



A NORTH CAROLINA PUBLIC CHARTER SCHOOL  
8810 Hickory Ridge Road, Harrisburg, NC 28075  
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**Carolina International School Bylaws**  
(Approved November 10, 2005)

**I. Legal Status**

- A. **School name and tax-exempt status.** Carolina International School (hereafter called "the School") at 8810 Hickory Ridge Road, Harrisburg, NC 28075, is organized as a non-profit corporation under the statutes of the State of North Carolina. The name of the initial registered agent at such address is Richard Halperin, Chair of the Board of Directors.

**II. Governance of the School**

- A. **Board of Directors.** The School shall have a Board of Directors (hereafter called "the Board") that shall govern the administration of the School and have all of the powers necessary for carrying out the purposes of the School as stated in the CIS Articles of Incorporation and these bylaws.

Responsibilities of the Board of Directors. The responsibilities of the Board include the following:

1. The Board adopts, upholds, and serves to fulfill the mission, philosophy, and goals of the School.
2. The Board establishes policies for governance that uphold the national, state, and local laws governing public charter schools in North Carolina.
3. The Board hires, evaluates, and retains the School Director (substituted throughout) ~~Principal~~.
4. The Board recommends to the Director (and administration) priorities, short-term and long-term plans, and broad policies for the successful operation of the School.
5. The Board supports the School administration, faculty, and staff to ensure the precise and complete implementation of all aspects of the academic program, curriculum, and instruction.
6. The Board periodically reviews the financial statements of the School ensuring financial stability, budget viability and state compliance.
7. The Board assumes a leading role in promotion and fundraising for the School.
8. The Board reviews and periodically evaluates the School's academic and administrative achievements and progress toward its annual goals.

9. The Board maintains accurate up-to-date records of the business conducted at all Board meetings in a permanent document; *Board of Directors Policy Manual*, which contains all the governance, structure, and organizational policies specific to the School. *The Board of Directors Policy Manual* shall be annually reviewed by the Board of Directors.

**B. Organizational structure of the Board of Directors.** The structure of the Board shall be as follows:

**1. Membership and appointment of Board members and officers.**

- a. *Duties of the Chair of the Board.* The Chair of the Board of Directors has a primary responsibility to ensure the steady progress of the School in accordance with national and local educational laws and the Charter of the School.
  - b. The Chair presides at all Board meetings. The agenda for regular meetings is prepared by the Chair based on agenda items suggested by the Director of the School, members of the Board, members of the public or the School administration. The Chair acts as a facilitator to ensure that the discussion of agenda items proceeds in a timely manner. The Chair votes only in the event of a tie vote. In the event that the Chair is unable to preside at a meeting, the Board shall be presided over by the following officers in the following order according to attendance: Vice Chair, Secretary, Treasurer. If no officer is present to preside, a quorum is not considered established.
  - c. *Duties of the Secretary.* The Secretary shall notify Board members of all meetings of the Board. The Secretary shall record the minutes of all Board meetings and maintain complete records of all policy and planning decisions and perform a parliamentary review of said decisions, and amendments to said decisions. The Secretary shall be the custodian of the records, reports, certificates, and other official documents of the Corporation, and affix the Seal of the corporation to all legal documents executed by the Corporation.
  - d. Board policy decisions and revisions shall be compiled by the Secretary in an official *Board of Directors Policy Manual*. The Secretary shall distribute copies of the minutes of each meeting to all members of the Board, AND the School Director.
- 2. Qualifications.** To progress with greatest efficiency and harmony, the School will be guided by Board members who are committed to the mission, philosophy, and goals of the School as expressed in the institution's charter and bylaws; and by individuals who possess the professional expertise, practical experience, and skills to create a dynamic, innovative, and progressive school.
- a. *Composition of the Board.* The Board shall be composed of seven to fifteen members. The School Director, the President of the CIS Parents, Teachers, and Students Organization (PTSO), a teacher chosen by the teaching staff; and (beginning in Fall 2007) a

student appointed by the Director serve as a non-voting members of the Board. The members of the Board will have a collective range of expertise, so that as a group they are competent, confident, and highly effective. In addition to parents and other qualified members of the public, experts in law, building, finance, management, accounting, curriculum, international affairs, conservation and/or ecology, community organization, and fundraising will be considered.

- b. *Personal requirements of Board members.* Board members are required to attend a minimum of 75% of the Board meetings; to serve on at least one Board committee; to attend the annual Board training/retreat; be willing to take the time to be introduced and become familiar with the School and its mission, philosophy, goals, and charter; to study these bylaws; to learn about the organization and structure of the School's governance and administration; and to understand the responsibilities and obligations required of a board member.
3. **Responsibility of the Board to the School as a whole.** Board members are responsible to the School community for the successful management, operation and going concern of the School.

