

ENVISION SCIENCE ACADEMY, INC.  
BYLAWS

**ARTICLE I: Name, Offices and Agent**

**1.1 Name.** The name of the non-profit corporation is Envision Science Academy, Inc. (Corporation), duly authorized under the statutes of the State of North Carolina.

**1.2 Offices.** The principal office of the Corporation and such other offices as it may establish shall be located at such place(s) either within or without North Carolina, as may be designated by the Board of Directors (the Board or Directors). The registered office of the Corporation may be, but need not be, identical to 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.

**1.3 Agent.** The Corporation shall continuously maintain within North Carolina a registered agent, who shall be designated by the Board of Directors.

**ARTICLE II: Purposes**

**2.1 IRC 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.

**2.2 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**

**3.1 General.** The Corporation shall have no members, certificate holders, or stakeholders. All functions and affairs of the Corporation shall be directed entirely by the Board of Directors.

**3.2 Chair Emeritus.** The Chair Emeritus is a former Board President. The Chair Emeritus shall serve in an advisory role and provide continuity in experience, historical knowledge and board mentorship. There are no limitations on the terms of office for the Chair Emeritus. The Chair Emeritus has all rights and privileges as the Board of Directors, except for voting rights.

**ARTICLE IV: Board of Directors**

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

**4.2 Number, Qualifications, and Election.** The number of Directors constituting the Board of Directors shall be no less than five and no more than nine. A person needs to be at least twenty-one years old and in good standing to be qualified as a Director. Election procedures to the Board of Directors are outlined as follows: nominations may be made by any Director; votes shall be taken publicly; nominees receiving the highest number of votes shall be deemed elected.

**4.3 Term.** Directors are elected to serve for a term of three years or until any occurrence described in Section 4.5 below. Appointed or elected Directors shall serve no more than three terms. In the event that a Director begins serving on the Board for any time less than 50% of the current fiscal year, that Director's initial term shall commence at the beginning of the next fiscal year.

**4.4 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.

**4.5 Resignation, Removal and Vacancies.** A Director may resign at any time by giving notice in writing to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified, or if no time is specified, at the time such resignation is received by the President or Secretary. Directors may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors at any meeting. If a vacancy should occur in the Board of Directors by death, resignation, removal, disqualification, and/or for any other reason, the remaining Directors may continue to conduct the Corporation's business. The vacancy may be filled using the same procedure to elect a Director.

**4.6 Compensation.** In no event shall a Director receive compensation for their services to the Board. Notwithstanding the foregoing, travel and related expenses authorized by the Board may be reimbursed.

**4.7 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 accounting principles (GAAP) 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**

**5.1 Designation of Officers.** Officers of the Board of Directors shall include the President, 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 may be held by one person. No officer shall sign or execute any document in more than one capacity.

**5.2 Election and Term.** The Board of Directors shall elect officers from among its own members. The officers shall serve for a term of two years during the fiscal years after their election. Such election may be held at any meeting of the Board of Directors.

**5.3 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.

**5.4 Compensation.** In no event shall an Officer receive compensation for their services to the Board. Notwithstanding the foregoing, travel and related expenses authorized by the Board may be reimbursed.

**5.5 President.** The President shall be the principal person charged with supervising, organizing and managing the business of the Board. The President shall conduct and preside over Board meetings. He/she shall sign any deeds, mortgages, bonds, contracts, checks or other instruments which may be lawfully executed on behalf of the Corporation. The President shall perform such other duties as may be assigned by the Board.

**5.6 Vice-President.** At the request of the President, or in absence of the President, the Vice-President shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the Board.

**5.7 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 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.

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

## **ARTICLE VI: Committees**

**6.1 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. 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**

**7.1 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. The Board shall inform the public about the meetings using any feasible means of communication as permitted by law.

**7.2 Special and Emergency Meetings.** Special and emergency meetings of the Board of Directors may be called by the President 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 using any feasible means of communication as permitted by law.

**7.3 Notice of Meetings.** Notice of any regular meeting, including annual board retreat, of the Board of Directors shall be given to the Directors at least seven days prior thereto. Notice of any special meeting of the Board of Directors shall be given at least forty-eight hours prior thereto. Notice of any emergency meeting of the Board of Directors shall be given as soon as practical under the circumstances. All notices shall be delivered by any feasible means of communication as permitted by law. Directors shall be required to notify the President of their inability to attend any meeting at least twenty-four hours prior to meeting time.

**7.4 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. Participation by means of a conference telephone shall be deemed presence in person at the meeting.

**7.5 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 recuses himself from voting on a particular motion before the Board due to a real or perceived 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. If a Director chooses to abstain from voting on a particular motion before the Board for any reason, 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.

**7.6 Open Meetings Law.** The Board of Directors shall abide by the public policy of the State of North Carolina in regard to Board meetings as described in the North Carolina Open Meetings Law. The Board may elect to use Robert’s Rules of Order as a guideline for conducting all meetings.

## **ARTICLE VIII: Financial Provisions**

**8.1 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.

**8.2 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.

**8.3 Checks and Drafts.** All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by two officers or agents of the Corporation and in such other manner as shall be determined by the Board of Directors.

**8.4 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.

**8.5 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 educational purposes of the Corporation. Notwithstanding the foregoing, nothing in this section 8.5 allows the Board or any agent to accept a personal gift prohibited under Section 9.4 below.

**8.6 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.

**8.7 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**

**9.1 Fiscal Year.** The fiscal year of the Corporation shall commence on July 1 of each year and conclude on June 30 of each year.

**9.2 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 shall have the absolute right at any reasonable time to inspect and copy all books, records and documents and to inspect the physical properties of the Corporation.

**9.3 Indemnification.** The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under North Carolina law. 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, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

**9.4 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.

**9.5 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.

**9.6 Distribution Upon Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated

exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

**9.7 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 majority vote of the Directors.