regular Meetings. Regular meetings, including annual board retreats, of the Board of Directors shall be held at least 10 times per year at such time and place as designated by the Board. Regular meetings of the Board of Directors are held monthly except in circumstances which a meeting is deemed necessary. Meetings are typically held the first Tuesday of the month in the evening. The annual meeting of the Board of Directors shall be held in June, July or August of each year for the purpose of electing directors of the corporation, and for transacting the normal business of 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 2. Special/Emergency Meetings. Special or Emergency meetings of the Board of Directors may be called by the Chair, any Officer, or any two Directors. The meetings shall be held at such time and place as designated by the Board. The Board shall inform the public about the meetings, as soon as practical under the circumstances, using any feasible means of communication as permitted by law and consistent with North Carolina's Open Meeting laws.

Section 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. 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 President of their inability to attend any meeting at least twenty-four hours prior to meeting time.

Section 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 5. Quorum. The presence of the majority of the current Board of Directors having voting authority at a meeting 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. Electronic Meetings and Attendance. 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.

Section 7. Voting. If a quorum is present when a vote is taken, the action of a majority of the Directors 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.

Section 8. Open Meetings Law. 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.

Section 9. Conduct of Meetings. The Chair of the Board, or in their absence, the Co-Chair 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.

ARTICLE VIII
Financial Provisions

Section 1. Third-Party Contracts. No third-party contracts 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 contract, such authority may be general or confined to specific transactions.

Section 2. 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 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation in excess of $7,500.00 and non-payroll, 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 4. 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 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 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. 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 2. 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, 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 3. Indemnification. Every person who is or shall have been a Director or officer of the Organization and his or her 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 him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director of officer of the Corporation, except in relation to such matters as to which he or she 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 his or her 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 4. 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 5. 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.

Section 6. 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 7. 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. State. 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 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. 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.

These bylaws were approved at a meeting of the Board of Directors of on June 6, 2023.
They were most recently revised by the Board of Directors on June 6, 2023.

Heather W. Collier
Board Secretary