The Board creates and advises on governance and policy matters; the School administration implements Board policy. Individual Board members do not participate in implementing policy, i.e., engaging in specific management, personnel, or curricular issues. Board members shall not individually address, discuss or assert opinions or decisions on matters of board or administrative business or concern with members of the press or with members of the public.

4. **Decisions by majority of those present, with united support for decisions in public.** The Board shall make decisions by majority vote of those present. The Chair (or designee in the Chair's absence) votes only in the event of a tie vote. Board members will be required to comprehensively and objectively consider each issue with the goal of reaching a decision on what will best further the goals of the School as a whole. Each member of the Board shall support publicly--to the parents, teachers, staff, and students--all Board-adopted policies.
5. **Term of appointment of Board members.** Board members and officers shall serve for three years, and may retire or stand for reappointment after three years.

The Board may remove a member of the Board by majority vote of all the voting members present, provided a quorum has been established, before the term of appointment is completed. Reasons for taking such an action include, but are not limited to, lack of attendance (pursuant to Section 2 above), conduct unbecoming of a Board Member or official of the School; acting in a manner contrary to the founding charter, bylaws, mission,

philosophy, or goals of the School; conflict of interest; arrest and/or criminal conviction or fraudulent activity.

6. **Policies for ongoing appointment of Board members and officers.** New Board members or officers are chosen from names proposed by the current Board members. As members of the Board retire, the Board may decide not to fill the vacancy provided the remaining Board consists of at least seven members. Board officers are elected to one- year renewable terms by a majority vote of all the voting members present, provided a quorum has been established, in annual elections prior to beginning the new fiscal year (July 1).
- C. **Board meetings.** The Board will hold regular meetings, and at the discretion of the Board, may hold special meetings in order to conduct emergency business. The North Carolina open meeting laws (Article 33C of Chapter 143 of the General Statutes) will be followed during all meetings of the Board of Directors
1. **Regular meetings.** Regular meetings of the Board shall be held each month.
  2. **Special meetings.** Upon agreement by the Chair and School Director, special meetings of the Board of Directors may be called by the Chair, or called by the Secretary with the approval of the Charter . Public notice of the meeting shall be given 48 hours in advance by a means deemed appropriate, lawful and in accordance with Open Meeting Laws and Board policy. The agenda for a special meeting will be limited to the items for which the meeting is called.
  3. **Notice of meetings.** Notice of any regular meeting shall be given to Board members at least one-week (seven days) in advance of the scheduled meeting time. Notice of any special meeting shall be given to Board members at least three (3) days in advance. All notices shall be delivered in writing, either in person, by mail, by fax, or by e-mail according to the current address of record of each member of the Board.
  4. **Quorum.** A majority of Board members, shall constitute a quorum (a sufficient number of Board members to hold a meeting), and as such, is sufficient to pass a motion or take action. In addition, at least one officer (i.e. Chair, Vice Chair, Secretary, Treasurer) must be present in order for a quorum to be established. A quorum shall be determined and established at any time, during a meeting, that this rule is fulfilled and shall remain regardless of a board member leaving or departing the meeting prior to adjournment. A voting member of the Board is considered present and eligible to cast ballots if connected by conference telephone. In the event that said telephone connection is terminated, the quorum shall not be affected.
  5. **Meeting minutes.** Minutes serve as the forma4 continuous record of decisions by the Board of Directors, and therefore represent the history of the development of School policies. The Secretary shall take careful

minutes, using the term "Resolved that," to clearly identify new decisions, including the appointment of Board members, new policies, and other decisions for action. Resolutions should be clearly set apart from items of discussion that do not culminate in a resolution. The Secretary shall note all points that are to be acted upon for future follow-up and review. Minutes shall record the date of the meeting, the members of the Board who attended, and the names of other persons who presented information at the Board meeting.

6. **Conduct of the Board meeting.** The meeting shall be conducted according to procedures described in *Roberts' Rules of Order, Revised*.

#### **D. Committees of the Board of Directors.**

1. **Members of the Board are encouraged to serve on at least one of the following committees:**
  - a. **Executive Committee.** The Executive Committee shall, in emergency situations and with notice given to the Director, act on behalf of the Board of Directors between meetings, but shall be limited in the scope of its activities as follows: it may not approve the transfer of property from the School, amend the Bylaws, approve individual expenditures over \$10,000, or enter into contracts in the name of the School. The Chair of the Board of Directors shall be the Chair of the Executive Committee. If the Chair is unable to preside at a meeting, he or she may appoint another member of the Executive Committee to preside.
  - b. **Committee for Finance.** The Committee for Finance shall convene to review monies, budgets, audited or unaudited financial statements and reports; to assess financial and administrative needs; and to advise priorities as they relate to the fiscal management of the School. The committee shall ensure that the principles and guidelines for budget management and reporting, and for efficient purchasing and approval of expenditures are implemented. The Committee shall advise the School Director on matters pertinent to the financial functioning of the School, taking into consideration the business and professional expertise of Board members.
  - c. **Committee for Academic Standards.** The Committee for Academic Standards shall ensure that high standards are being maintained in the standard academic curriculum and review any significant changes to or modifications of the academic curriculum with the School Director to ensure that the quality of teaching in the School continues to be enhanced.
  - d. **Development Committee.** The Development Committee facilitates fundraising projects and advises on matters of public

relations, student recruitment strategies and programs, GRANT WRITING, and development projects of the School.

