

BYLAWS
OF
THE TILLER SCHOOL OF CARTERET COUNTY

ARTICLE 1

Name, Purpose, and Limitations

Section 1 – Name

The name of the corporation is The Tiller School of Carteret County.

Section 2 – Purpose

The purposes of the corporation shall be:

- a. To operate a charter school pursuant to Charter 115C, Sections 238.29A et seq. of the General Statutes of North Carolina, entitled “Charter Schools,” and the general amendments thereto, and to ensure that the corporation shall have all the powers given to charter schools therein as well as all the powers given to nonprofit organizations in Charter 55A of the General Statutes of North Carolina, entitled “Non-Profit Corporation Act,” and the general amendments thereto.
- b. The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- c. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- d. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3 – Limitations

The corporation is a non-profit corporation and no part of the net earnings of the corporation shall go to the benefit of, or be distributable to its members, trustees, officers or other private persons. The nonprofit affirms, as a condition of the charter, that the governing Board Members receive no compensation other than reimbursement of reasonable expenses incurred while fulfilling duties as a member of the Board. Notwithstanding any purposes set forth in this Article I, and notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or a corresponding provision of any future United States Internal Revenue Law.

ARTICLE II

Offices

The principal office of the corporation shall be located at 1950 Highway 70 East, Beaufort, North Carolina 28516. The Board of Directors may establish additional offices, and the location of the principal office and the number and location of any additional offices may, from time to time, be otherwise designated and changed by the Board of Directors.

ARTICLE III

Members

Section 1 – Eligibility

All parents or legal guardians who have children enrolled in the school shall be entitled to be voting members as well as each paid staff member employed by the school and each sitting member of the Board of Directors of the corporation. The membership of any parent or legal guardian shall be valid from annual meeting to annual meeting as long as the child is enrolled at the school.

Section 2 – Voting

Each member shall be entitled to one vote. However, no family may have more than two (2) votes.

Section 3 – Annual Meetings

An annual meeting shall be held in the spring or early summer of each year prior to the June Board meeting at such time as the Board of Directors may determine at a time and place

designated by the Board of Directors. The purpose of the meeting shall be to elect a Board of Directors for the upcoming school term and to discuss such other business as shall be necessary, appropriate, or convenient. The meeting may be held over a period of multiple days to facilitate maximum participation from voting members. The membership shall be notified of the time and place of the annual meeting not less than ten (10) days in advance and within compliance with the notice provisions indicated in North Carolina General Statutes §143-318.9 through NCGS 143-318.14..

Section 4 – Special Meetings

Special meetings of the members may be called by the Board of Directors or upon the demand of at least ten percent (10%) of the members. Notice of meetings shall be given in compliance with the notice provisions indicated in North Carolina General Statutes §143-318.9 through NCGS 143-318.14.

Section 5 – Quorum

Twenty-five percent (25%) of the voting membership shall constitute a quorum for the transaction of business at any meeting of the members. The vote of a majority of the members present or represented on any matter at a meeting of members at which a quorum is present shall be the act of the members on the matter, unless the vote of a greater number is required by law or the articles of incorporation or by these bylaws.

In the absence of a quorum at any meeting of members, such meeting will be adjourned for at least ten (10) days and not more than thirty (30) days to provide appropriate public notice. Such adjourned meeting shall constitute the meeting originally notified, and any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called.

ARTICLE IV

Board of Directors

Section 1 – General Powers

The property and affairs of the corporation shall be managed and controlled by the Board of Directors.

Section 2 – Board of Directors and Election of Officers

The Board of Directors shall consist of at least five (5) but not more than twelve (12) Board Members. The majority of these are to be held by parents of children enrolled in the school. A community member with no current affiliation with the school will fill at least one position. Tiller School Executive Director, teachers, staff and employees may not serve as Board

Members. All Board Members have one vote in Board decisions. The Board of Directors shall be elected at the annual meeting of the members of the corporation and newly elected members shall take their position and be installed as voting members of the Board at the moment the June Board meeting is called to order, at the beginning of the June meeting, to serve for the following Tiller School Fiscal Year for the length of their term.

