Bylaws of
Piedmont Community
Charter School, Inc. A
North Carolina Nonprofit
Corporation

Updated and Board
Approved: May 5, 2020

Article I - Offices

PCCS 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. Such registered office shall be located at 119 East Second Avenue, Gastonia, NC, 28502. PCCS may have offices at such other places as the Board may from time to time determine, or as the affairs of PCCS may require.

Article II - Purpose

The purpose of Piedmont Community Charter School, Inc. ("PCCS" or "School") shall be (a) to operate as a charter school in Gaston County, North Carolina in accordance with and pursuant to the North Carolina General Statutes, Chapter 115C, Article 14A (the "Charter School Act" or the "Act;" G.S. 115C-281 through
115C-218.115). and (b) to engage in activities related to the operation of the School that are permitted to be carried on by a nonprofit corporation pursuant to General Statute Chapter 55A(the "Nonprofit Corporations Act"), consistent with those portions of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, relating to educational organizations, the provisions of the Act, and other applicable laws.

Article III - Directors

A. General Powers. The governing body of PCCS is a corporate body whose official title shall be "The Piedmont Community Charter School Board of Directors (the "Board").

The Board is responsible for the development of school policies, rendering decisions, and taking other necessary actions that further the School's best interests. The Head of School is primarily responsible for the oversight and effective implementation of Board policies and decisions.

Because all powers of the Board lie in its actions as a corporate body, individual board members may exercise their authority over school affairs only as they vote and act as one Board or by delegation by the Board. An individual Board member, including the President, shall have individual powers and duties only as required or otherwise authorized by law, Board policy, or other governing document, and when the Board votes to assign any other special authority to such member.

B. Duties

The Board shall

1. determine and uphold the school's mission and purpose;
2. enact policy;
3. hire and support the Head of School and conduct an annual performance review of the Head of School;
4. adopt curriculum and provide instructional resources;
5. hire all employees, typically at the recommendation of the Head of School;
6. approve and monitor the school budget, financial reports, and audits;
7. determine the needs and seek funding for the operation and development of the School;
8. provide for the planning, expansion, improvement and maintenance of facilities;

9. evaluate the School's educational program and its effectiveness;
10. ensure legal and ethical integrity and maintain accountability;
11. assess the Board's performance and orient new board members;
12. keep the public informed of the actions of the Board
13. exercise all other duties necessary to operate the School in compliance with all laws and to fulfill the School's mission.

B. Members Number, Terms, Qualifications, Voting

Non-Voting Members Nomenclature. The Board shall consist of (1) 9 directors authorized to vote on all Board matters ("Directors" or "Voting Members"), and (2) 4 non-voting members ("Non-voting Members") who represent, inform, and advise the Board, but are not authorized to vote on Board matters and who may be excluded from any Board deliberation upon the Directors' discretion or as necessary for legal reasons. The Board shall consist of nine (9) elected Directors (i.e., Voting Members), plus 4 Non-voting Members.

Number of Directors. Of the nine (9) Directors, three (3) shall be parents of a currently-enrolled student; one of the three parent Directors, respectively, shall have a child in and shall represent the elementary school (grades K-4), the middle school (grades 5-8) and the high school (grades 9-12). The six (6) remaining Directors shall be "at-large" voting board members."

Number of Non-voting Members. There shall be 4 Non-voting Members. These shall include the Head of School (considered an *ex officio* Board Member), plus three (3) full-time School instructional staff members who are teachers or administrative leaders ("Instructional Staff Representatives"), all of – each of whom shall represent the entire school staff at their respective school campuses (K-4, 5-8, and 9-12 campuses).

Board Member Qualifications. All Board Members must be United States citizens and may not serve for more than six (6) consecutive years on the Board. After at least a one-year lapse in service, a person may serve for up to another six (6) years in accordance with the Board's election (or, if applicable, by other Board appointment) procedures herein as if they had not previously served as a Board Member. A Board Member must be a person of strong intelligence, good moral character, and special skills, and vigorously support the School's mission. It is preferable that a candidate as a Board Member have previously served on a Board committee.

