



## BYLAWS

A NORTH CAROLINA NON-PROFIT CORPORATION

(Hereinafter "Corporation")

Adopted as of August 8, 2014

Amended on May 20, 2016

Amended on January 13, 2017

**Amended on June 4, 2021**

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# BYLAWS

## EducationNC

### ARTICLE 1

#### MISSION STATEMENT

The corporation works to expand educational opportunities for all students in North Carolina, increase their academic attainment, and improve the performance of the state's public schools. The corporation provides residents and policymakers with nonpartisan data, research, news, information, and analysis about the major trends, issues, and challenges bearing on education. The corporation gathers and disseminates information employing the most effective means of communication, primarily through the Internet. In addition to the content distributed, the corporation encourages an active and connected community of those interested in education policy and practice throughout the state. The work of the corporation encourages informed participation and strong leadership on behalf of the students of North Carolina.

### ARTICLE 2

#### OFFICES

**Section 2.1 Principal Address.** The principal address of the corporation shall be PO Box 1636, Raleigh, NC 27602

**Section 2.2 Registered Office.** The initial registered office of the corporation shall be 220 Fayetteville Street, Third Floor, Raleigh, Wake County, North Carolina 27601 and the registered agent at that address shall be Gerry Hancock.

**Section 2.3 Other Offices.** The corporation may have other offices at such other place or places as the CEO/President may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of the corporation.

### ARTICLE 3

#### BOARD OF DIRECTORS

**Section 3.1 General powers.** The affairs and management of this corporation, including the control and distribution of its property and funds, are vested in the Board of Directors (hereinafter referred to as "Board"). All powers of this corporation, including the power to adopt and amend the mission, the bylaws, and articles of incorporation, are vested in the Board of Directors. The CEO/President serves at the pleasure of the Board.

**Section 3.2 Composition; Number.** The Board shall be comprised of eight individuals plus the CEO/President.

**Section 3.3 Election; Term; Nomination.** Directors may be elected by a majority of directors then serving at any meeting of the directors where a quorum is present. The term will be three years. The Board will designate a leadership council made up of three members of the Board. A slate will be presented to the Board each year ahead of the annual meeting. Additional nominations may be made by any director.

**Section 3.4 Resignation.** Any director may resign at any time by giving written notice to the President. The resignation of any director shall take effect upon receipt of such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.5 Removal.** Any director may be removed from office at any time with or without cause by a majority vote of the directors then serving at a meeting of the directors where a quorum is present.

**Section 3.6 Vacancies.** Vacancies on the Board may be filled by the election of a replacement director to serve the remainder of the term by a majority of the directors then serving at a meeting of the directors where a quorum is present.

**Section 3.7 Compensation.** Directors will not be compensated for their service as Directors but may be compensated for services approved by the President and disclosed to the Board of Directors and may be reimbursed by the corporation for expenses actually incurred in the conduct of the business of the corporation.

**Section 3.8 Financial review.** The Board of Directors will review and approve the Form 990 tax return each year prior to filing.

## ARTICLE 4

### MEETINGS OF DIRECTORS

**Section 4.1 Regular meetings and annual meeting.** The Board of Directors will meet monthly in addition to meeting with the Strategic Council in January, June, and September, which shall be the annual meeting. The dates of the Strategic Council meetings for the coming year shall be established by the Board at each annual meeting. Such dates shall be communicated to the Strategic Council within 30 days after the annual meeting by any usual means of communication including email.

**Section 4.2 Special meetings.** Special meetings of the Board may be called by or at the request of the Chair, the Vice Chair, the President or any three (3) directors.

**Section 4.3 Notice of meetings.** No additional notice for regular meetings is required other than the communication described in Section 4.1 of this Article. The persons calling a special meeting shall give notice of at least five (5) days to all members of the Board then serving by any usual means of communication, including email, except that the President may call an emergency special meeting of the Board with less notice if, in their sole discretion, it is in the best interests of the corporation.

**Section 4.4 Waiver of notice.** Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 4.5 Quorum.** A majority of the directors holding office at any time shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 4.6 Proxy voting.** Only those directors present at any meeting of the Board may vote and Board members may not designate non-Board-members to participate on their behalf in Board meetings.

**Section 4.7 Manner of acting.** Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting of which a quorum is present shall be the act of the Board.

**Section 4.8 Presumption of assent.** A director who is present at a meeting of the Board at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless contrary vote is recorded or dissent is otherwise entered in the minutes of the meeting before the adjournment thereof or such dissent is forwarded by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to directors who voted in favor of such action.

**Section 4.9 Action by consent of directors.** Action may be taken by the Board without a meeting if written consent to the action in question is signed (an email communication shall be satisfactory) by all the directors then serving and filed with the minutes of the Board whether done before or after the action so taken.

**Section 4.10 Participation in meetings by conference telephone or similar means.** The Board may conduct a meeting, or allow any director to participate in a meeting, through the use of any means of communication by which all directors participating may simultaneously hear and speak to each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 4.11 Minutes of meetings.** The Board shall keep minutes of all meetings reflecting the issues considered by the Board and the actions of the Board. All minutes shall be retained in the records of the corporation.

