

# **By-Laws of Wayne Preparatory Academy Charter School, Inc.**

## **ARTICLE I – NAME AND FISCAL YEAR**

The name of the organization will be Wayne Preparatory Academy Charter School, Inc. (hereinafter referred to as “WPA” or the “School”). Wayne Preparatory Academy Charter School, Inc. shall have a fiscal year ending June 30 of each calendar year.

## **ARTICLE II - PURPOSE**

WPA is a private non-profit organization whose purpose is to provide and operate a charter school in Wayne County, NC and surrounding areas as provided by the North Carolina Charter Schools Act.

## **ARTICLE III – NON-MEMBER, NON-PROFIT**

WPA is a North Carolina non-profit corporation without members.

## **ARTICLE IV -- BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the School shall be managed by its Board of Directors in accordance with the provisions of Chapter 55A of the General Statutes (the North Carolina Nonprofit Corporation Act), G.S. 115C-218 et. seq. (the North Carolina Charter Schools Law), other applicable law, the Articles of Incorporation, the Charter and these by-laws. The Board of Directors shall give due consideration to the recommendations of the Managing Director, and shall delegate to the Managing Director such decision making authority as the Board of Directors deems advisable, but notwithstanding anything to the contrary in these by-laws. The Board of Directors shall have final authority over all matters relating to the operation of the School, including without limitation policies, budgeting, finance, personnel, contracts, hours of operation, and curriculum.

Section 2. Number, Qualification, Appointment, and Removal. All Directors must be residents of the State of North Carolina. There shall be no less than five (5) and no more than nine (9) Board Directors. The vote of the majority of all the Board Directors then serving shall be required to increase the number of Board Directors. Board Directors shall serve until their successors are appointed. Any Board Director may be removed from office at any time during that Board Director’s term with or without cause by the majority vote of all of the Board of Directors then serving. In the event of resignation or removal leaving fewer than five serving Board Directors, the remaining Board Directors shall continue to hold and exercise the authority stated in Subsection 1 above, subject to the requirements of Subsection 3 below. The Board of Directors shall fill any vacancy on the Board of

Directors as soon as practicable, by the majority vote of all the Board Directors then serving. The Board of Directors shall prescribe and adopt policies setting forth the procedures for application, consideration, and appointment of Board Directors.

Section 3. Quorum; Manner of Acting. A majority of the Board Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Except as provided in Subsection 2 above, the act of the majority of the Board Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; provided however that for any action of the Board of Directors to be valid at least three (3) Board Directors must approve the action.

Section 4. Conflicts of Interest. The School and all Board Directors shall comply and act in accordance with G.S 55A-8- 31, G.S. 115-218.15(b), IRS rules applicable to tax exempt organizations, the conflict of interest provisions stated in the Charter, and such additional policies relating to nepotism and conflicts of interest as shall be adopted by the Board of Directors. All Board of Directors shall prior to appointment and annually thereafter submit to and provide a background check in the form and of the scope required by the Wayne County Public Schools of its Board of Directors and Superintendent. All Board of Directors shall abide by the provisions of Chapter 55A-8-30 and such other Code of Conduct for the Board of Directors as may be from time to time adopted by the Board of Directors.

Section 5. Officers. The Board of Directors shall from among its Board Directors appoint a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Offices of Treasurer and Secretary may be simultaneously held by one person. The Chair shall be the Chief Executive Officer of the corporation.

Section 6. Committees. The Board of Directors may appoint and constitute such standing and ad hoc committees as it deems advisable, and describe therefore the duties and authority of each such committee.

Section 7. Board of Directors Duties. All Board of Directors shall acknowledge and agree that each Board Director has a minimum duty to fulfill making the School reach its full potential. Each Board Director agrees that they will actively participate in those basic processes, assessments and responsibilities necessary for School success including those described in the Board Evaluation Criteria. Such basic Board Director responsibilities include, but are not limited to, the following:

- 1) Actively maintaining and advocating the organization's mission and purpose;
- 2) Selecting, developing, supporting and assessing the Managing Director;
- 3) Providing proper financial and personnel oversight as a fiduciary of the corporate organization;

- 4) Ensuring adequate resources;
- 5) Ensuring legal and ethical integrity, maintaining measurable standards and accountability and assuring annual compliance certification by all Board of Directors and School Management;
- 6) Ensuring effective organizational planning and metrics via the Annual Operating Plan (Academic Plan) as reviewed by the Managing Director and the Board of Directors at Board meetings;
- 7) Recruiting and orienting new Board Directors and assessing the Board of Directors' own performance via annual Board Evaluation Criteria and individual Board Director reviews;
- 8) Enhancing the organization's public standing;
- 9) Determining, monitoring and strengthening the organization's staff development and training as well as School programs and services; and
- 10) Actively and methodically evaluating the ongoing improvement and progress of the School each month via the Annual Operating Plan and its core Academic Plan, as developed and proposed by the Managing Director and as approved by the Board of Directors.

