

BY-LAWS
FOR
RIVER MILL ACADEMY, INC.
AND
ITS BOARD OF DIRECTORS

ARTICLE I: RIVER MILL ACADEMY, INC.

Section 1: Name

The name of the non-profit corporation is River Mill Academy, Inc. (the Corporation), duly authorized under the statutes of the State of North Carolina and operating as River Mill Academy.

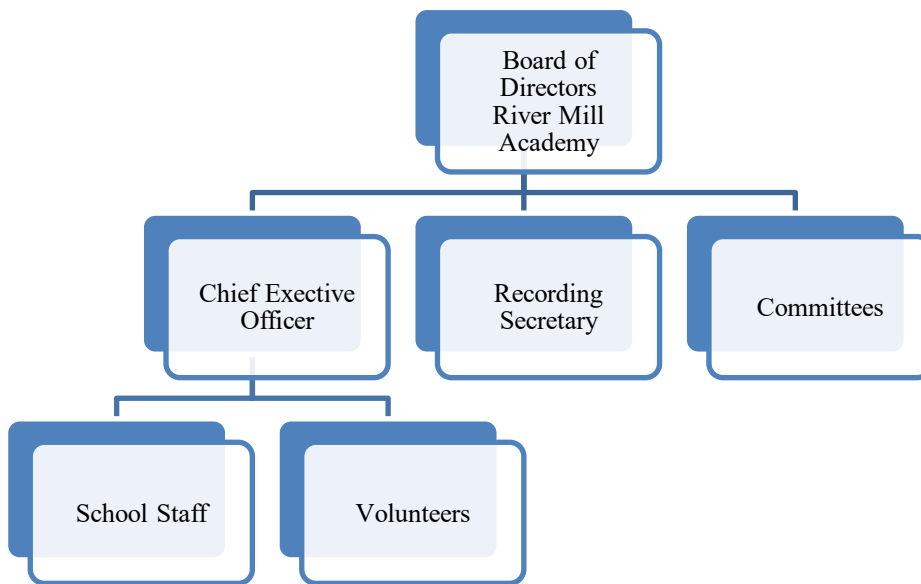
Section 2: Principal Office

The principal office of the Corporation is located in the City of Graham, in Alamance County, in the State of North Carolina. The street address of the initial registered office of the Corporation is 1242 South Main Street, Graham, North Carolina, 27253 and the registered agent at such address is the Chief Executive Officer of River Mill Academy. The physical address of River Mill Academy is 235 Cheeks Lane, Graham, North Carolina 27253.

Section 3: Purpose

The purpose of River Mill Academy, Inc. is to establish a charter school under North Carolina Charter School Statutes and to pursue related educational endeavors.

Section 4: Organizational Chart of School Governance



ARTICLE II: Membership in the Corporation

Section 1: Membership Qualification

Membership in the corporation is composed of, and only of, (a) families with children attending River Mill Academy, (b) full-time and part-time W-2 employees of River Mill Academy, and (c) the Board of Directors.

ARTICLE III: Board of Directors

Section 1: Powers

The activities, affairs and business of the Corporation shall be conducted by or under the direction of the Board of Directors (Board).

Section 2: Mission

The mission of the Board of Directors (Director) is to provide River Mill Academy with *oversight* rather than *day-to-day management* of operations, ensuring continued financial and educational growth without self-interest.