Officers for the Board of Directors shall also be elected at the June meeting of the Board of Directors each year by the Board of Directors by simple majority vote after the newly elected members are installed. The Board of Directors shall elect a President first, then one or more Vice-Presidents, a Secretary and a Treasurer as Executive Officers to manage the affairs of the corporation. These officers assume their responsibilities on their date of election at the conclusion of the meeting in which they are elected. The Board of Directors may, from time to time, appoint such other officers as are necessary or proper to carry out the business of the corporation.

In the event the June Board meeting cannot be held due to extenuating circumstances or for whatever reason, the newly elected Board Members shall automatically be installed as new members at the beginning of the next meeting held, and Board Executive Officers must also be elected at that meeting after the newly elected members are installed.

The Board of Directors shall be elected for three-year terms and shall constitute in office until their successors are elected and qualified. The Board of Directors are divided into three (3) classes, each class consisting of one-third (1/3) of the whole number of the Board Members and each three (3) year term staggered such that only 4 seats are up for renewal each year.

At each annual election, the successors to the Board Member of the class whose terms expire in that year shall be elected to hold office for a term of three (3) years, such that the term of office of one class of Board Members expires in each year. Board Members will have term limits of two (2) elected terms. Directors who are term limited may be elected by the membership again after one term (3 years) off the Board. A term limited Director may not fill a vacancy through Board vote; only the membership can vote in a term limited Director.

Any vacancies that occur by a Board Member not serving a three year term may be filled by a majority vote of the remaining the Board of Directors at the next regular meeting following notice of said vacancy but no later than the end of the Tiller School Fiscal Year.

Unless specifically mandated in the Tiller School By-Laws or by written directive from the Board of Directors, no Board Member may act in a unilateral manner regarding the business or personnel matters of the corporation or school. The affairs of Tiller School Corporation shall be managed and its corporate power exercised by its Board of Directors. The Board of Directors reserves for itself the power to:

1. Monitor student admissions procedures.
2. Suspend a student for more than ten (10) days.
3. Make fiscal decisions required for operation.
4. Delegate specific administrative responsibilities and decisions to individuals.

5. Approve the school calendar.
6. Through the Executive Committee, hear grievances.
7. Supervise the Executive Director.
8. Hiring and dismissal of Executive Director.
9. Conduct long term planning activities.
10. Determine student/teacher ratio.
11. Approve new positions.
12. Approve acquisitions and purchases above limit set by Board of Directors.
13. Manage Emergency Fund.
14. Manage Capital Replacement Fund.

Section 3 – Quorum

A quorum shall be comprised of not less than one-half (1/2) of the members of the Board of Directors.

Section 4 – Regular Meetings

The Board of Directors shall hold regular meetings; said meetings shall be scheduled at least quarterly at a place and time to be provided by the Board of Directors. Notice of all meetings shall be given in compliance with the notice provisions indicated in North Carolina General Statutes §143-318.9 through NCGS 143-318.14.

In order to facilitate the orderly conduct of business and communication with parents, staff and Directors, all submissions and related attachments to the meeting agenda must be submitted five (5) days prior to the posted meeting. Said agenda will be published and posted four (4) days prior to the meeting date.

Section 5 – Special Meetings: Call and Notice

The time, dates and places of special meetings of the Board of Directors may be set at the call of the President upon written call of the majority of the Board Members or upon resolution of the Board.

Notice shall be given in compliance with the notice provisions indicated in North Carolina General Statutes §143-318.9 through NCGS 143-318.14. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting.

Section 6- Removal of Board Members

For cause determined by the Board, individual Board Members may be removed by a two-thirds vote of the Board Members in attendance at any regularly scheduled meeting in which the removal has appeared on the agenda prior to the meeting.

Any Board Member who misses more than three regularly-scheduled, consecutive meetings, or misses six meetings total during any Tiller School Fiscal Year shall have their

position as a voting member added to the next scheduled meeting's agenda as a decision item for potential removal. Attendance at meetings will be noted by the Secretary, and may include attendance by telephone or in person for at least three-quarters of the meeting. Board Members so dismissed may be reappointed by the Board in their discretion by a majority vote to fill a vacancy.