In addition, pursuant to the G.S. 115C-218.15(d) the Board of Directors shall decide matters related to the operation of the school, including budgeting, curriculum, and operating procedures. The Board of Directors shall have sole authority to make all decisions regarding or relating to the employment, retention, and termination of all employees of the school, including all management, academic, and non-academic staff.

## **ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of June of each year, for the purpose of electing officers of the School and filling vacancies among the Board of Directors as provided in Section 2 of Article II, and the transaction of such other business as may be properly brought before the meeting. If the annual meeting is not held as designated by these by-laws, a substitute annual meeting may be called by or at the request of the Board of Directors, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held according to a published schedule, which may be amended at the discretion of the Board Directors, and which shall be held not fewer than eight (8) times per year. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, or of any two Board Directors. Conduct of the meetings shall be in compliance with the North Carolina Open Meetings Law. Any one or more Board Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar

communications device which allows all Board Directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

Section 3. Place of Meetings. Meetings of the Board of Directors may be held at the principal office of the School or at such other place within Wayne County in the State of North Carolina as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at or before the meeting by a majority of the Board Directors then in office.

Section 4. Notice of Meetings. The Secretary or other person or persons calling a meeting for which notice is required shall give notice by electronic mail, facsimile or regular mail at least three (3) days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Board Director at a meeting shall constitute a waiver of notice, except where a Board Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

## **ARTICLE VI – MANAGING DIRECTOR**

The Managing Director will:

- A. Report to the Board of Directors and actively collaborate with the Executive and Operating Committee of the School ;
- B. Be the appointed, designated leader of the School in assuring that the School mandate under its charter with the State of North Carolina is fulfilled;
- C. Supervise the day-to-day operation of the School as delegated authority to do so by the Board of Directors;
- D. Be responsible for the overall operations of the School with direct responsibility for all personnel and day-to-day operations as delegated by the Board of Directors. The Managing Director, in conjunction and in full counsel with the Board of Directors in a proactive manner, will handle all personnel matters;
- E. Actively establish the culture of a fully collaborative, transparent, and accountable organization that supports parents in their role as vital participants in their children’s education;
- F. Actively develop, maintain, enhance, measure, and evaluate the Academic Plan in collaboration with the Academic Director of the School and the School staff in an on-going collaboration with the Board of Directors:
  - i. on a measured, objective basis,

- ii. as part of the overall Annual Operating Plan as submitted by the Managing Director to the Board of Directors; and
  - iii. to establish an authentic culture of collaboration, academic innovation, teacher development, parental investment, and scholar success within the School;
- G. Be authorized to make purchases, commitments, and expenditures in accordance with:
  - i. prudent management practices
  - ii. the Annual Operating Plan submitted by the Managing Director and approved by the Board of Directors;
  - iii. the annual budget as approved by the Board of Directors, and
  - iv. the directives of the Board of Directors, including such policies as the Board of Directors may adopt;
- H. Be an authorized joint signer of all Corporation checks where at least one signature must be that of a Board Director;
- I. Prepare and submit to the Board of Directors annually an Annual Operating Plan for the School, where the Annual Operating Plan shall be a collaborative effort led by the Managing Director in conjunction with the Academic Director not later than April 30 before the start of each School fiscal year. Such Annual Operating Plan shall include a comprehensive and measurable Academic Plan, for the benefit of the Board of Directors and the School parents and formally approved by the Board of Directors on or before June 30 before the start of each School fiscal year;
- J. Be actively supported by the Board of Directors in fulfilling the Annual Operating Plan as approved by the Board of Directors. So as to create the best role model for collaboration, collegiality, courtesy, and continuous advancement that the Board of Directors expects from all School personnel, scholars, and parents, the Chair and, if available, the Vice Chair shall promptly meet with the Managing Director after each Board meeting to discuss what went well, what needs to be improved, and what follow up is needed.
- K. The Managing Director, the Academic Director, and all other management personnel of the School shall acknowledge and agree by signature to abide by the policies set forth in the employee handbook, including without limitation such policies relating to conduct, nepotism, and conflicts of interest. Each individual covered by this policy shall submit an annual certificate of compliance to the Chair of the Board and the Board Secretary, along with permission for the School to obtain a personnel background check, within ten (10) days of their election/appointment. The annual certificate will be due March 15 of each year.

## **Article VII – AMENDMENTS**

These bylaws may be amended by the Board of Directors, subject to the approval of the North Carolina Office of Charter Schools. Proposed amendments must be submitted to the Board Secretary in writing to be sent out with regular Board of Director announcements. The Code of Conduct and Conflict of Interest Policy and the Board of Directors Evaluation Criteria are effectively approved and adopted upon the unanimous approval of these by-Laws by the Board of Directors as written and attached.