Section 3: Number, Qualifications, Election, and Tenure

- A. The number of persons constituting the full and operational Board of Directors shall be nine (9).
 - a. The nine (9) Directors of the full Board shall be comprised of the following:
 - Five (5) parents of students attending River Mill Academy (Parent Directors) ("parents" includes legal guardians)
 - Four (4) members of the community (Community Directors)
 - b. In addition, the following shall serve as advisor to the Board of Directors:
 - The Chief Executive Officer will act in an advisory capacity to the Board and have no voting authority.
- B. The Board of Directors shall announce publicly by posting at the school, on the school website, and/or email notification any Board vacancies and invite candidate participation in the annual election, as described in Article IV, Section 4 of these Bylaws to fill all available seats.
- C. A candidate for a Director vacancy must (a) be at least twenty-one (21) years old, (b) have no criminal impediment to effectively serving as a director; (c) meet the qualifications, as outlined hereto in Article III, for serving as either a Parent Director or a Community Director and, (d) commit to adherence with the Directorship Principles, as outlined in Exhibit A, attached hereto.
- D. Only one member of a family is eligible to serve on the board for any single term. If more than one family member runs for office for the same term, and both are elected, the member with the greater number of votes will be appointed. If an existing member is prepared to serve an additional year, due to a 2-year appointment, any other family member shall be ineligible to run for office for that year of service. Family member shall refer to father, mother, sister, brother, daughter, son, spouse, daughter-in-law, son-in-law, sister-in-law, brother-in-law, mother-in-law, father-in-law, grandparent, grandchild, stepparent, stepsister, stepbrother, or guardian.
- E. No Director may be employed or contracted in any capacity by the Corporation, including but not limited to administrative, teaching, or coaching, whether or not the Director receives financial compensation. No Director may be related to persons employed by the Corporation. No Director may be related to a person contracted by the Corporation without the Board of Director's approval, via vote.
- F. Each Parent Director shall serve on the Board for a period of two (2) years. The two-year terms for the Board of Directors shall be staggered as outlined on the attached Exhibit D. The term shall begin at the first meeting following the election.
- G. Each Community Director shall serve on the Board for a period of five (5) years. The five-year terms for the Board of Directors shall be staggered as outlined on the attached Exhibit D, for purposes of continuity, historical perspective, and long-term experience and to provide guidance and stability to

rotating members. The term shall begin at the first meeting following the election. There is no limit to the number of terms a person may serve for a Director's position.

Section 4: Duties/Code of Ethics:

- A. Directors shall obey all applicable laws and perform all duties imposed on them collectively and individually by law, the Articles of Incorporation or by these bylaws. Directors shall stand in a fiduciary relation to the corporation and shall discharge the duties of the respective positions in good faith, and with diligence and care which reasonably prudent men and women would exercise in similar circumstances and like positions.
- B. Directors shall uphold the integrity and independence of their position and must never use information gained through his/her position for personal gain; they must always act in the best interests of the organization.
- C. Directors shall avoid impropriety (and the appearance of impropriety) in exercising their official duties and shall remain faithful to the organization's mission, avoiding acting in a manner inconsistent with the organization's goals.
- D. Directors are required to execute a Confidentiality Non-Disclosure Statement, attached hereto as Exhibit B.
- E. Directors shall be subject to completion of a Criminal Background check
- F. Directors shall appoint, remove, and employ the Chief Executive Officer of the Corporation.
- G. Directors shall meet at such times and places as required by these bylaws and shall conduct the affairs of the governing board in an open and public manner, except as otherwise may be permitted or required by law.
- H. Directors shall register their address, phone number, and email contact information with the Secretary of River Mill Academy, Inc.
- I. Directors are expected to be actively serving on at least one subcommittee during their time in office.
- J. Directors are required to attend all regular meetings of the Board of Directors and to execute the Attendance Policy, attached hereto as Exhibit C. An Attendance Policy for each Board Member (old and new) shall be executed at the first Board of Director's meeting following an election and attached to the minutes of that meeting for public access.

Section 5: Resignation of Directors

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

Section 6: Removal

A Director may be removed from the Board of Directors as follows:

- A. The remaining Directors may move to remove a Director upon satisfactory evidence that said Director has violated his or her duties or obligations in a material way under these bylaws. The removal shall occur upon and require a vote of three-quarters (3/4) majority of the Board of Directors present at any regular meeting where a quorum is in attendance and advance notice of the effort to remove has been provided.
- B. In the event the Board of Directors does not utilize their right of removal, an effort to remove a Director may be initiated by the submission of a petition to the Board identifying the reasons for removal and signed by no less than 15% of the voting members qualified to vote. After the submission of the petition to the Board and upon proper notice to the members, a ballot vote shall be held within thirty (30) days to determine whether said director should be removed. Said director shall be removed from the Board upon a two-thirds (2/3) majority vote of the members qualified to vote.