Terms. The term of each Board Member (Voting and Non-Voting) shall be two years and shall begin upon induction into office at the Board's next Annual Meeting (or at other times if filling a previous member's term). Each non-employee Board Member's term shall expire upon the election (or, if applicable, appointment) and induction of a successor two (2) years later, or sooner if such member is no longer able, fit or eligible to serve a full term.

Advisory Role of Immediate Past President. If applicable, the immediate past Board President may serve in an advisory role to the Board when he or she cannot or otherwise does not continue serving as a Director

C. Standards of Conduct

Board members are public servants and shall conduct themselves in a reputable and responsible manner, exhibiting high standards of personal integrity and service to PCCS. To that end each director is expected to:

1. Attend and meaningfully participate in all meetings except in extenuating circumstances;
2. Serve and make decisions in an unbiased manner, to best serve the School;
3. Be willing to reasonably sacrifice time, effort, and personal interests for the benefit of the School;
4. Engage in no activity or vote on matters that involve a conflict of interest or the appearance thereof;
5. Take no private action that will compromise the School's wellbeing;
6. Respect and guard the confidentiality of privileged information;
7. Devote sufficient time to understanding School and Board issues in order to be able to explain these to members of the school community, engage in meaningful deliberations, and make responsible decisions; and
8. Make a meaningful annual contribution to the School.

D. Training

Newly elected board members (Voting and Non-voting) shall begin their training upon election and take their position on the Board at its next Annual Meeting. The Board shall assist each newly elected member in understanding the Board's functions, policies, and procedures before the elected member takes office. Each newly elected member is encouraged to attend meetings as a visitor in the interim between his election and the beginning of his term; he will be provided with materials including agenda packages and a copy of the Board's policy manual. All board members are encouraged to participate in workshops, retreats, conferences, and joint meetings with neighborhood and other charter schools to ensure ongoing education about board functions, responsibilities, ethical obligations, and the efficient oversight of charter schools.

E. Board Member Election Procedures

Elections to the Board shall be held no later than the Annual Meeting, or as otherwise described herein. Elected and appointed voting board members will take their position on the Board at the Annual Meeting. Those members whose term is complete will continue in their position until the Annual Meeting when they begin a subsequent term or their successor takes office.

Under normal circumstances, board members shall be elected (or appointed when necessary to fill a vacant term) annually as follows:

1. Up to 4 At-Large Directors (of the 6) not more than 4 elected by Voting Members of the Board preferably at its last regular meeting held prior to June 1;
2. Up to two (of the 3) Parent Representative Directors - elected by parents of students enrolled at the time of the election on an alternating basis either a K-4, 5-8, or 9-12 grade representative depending on the current designation of existing and continuing member ("Parent Representative")
3. Up to 2 (of the 3) Staff Representative Members - elected by the employees on an alternating basis by grade level.

In addition, in any voting cycle, additional members may be elected (or, if applicable, appointed) to fill the remaining term of any board member unable to complete a term. The highest number of votes cast will determine election results for individual candidates.

F. Election of Parent and Employee Representatives

Parent Representatives. Up to 2 directors shall be elected each year from among the parents of the students enrolled in the relevant grade levels in the School during that year. The election of parent representatives will

occur in a public manner chosen by the board held for that purpose. Each parent of an enrolled student at the time of the vote shall possess a single vote. (A parent is defined as any person with legal guardianship over the respective student; i.e., step-parents without legal guardianship are not authorized to vote.) The Head of School (or designee) shall preside over the nomination and election process and ensure that a neutral person tabulates the results accurately. In the event a parent representative serving on the Board resigns or no longer has a child enrolled at the School, the Head of School may contact the person from the most recent parent election receiving the second highest number of votes and that person shall, if he or she accepts, become a member of the Board. If such person is no longer available or eligible, the Board may call for a special election. Records from the parent election must be kept until the following election for the same grade levels.

