

BYLAWS OF
AMERICAN RENAISSANCE MIDDLE SCHOOL, INC.
a North Carolina Nonprofit Corporation

ARTICLE I
Offices

SECTION 1. PRINCIPAL OFFICE: The principal office of the Corporation shall be fixed by the Board of Directors (hereafter "Board") to be located anywhere in North Carolina.

SECTION 2. OTHER OFFICES: The Corporation may have offices at such other places as the Board may from time to time determine, or as the affairs of the Corporation may require.

SECTION 3. REGISTERED OFFICE: The Corporation shall have and continuously maintain in the State of North Carolina a registered office and a registered agent whose office is identical with such registered office. The registered office may be but need not be identical with the principal office, and the address of the registered office may be changed from time to time by the Board.

ARTICLE II
Purpose

The purpose of the Corporation shall be (a) to operate as a charter school in Iredell County, North Carolina in accordance with and pursuant to the Charter Schools Act of 1996, Chapter 731, House Bill 955, Section 1 15C-238.29A et seq. of the North Carolina General Statutes (herein "the Act") and (b) to engage in activities related to the operation of such charter school that are permitted to be carried on by a nonprofit corporation pursuant to Chapter 55A of the North Carolina General Statutes, consistent with those portions of section 301(c)(3) of the Internal Revenue Code of 1986, as amended, relating to educational organizations, the provisions of the Act, and other applicable laws.

ARTICLE III
Meetings of Directors

SECTION 1. PLACE OF MEETINGS: All meetings of the Board shall be held at the principal office of the Corporation, or at such other place, either within or without the State as shall be designated in the notice of the meeting or agreed upon by a majority of the Directors.

SECTION 2. MEETINGS: The annual meeting of the Board shall be held in the month of June of each year, for the transaction of such business as may be properly brought before the meeting. In addition, the Board may hold additional regular monthly meetings, the schedule of which shall be posted in a prominent place at both school facilities or in an accessible place on the school website.

SECTION 3. SUBSTITUTE ANNUAL MEETING: If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 5 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

SECTION 4. SPECIAL MEETINGS: Special meetings of the Board may be called by or at the request of the Chairman or any two Directors. Such meetings may be held either within or without the State of North Carolina.

SECTION 5. NOTICE OF MEETINGS: Regular meetings of the Board may be held with seven (7) days' notice. If the Board has established a schedule of regular meetings, it shall be posted at each school in a prominent place or in an accessible place on the school website. The person or persons calling a special meeting of the Board shall, at least four (4) days before the meeting, give written notice thereof by any usual means of communication or forty-eight (48) hours' notice by email or notice on a prominent place on the school website. Such notice need not specify the purpose for which the meeting is called, unless required by the Non-profit Corporation Act, Chapter 55A of the N.C. General Statutes. Attendance by a Director at a meeting shall constitute a waiver of notice of such

meeting, except where a Director attends a meeting for the express purpose of objecting to the meeting or transacting business at the meeting and thereafter does not vote for or assent to action taken at the meeting.

SECTION 6. OPEN MEETINGS: All meetings of the Board shall be open to the public, as required by the Open Meeting laws of the State of North Carolina, G.S. 143-318.9 *et seq.* and conducted pursuant to the most recent edition of Robert's Rules of Order.

SECTION 7. QUORUM: A majority of the Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 8. MANNER OF ACTION: Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The vote of a majority of the number of Directors fixed by these Bylaws shall be required to adopt a resolution constituting an Executive Committee. An affirmative vote of two-thirds of the Directors then holding office at any regular or special meeting of the Board shall be required to adopt a resolution dissolving the Corporation.

SECTION 9. CONFLICT OF INTEREST: Except as provided in Section 11 of this Article, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this Corporation and any other organization (other than a nonprofit corporation, tax-exempt under Section 501(c)(3) of the Internal Revenue Code) in which one or more of the Directors of this Corporation is a Director or between this Corporation and any organization in which one or more of the Directors has a material financial interest. Each Director must sign a conflict of interest statement.

SECTION 10. APPROVAL: The Board may approve a self-dealing transaction if the Board determines that the transaction is in the best

interests of the Corporation and is fair to the Corporation, and the Board, after reasonable investigation, determines that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such terminations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Directors' interest in the transaction, and by a vote of the majority of the Directors, provided that a quorum is present, without counting the vote of the interested Director or Directors.