- e. **Building and Grounds Committee.** The Building and Grounds Committee shall consult on construction of new buildings and additions for the School. The committee will also oversee and help plan renovation, maintenance, and beautification of existing School buildings and grounds.

2. **Committee Meetings and Reports to the Board.** Committees shall meet as needed. Meetings may be called by the Chair of the Board of Directors or the Chair of a committee. A simple majority of members of a committee of the Board of Directors shall constitute a quorum. The Chair of the committee shall report the committee's resolutions and action steps at the Board meeting that follows the committee meeting. The committee's report shall be included in the minutes of the Board meeting.
3. **Other committees** may be formed at the discretion of the Board of Directors.

- E. **Compensation.** Members of the Board of Directors shall serve without compensation, monetary or otherwise.

### III. **Indemnification**

Subject to any restrictions or limitations imposed by law, by the CIS Articles of Incorporation, or by these bylaws, the School shall indemnify and hold harmless the Board of Directors, the individual members of the Board of Directors, the members of the School administration, School personnel, and agents of the School against liabilities to others arising out of acts of such Board of Directors, members of the School administration, School personnel, or agents of the School, unless such acts shall have been made fraudulently, or with gross negligence, or criminal intent, or with knowledge that he or she was acting beyond the scope of his or her authority. The indemnification authorized by this section shall be in addition to that permitted by General Statutes Sections 55A-17.2 or 55-17.3 or North Carolina General Statutes or as authorized by these bylaws.

### IV. **Non-discrimination**

The Board of Directors upholds the principle that there shall be no discrimination against any person in admission, employment, or otherwise because of race, color, religion, national origin, gender, age, or disability, in violation of existing federal, state, and local laws or regulations.

### V. **Authorization of Legal Documents**

- A. **Legal authority of School and officials.** The Board of Directors may enter into any legal contract on behalf of the School or pledge its credit, or render it liable financially for any purpose or in any amount.
- B. **Two signatures required.** Checks, drafts, promissory notes, orders for payment or money, and other evidences of indebtedness of the School shall be signed by

the School Director or Principal and countersigned by one additional authorized signator except as otherwise specifically determined by resolution of the Board of Directors or by law.

- C. **Timely deposits.** All funds of the School shall be deposited in a timely way to the credit of the School in such banks, trust companies, or other depositories as the Board of Directors may so elect.
- D. **School loans to Board members and employees prohibited.** No loans shall be made by the School to the Board of Directors, the individual members of the Board of Directors, the members of the School administration, School personnel, or agents of the School. Any member of the Board of Directors, the School administration, School personnel, or agents of the School who assents to or participates in the making of any such loan shall become immediately liable to the School for the entire amount of such loan and said amount will be considered due and payable within 24 hours.

**VI. Fiscal Year**

The fiscal year of the School shall be from July I to June 30, inclusive.

**VII. Conflict of Interest**

No Director, officer, or employee of the School shall obtain any direct or indirect economic stake in any entity participating in the programs of the School and the School 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 School that no Director, officer, or employee of the School shall receive any personal or private benefit resulting from the activities of the School or from the receipt by the School of funds 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 School.

**VIII. Prohibited Activities**

The School shall comply with Internal Revenue Code Section 501(c)(3) prohibitions against substantial lobbying and involvement in political campaigns for public candidates. No part of the net earnings of the School shall inure to the benefit of or be distributable to, its members, Directors, officers, or other private persons.

Notwithstanding any other provisions of these articles, the School shall not carry on any other activities not permitted (a) by 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 Internal Revenue Code.

**IX. Amendment of Bylaws**

These bylaws shall become effective immediately upon their adoption. These bylaws may only be amended by vote and written consent of the majority of the Board of Directors, and shall become effective immediately upon their adoption or at such later time as specified in the amendment.

The original, or a copy, of these bylaws as amended or otherwise altered to date, certified by the Secretary of the Board shall be recorded and kept in a book that shall be kept in

the Director's Office, and such book shall be open to inspection by the Board of Directors and the general public at all reasonable times during office hours.

**X. Amendment of Articles of Incorporation**

Amendment in the CIS Articles of Incorporation shall be adopted at a meeting of the Board of Directors upon receiving the approval of a majority of the Board of Directors.

The original, or a copy, of the CIS Articles of Incorporation as amended or otherwise altered to date, certified by the Secretary and Director of the Corporation, shall be recorded and kept in a book that shall be kept in the Director's Office, and such book shall be open to inspection by the Board of Directors and the general public at all reasonable times during office hours.