Section 7: Compensation

Directors shall serve without compensation for their services other than reimbursement of reasonable expenses incurred while fulfilling duties as a member of the Board.

Section 8: Conflict of Interest

If any Director has an adverse interest in a River Mill Academy transaction, such Director must make full disclosure to the Board of the adverse interest as soon as such Director knows or should know of its existence. Upon full disclosure, the Board may approve the transaction only by a good faith vote of a majority of the disinterested Directors present. However, no such transaction may be approved if it would constitute self-dealing prohibited under sections 4941 of the Internal Revenue Code of 1986, or the corresponding provisions of any later federal tax laws, or if it would result in the imposition of any excise tax under any other provision of Chapter 49A of the Internal Revenue Code of 1986, or the corresponding provisions of any later federal tax laws.

Section 9: Certain Director Liability

A Director shall be subject to the liabilities imposed by law upon Directors. In addition, all Directors who vote for or assent to any distribution of assets of the Corporation contrary to any lawful restrictions in the Non-profit Corporation Act of the State of North Carolina, the corporate Charter, or the 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 and acted in good faith on financial statements of the Corporation to be correct and to be based on generally accepted principles of sound accounting practice by the Chairperson or the Treasurer, or certified by an independent public accountant or firm of such accountants to fairly reflect the financial condition of the Corporation.

ARTICLE IV: Voting

Section 1: Quorum

The presence of 2/3 of the voting Directors of the Board of Directors at a meeting duly assembled shall constitute a quorum for the transaction of business. If less than a quorum is present at the time and place of any meeting, the Directors present may adjourn the meeting until a quorum shall be present.

Section 2: Voting

Except as otherwise provided by statute or by the Charter of the Corporation, or by these Bylaws, the action of a majority of the Directors present at a meeting in which there is a quorum shall be the action of the Board of Directors.

Section 3: Vacancy in a Director Seat:

In the case of a Director vacating his or her position either by death, resignation, removal from office, or for any other reason, the following procedures shall be followed:

- A. The board shall fill the vacated seat by appointing a new Director.
- B. The appointed Director shall be allowed to serve in the position until the next annual election at which time the seat will be opened.

- C. The candidate elected to fill this seat at the next annual election will serve the remainder of the original term that was vacated.
 - a. Exhibit D of these bylaws shall be followed:
 - i. Example: Director “A” was elected to serve a two-year term. After serving six months, Director “A” resigns. Therefore, there are 18 remaining months in the term in accordance with Exhibit D. The Board nominates and votes to appoint Director “B” to fill the vacated position. Director “B” shall serve as an appointed Director until the next annual election when the seat will be opened. The candidate elected to fill this previously vacated seat shall serve the remainder of the original two-year term (1 year for this example) as governed by exhibit D.

Section 4: Elections

The Board hereby reserves the right to hold elections utilizing one of the following options as a means of collecting votes:

1. Paper Ballot: All votes cast using a paper ballot system,
 2. Hybrid: Votes cast using a combination of paper and electronic ballots,
 3. Electronic Ballot: All votes cast using an electronic ballot system, which shall be governed by the procedure detailed in Section 4 of these bylaws.
- A. Annual Elections for open Director positions
 - a. Elections shall be held in either April or May annually. The Election Committee shall determine the specific date(s) and time(s) for the election.
 - B. Campaigning by Director candidates
 - a. Campaigning by candidates for open Director positions shall be limited to the following: 1) a publicly available candidate biography, 2) Candidate responses to a Board approved questionnaire which shall also be made publicly available, 3) three-minute candidate statements during the public comment period at regularly scheduled Board meetings.
 - b. The use of signs, posters, email, social media or other forms and methods to promote an individual’s candidacy or qualifications beyond the measures outlined above shall be prohibited and may lead to disqualification of a candidate pending a Board review.
 - C. Voting methods
 - a. The Board shall choose and make known no later than two months prior to the scheduled election the method by which votes shall be collected. The board shall select one of the following methods and corresponding procedures:
 - i. Paper Ballot
 1. Rationale: Paper ballots have historically been the method by which votes were collected during elections at River Mill Academy and proven to be reliable when governed by proper procedures. It is the Board’s intent to keep paper ballots as an option in the digital age in the event of unforeseeable circumstances that may interfere with electronic ballots.
 2. Voting shall be done by secret paper ballot at the Board of Directors’ selected polling location(s).
 - ii. Hybrid (Paper and Electronic Ballots)
 1. Rationale: The primary purpose of the hybrid option is to serve as a transitional method between casting votes using all paper ballots to casting votes using all electronic ballots but may also be used at the Board’s discretion. The use of the hybrid option will require a two-day voting period to allow for proper record keeping eliminating the possibility of a voter casting both an electronic and paper ballot.
 2. The hybrid election shall be held over a two-day period prior to the next regularly

scheduled board meeting for the month (April or May) in which the election is held. One day shall be designated to collect electronic ballots and one day shall be designated to collect paper ballots.

iii. Hybrid: Electronic Ballots

1. Electronic ballots shall be submitted through a Board approved voting system. The designated voting system shall provide an accurate method of tracking eligible voters, accurate ballot totals, and adhere to industry accepted data security measures.
2. Registration: There shall be an electronic ballot registration period beginning no less than one month prior to the scheduled election during which time an eligible voter may declare intent to vote electronically. Participants must provide name, email address, home address, and name(s) of child(ren) enrolled at River Mill Academy in addition to any other information deemed necessary.
 - a. The electronic ballot registration period shall close at 3:00 pm the day prior to the opening of electronic voting.
 - b. The Board designated election official shall have the responsibility of uploading and/or maintaining all necessary information to establish the electronic voter roll and to fulfill the operating requirement of the voting system.
 - c. By registering to participate in the electronic ballot system, a voter acknowledges the electronic ballot shall represent in full the one allotted ballot permitted by these bylaws and agrees not to cast any other ballot or risk disqualification.
 - i. Exception: A voter who experiences technical difficulties in casting an electronic ballot during the designated electronic voting period must report the matter to the appropriate election or school official immediately.
 - ii. The official shall verify that no electronic ballot was recorded under the voter's registered name.
 - iii. Upon verification, the electronic registration shall be withdrawn and the voter allowed to cast a paper ballot on the scheduled election date.
 - d. Any eligible voter who does not register to submit an electronic ballot shall automatically be included on the voter roll to cast a paper ballot.
3. Electronic ballots shall be cast on the first designated election day between the hours set by the board.
4. Any technical issue, power disruption, or other matter including, but not limited to, third-party bankruptcy, which is determined by the Board to be an insurmountable impediment to the collection of electronic ballots, shall result in the suspension of electronic voting. In such case, the election shall proceed using paper ballots as outlined above. If the decision is made by the Board to suspend electronic balloting at any point, no electronic ballot will be accepted or included in the election results and all voters registered to vote electronically shall be instructed to vote by paper ballot.

iv. Hybrid: Paper Ballots

1. Any individual who does not submit an electronic ballot shall be allowed to cast a paper ballot. This includes any person who misses the electronic ballot period provided the election official can verify that no vote was submitted under the voter's registered name or by an affiliated family member.
2. Paper ballots shall be cast on the second designated election day between the hours set by the Board.
3. Voting shall be done by secret paper ballot submitted at the Board of Directors' selected polling location(s).