ARTICLE IV Directors and Officers

SECTION 1. GENERAL POWERS: The business and affairs of the Corporation shall be managed by the Board or by such Executive Committees as the Board may establish pursuant to these Bylaws.

SECTION 2. NUMBER, TERM AND QUALIFICATION: The Board shall have up to nine (9), but not fewer than five (5) members at one time. Each Director shall hold office for a three (3) year term or until his or her death, resignation, retirement, removal, or disqualification, or until his or her successor is elected and qualified. Each Director's term shall expire after three (3) years unless renewed for a single, additional three (3)-year term, for a maximum total of six (6) consecutive years of service. After a period of one (1) year or more off the Board, an individual is again eligible for nomination as a Director, with the same terms as above. A Director must be at least eighteen (18) years of age. Directors should have diversity of educational, life and work experiences. No person who is an active teacher or active employee of American Renaissance Middle School, Inc. is eligible to serve as a Director of the Corporation.

SECTION 3. OFFICERS: The Officers of the Corporation shall consist of a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and other Officers as the Board may from time to time elect. Any two or more offices may be held by the same person, except the offices of the Chairman and Secretary of the Corporation.

SECTION 4. ELECTION: The Officers of the Corporation shall be elected by the Board. Such elections may be held at any regular or special meeting of the Board.

SECTION 5. REMOVAL: Any Officer or agent elected or appointed by the Board may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 6. COMPENSATION: The Board will receive no compensation with the exception of reimbursement of approved expenses.

SECTION 7. CHAIRMAN: The Chairman shall be elected by the Directors from their number and shall preside at all meetings of the Board and, subject to the control of the Board, shall in general supervise and control the business and affairs of the Corporation in accordance with these Bylaws. The Chairman's term shall expire after a maximum of two (2) years unless renewed. The Chairman's term may be renewed by a vote from the Board one (1) time, for a maximum total of four (4) years of service as Chairman. Terms of service may—but do not have to be—served consecutively. After one (1) year or more off the Board, a Director is again eligible for nomination as Chair, with the same terms as above.

SECTION 8. VICE CHAIRMAN: The Vice Chairman shall be elected by the Directors and shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of that office. In addition, the Vice Chairman shall perform such other duties and have such other powers as the Board shall prescribe.

SECTION 9. SECRETARY: The Secretary shall keep accurate records of the acts and proceedings of all meetings of Directors. He or she shall give all notices required by law and by these Bylaws. He or she shall have general charge of the corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it. He or she shall sign such instruments as may require his or her signature, and, in general, shall

perform all duties incident to the office of Secretary and such other duties as may be assigned him from time to time by the Chairman or by the Board.

SECTION 10. TREASURER: The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit, or disburse the same under the direction of the Board. He or she shall keep full and accurate records of the finances of the Corporation in books especially provided for that purpose; and he or she shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within four (4) months after the end of such fiscal year. The statement so filed shall be kept available for inspection by the Directors and auditors. The Treasurer shall, in general, perform all duties incident to his or her office and such other duties as may be assigned to him or her from time to time by the Chairman or by the Board.

SECTION 11. BONDS: The Board may by resolution require any or all Officers, agents, and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

ARTICLE V Contracts, Loans, and Deposits

SECTION 1. CONTRACTS: The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and 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 evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 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 such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 4. DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories, as the Board shall direct.

ARTICLE VI General Provisions

SECTION 1. SEAL: The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "SEAL"; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

SECTION 2. WAIVER OF NOTICE: Whenever any notice is required to be given to any Director under the provisions of the North Carolina Business Corporation Act or under the provisions of the Charter or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 3. FISCAL YEAR: Unless otherwise ordered by the Board, the fiscal year of the Corporation shall be from July 1 to June 30.

SECTION 4. FUNDS: All funds and property received by or coming into the custody of the Corporation belong to and are funds and property of the Corporation to be expended only for the purposes authorized and in accordance with regulations prescribed by the State of North Carolina and the Internal Revenue Service.

SECTION 5. ANNUAL AUDIT: The accounts of the Corporation shall be audited on an annual basis by an independent, duly licensed certified public accountant and the report shall be submitted to the Board.