Staff Representatives. Up to 2 full-time teachers or administrative leaders shall be elected each year to the Board by the School employees, from among the K-4, 5-8, and 9-12 campuses. Each staff member shall have a single vote, provided such person is currently a permanent full-time employee and has not received notice that of non-renewal of employment.

Representative Member Election Timing. The election of parent and staff representatives should occur before June 1 of each calendar year. The School shall provide at least two (2) weeks' advance notice to parents and to staff members of their respective elections. The Head of School or his/her designee shall preside over the nomination and election and will ensure that a neutral party tabulates the results accurately. In the event a Staff Representative resigns or is dismissed, the Head of School may contact the person from the most recent election for the applicable grade levels receiving the second highest number of votes and that person shall, if he or she accepts, become a Staff Representative. If such person is no longer available or eligible, the Board may call for a special election. Records from the staff election must be kept until the following election for the applicable grade levels. Only votes properly cast during the election process shall be counted; no proxy votes shall be allowed.

G. Board Member Removal, Resignation, and Replacement

Removal. Any Board member may be removed with or without cause by a simple majority vote of the Board at any meeting. Examples for which a Member may be considered for removal for cause include, but not limited to, any one of the following breaches of integrity: violating the confidentiality of items discussed during closed session by disclosing any detail or item of conversation to an individual, group or other organization not otherwise belonging to the Board; undermining the effectiveness of the Board and any directives, instructions or other policies promulgated by them; being indicted or convicted of a felony; failing to observe and abide by the terms and conditions stated in the Policies or Bylaws of PCCS; and/or any other act that would constitute a breach of integrity in the opinion of the voting members of the Board as expressed in vote taken in accordance with this Section.

Resignation. When a board member determines that it is necessary to resign from the Board, that board member shall notify the President in writing of such intent, when circumstances allow at least thirty days in advance of the effective date of his resignation. The Board President shall promptly notify other board members and shall include the matter on the agenda for the next regular board meeting. If the President resigns, he shall notify the Board as

a whole.

Replacement for Vacancies. All vacancies in the elected voting membership of the Board shall be filled by a majority vote of the remaining members of the Board, except as otherwise provided herein. Any

director elected in case of a vacancy shall serve the remaining unexpired term of the office in which the vacancy occurs.

H. Conflict of Interests

If a matter comes before the Board which places a Director in a conflict of interest between the interests of PCCS and the interest of the Director, or the Director's family or business, the Director with the conflict shall affirmatively disclose such conflict and shall be prohibited from participating in the discussion and vote on the particular matter. In addition, PCCS shall comply with the voting and disclosure provisions of the Director Conflict of Interest section of the Non-Profit PCCS Law NCGS 55A-8-31. Annually, each Director, Officers and Staff Member will sign a Conflict of Interest Policy Statement in a form approved by the Board.

I. Board Committees

Executive Committee. The Board may, by resolution adopted by a majority of the Board Directors, designate two (2) or more Directors to constitute an Executive Committee, which shall have and exercise, to the extent provided in such a resolution and legally permissible, all of the Board's authority in the management of PCCS affairs during intervals between Board meetings.. The Executive Committee shall be subject to the Board's authority and supervision. If the Board does not designate members of the Executive Committee from time to time, then by default the Executive Committee shall be made up of the Board's Officer to the extent there are at least two (2) such officers.

Other Committees. The Board may establish other committees, whether ad hoc or standing, in addition to the Executive Committee, to accomplish its duties. Such committees shall have responsibilities and powers as the Board shall specify by resolution including approval of any School policies. Members of such other committees may, but need not be Board members. The Board, at its discretion, may remove any committee member previously appointed. The following are suggested Ad Hoc committees

1. Budget and Finance
2. Policy
3. Audit
4. Anne Beam Morgan Scholarship Fund
5. Disciplinary Review
6. Governance and Nominations
7. Strategic Planning

The Board is not limited to these committees and may form and others as it deems necessary. The President may appoint members and/or Chairpersons of any such committee.

