

**BYLAWS OF  
NORTH CAROLINA FOR QUALITY VIRTUAL EDUCATION, INC.**

**ARTICLE I  
Offices**

Section 1. Principal Office. The Corporation may have such offices, either within or without the State of North Carolina, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of North Carolina. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the North Carolina Secretary of State's Office pursuant to the provisions of North Carolina General Statutes.

Section 3. Mission. The Corporation's mission is to provide top-quality personalized education for students and families who seek an alternative to the conventional classroom. The school operated by the Corporation will maintain a commitment to excellence in curriculum, instruction, accountability and communication for virtual schools and will work in partnership with its sponsoring authority, and according to the terms of its Charter School Contract.

Section 4. Purpose and Powers of Corporation.

1. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

2. No part of the net earnings shall inure to the benefit of or be distributed to its directors, trustees, officers, members, 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 the purpose set forth in Article I. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, a political campaign on behalf of 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 Internal Revenue Code of 1986, as amended from time to time.

3. The powers and purposes of this Corporation shall, at all times, be so construed and limited as to enable this Corporation to qualify as a not-for-profit organization, and it shall have all power and authority as set forth in applicable sections of the North Carolina General Statutes.

4. Upon dissolution of the Corporation, or if the charter is terminated or not renewed, then all net assets of the Corporation purchased for the school with public funds shall be deemed the property of and distributed to the local school administrative unit in which the school is located in accordance with N.C. Gen. Stat. § 115C-218.100(b) or the corresponding provision of any future

North Carolina charter school law. To the extent the Corporation possesses assets other than those subject to distribution pursuant to N.C. Gen. Stat. § 115C-218.100(b), upon termination, dissolution, or winding up of the affairs of the Corporation, the Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all such remaining assets among one or more organizations, which are organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and to which contributions are deductible under Section 170(c)(2) of the Code, or to federal, state, and local governments to be used exclusively for public purposes.

## **ARTICLE II**

### **Board of Directors**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of directors shall be as determined by the Board of Directors from time to time but in no event be less than five (5) nor more than nine (9) and shall serve for the term provided in Section 3 of this Article.

(b) Qualifications. Any member of the greater North Carolina community may seek election to the Board of Directors, with the exception of employees of North Carolina for Quality Virtual Education, Inc. A director shall also be at least twenty-one (21) years of age and hold at least a high school diploma or its equivalent. The majority of board members must have their primary residence in North Carolina. Directors who have been removed from the Board pursuant to Article II, Section 5(a) below shall not be eligible to serve on the Board of Directors again. Directors who resign from the Board as a direct result of the initiation of actions to remove the Director shall not be eligible to serve on the Board of Directors again.

Section 3. Election and Term.

(a) Method of Election.

Directors shall be elected at any duly organized meeting of the Board of Directors by a majority of the directors then in office. Directors shall take office immediately at the annual or other meeting of this Corporation at which they are elected.

(b) Term of Office. The term of each director shall be three (3) years, except as otherwise provided in these Bylaws. Directors may serve successive terms. Despite the expiration of a director's term, a director will serve until a successor is elected and qualified. Effective June 1, 2021, notwithstanding the three-year term requirement above, all directors' terms shall expire in the same month as the annual meeting of the Board. Effective June 1, 2021, directors shall be divided into three (3) classes, as nearly as equal in number as possible. In the event of any increase or decrease in the number of directors, the additional or eliminated directorships shall be classified such that all classes of Directors remain or become equal in number, or as nearly equal in number as possible.

Section 4. Resignation. A director may resign at any time by filing a written notice with the President or the Secretary of the Corporation. Such resignation shall be effective upon receipt of the written notice of resignation. The resignation shall be effective when communicated, unless the notice specifies a later effective date or subsequent event upon which it will be effective.

Section 5. Removal.

(a) A director may be removed from office with cause by the vote of two-thirds (2/3) of the other directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

(b) The office of a director shall become vacant if the director dies, resigns, is removed, or otherwise ceased to have the qualifications required by these Bylaws. In such a situation the Board of Directors may declare vacant the office of such director.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, the Governing Board may hold a special election to fill the vacancy, following the same rules and procedures as described in Article II, Section 3. Directors elected to the Governing Board as a result of a vacancy created due to death, resignation, or removal shall serve the remainder of the unexpired term that was vacated.