v. Electronic Ballots

1. Rationale: The primary purpose of collecting ballots exclusively by electronic means is to establish a reliable voting system that provides voters with modern convenience to help encourage greater participation in the elections.
 - a. Electronic ballots shall be submitted through a Board approved voting system. The designated voting system shall provide an accurate method of tracking eligible voters, accurate ballot totals, and adhere to industry accepted data security measures.
 - b. The Board designated official shall have the responsibility of uploading and/or maintaining all necessary information to establish the electronic voter roll and to fulfill the operating requirements of the voting system.
 - c. Any technical issue, power disruption, or other matter including, but not limited to, third-party bankruptcy, which is determined by the Board to be an insurmountable impediment to the collection of electronic ballots, shall result in the suspension of electronic voting. In such case, the election shall proceed as outlined above. If the decision is made by the Board to suspend electronic balloting at any point, no electronic ballot will be accepted or included in the election results and all voters shall be instructed to vote by paper ballot.

D. Designated Election Period

- a. Voters shall have no less than 8 hours on the designated election day(s) to cast a ballot.
- b. No ballots submitted outside of the designated election period, as determined by the Board, shall be accepted.

E. Voter Eligibility

- a. A voter must be 18 years or older to vote and not a currently enrolled student at River Mill Academy.
- b. Each family who has a child(ren) attending River Mill Academy shall have the right to cast one ballot in the annual Board of Director election. Once the Parent or Legal Guardian has been checked off for submitting a ballot, no other ballots for the family will be accepted.
- c. Each W-2 employee of River Mill Academy who is currently employed and not designated as the Chief Executive Officer shall have the right to cast one ballot in the annual Board of Director election. An employee with a child(ren) attending River Mill Academy and the employee's family shall cast only one ballot. Once the employee or the employee's designated family member is checked off for submitting a ballot, no other ballot will be accepted. Under no circumstance shall more than one ballot be accepted from any registered family and/or employee.
 - i. Rationale: This Board strongly believes in the importance of providing employees of River Mill Academy, many of whom are teachers, with the opportunity to actively participate in the operation of the school by voting for Directors. Simultaneously, this Board bestows upon the parents of River Mill Academy students the trust and responsibility to develop and maintain knowledge of matters affecting the operation and future of the school and encourages expression of this knowledge through voting for Directors.

F. Election Results

- a. At the close of the voting period, ballots shall be counted by the Election Committee Chair and at least one other designated Director, none of whom shall be listed on the ballot as a candidate.
- b. The ballots shall be counted no less than two times prior to being certified by the Election Committee Chair.
- c. A winning candidate shall be determined by the candidate who receives the highest number of votes.

- d. Upon certification of the votes, the Election Committee Chair shall present the results to the Board Chair.
- e. The Board Chair shall have the responsibility to announce the results at the next regularly scheduled meeting after the election and no sooner. The total number of ballots cast in the election shall be announced.
- f. Voting records shall be maintained and available for public review upon request.
- g. In the event of a tie, the Election Committee shall set and make known within 10 days of the announced tie, the date, time and voting method for a run-off election following the same guidelines set forth in Section 4 of these bylaws.

ARTICLE V: Meetings of Directors

Section 1: Meeting Regulation

Notwithstanding anything herein to the contrary, *River Mill Academy's Parliamentary Procedures* and NC Open Meetings Laws shall govern all meetings of the Board of Directors.

Section 2: Regular Meetings

Regular meetings shall be held at River Mill Academy (235 Cheeks Lane, Graham, NC) at least eight times per year unless otherwise designated by the Chairperson of the Board of Directors, by written call of a majority of its Directors, or by resolution of the Board.

Section 3: Closed Session

The Board may hold closed sessions as provided by law. It shall commence a closed session by a majority vote on a motion to do so which specifically refers to the provision(s) of law providing the authority for the closed session as required by the NC Open Meetings Law.

Section 4: Meeting Schedules

The schedule of regular meetings for the school year shall be given to the public and the Directors no later than the August meeting and will be kept on file with the River Mill Academy, Inc. Secretary and published on the River Mill Academy, Inc. website (www.rivermill-academy.org).