## ARTICLE 5

### STRATEGIC COUNCIL

The Strategic Council reviews the work of the corporation and provides advice to the Board of Directors. Members of the Strategic Council, not to exceed 30 members, may be elected by the Board of Directors at the meeting in June, to serve a three year term. Members may be elected to subsequent terms, but shall serve no more than two consecutive terms unless they are granted emeritus status. The Vice Chair shall serve as Chair of the Strategic Council. At least three regular meetings of the Strategic Council shall be held each year, and the dates of these meetings for the coming year shall be established at each annual meeting of the Board of Directors and communicated to the members of the Strategic Council. In addition to the 30 members, the teacher of the year, principal of the year, and superintendent of the year will be invited to serve on the Strategic Council in the year following their year of service to the state for one year.

## ARTICLE 6

### OFFICERS

**Section 6.1 Officers of the Corporation.** The officers of the corporation shall be the Chair (herein "Chair"), the Vice Chair & Editorial Adviser (herein "Vice Chair"), the President/Chief Executive Officer & Editor-in-Chief (herein "President"), and the Secretary.

**Section 6.2 Chair of the Board of Directors & Publisher.** The Chair shall preside at meetings of the Board. The Chair will rotate among members of the Board excluding the Vice Chair and CEO/President, and the Secretary/Treasurer serving in trimesters that match the schedule of the three meetings each year so serving from January to June, June to September, and September to January. The rotation will happen in order of seniority.

**Section 6.3 Vice Chair of the Board of Directors & Editorial Advisor.** The Vice Chair shall serve as Editorial Advisor, Chair of the Strategic Council, and serves at the pleasure of the Board. T

**Section 6.4 Secretary/Treasurer.** The Secretary/Treasurer will also serve in trimesters and rotate among members of the Board excluding the Chair, Vice Chair, the CEO/President. The Director of Operations/Assistant Secretary/Treasurer shall (a) keep minutes of the meetings of the Board in one or more files provided for that purpose; (b) see that all notices are duly given to comply with these bylaws and applicable laws; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

The Secretary/Treasurer shall (a) have charge and custody of and be responsible for all funds of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with these bylaws; (b) prepare the annual audit and 990; (c) ensure records are kept in accordance with state and federal laws and in general perform all of the duties as from time to time may be assigned to him/her by the President, the Board or these bylaws. The Secretary/Treasurer may perform these duties directly or cause them to be performed by staff or others.

**Section 6.5 President/Chief Executive Officer & Editor-in-Chief (referred to in these bylaws as President).** Notwithstanding other provisions in these bylaws regarding the election and term of officers, the President serves at the pleasure of the Board of Directors as the chief executive officer of the corporation. The President shall manage the business and other affairs of the corporation consistent with the articles of incorporation, these bylaws, the budget of the corporation, the resolutions and other directives of the Board and all applicable laws and regulations. The President shall sign contracts or other instruments and in general shall perform all duties incident to the office of President, and such other duties as the Board may prescribe from time to time. The other staff members of the corporation shall serve at the pleasure of the President.

**Section 6.6 Vacancies.** Except as otherwise provided herein, vacancies in any office may be filled for the remainder of the term by majority vote of the directors then serving at a Board meeting where a quorum is present.

**Section 6.7 Compensation.** Except for the President, the officers will not be compensated for their service as officers, but may be compensated for services approved by the President and disclosed to the Board and may be reimbursed by the corporation for expenses actually incurred in the conduct of the business of the corporation.

**Section 6.8 Resignation.** Any officer of the corporation may resign at any time by giving written notice to the Chair or the President. The resignation of any officer shall take effect upon receipt of such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6.9 Removal.** Any officer or agent elected or appointed by the Board may be removed with or without cause by a majority vote of the directors then serving at a Board of Directors meeting where a quorum is present.

## ARTICLE 7

### CONTRACTS, LOANS, CHECKS, AND DEPOSITS

**Section 7.1 Contracts.** The Board of Directors as provided in these bylaws, may authorize any other officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 7.2 Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors as provided in these bylaws. Such authority may be general or confined to specific instances.

**Section 7.3 Checks and Drafts.** All checks, drafts or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors as provided in these bylaws.

**Section 7.4 Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in depositories selected by the Board of Directors as provided in these bylaws.

## ARTICLE 9

### GENERAL PROVISIONS

**Section 8.1 Seal.** The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

**Section 8.2 Waiver of Notice.** Whenever any notice is required to be given by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**Section 8.3 Fiscal Year.** The fiscal year of the corporation shall end on June 30 of each year.

**Section 8.4 Parliamentary Authority.** Unless otherwise provided herein, the provisions of Robert's Rules of Order, Newly Revised, shall apply to all meetings of the Board of Directors Strategic Council.

**Section 8.5 Amendments.** These bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors by a majority vote of the directors in office at a Board meeting where a quorum is present. The corporation shall provide at least three (3) working days written notice by any usual means of communication, including email, of any meeting of directors at which an amendment to the bylaws is to be voted upon, and such notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

**Section 8.6 Nondiscrimination.** The corporation, the Board of Directors, the officers, any committees, the Strategic Council, and the staff of the corporation shall comply with all federal, state and local laws and regulations prohibiting discrimination.

*The foregoing Bylaws were duly adopted by the Board of Directors of **EducationNC** as of August 8, 2014, and amended on May 20, 2016, January 13, 2017, and June 4, 2021.*

A handwritten signature in black ink that reads "Andrew Holton". The signature is written in a cursive, flowing style.

Andrew Holton  
Chair, Board of Directors