

THE ACADEMY OF MOORE COUNTY

RESOLUTION ADOPTING RESTATED BYLAWS AND APPROVING ASSOCIATED ACTIONS

The Board of Directors of the Academy of Moore County adopts the following Resolution.

FIRST: The Bylaws in effect immediately before the adoption of this Resolution provide in Section 5.a of ARTICLE V that “Board members will normally serve for three (3) years....” The use of the word “normally” clearly implies that there are circumstances in which a member’s term may be extended beyond three years. In fact, in light of the emergency created by the COVID-19 crisis and the corresponding restrictions on meetings, the Board adopted a motion on March 23, 2020, “to delay consideration of new board members until September.” Further, at its August, 2020 meeting, the Board determined that, in light of the ongoing crisis and the necessity for experienced Board members to continue to guide the operations of TAMC during the emergency, any Board member’s term of office which would have otherwise expired shall be extended to January 1, 2021.

The amended and restated Bylaws set forth in Article SECOND of this Resolution provide that (1) Board members who take office on July 1st shall serve for three year terms, (2) Board members elected to fill a vacancy shall complete the terms of the members they replace, and (3) the terms of any other member elected to the Board shall expire on the next June 30th or on June 30th of one of the two following years. It is the policy of TAMC that the terms of approximately one-third of the members of the Board will expire on each June 30th. In order to implement this policy, the terms of the following current Board members are extended to, and will expire on, the dates set forth below:

Thomas Beddow	June 30, 2021
Janet Lowry	June 30, 2021
Rebecca Wood	June 30, 2021
David Nordloh	June 30, 2022
Jim Busby	June 30, 2022
Adelle Park	June 30, 2022
Malinda Summey	June 30, 2023
William Scholtes	June 30, 2023.

SECOND: The amendments to the Bylaws set forth below were received by the Secretary more than 30 days prior to their adoption. Accordingly, the Board repeals the Bylaws in their entirety and restates them as follows:

THE ACADEMY OF MOORE COUNTY BYLAWS

ARTICLE I NAME AND GOVERNANCE

The name of this organization is The Academy of Moore County, Inc. That corporation and the school it operates are hereafter referred to as “TAMC.” TAMC is managed by a Board of Directors, hereafter referred to as the “Board,” as a non-member, non-profit corporation in accordance with North Carolina law and applicable federal law.

ARTICLE II VISION AND VALUES

Section 1. Vision. The goal of TAMC is for all students attending TAMC to achieve their maximum potential.

Section 2. Mission. The TAMC mission statement is “Developing tomorrow’s leaders today.” TAMC is a “STEM” school, emphasizing science, technology, engineering, and math. Its purpose is to improve learning for all students, particularly by providing the following:

- (a) Innovative learning opportunities for both at-risk and gifted students;
- (b) Small class sizes;
- (c) Advanced computer technology to enable students requiring remedial education to strengthen areas of academic weakness while providing gifted students the opportunity to reach their full potential; and
- (d) Opportunities to enhance individual learning by hands-on projects as well as use of the vast resources of the internet.

Section 3. Core Values. The core values of TAMC are

- (a) Safe, supportive academic environment;
- (b) Decisions driven by solid information and thoughtful consideration;
- (c) Learning for all;
- (d) Teamwork; and
- (e) Visionary leadership.

Section 4. TAMC Pillars for Success and Growth. TAMC’s strengths are

- (a) Unwavering commitment to academic success;
- (b) Careful and conservative financial management; and
- (c) Constant and informed governance.

ARTICLE III DEFINITIONS

In these Bylaws, the term “Director” shall mean the TAMC Director of Education and, unless the context requires otherwise, the term “Year” shall refer to the year beginning on July 1st and ending on June 30th. The terms “parent” and “parents” shall include a step-parent or step-parents and a guardian or guardians. The terms “child” or “children” shall include a step-child or step-children and a ward or wards.

ARTICLE IV LOCATION OF OFFICE

The office of TAMC is located at 12588 Hwy 15-501 South, Aberdeen, NC 28315 or at such other place as the Board may determine.

ARTICLE V BOARD OF DIRECTORS

Section 1. Composition. The Board will be made up of representation from parents, school officials, and community leaders. The Board shall consist of five or more members with no less than 80 percent of them being Moore County residents. The composition of the Board shall be

- (a) At least one, but not more than three, parents of children enrolled at TAMC;
- (b) At least four, but not more than eight, interested community representatives who are not employed by or have a family member attending or employed by TAMC (for this purpose, “family member” means a descendant, step-descendant, spouse, parent or step-parent); and
- (c) The Director who shall serve as a non-voting, ex-officio member.