Section 5: Special and Emergency Meetings

The persons authorized to call Special or Emergency Meetings of the Board are (a) the Chairperson or (b) at least two other Directors.

Section 6: Notice of Meetings

Notice of any meeting, outlined in Section 4 of this article, shall be given to the public and Directors at least seven (7) calendar days prior thereto. All notices shall be communicated to the Directors and the public by posting to the school website and will be posted at a central location in the school. If an emergency meeting must be held, 24 hours' public notice may be given by posting said notice to the school website, posting at a central location in the school, and providing email notification to the Directors.

Section 7: Conference Calls

With prior approval from two (2) Board of Directors' Officers, a Director may attend any board meeting via a

conference call.

ARTICLE VI: Officers

Section 1: Designation of Officers

The Officers of the corporation shall include Chairperson, Vice-Chairperson, Secretary, and Treasurer, collectively referred to as "officers." The Directors may designate and fill other corporate offices as needed in accordance with the provisions of Section 3 of this article. The same individual may simultaneously hold more than one office in the Corporation, but no individual may act in more than one capacity where action of two or more officers is required, including but not limited to signing or executing documentation.

Section 2: Election, Term of Office and Qualifications

The Board of Directors at the first meeting following an annual election shall elect each officer. These officers shall hold office during the fiscal year after their election.

Section 3: Subordinate Officers and Agents

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

Section 4: Duties

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

Section 5: Removal

The officers specifically designated in Article VI, Section 1, may be removed for any reason by vote of a two-thirds (2/3) majority of the Board of Directors present at any regular meeting where a quorum is in attendance and advance notice of the proposed action is provided to all Directors, or by a two-thirds (2/3) majority ballot vote by the members as defined in Article II Section 1 voting at the Board of Director's polling location, as outlined in Article IV, Section 4, specifically called for this purpose; or at a special meeting of the Board called for that purpose.

The removed officer may request reinstatement within 30 days of his/her removal. Officers may be reinstated only in the same way the removal was performed.

Section 6: Resignations

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

Section 7: Vacancies

A vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, shall be filled for the unexpired portion of the term of such office in the manner prescribed by these bylaws for elections

to such offices.

Section 8: Chairperson

The Chairperson shall have general charge of the business and affairs of the Board of Directors, including but not limited to the responsibility for conducting meetings, voting procedures and enforcing the rules of order, all in accordance with these Bylaws, NC Open Meeting Laws and *River Mill Academy's Parliamentary Procedures*. The Chairperson shall perform such other assigned duties as may be assigned by the Board of Directors. In the absence of the Recorder of the Minutes (see Article VIII, Section 5), the Chairperson shall appoint another Director or other attendee to take meeting minutes and ensure said minutes are provided to the Chief Executive Officer as outlined in Article VIII Section 4.

- A. Chairperson Voting Rights: The Chairperson shall seek to maintain impartiality by voluntarily abstaining from routine voting and agrees to follow *Robert's Rules of Order Newly Revised 12th Edition* Section 4:56 that states in part, "the chair protects his impartial position by exercising his voting right only when his vote would affect the outcome." This includes casting a decisive vote to break a tie or to create a tie.

Section 9: Vice-Chairperson

At the request of the Chairperson, or in absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairperson.

Section 10: Secretary

The Secretary shall perform all duties and possess all authority incidental to the office of Secretary, and such other duties and have such other authority as may be assigned by the Board of Directors.

Section 11: Treasurer

The Treasurer shall have supervision over the funds, receipts, disbursements and securities of the corporation. The Treasurer shall perform such other duties and have such other authority as may be assigned or granted by the Board of Directors. The Treasurer may be required to give a bond for the faithful performance of the duties of the office in such form and amount as the Board of Directors may determine.

Section 12: Duties of Officers May be Delegated

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

ARTICLE VII: Procedures and Restrictions

Section 1: Contracts

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

Section 2: Loans

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

Section 3: Deposits

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

Section 4: Checks, Drafts.