Open Meetings, Notice, and Records. All Board committees shall, like the Board, comply with all open meetings, notice, and public records requirements as required by state law.

Article IV - Meetings of

Directors

The Board shall meet on a regular schedule to provide for the efficient and proper operation of PCCS. All official board meetings shall be subject to the requirements of the North Carolina Open Meetings law (Chap. 143, Art. 33; G.S. 143-318.9 *et al.).* This includes conformity with the following requirements:

A. Official Meetings

An official meeting of the Board is a meeting or gathering together at any time or place or the simultaneous communication by conference telephone or other electronic means of a majority of board members for the purpose of conducting hearings, participating in deliberations, or voting upon or otherwise transacting the school business. However, a social meeting or other informal assembly or gathering together of board members is not an official meeting unless called or held to evade the spirit and purposes of state public meetings laws.

The Board shall keep full and accurate minutes of all official meetings, including any closed sessions. Such minutes may be in written form or may be in the form of sound or video recordings. When the Board meets in closed session, it shall keep a general account of the closed session so that a person from the public not in attendance would have a reasonable understanding of what transpired; such general account, however, shall not disclose confidential information addressed in the closed meeting Such accounts may be a written narrative, or video or audio recordings that do not reveal any confidential information. Such minutes and accounts shall be public records within the meaning of the state public records law provided, however, that other detailed minutes or other account of a closed session may be withheld from public inspection as permitted by law and shall be confidentially maintained by the Board Secretary

B. Quorum

A quorum of the Board shall consist of at least one-half of all Board voting members. A quorum is required to convene any official meeting of the Board. If at any point during an official Board meeting a quorum does not exist, the meeting shall be recessed until a quorum is present or the meeting is adjourned. Members may not participate in a meeting or vote by proxy.

C. Meeting Protocols

The Board and its committees shall conduct all meetings in an orderly fashion, and may choose to conduct its meetings in accordance with established meeting rules, such as the most current edition of Robert's Rules of Order. The guiding principle shall be that procedure which provides for good and efficient order in board meetings.

D. Meeting Classifications and Schedules

Annual Meetings. The Board's Annual Meeting will be held the third Tuesday of June each calendar year, or such other day in June as the Board may designate in accordance with law. The Annual Meeting's purpose is to act on Board business, approve the calendar of regular meetings, and set the date, time, and place of such meetings. The term of any Board member's service otherwise scheduled to expire at about the time of the Annual Meeting shall be deemed to continue or be limited to the actual date on which the Annual Meeting occurs.

Regular Meetings. Regular meetings of the Board are held once a month and are subject to the following rules and procedures.

The Board Secretary shall keep on file and post the schedule of regular board meetings. The Secretary shall, when feasible, also file any schedule revisions and post the revised schedule at least seven days prior to the first meeting under the revised schedule. The Board Secretary shall make available to the public the date, time, place, and major topics of regular meetings. The Board President may change or cancel a regular board meeting

when he deems it in the Board's best interest. Notice of such changes shall be posted within a reasonable time in the school office and provided to board members, the media, and others entitled to such notice. The Bylaws of PCCS may be amended at regular Board meetings as permitted by law. The Board shall, at a minimum, meet eight times per year as long as and consistent with North Carolina charter school requirements.

Special Meetings. Special meetings of the Board may be called to enable the Board to consider a single or special matter. A special meeting may be called by the President, the Secretary, or at the request of two board members, when the President, Secretary, or the two requesting members believe the matter should not wait until the next Regular Meeting.

Emergency Meetings. The Head of School or the Board President may call for an emergency meeting to consider matters of an urgent nature requiring immediate attention. Only the matter(s) necessitating the meeting shall be considered at such meetings.

. **Recessed Meetings.** The Board may recess a meeting to be resumed at a later time, date, and location. This decision shall be announced in open session.

