

**BYLAWS
OF
CARDINAL CHARTER ACADEMY
PARENT TEACHER ORGANIZATION**

ARTICLE I - Name

The Corporation shall be called the Cardinal Charter Academy Parent Teacher Organization, Inc.

ARTICLE II - Purposes

The purposes for which the Corporation is organized are:

- (A) To provide assistance to the Principal, staff, and students of Cardinal Charter Academy;
- (B) To operate exclusively for charitable, educational, religious, and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future U.S. Internal Revenue laws (the “**Code**”); and
- (C) To engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina, provided the Corporation does not engage in any activity not in furtherance of one or more tax exempt purposes as contemplated in Section 501(c)(3) of the Code.

ARTICLE III - Offices

1. **Principal Office.** The principal office of the Corporation shall be located at 1020 St. Charles Pl., Cary, NC 27513.
2. **Registered Office.** The registered office of the Corporation shall be located in the State of North Carolina and may be the same as the principal office of the Corporation.
3. **Other Offices.** The Corporation may have offices at such other places within the State of North Carolina as the Corporation’s Board of Directors (the “**Board**”) may determine from time to time.

ARTICLE IV - Members

1. **Classes of Members.** The Corporation shall have one class of members. Parents or Guardians with a child or children attending Cardinal Charter Academy and all faculty and staff shall automatically be members of this organization.

2. Voting Rights. Each family shall be entitled to two votes on each matter submitted to a vote of the members. Each faculty and staff member of Cardinal Charter Academy shall be entitled to one vote on each matter submitted to a vote of the members.

3. Termination of Membership. Membership shall be immediately and automatically terminated at such time that the member no longer meets the membership criteria provided in Article IV, Section 1 of these Bylaws.

4. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE V - Meetings of Members

1. Annual Meetings. The organization shall hold an annual meeting of the members in May of each year at such time and place as the Board of Directors may prescribe.

2. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

3. Quorum. The presence at a properly called meeting of the Corporation's membership of fifteen members that are entitled to cast votes shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

4. Manner of Acting. The act of a majority of the members present at a properly noticed and conducted meeting, at which a quorum is present, shall be the act of the membership, except as otherwise provided by law.

5. Notice to Members. Written notice stating the place, date and time of any meeting of members shall be posted on the website, sent by email, and/or noted in a newsletter not fewer than seven (7) days before the date of such meeting.

ARTICLE VI - Board of Directors

1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the power of the Corporation shall be vested in the Board of Directors.

2. Number, Term, and Qualifications. The number of directors constituting the Board of Directors shall not be less than one (1) or more than twenty (20), as may be determined from time to time by the Directors of the Corporation. The members of the Board of Directors shall be a member of the organization. Each Director shall hold office for a period of 3 years. Directors may be re-elected without limitation. No two members of the Board of Directors may be of the same household. No more than half of the Board of Directors may be employees of Charter Schools USA.

3. Election of Directors. Directors shall be elected at any annual or special meeting of the members by a vote of a majority of the members in attendance at the meeting, as long as quorum is met. The election of directors shall be a part of the order of business at each annual meeting of the members. Each director elected shall hold office until his successor is elected and qualifies.

4. Removal. Directors may be removed from office at any time, with cause, by a vote of two-thirds of the directors.

5. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

6. Resignation. Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors or the President of the Corporation. Unless provided otherwise in the notice, the resignation of any Director shall take effect upon receipt of such notice, and the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII - Meetings of Directors

1. Annual Meetings. The annual meeting of the Board of Directors shall be held subsequent to the annual member meeting for the purpose of electing directors and for the transaction of any other business properly before the Board of Directors.

2. Special Meetings. Special meetings of the Directors may be called by the President, Board of Directors or the Principal. The Secretary shall give notice of such special meeting by email, phone, or in person. Special meetings of the Board of Directors may be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting.

3. Notice of Meetings. The Secretary shall give notice of each meeting of the Board of Directors by emailing such notice to each director at least seven days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

4. Quorum. A majority of the number of directors holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5. Manner of Acting. 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 of Directors.