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

Section 5: Gifts

The Board of Directors may accept on behalf of the Corporation any contribution; gift, bequest, or devise for the general purposes or for any special or educational purposes of RIVER MILL ACADEMY, INC.

ARTICLE VIII: General Provisions

Section 1: Corporate Seal

The corporate seal shall be in such form as shall be approved by the Board of Directors.

Section 2: Fiscal Year

The fiscal year of the corporation shall match the State of North Carolina's fiscal year.

Section 3: Amendments to Bylaws

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

Section 4: Books and Records

The Chief Executive Officer shall ensure the Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors, which responsibility may be delegated by the Chief Executive Officer.

Section 5: Recorder of the Minutes

The Recorder of the Minutes shall keep the minutes of the meetings of the Board of Directors and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the law. The Recorder of the Minutes will have no voting authority on the Board. The Recorder shall be an independent contractor of the Board of Directors, and further responsibilities of the Recorder of the Minutes will be outlined in the contract.

Section 6: Officer and Director Indemnification

The Corporation shall indemnify any Director, Officer, or former Director or Officer of the Corporation or any person who may have served at its request as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise against liabilities and reasonable litigation expenses, including attorneys' fees, incurred by the Director in connection with any action, suit or proceeding in which that Director is made or threatened to be made a party by reason of being or having been such Director or officer, except in relation to matters as to which the Director is determined to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. The indemnification authorized by this Section 6 shall be in addition to that permitted by the North Carolina General Statutes, including Sections 55A-8-51; 55A-8-52; and 55A-8-54 through -56. or as authorized in these bylaws.

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

Expenses incurred by a Director, Officer, employee or agent in defending a civil or criminal action suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall be determined that the person is entitled to be indemnified by the corporation as authorized in Section 55A-1 7.2 or 55A-17.3 of North Carolina General Statutes or as authorized in these bylaws.

Section 7: Gender

The masculine gender used in these bylaws shall include both the feminine and the masculine persons.

Section 8: Prohibited Activities

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

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 17Q(c)(2) of the Code.

Section 9: Disposal of Assets

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the Corporation as directed pursuant to North Carolina General Statutes.

Section 10: Superseding Effect

Upon adoption, these bylaws shall supersede any other bylaws governing the activities of River Mill Academy, Inc. Board of Directors.

The undersigned persons certify the foregoing bylaws have been adopted as the revised bylaws of the Corporation, in accordance with the requirement of applicable law.

Amended by the undersigned Board of Directors on (date approved)

Jason Austin (date)

Debbie Carlson (date)

Jill Davis. (date)

Katy Doss (date)

Kenny Risen (date)

Alex Vinsant (date)

Michael Westcott (date)

Cathy Whitfield (date)

Mike Wilson (date)

Jeff Dishmon (date)

STATE OF NORTH CAROLINA, COUNTY OF Alamance

Adopted (date adopted)

EXHIBIT A

PRINCIPLES OF DIRECTORSHIP

A Director shall strive to:

- a) Demonstrate personal integrity
- b) Demonstrate commitment to sound educational values
- c) Be supportive of school policies and personnel
- d) Demonstrate the ability to work well with others and appreciate diversity
- e) Display leadership in contributions of time, knowledge, resources, and/or abilities to benefit the school's mission.
- f) Comply with North Carolina Public School Laws
- g) Refer complaints to the appropriate school authorities - See Grievance Procedure and Chain of Command
- h) Accept the will of the majority and give wholehearted support to the decisions reached
- i) Be familiar with the charter of the school
- j) Be familiar with the North Carolina Standard Course of Study requirements and assessment processes
- k) Work with the school community to promote an atmosphere in which education is valued by all