Electronic Meetings. The Board may hold an official meeting by use of conference telephone or other electronic means; it shall provide a location and means whereby members of the public may listen to, observe, or otherwise understand the proceedings of such meetings. The notice of the meeting shall specify the location and forum. A fee of up to $25.00 may be charged to each such listener to defray in part the cost of providing the necessary location and equipment.

E. Notice of Meetings

Notice to the school community shall comply with state open meetings requirements, particularly G.S. 143-318.12., including the following:

Regular Board Meetings. The School shall keep a current copy of the schedule on file in the school office and with the Board Secretary, showing the date, time, and place of regular meetings.

Emergency Meetings. The School shall provide notice of an emergency meeting to each local media outlet that has filed a written request for such notice; such request shall include the media outlet's telephone number to be used for emergency meeting notices. The emergency meeting notice shall be given either by telephone or by the same method used to notify the members of the School and shall be given to media outlets immediately after notice has been given to those members. This notice shall be given at the expense, if any, of such party to be notified.

Recessed Meetings. If the Board recesses a regular, special, or emergency meeting, the date, time and place at which the meeting is to be continued shall be announced in open session of the recessed meeting; no further notice shall be required.

Other Meetings. Except in the case of an Emergency Meeting, written notice of a meeting, not part of the regular meeting schedule, stating its purpose shall be:

- Posted on the main bulletin board of the main office of the School, and
- Mailed or delivered to each media organization or any other person or entity which has filed a written request for such notice with the Secretary or the School.

This notice shall be posted and mailed or delivered at least 48 hours before the time of the meeting. The School may require that such media organizations submit, annually, a written renewed request for notice. The School may charge a fee to persons other than the media, who request notice of meetings, of ten dollars per calendar year, and may require them to renew their notice requests on a quarterly basis.

Closed Sessions. The Board may hold closed sessions, not subject to public observance, in accordance with G.S. 143-318.11. The closed session may be extended to a later time by announcement of the President. A closed session may be conducted for any purpose allowed by state law, including but not limited to the following:

- To prevent disclosure of privileged or confidential information;
- To prevent premature disclosure of a prize or award;
- To consult with an attorney to preserve the attorney-client relationship;
- To consider contract negotiations or terms;
- To consider personnel matters such as employment decisions, misconduct, a personnel evaluation, or other matters not subject to public disclosure; and f. To consider matters involving confidential student records, threats, safety, or student misconduct.

F. Structure of Board Meetings

Agenda. The Secretary, in consultation with the Board President, shall prepare the agenda for regular board meetings. Any member of the school community may request that an item be placed on the agenda. A written request must be received by the Secretary at least fourteen days prior to the meeting and must include supporting documentation and any action requested. The Secretary may decide whether to place the item on the agenda. A board member may request additional information or clarification when the agenda item is discussed.

The Board Secretary shall see that each board member receives a copy of the agenda and minutes of the prior board meeting. The Head of School will provide any support materials or reports related to the agenda, all of which shall make it available to the public five days prior to a regular meeting.

At the meeting, the Board may, by majority vote, add an item that is not on the agenda. The first item of business shall be the approval of the agenda. Once approved, no new item may be added to the agenda for consideration except by two-thirds vote of those present.

Minutes. The Board Secretary shall see that minutes are kept of all board meetings including closed sessions. The minutes shall be recorded and filed in the school office. Minutes for open meetings shall be available for public inspection during regular office hours. The minutes shall include:

1. The date, time, and place of the meeting;
2. The officer presiding over the meeting;
3. Those members in attendance;
4. A record of all matters coming before the Board for discussion or action;

5. A record of all votes and actions taken by the Board;
6. Resolutions and motions in full (policies, reports, and other documents relating to a motion may be omitted if they are referred to and identified by title and date);

7. Any action to recess for closed session with a general statement of the purpose (the minutes of closed sessions may be withheld from public inspection if it is deemed that open inspection would hinder the purpose of the session); and
8. The time of adjournment.