Section 7. Compensation. All Directors shall serve as volunteers without compensation. By resolution of the Board, Directors may be reimbursed for their reasonable expenses incident to their duties in accordance with applicable law.

**Article III**  
**Meetings of Directors**

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of May at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting. At each annual meeting, the Board of Directors shall review the Bylaws to determine whether any amendments are warranted.

Section 2. Regular Meetings. The Board shall set a schedule of the date, time and place for the holding of regular meetings, which shall occur at least eight (8) times per year.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any two Directors.

Section 4. Teleconference and Virtual Meetings. Any one or more Directors may participate in a meeting of the Board by conference telephone or other electronic means which allows all Directors to simultaneously hear one another during the meeting, and such participation shall be deemed presence in person at such meeting. If the Board holds a meeting by conference telephone or other electronic means, it shall provide a location and means whereby members of

the public may listen to the meeting, and notice of the meeting shall be provided as required by the Open Meetings Law. At least one board meeting each year will be held in a face-to-face format.

Section 5. Open Meetings. All meetings of the Board shall comply with Article 33C of the North Carolina General Statutes. Consistent with that Article, the Board shall, among other things: (i) cause a current copy of the schedule of its regular meetings to be kept on file with the Secretary of the Corporation and posted on its website; (ii) give public notice of regular, special and emergency meetings pursuant to N.C. Gen. Stat. §143-318.12; and (iii) only take action as allowed by applicable law.

Section 6. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law.

Section 8. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 9. Committees. The Board of Directors, by resolution, may create committees having such powers as are then permitted by the North Carolina for Quality Virtual Education, Inc. and as are specified in the resolution.

Section 10. Conflict of Interest. All officers, Directors and employees of the Corporation shall comply with the Corporation's Conflict of Interest Policy as adopted by resolution of the Board of Directors.

## **ARTICLE IV Officers**

Section 1. Number. The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The same individual may simultaneously hold more than one office, but no Officer may act in more than one capacity where action of two or more Officers is required. Officers shall be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers is not

held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting, or the regular or special meeting at which officers were elected if elections were not held at the annual meeting, until the next annual meeting or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, resignation or removal.

Section 3. Removal. Any officer may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a special election to fill the vacancy, following the same rules and procedures as described in Article II, Section 3.

Section 5. The President. The President shall be a member of the Board and shall preside at all meetings of the Board. The President shall sign, with any other proper Officer, instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board to some other Officer. The President shall, in general, perform all duties incident to the office of President as may be prescribed by the Board from time to time.

Section 6. The Vice President. The Vice President shall be a member of the Board and shall exercise the powers of the President during that Officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time the action was taken. The Vice President shall have such powers and perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

Section 7. The Secretary. The Secretary shall be a member of the Board and shall:  
(a) ensure that the minutes of the Board of Directors' meetings are maintained in an electronic form; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall be a member of the Board and shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 10. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 11. Compensation. All Officers shall serve as volunteers without compensation. By resolution of the Board, Officers may be reimbursed for their reasonable expenses incident to their duties in accordance with applicable law.

## **ARTICLE V Indemnification**

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by North Carolina law, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement. Board resolution, the North Carolina for Quality Virtual Education, Inc. or otherwise.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

## **ARTICLE VI Fiscal Year**

The fiscal year of the Corporation shall end on the last day of June in each year.

**ARTICLE VII**  
**Seal**

The Corporation has no corporate seal.

**ARTICLE VIII**  
**Corporate Acts, Loans, and Deposits**

Section 1. Corporate Acts. The President plus any one of the Vice-President, the Secretary or the Treasurer shall have authority to sign, execute and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by North Carolina law or directed by the Board of Directors, the President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Section 2. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board of Directors may select.

**ARTICLE IX**  
**Amendments**

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors at any regular or special meeting thereof.

Section 2. Implied Amendment. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect, but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Revised: *October 22, 2024*