Section 7 – Indemnification

Any person who at any time serves or has served as a Board Member of the corporation, or who, while serving as a Board Member of the corporation, serves or has served, at the request of the corporation, as a Board Member, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him/her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitral action, suit or proceeding (and any appeal therein), whether brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he may become liable in any such action, suit or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of the indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board of Directors shall give notice to and obtain approval by, the shareholders of the corporation for any decision to indemnify.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this bylaw.

ARTICLE V

Officers

Section 1 – Executive Officers

The Executive Officers shall be elected by the Board of Directors at the June meeting and shall comprise the offices of President, Vice-President, Secretary and Treasurer. The Executive Officers are the members of the Executive Committee. Any officer duly elected shall begin serving in the elected position at the conclusion of the meeting in which he/she is elected, and shall hold office until a successor is elected by the Board of Directors and has accepted office.

Section 2 – Vacancies

Any vacancy in any Office should be filled by a majority vote of the remaining Board of Directors at the next regular meeting following notice of said vacancy but no later than the end of the Tiller School Fiscal Year.

Section 3 – Terms of Office, Removal

All Officers shall be subject to removal at the pleasure of the Board of Directors by affirmative vote of a majority of the Board of Directors in office.

Section 4 – Powers and Duties of the President

The President shall be the chief executive officer of the corporation, responsible, along with his/her fellow Board Members, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board. The President shall keep the Board of Directors fully informed and freely consult with them in regard to the business of the corporation and make due reports to them. In addition to the powers and duties elsewhere provided in these bylaws, the President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board of Directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with this bylaw or as may at any time be assigned by the Board of Directors.

Section 5 – Powers and Duties of Vice-President(s)

The Vice-President(s), if any, shall familiarize themselves with the affairs of the corporation and, in the event of the disability or absence of the President from any place in which the business in hand is to be done, the Vice-President(s) in order designated by the Board shall have all the powers and perform all the duties of the President. The Vice-President(s) shall have such other powers and duties as may at any time be assigned to them by the Board of Directors.

Section 6 – Powers and Duties of the Treasurer

The Treasurer, subject to the control of the Board of Directors and together with the President, shall have the general supervision of the finances of the corporation. Duties of the Treasurer include the care of, and responsibility for, all moneys, securities, evidences of value and corporate instruments of the corporation, and supervision of the officers and any other persons authorized to deposit, handle and disburse any funds, ensuring retention of information as to whether all deposited have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause full and accurate books to be kept, showing the transactions of the corporation, its accounts, assets, liabilities and financial condition, which shall at all times be open to the inspection of the Board Members, and such statements and reports as are required of him/her by law. Subject to the Board of Directors, the Treasurer shall have such other powers and duties as are incident to the office and not inconsistent with these bylaws, or as may at any time be assigned to the Treasurer by the Board. The Board of Directors may require the Treasurer to give a bond in such amount and with such sureties as they shall determine.

Section 7 – Powers and Duties of the Secretary

The Secretary shall cause to be entered in the minute books the minutes of all meetings of all committees and of the Board of Directors except for closed session topics; shall have charge of all books and papers pertaining to said office; and shall be responsible for the giving of all notices and for the making of all statements and reports required of the corporation or of the Secretary by law. The Secretary shall make a note of members in attendance at each meeting. Minutes of closed session meetings are not normally maintained unless exceptional circumstances exist and the Board votes to maintain closed session minutes for a particular issue. Closed session minutes are not public record and will be stored and secured accordingly. The Secretary shall attest by signature to all instruments duly authorized and requiring the same. The Secretary shall perform such other duties as are incident to the office, and shall have such other powers and duties, in addition to those elsewhere provided in these bylaws, as may be at any time assigned by the Board of Directors.

Section 8 – Other Officers

The Board of Directors may establish and elect other officers as it may deem necessary and appropriate and shall prescribe the powers and duties of any other officer of the corporation.