Unofficial minutes shall be distributed to board members in advance of the next regular board meeting and shall be available to the public. Minutes need not be read publicly provided that members have had an opportunity to review them before approval. The minutes shall be official when approved by the Board and signed by the President and the Secretary.

Voting. The Board votes by voice unless otherwise deemed necessary by the President or a majority of the Board. If the Board votes by written ballot, each voting member shall sign his ballot; the minutes shall show the vote of each member. All ballots shall be available for public inspection in the school office following the meeting until the minutes of that meeting are approved, at which time the ballots may be discarded.

H. Attendance and Participation

Board Members. When feasible, each board member shall give advance notice to the President or Head of School of his or her inability to attend a board meeting. Members absent from three (3) consecutive regular meetings of the Board or one-half of the regular meetings of the Board within one (1) fiscal year may be subject to removal unless such absence is due to ongoing illness or the absence is authorized by resolution of the Board.

If a board member is on active duty or required training status with the military, the Board shall grant an extended leave of absence to cover the period of service or training. The extended leave of absence may not have the effect of extending the board member's term. The Board also has the authority to appoint an interim successor to the absent board member's position. The interim successor shall serve until the board member returns or the end of the board member's term.

Public Participation. The Board represents and serves PCCS community and, recognizes the value of public comment on educational issues. The Board may provide opportunities for the public to express interest in and concern for the School. Members of the community may attend all open meetings of the Board. Board meetings shall be controlled so the Board can proceed with its business within a reasonable time.

The Board shall not deliberate, vote, or otherwise take action upon any matter by reference to a letter, number or other designation, with the intention of making it impossible for persons attending a meeting of the public body to understand what is being deliberated, voted, or acted upon unless the reference and relevant information is sufficiently worded in the agenda enabling the public to understand what is being deliberated or acted upon.

The Board may, if it chooses, provide a period in any meeting when visitors may address the Board on subjects related to the agenda or otherwise made open for public comment. To permit fair and orderly comment, visitors wishing to address the Board must sign-up before the meeting in a manner designated by the Board.

At any designated time, visitors shall be recognized by the President pursuant to prescribed time limits and other requirements established by the President or the Board. The President has the discretion to interrupt or terminate a statement when the President deems such statement to be detrimental to the orderly and effective conduct of the board meeting. The Board may modify or overrule the President.

Parents are free to comment or discuss concerns with a Director at any time. However, if a specific action is requested, the procedure set forth above must be followed.

Individuals with disabilities who need accommodation to observe and participate in a board meeting shall, when feasible, contact the Head of School at least seven days prior to a regular meeting and as soon as possible in advance of a special meeting.

Any person who willfully interrupts or disturbs a board meeting may be directed to leave by the President. Any person who refuses to leave may be subject to removal by law enforcement officers and to civil and/or criminal penalties.

Media Coverage and Recording (N.C.G.S. 143-318.14). Except as otherwise provided by law, any media outlet (e.g., radio or television station) is entitled to broadcast all or part of an open board meeting. In addition, any person may photograph, film, tape, record, or otherwise reproduce any part of an open meeting in a non-disruptive manner.

The School may regulate the placement and use of media equipment to prevent undue interference with a meeting as long as this does not prevent the equipment's intended use. If the President, in good faith, determines that the meeting cannot accommodate such equipment and an adequate alternative meeting room is not readily available, the President may require the pooling of such equipment and the personnel operating it.

Public Hearings. The Board may, at its discretion, hold public meetings to hear the views of members of the school community on particular matters. Such hearings are primarily to receive information and input and not to deliberate or decide a particular matter. Such meetings will be conducted in an orderly, fair and effective manner so as to offer reasonable opportunities for participants to express their views. The Board shall not be obligated to adhere to any particular view but shall consider the information received in making any necessary decisions.

Article V - Officers

The voting members of the Board shall elect officers by majority vote at the Annual Meeting of the Board. The president shall be elected in alternating years or as otherwise necessary to fill a vacancy in the position. Voting for directors by proxy is prohibited.