Section 2. Nomination and Election.

- (a) A qualified person who is willing to serve on the Board may be nominated by any member of the Board. The members of the Board shall collectively possess strong experience and expertise in public and nonprofit governance, management and finance, assessment, curriculum and instruction, public charter schools and public education law. A nominee shall have demonstrated an understanding of and a commitment to charter schools as a strategy for strengthening public education.
- (b) A nominee will be provided a copy of these Bylaws and given a tour of the school. The nominee will be asked to submit a biographical summary, providing full name, address, contact information, education, and work and volunteer experience.
- (c) When the term of a Board member is scheduled to expire on June 30th of a Year, the Board will consider nominees for the member’s position, including that member if he or she is eligible to serve another term, at the Board’s regular May meeting of that Year. Nominees will be elected by a majority of Board members present and voting at the Board’s regular June meeting and will take office on the following July 1st. The Board is not required to fill a position as long as the composition of the Board meets the minimum requirements of Section 1 of this Article.
- (d) Except in the case of a vacancy, whenever a Board membership is available by reason of the Board being composed of fewer members than permitted by Section 1 of this Article, the Board may consider nominees for membership at any regular monthly meeting, and the nominee or nominees so considered may be elected by a majority of

Board members present and voting at the Board's next regular monthly meeting. At the time of a new member's election, the Board, in its discretion, shall determine when his or her term shall expire, which shall be on June 30th of the current Year or one of the following two Years. The Board shall exercise this discretion in a manner consistent with a policy of having the terms of approximately one-third of its members expire on each June 30th.

Section 3. Term of office.

- (a) Board members who take office on July 1st will serve for a period of three Years and shall be eligible to be reelected for one additional term of three Years.
- (b) Board members who are elected to fill a vacancy or elected in accordance with the provisions of Section 2(d) of this Article shall upon the completion of their terms be eligible for reelection for one additional term of three Years.
- (c) Any qualified person not presently serving on the Board may be elected to an initial term, notwithstanding that he or she has previously served on the Board.
- (d) A person's eligibility to serve as a member of the Board shall be determined at the time of his or her election. Accordingly, a Board member may complete his or her current term even though subsequent to being elected he or she shall cease to have a child enrolled at TAMC or shall become employed by or have a family member enrolled at or employed by TAMC.
- (e) Board members may be removed in accordance with Section 4 for failure to attend three consecutive regular monthly meetings of the Board or any four regular monthly meetings during any 12-month period.

Section 4. Resignation and removal of Board members. Any member of the Board may resign by giving written notice to the Board Chair. Any member of the Board may be removed from office with or without cause by a vote of two-thirds of the Board at any meeting called for that purpose.

Section 5. Board Vacancies. A vacancy shall occur upon the death, resignation, or removal of a Board member. A qualified person who is willing to serve on the Board may be nominated by any Board member to fill a vacancy and shall be elected by a majority of the Board members present and voting at any meeting of the Board.

- (a) The Board shall fill any vacancy within three months after it arises if, as a result, the Board is comprised of fewer members than required by Section 1.
- (b) All other vacancies may be filled at any subsequent meeting of the Board during the Year.
- (c) Any Board member elected to fill a vacancy shall hold office for the unexpired portion of the term of the person that Board member succeeds.
- (d) While a vacancy exists, the remaining Board members may continue to conduct the affairs of the Board.

Section 6. Officers. The officers of the Board shall be the Chair, Vice-Chair, Secretary, and Treasurer. The officers shall constitute the Board's Executive Committee. They shall be elected at the regular June meeting of the Board.

- (a) Each officer shall serve for an initial term of two Years and may be re-elected for three additional one-year terms, as long as he or she is a member of the Board.
- (b) The Vice-Chair shall fill the office of Chair for the remainder of the Chair's term in the event the Chair dies, resigns, or is removed.
- (c) If the Vice-Chair, Secretary, or Treasurer dies, resigns, is removed, or becomes unable to act, the Board shall fill the unexpired term of that officer at its next regular meeting or at a special meeting called for that purpose. If both the Chair and Vice-Chair have died, resigned, been removed, or have become unable to act, the Secretary shall (i) call a special meeting for the purpose of filling the unexpired terms of both offices and (ii) shall act as temporary Chair until those officers are replaced.
- (d) An officer may be removed without cause by a majority vote of the Board.

Section 7. Quorum and Voting.

- (a) A majority of the voting members of the Board must be present in order to conduct business at any meeting.
- (b) Each elected member present will have one vote. The Chair shall vote only in the case of a tie.