EXHIBIT B

CONFIDENTIALITY NON-DISCLOSURE STATEMENT

All discussion had during an official closed session, which includes, but is not limited to Personnel Issues, Student Issues, Financial Issues, and Sensitive Operations Data of River Mill Academy and any other information of a private or sensitive nature shall be considered confidential. Confidential information shall not be used or disclosed unless specific permission to do so has been obtained and granted by the Board of Directors or designee. Examples of inappropriate disclosures include:

- Discussing or revealing confidential information to friends or family members
- Discussing or revealing confidential information to other board members without a legitimate need to know
- Using school information for marketing purposes without express permission from River Mill Academy Board of Directors

The unauthorized disclosure of confidential information can subject each individual and the full Board of Directors, as well as the school, to liability. Disclosure of confidential information to unauthorized persons, or unauthorized access to, or misuse, theft, destruction, alteration, or sabotage of such information, may result in immediate removal from the board and/or revocation of current and future privileges of the individual and may lead to legal action and/or a duty for you to mitigate damages.

Confidentiality Non-Disclosure Agreement

I hereby acknowledge, by my signature below, that I understand the information shared in Closed Sessions and other confidential or proprietary information of River Mill Academy which I may see, hear, or otherwise gain knowledge of in the course of my service on the River Mill Board of Directors is to be kept confidential, and this confidentiality is a condition of my privilege to remain on the governing board. This information shall not be used or disclosed to anyone unless specifically authorized by RMA Board of Directors. The unauthorized use or disclosure of information is possible grounds for: immediate removal from the premises; revocation of all future service privileges, legal action; and/or a duty to mitigate damages.

PrintName

Signature

Title

Date

EXHIBIT C

Attendance Policy

This policy is intended to support full contribution of all Directors. All Directors receive a copy of this official policy. The policy is reviewed and re-executed once a year at the first meeting following an election and attached to the minutes of said meeting. The policy has been reviewed and authorized by the Director (see signature and date below).

Definition of a Board Attendance Problem

A Director's attendance problem exists with any of the following conditions:

1. The Director has two un-notified absences in a row ("un-notified" means the member did not call, reasonable contact in the organization within 48 hours prior to a regularly scheduled or substitute regular meeting to indicate their anticipated absence);
2. The Director misses three of the total number of regular or substitute meetings in a twelve-month period.

NOTE: This policy does not apply to emergency meetings.

Response to a Board Attendance Problem

If a board attendance problem exists, the Board Chair will promptly contact the Director to discuss the problem. The Director's response will promptly be shared with the entire board prior to the next board meeting. At that meeting, the board will decide what actions to take regarding the Director's continued membership on the board. If the board decides to terminate the membership, termination will be conducted per the following policy (or the process specified in the organization's bylaws):

1. The board Chair will notify the Director in writing of the board's decision per the terms of the Board Attendance Policy;
2. This written notification will request a letter of resignation from the terminated member, to be received within two weeks;
3. The board will vote to accept the Director's resignation letter at the next board meeting;
4. The board will promptly initiate a process to begin recruiting a new Director;
5. If a resignation or request for reconsideration is not received prior to the next board meeting, the board may proceed as if a resignation was received.

I, (Print Name) _____ have read and understand the provisions of this attendance policy and code of conduct, I understand and agree to the above policies set forth by the River Mill Academy, Inc. Board of Directors.

Signature of the Director

Date Signed

EXHIBIT D **Director Terms of Office**

Community Seats	Term	future	future	future	future	future	future	future
1	2022	2027	2032	2037	2042	2047	2052	2057
2	2023	2028	2033	2038	2043	2048	2053	2058
3	2024	2029	2034	2039	2044	2049	2054	2059
4	2025	2030	2035	2040	2045	2050	2055	2060

Parent Seats	Term	future	future	future	future	future	future	future
A	2024	2026	2028	2030	2032	2034	2036	2038
B	2024	2026	2028	2030	2032	2034	2036	2038
C	2024	2026	2028	2030	2032	2034	2036	2038
D	2025	2027	2029	2031	2033	2035	2037	2039
E	2025	2027	2029	2031	2033	2035	2037	2039