The Officers of the Board shall consist of a President, Vice-President, Treasurer, and Secretary whose duties are as follows:

A. President

The President Presides at board meetings, decides questions of order, appoints all committees and their chairperson, is an ex-officio member of all board committees, calls special meetings of the Board, signs official documents that require a signature, and performs all other duties prescribed by law, by action of the Board, and in accordance with the organization's Bylaws, Policies, and Procedures. When any officer of the Board is unable to perform his duties, the President may assign such duties to another board member on an interim basis until such officer is able to resume performance of his duties. The President has the same right as other members

to offer resolutions, discuss questions, and vote.

The President shall be elected or reelected by the Board to a two-year term, provided that the term shall not to exceed their tenure as a member of the Board. If the President resigns prior to completion of his term, the
Vice-President will serve as Interim President and the Board may elect a new Vice-President at its first meeting following the President's resignation. The Interim President and Vice-President will hold these offices until the next election under standard guidelines.

B. Vice-President

The Vice-president Performs the duties and exercises the powers of the President when the President is unavailable to exercise such duties and powers and when such performance is reasonably necessary to conduct the affairs of the School. The Vice-President performs other duties and has such powers, as the Board prescribes.

C. Secretary

The Secretary keeps an accurate record of the acts and proceedings of all meetings and actions of the Board and gives all notices required by law. The Secretary has general charge of the corporate books, records, and the corporate seal, and he affixes the corporate seal to any lawfully executed instrument requiring it. The Secretary signs any document as may require his signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as assigned by the Board.

D. Treasurer

The Treasurer has custody of all funds and securities belonging to PCCS and receives, deposits, or disburses the same under the direction of the Board. The Treasurer must keep full and accurate records of the finances of PCCS in books especially provided for that purpose; and must keep 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 in the registered agent's office of PCCS within four months after the end of such fiscal year. The statement must be kept available for inspection by the Directors and auditors. The Treasurer, in general, fulfills all duties to his office and such other duties as may be assigned him by the Board.

Article VI - Contracts, Loans, and Deposits

A. Contracts

The Board may authorize one (1) or more officers, agents, or employees of PCCS to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances by Board resolution or as set forth in any School approved policy or procedure. Unless so authorized by the Board, no officer, agent, or employee shall have any power to bind PCCS or to render it liable for any purpose or amount. As required by law, all contracts entered into by the Board or School shall include a provision stating that no indebtedness of any kind, incurred or created, by PCCS shall constitute an indebtedness of the

State of North Carolina or of its political subdivisions and no indebtedness of PCCS shall involve or be secured by the faith, credit or taxing power of the State of North Carolina or its political subdivisions (N.C.G.S.
115C-238.29H).

B. Legal Counsel and Other Professional Consultation

The Board may deem it necessary to seek specialized and expert opinion and/or services in legal or other matters. To this end, the Board may employ or retain an individual or firm qualified and licensed (as necessary) to render such opinion or perform such service. Such individual or firm, including legal counsel, shall represent and serve the Board, unless such individual or firm is expressly appointed to represent the Head of School or other employee.

C. Loans

Unless authorized by the Board, no loan shall be made by or contracted for on behalf of PCCS and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

D. Checks

All checks, drafts, or other orders for payment of money by PCCS shall be signed by such person or persons as the Board may from time to time designate by Board resolution including any approved policies and procedures. Such designation may be general or confined to specific instances.

E. Indemnification

PCCS shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit, proceeding by or on the behalf of PCCS) by reason of the fact that he is or was a director, officer, committee member, member, agent, or employee of PCCS or is or was serving at the request of PCCS as a member, director, officer, agent or employee of another entity, against expenses including attorneys' fees, judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted, or failed to act, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of PCCS and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person acted or failed to act other than in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of PCCS, and with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

Article VII - General Provisions

Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be July 1 through June 30.

Gender. The use of masculine or feminine pronouns or terms in these Bylaws shall be deemed to include both masculine and feminine genders, unless such would be clearly inappropriate when read in context.