ARTICLE VI

Committees

Section 1 – Executive Committee

The role of the Executive Committee is to help the Board accomplish its work in the most efficient way. The Committee facilitates decision-making in between Board meetings or in the case of a crisis or other urgent circumstances. The President has the authority to call meetings of the Executive Committee as necessary. The Committee is authorized to make decisions for the Board in cases where the decision cannot wait for the regularly scheduled Board meeting. A majority vote of the Committee is required to approve decisions. Votes may be taken in any reasonable form of communication (i.e. phone calls, emails, etc...) Any Executive Committee decisions shall be briefed to the Board at the next regularly scheduled meeting.

The Executive Committee is responsible for conducting an informal mid year review and formal annual performance review of the Executive Director with a written narrative. The performance review will solicit input from the school staff and other appropriate sources. The review will be presented to the Board of Directors in closed session and approved in open session. The Executive Committee will also serve as the Grievance Committee and follow the guidelines as outlined in the Tiller Policy Handbook.

Section 2 – Long Range Planning Committee

The role of the Long Range Planning Committee is to develop, brief and review a long-range strategic plan for Tiller School. The Vice President is the chair and the Executive Director is a member. Although not an absolute requirement, additional members should include at least one parent Board Member, one community Board Member, two teachers and two parents from the Tiller School voting membership at large.

Section 3 – Other Committees

The Board may also provide for such other committees as may be necessary for the effective management of the business and affairs of the corporation and give such powers and duties as may seem proper (except those specifically prohibited by law). The Board of Directors may provide a meeting and reporting schedule for such committees, establish how committee meetings shall be called, and designate at what times those meetings may be held. The committees may be formed as long-term committees that will be added as a standing committee in future bylaws revisions or as Ad Hoc committee for short-term projects.

ARTICLE VII

Finance

Section 1 – Banking

All funds and money of the corporation shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such officers as the Board of Directors shall from time to time designate. Any officer or person performing said functions shall account therefore to the Treasurer as and when the Treasurer may require. All money, funds, bills, notes, checks and other negotiable instrument coming to the corporation shall be collected and promptly deposited in the name of the corporation in such depositories as the Board shall select.

Section 2 – Fiscal Year

The fiscal year of the corporation shall end on the 30th day of June.

Section 3- Emergency Fund

The Board of Directors shall have the responsibility to fund and maintain an Emergency Fund. This Fund is intended for use in paying insurance deductibles, providing for natural disaster recovery, and managing extraordinary funding crises to provide for the long-term stability and fiscal responsibility of the school. The target balance for the Emergency Fund shall be proposed annually by the Long Range Planning Committee and approved at the discretion of the Board. The preliminary annual amount to be set aside, if any, for this Fund will be determined by a separate vote of the Board during the same meeting in which the approval of the annual budget is considered. Approval of the final amount will be considered during the approval of the fall amended annual budget after state funding is realized. The Emergency Fund shall only be used or withdrawn upon a two-thirds vote of the Board Members in attendance at a properly noticed meeting in which the agenda item is presented.

Section 4- Capital Replacement Fund

The Board of Directors shall have the responsibility to fund, maintain and utilize a Capital Replacement Fund. The Fund is intended to provide for long-term, recurring capital expenses as determined by the Board. Approval of the final amount of any deposit will be considered during the approval of the fall amended annual budget after state funding is realized. The Capital Replacement Fund shall only be used or withdrawn upon a majority vote of the Board Members in attendance at a properly noticed meeting in which the agenda item is presented.

Section 5 – Procurement of Non-budgeted Items/Services

In the event that the Director believes that there is a non-budgeted item or service that is needed by the school that exceeds \$1000, then the Director shall present a proposal

to the BOD at one of its scheduled meetings. In case of an emergency, the Director shall seek immediate counsel from the Executive Committee. This rule does not apply to items/services already contained in an approved budget, except if the procurement of a given item/service would cause that budgeted line amount to be exceeded.

ARTICLE VIII

Miscellaneous

Section 1 – Amendments

The Board of Directors may adopt and amend the bylaws of the corporation from time to time at any meeting properly convened in accordance with these bylaws. These bylaws may be altered, amended or repealed or new bylaws may be adopted at any meeting of the Board of Directors by a vote of two-thirds (2/3) vote of the Board Members in attendance of the Directors in office if at least ten days written notice is given of the intention to take such action at such meeting.