Section 8. Meetings.

- (a) Regular meetings of the Board shall be held each month at a fixed time and place determined by the Chair. In the event business must be conducted between regular meetings, the Chair is authorized to call a special meeting upon notice sufficient to insure a quorum. The dates of all meetings shall be announced in advance on the TAMC website.
- (b) By assuming office, a Board member agrees that notice by email or any other means designed to give the member actual notice shall be sufficient for any purpose under these Bylaws.
- (c) Board members may attend meetings in person or by any means which will permit all Board members to hear each other simultaneously.
- (d) The Board shall comply with North Carolina law applicable to meetings of public bodies.
- (e) Except to the extent inconsistent with these Bylaws, meetings will be conducted in accordance with Robert's Rules of Order.
- (f) Any Board member present at a meeting is deemed to have assented to any action taken at the meeting unless the member's dissent or abstention is recorded in the minutes of the meeting.

(g) Notwithstanding the provisions of this Section but subject to the provisions of Section 7, in the event that unexpected circumstances require immediate consideration by the Board, any officer may call an emergency meeting, giving notice by email, telephone or similar means to as many members as possible and to any media that have complied with the provisions of N.C.G.S. Sec. 143-318.12(b)(3). Only business connected with the emergency may be considered at the meeting.

Section 9. Policies and Procedures. It is the policy of TAMC that Board members shall not divulge any information deemed confidential by the Board. The Board may develop other policies and procedures for the management of TAMC provided that they are not inconsistent with these Bylaws.

Section 10. Duties of the Board and Board Members. In addition to other duties imposed by law, the Board shall have the following duties.

- (a) The Board shall be responsible for overseeing the management of TAMC.
- (b) It shall comply with all duties imposed on the Board by the TAMC Charter including providing the insurance coverage referred to in Section 13 of the Charter.
- (c) The Board shall approve an annual budget for TAMC. It shall also arrange for the annual audit of the TAMC financial statements by a certified public accounting firm and the presentation of the results to the Board.
- (d) The Board shall provide a copy of the latest financial statement of TAMC upon written request from any member of the public.
- (e) Board members shall discharge their duties as Directors, including their duties as committee members (i) in good faith; (ii) with the care that an ordinary prudent person in a like position would exercise under similar circumstances; and (iii) in a manner that the Board members reasonably believe to be in the best interests of TAMC.
- (f) Board members shall not engage in any transaction with TAMC in which they have a direct or indirect conflict of interest. All Board members will adhere to the TAMC policy on conflicts of interest.

Section 11. Powers of the Board.

- (a) The Board shall have all powers and authority conferred upon TAMC by North Carolina law, including all powers necessary for the management of the business, property, and affairs of TAMC and it shall have the power to do such lawful acts as it deems proper to promote the objectives and purposes of TAMC.
- (b) The Board may delegate authority to any committee consisting of two or more of its members. The authority so delegated may be revoked or expanded by the Board at any time. Notwithstanding this general authority, no committee shall authorize distributions, approve the dissolution of TAMC or the sale of substantially all of its assets, elect Board members, or amend the Bylaws or Articles of Incorporation.
- (c) The Board shall have the power to hire or dismiss the Director as well as delegate to the Director the management and administrative duties of TAMC, provided that the

Board retains the power to approve the Director's recommendations as to staff positions and the dismissal of members of the faculty and staff.

Section 12. Duties of the Chair. The Chair shall

- (a) Plan, conduct, and monitor Board meetings to ensure that only Board issues are addressed;
- (b) Appoint members of Standing Committees and other committees as needed and serve as an ex-officio member of those committees;
- (c) Ensure that the Board fulfills its responsibility to govern TAMC;
- (d) Develop meeting agendas with the assistance of the Director;
- (e) Ensure that Board meetings are fair, open, and thorough;
- (f) Develop TAMC's goals for the upcoming year and, along with all Board members, evaluate from time to time the progress made in achieving those goals;
- (g) Evaluate, along with all Board members, the performance of the Director at the end of the Year; and
- (h) Serve as a spokesman for the Board and TAMC.

Section 13. Duties of the Vice-Chair. The Vice-Chair shall

- (a) Assist the Chair in the performance of the Chair's duties;
- (b) Preside at meetings of the Board during the temporary absence of the Chair;
- (c) Serve as temporary Chair during such period as the Chair is unable to serve; and
- (d) Perform such other duties as assigned by the Chair.