6. Participation by Telephone. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

ARTICLE VIII - Committees

The Board of Directors may designate one or more committees, and membership on such committees shall be open to all members of the Corporation. One member of the Board of Directors shall serve as chairperson of each committee.

ARTICLE IX - Officers of the Parent Teacher Organization

1. Number and Titles. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. No officer of the corporation shall be an employee of or compensated by its Education Service Provider Charter Schools, USA (CSUSA). The President, or in his absence, the Vice-President, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The President, Vice-President, Secretary, and Treasurer shall be officers of the Corporation.

2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors and from the Board's membership and each officer shall hold office for a term of 3 years or until his or her death, resignation, retirement, removal or his or her successor shall have been elected and qualified.

3. Removal. Any officer elected by the Board of Directors may be removed by a majority vote of the Board of Directors.

4. Vacancies. Any vacancies in any office shall be filled by the Board of Directors for the unexpired portion of the term.

5. President. The President shall be a member of the Corporation. The President shall preside at all meetings of the Corporation. If there is not a President, or if the President is absent, then the Vice-President shall preside over the meeting. The President shall, in general, perform all duties incident to the office of the President of the Corporation

6. Vice-President. The Vice-President shall be a member of the Corporation. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as assigned by the Board of Directors.

7. Secretary. The Secretary shall be a member of the Corporation. The Secretary shall: (a) keep the minutes of the meetings in one or more books provided for the purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the records of the Corporation; (d) keep a register of the post office address, email address and telephone number of each member; (e) provide a typed paper copy of the minutes to all voting members to be approved at the next meeting of the Corporation and (f) perform all duties incident to the office of Secretary and other duties assigned by the President or the Board of Directors.

8. Treasurer. The Treasurer shall be a member of the Corporation. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) keep

accurate books and records of Corporation receipts and disbursements; (c) deposit all monies and securities received by the Corporation in such banks, trust companies or other depositories as shall be selected by the Corporation; (d) complete all required financial filings; (e) assure that the responsibilities of the fiscal agent of the Corporation are properly carried out; and (f) in general perform all of the duties incident to the office of Treasurer and other duties assigned by the President of the Board of Directors.

9. School Liaison. The School Liaison shall be the Principal of Cardinal Charter Academy or his/her designee. The School Liaison may not serve as an officer of the Corporation, but shall be invited to participate in all meetings and shall be consulted on all activities of the Corporation.

10. Salaries. Officers of the Cardinal Charter Academy Parent Teacher Organization shall not be compensated for their services. By resolution of the Board of Directors, officers, and other members may be reimbursed for reasonable expenses incident to their duties.

ARTICLE X - Contracts, Loans, Check, and Deposits

1. Contracts. The Board of Directors may authorize any Officer(s) to enter into any contract, execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances. No contract entered into, by or on behalf of the Corporation, shall in any way bind Cardinal Charter Academy or impose any liability on Cardinal Charter Academy, the school board, its directors, officers, employees or agents, or its Education Service Provider, Charter Schools USA.

2. Loans. No loans shall be contracted on behalf of the Corporation.

3. Checks, Drafts, etc. All Checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer and one other officer of the Organization, and in such manner as shall from time to time be determined by resolution.

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 of Directors may select.

ARTICLE XI-General Provisions

1. Indemnification. The Corporation shall indemnify its officers and directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such officers and directors shall be deemed to have relied upon this Part.

2. Fiscal Year. The fiscal year of the Corporation shall be from July 1 to June 30 of each year.

3. Dues. There are no dues or fees collected for membership affiliation with this organization.

ARTICLE XII – Amendments

These Bylaws may only be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of a majority of the directors then holding office at any annual or special meeting of the Board of Directors; provided however, that notice of the proposed action shall have been included in the notice of the meeting.

CERTIFICATION

The Cardinal Charter Academy Parent Teacher Organization certifies that these Bylaws were adopted as and for the Bylaws of the Corporation on the _____ day of _____, 2022.

Secretary