

BY-LAWS
THE LEARNING CENTER/OGDEN SCHOOL, INC.
ARTICLE I

The purpose of this Corporation shall be to receive and manage a fund or funds and to apply the income thereof, and at the discretion of its Board of Directors any portion of the principal thereof the expenditure of which is not restricted by the terms of the gift, for providing a hands-on, multi-method, cross-curricular approach to quality education for children kindergarten through eighth grade that will promote high self-esteem and academic success for all students. It shall be within the purpose of the Corporation to use any means to that end which from time to time shall seem expedient to its Board of Directors including research, publication, education, the establishment and maintenance of charitable or benevolent activities, agencies and institutions, and the aid of any such activities, agencies or institutions already established.

ARTICLE II
OFFICES

The principal office of the Corporation shall be in the State of North Carolina. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of North Carolina as the Board of Directors may from time to time determine.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers

Subject to the limitations of the Articles of Incorporation and these By-Laws, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

Section 2. Number, Qualification and Tenure

Number- The number of Directors shall be the number of Directors elected from time to time in accordance with these bylaws, but shall never be less than three or more than nine. The number of Directors may be increased or decreased as deemed necessary by election in accordance with these by-laws, but, at all times, should be an odd number.

Ex-officio members- The Executive Director, Assistant Executive Director, and a parent representative shall serve as non-voting members of the Board.

Qualifications- The Board of Directors shall be self-perpetuating. The Board of Directors shall elect new directors to replace those directors whose terms are expiring or who have resigned. New members shall be chosen from a list of interested prospective board members in the community at large at the discretion of the Board of Directors with the intent of recruiting individuals whose experience and talents are deemed to be complimentary to the needs of the school.

Tenure- Directors are elected to serve a three-year term with the option of re-election for an additional term. A member in good standing shall serve until his/her term expires at the end of the fiscal year. If a member misses three meetings within a year, the member may be removed from the Board.

Section 3. Meetings

Annual Meetings

The Board of Directors shall hold its annual meeting during the first month of the fiscal year for the purpose of electing a Board Chair, a Secretary, a Treasurer, committee chairs, and the transaction of such other business as may come before the meeting. Prior notice of the annual meeting of the Board of Directors shall be required. The Board may appoint a non-voting individual to serve as the Recording Secretary. The Recording Secretary shall be responsible for recording minutes of meetings, correspondence between the Board and other parties, maintaining a Board notebook containing agendas, minutes and other relevant documents, committee reports, articles of incorporation, charter contracts and the bylaws.

Open Meetings

The Board of Directors shall meet monthly at a time and place designated by the Board.

Closed Meetings

The Board may meet in closed session when required to conduct confidential business as allowed by North Carolina General Statute 143-318.11. The Executive Director, and the Assistant Executive Director(s) shall attend closed sessions.

Special Meetings

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President or Vice President of the Corporation, or any Director. The person or persons

authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Telephone/Electronic Meetings

Directors may participate in an open meeting of the Board of Directors by means of a conference telephone call or other similar communications equipment by which all persons participating can hear each other or view all discussions at the same time. Participation by such means shall constitute presence in person at such a meeting.

Notice and Waiver

Notice of any special called open meeting shall be given to members at least 48 hours prior to the meeting via email, other electronic means, or by telephone. Notification of the special called meeting shall be posted on the school's website.

Section 4.

Quorum and Voting

A majority of Directors in the office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting without notice until a quorum is present.

Section 5.

Vacancies

Any vacancy occurring in the board of Directors may be filled by unanimous vote of Directors. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at a meeting of the Board.

Section 6.

Removal

At any meeting of the board of Directors, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Directors. New Directors may be elected by the Directors for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Directors fail to elect persons to fill the unexpired terms of removed Directors, and if the Directors did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these bylaws for vacancies.

Section 7.

Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he/she votes against such action or abstains from voting because of an asserted conflict of interest.

Section 8.

Salaries

The Finance Committee shall serve as the compensation and review committee and recommend to the Board the salary of the Director for approval.

ARTICLE IV

OFFICERS

Section 1.

Officers

The officers of this Corporation shall be a President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. A Chairperson of the Board, and such other officers and assistant officers as may be deemed appropriate may be elected by the board of Directors from time to time. Any two or more offices may be held by the same person. A failure to elect a President, Secretary or Treasurer shall not affect the existence of the Corporation.

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 shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 3.

Removal

Any officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgement, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract

rights of the persons so removed, but election of an officer shall not of itself create contract rights.

Section 4.

Vacancies

Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Section 5.

Duties

The Chairperson of the Board, or the Corporation President, if there is no Chairperson of the Board, shall reside at all meetings of the Board of Directors. The President shall be the chief executive officer of the Corporation. Subject to the foregoing, the officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by the bylaws, or as may be designated to them from time to time by the Board of Directors.

Section 6.

Salaries

The salaries of the Officers shall be fixed from time to time by the Board of Directors.

Section 7.

Delegation of Duties

In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his/her powers or duties to any other Officer or to any other Director.

ARTICLE V

EXECUTIVE AND OTHER COMMITTEES

Section 1.

Creation of Committees

The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

Section 2.

Executive Committee

The Executive Committee (if there is one) shall consult with and advise the Officers of the Corporation in the management of affairs and shall have and may exercise to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

Section 3.

Other Committees

Other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution of resolutions creating such committee or committees.

Section 4.

Vacancies

Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

Section 5.

Quorum

At all meetings of the Executive Committee or other committees, a majority of the committee members then in office shall constitute a quorum for the transaction of business.

Section 6.

Manner of Acting

The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

Section 7.

Minutes

The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings, abide by open meetings laws and report the same to the Board of Directors when required.

ARTICLE VI
BOOKS, RECORDS AND REPORTS

Section 1.

Fiscal Report

The Corporation shall make available to any person who shall have the right conferred by law, by the Articles of Incorporation, or by these By-Laws, an annual report not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such a closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles (GASBY) applied on a consistent basis.

Section 2.

Inspection of Corporate Records

Any person who shall have the right conferred by law, by the Articles of Incorporation, or by these bylaws, for any proper purpose at any reasonable time, on written demand stating the purpose thereof, may examine and make copies from the relevant books and records of accounts, minutes, and records of the Board of Directors of the Corporation. Upon the written request of any such person, the Corporation shall mail to such person a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be kept for at least five years, and shall be subject to inspection during business hours by any voting member of the Board of Directors in person or by agent.

ARTICLE VII
NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or Officers without full consideration. No Officer or Director of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Directors and Officers and shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments

and disbursements in furtherance of the exempt purposes of the Corporation without violating this provision.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall be the period selected by the State of North Carolina and shall begin each July 1 and end on the following June 30.

ARTICLE IX
SEAL

The corporate seal shall bear the name of the Corporation, The Learning Center/Ogden School, Inc.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the state corporation laws.

ARTICLE XI
AMENDMENTS

The bylaws may be altered, amended or replaced and new bylaws may be adopted by the Board of Directors as from time to time may be deemed expedient by the Board of Directors.

ARTICLE XII
DISSOLUTION

In the event of dissolution, the residual assets of the organization as a charter school will be turned over to Cherokee County School System, Cherokee County, North Carolina.

ARTICLE XIII
POLICY

The Corporation shall operate for charitable, educational, scientific, or literary purposes as defined in Section 501(c)(3) of the Federal Internal Revenue Code.

Revised October 24, 1996

Amended October 8, 2013

Amended May 13, 2014

Amended May 8, 2018