Section 14. Duties of the Secretary. The Secretary shall

- (a) Ensure that an accurate record is maintained of the proceedings and business transactions of all Board meetings; and
- (b) Preside at meetings of the Board during the temporary absence of both the Chair and the Vice-Chair.
- (c) Maintain in the office of TAMC copies of (i) its Articles of Incorporation; (ii) these Bylaws; (iii) any Resolution adopted by the Board relating to the number of its Directors; (iv) the minutes of all meetings and actions taken without a meeting for the previous three years; and (v) a list of the names and business or home addresses of its current Board members.

Section 15. Duties of the Treasurer. The Treasurer shall

- (a) Act as the Board member primarily responsible for overseeing the finances and fiscal accountability of TAMC;
- (b) Review the financial records monthly and present a summary of the financial condition of TAMC at each regular monthly meeting;

- (c) After consulting with the Director and accountant serving TAMC, draft TAMC's annual budget for submission to, and approval by, the Board;
- (d) Develop and oversee check signing policies and procedures for TAMC;
- (e) Ensure compliance with all legal and regulatory requirements relating to TAMC's finances; and
- (f) Ensure that funds are invested in a responsible fiduciary manner.

Section 16. Standing Committees. The Board shall have the Standing Committees described in this Section. Each Committee shall have at least two members.

- (a) **Executive Committee.** The Executive Committee is charged with Board governance and vitality, staff oversight and discipline as necessary, fiscal responsibility, periodic review of standing and special committees, and achievement of the mission and vision of TAMC.
- (b) **Security Committee.** The Security Committee is charged with the day-to-day security of the campus, students, faculty, and staff. The Committee shall develop and update a master security plan for TAMC. It is also responsible for staff training, arrival and departure traffic patterns, entry and exit door security, classroom door security, "barricade in place" planning, and evacuation planning. The Committee shall conduct periodic drills with faculty and staff to ensure that security plans will be implemented effectively.
- (c) **Compensation Committee.** The Committee is charged with conducting an annual review of employee compensation packages and with recommending salary adjustments and bonuses to the Board. The Committee members will include the Chair, the Treasurer, and at least one additional Board member.
- (d) **Marketing Committee.** The Committee is charged with developing internal and external communication programs appropriate to specific market segments. The Committee shall work with school staff to design and prepare print materials, press releases, and the TAMC website.
- (e) **Finance Committee.** The Committee is charged with assisting the Treasurer in developing an accurate and feasible annual budget, conducting financial planning, creating and reviewing internal financial controls, preparing and distributing timely, accurate, and user-friendly financial reports to the Board.
- (f) **Grievance Committee.** The Committee is charged with initially reviewing a complaint submitted in accordance with the TAMC Grievance Policy by a parent or a student alleging a violation of TAMC policy, Board policy or a governing law or regulation. The Committee shall make, and submit to the Board, findings of fact and any recommendation it may have to assist the Board in resolving the complaint.

Section 17. Compensation. Board members shall receive no payment for their services. Board members may be reimbursed for out-of-pocket expenses incurred in connection with TAMC business upon presentation of receipts and approval by the Board.

Section 18. Indemnification. Board members shall be indemnified and held harmless by TAMC to the fullest extent permitted by North Carolina law for any liability, including reasonable attorney's fees, incurred by reason of Board members being made parties to a proceeding against any one or more of them.

ARTICLE VI PLANNING

The Board shall develop three, five, and 10-year strategic plans at the beginning of each Year and review and update them at the end of each Year.

ARTICLE VII DISSOLUTION

TAMC may be dissolved upon the Board's adoption of a plan of dissolution meeting the requirements of North Carolina law.

ARTICLE VIII NON-DISCRIMINATION

TAMC Board members, officers, employees, and students shall be selected entirely on a non-discriminatory basis with respect to age, gender or sexual orientation, race, religion, national origin, and disability. Further, TAMC shall be open to all students who are eligible to attend a North Carolina public school on a space available basis. TAMC shall not discriminate in its admission policies and practices. TAMC shall conduct all of its activities in accordance with all applicable federal, state, and local anti-discrimination laws as well as in accordance with all other laws and regulations applicable to the operation of charter schools in North Carolina.

ARTICLE IX AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the voting members of the Board, provided that the proposed amendment is submitted in writing to the members of the Board at least 30 days prior to the date of the meeting at which the amendment is considered.

THIRD: Upon adoption of this Resolution the Board will be composed of one parent of a child enrolled at TAMC, seven community representatives, and the Director.

FOURTH: Notwithstanding any failure to comply with the Bylaws in effect prior to the adoption of this Resolution, the Board ratifies and confirms all actions previously taken by the Board of Directors of TAMC.