SECTION 6. INDEMNIFICATION: The Corporation shall indemnify its Directors and Officers for their expenses arising out of their status as Directors and Officers in accordance with and to the fullest extent allowable under the provisions of the North Carolina Nonprofit Corporation Act, as the same may be amended from time to time, and the Charter School Act of 1996.

SECTION 7. DISSOLUTION: In the event of dissolution of the Corporation, all assets shall be distributed in accordance with the provisions of the Corporation's Articles of Incorporation.

SECTION 8. PARLIAMENTARY AUTHORITY: Robert's Rules of Order Revised shall constitute the ruling authority in all cases in which they are not inconsistent with these Bylaws or with any statute of the state.

SECTION 9. NON-DISCRIMINATION. This Corporation shall operate entirely on a non-discriminatory basis with respect to age, sex, religion, race and national origin. This policy shall apply to Boards, committees, staff and services.

SECTION 10. AMENDMENTS: Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted as follows: The Board shall review and discuss the proposed amendments or new Bylaws at a regular or special meeting of the Board. At the next regular or special meeting, the Board may adopt the amended Bylaws or repeal and adopt new Bylaws by an affirmative vote of two-thirds of the Directors then holding office.

ARTICLE VII
Election of Directors

SECTION 1. ELECTION OF DIRECTORS: Except as provided in Sections 2 and 3 of this Article, the Directors shall be elected as follows:

A. Except for the initial Board, all other vacancies on the Board shall be addressed by a Nominating Committee consisting of one (1) Board member as chair, one (1) parent from the elementary school, one (1) parent from the middle school, one (1) staff member from the elementary school and one (1) staff member from the middle school. The Nominating Committee shall be appointed in June of each year and serve for a term of one (1) year. Each Nominating Committee member's term may be renewed two (2) times, for a maximum total of three (3) years of service. Terms of service may—but do not have to be—served consecutively. The Nominating Committee shall make a recommendation to the Board for each new candidate board member. The Board shall vote whether to accept or reject the Nominating Committee's recommendation.

B. The Board's vote on the Nominating Committee's recommendation(s) shall be held during the annual meeting or as needed to fill vacancies in the interim.

C. Within the Nominating Committee, the person(s) who receive(s) the highest number of votes shall be deemed to have been selected for recommendation to the Board.

D. Votes by proxy shall not be permitted.

E. All Directors, upon election by the Board, shall submit to a criminal background check.

SECTION 2. REMOVAL: Directors may be removed from office with or without cause by an affirmative vote of two-thirds of the Directors. Any Director that misses three (3) consecutive Board meetings shall be removed as a Director. If any Directors are so removed, the Nominating Committee shall reconvene and make a recommendation to the Board for a new Director.

SECTION 3. EXECUTIVE COMMITTEE: The Board may, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, designate the four Officers (Chair, Vice-Chair, Secretary and Treasurer) as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, and to the extent provided in such resolution, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

SECTION 4. ADVISORY COMMITTEES: The Board shall have the power to designate and appoint Standing Advisory Committees as well as *ad hoc* committees that may also include educators, corporate and community service leaders, parents of children enrolled in the charter school, and other individuals committed to the purposes and goals of the Corporation. The Standing Advisory Committees will be charged annually by the Board with activities that promote the purposes and goals of the Corporation. Such activities may include but are not limited to assisting with fundraising activities, volunteering and providing mentoring support. Standing Advisory Committees may include but are not limited to: Development, Finance, Athletics, Facilities, and Grants. The Board shall have the power to remove any Standing Advisory Committee member, fill any vacancies on Standing Advisory Committees, and to dissolve Standing Advisory Committees at any time. A minimum of one Board member will be a member of each Standing Advisory Committee. *Ad hoc* committees may be created and dissolved at any time as the Board determines their necessity and value.

ARTICLE VIII

Head of School and Staff

SECTION 1. The Head of School is hired and evaluated by the Board. The Head of School has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Head of School will attend Board meetings, report on the progress of the Corporation, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Board reviews and approves compensation for the Head of School annually.

SECTION 2. The Board approves employment, compensation, structure and termination of all staff at the Corporation.

These Amended Bylaws were adopted by a two-thirds affirmative vote of the Directors in office on the 3rd day of June, 2013.

_____, Chairman

_____, Secretary