

BYLAWS of
QUEEN'S GRANT COMMUNITY SCHOOL PTI
A Nonprofit Corporation

ARTICLE I – Name

The name of this nonprofit corporation is Queen's Grant PTI and is hereinafter sometimes referred to as "the Corporation".

ARTICLE II – Purpose and Powers

1. Purpose The Corporation shall have such purposes as are set forth in its Articles of Incorporation and these Bylaws. Without in any way limiting the purposes set forth in NCGS 55A-3-01, the Corporation is organized primarily to promote the welfare of children and youth in home, school and community; to bring into closer relation the education of children and youth; to develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social and character education; and to raise monies to support school and student programs and initiatives.
2. Powers The Corporation shall have such powers as are now or may hereafter be granted by the laws of the State of North Carolina in furtherance of its nonprofit purposes.

ARTICLE III – Offices

1. Registered Office The registered office of the corporation required by law to be maintained in the State of North Carolina shall be at such address as may be determined from time to time by the Board of Directors.
2. Principal Office The principal office of the corporation shall be located at 6400 Matthews-Mint Hill Road, Mint Hill, NC 28227.
3. Other Offices The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

ARTICLE IV – Board of Directors

1. General Powers The business and affairs of the Corporation shall be managed by its Board of Directors. All powers of this Corporation, including the power to adopt bylaws and alter or amend the Bylaws and the Articles of Incorporation, are vested in the Board of Directors. The initial

Board, designated in the Articles of Incorporation, shall act as the Board of Directors until their successors or additional directors are elected and qualified.

2. Number, Term, and Qualifications The number of Directors constituting the initial Board of Directors shall be ten (10) as stated in the Corporation's Articles of Incorporation. The number of Directors constituting the Board of Directors shall be not less than one (1) or more than twenty (20), as may be determined from time to time by the Directors of the Corporation. Each Director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor shall have been elected and qualified. Directors need not be residents of the State of North Carolina.
3. Election of Directors The Directors shall be elected at the Annual Meeting of Directors by a majority vote of PTI Members then of record and in good standing.
4. 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.
5. Removal Any Director may be removed at any time with or without cause by two-thirds vote of the Directors at any regularly scheduled meeting at which a quorum of Directors is present. If any Director is so removed, a new Director may be elected at the same meeting.
6. Vacancies Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Directors at any regularly scheduled meeting at which a quorum is present, or by a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. Any Directorship to be filled by reason of any increase in the authorized number of Directors shall be filled only by election at an annual meeting, or a regular meeting of Directors upon at least ten days' notice to the then-serving Directors.
7. Compensation Directors shall not receive any salaries for their services as such, however, Directors may be reimbursed for reasonable and necessary expenses (including travel expenses) incurred in the performance of their duties.

ARTICLE V – Meeting of Directors

1. Regular Meetings During the school year the Board of Directors shall hold monthly meetings. Meetings of Directors during the months of September, November, January, and March shall be open to all PTI Members of record and in good standing. The Annual Meeting of the Board of Directors and PTI Members shall be held each year during the month of May on such date as may be designated by the Board. At the May meeting PTI Members of record and in good standing shall be entitled to vote on the budget and the board of directors for the next year.
2. Special Meetings Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. A special meeting shall be held at the principal office of the Corporation, as fixed by the person or persons calling the meeting.

3. Notice of Meetings Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give notice to all Directors by any usual means of communication. Such notice shall specify the purpose for which the meeting is called.
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.
5. Quorum A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Once a quorum is established, it is deemed to be established for the remainder of the meeting.
6. 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.
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 matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or after the adjournment of the meeting. Such right to dissent shall not apply to a Director whose vote is in favor of such action.
8. Committees of the Board The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate one or more persons to serve as chairpersons of committees which shall have such purpose and authority as provided in such resolution. Such committee shall exist at the pleasure of the Board of Directors and such committee shall not relieve the Board of Directors of its responsibilities for the conduct of the business of the Corporation.
9. Actions by Directors Actions taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE VI – Officers

1. Officers of the Corporation The officers of the Corporation shall consist of a President, President Elect, Treasurer, Vice Treasurer Elect, Secretary, and such Vice Presidents and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

2. Election and Term 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 one year, or until this or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified.
3. Removal Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgement the best interest of the Corporation will be served thereby.
4. Bonds The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.
5. President The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall sign, with the Secretary, Assistant Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer of the Corporation, or shall be required by law to be otherwise signed or executed, and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
6. President Elect The President Elect shall; (a) conduct inquiries as needed of the Treasurer and Vice Treasurer as to the functioning of those offices until the President elect is satisfied as to the honest conduct of their offices; (b) conduct a vote of the Board for the re-election of the Treasurer and Vice Treasurer officers or election of new officers to fill those position(s) in May; (c) assist the President in the performance of the President's duties and as may be directed by the Board of Directors. It is the purpose of the President Elect he or she serve as President the following year.
7. Treasurer The Treasurer shall; (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) or cause to be prepared, a true statement of the Corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statements shall be made and filed at the Corporation's registered office or principal place of business in the State of North Carolina within four months after the end of such fiscal year and thereafter kept available for a reasonable period of time; (c) in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors, or by these Bylaws.
8. Vice Treasurer The Vice Treasurer shall; (a) 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 by the Directors; (b) assist the Treasurer in the performance of the Treasurer's duties and as may be directed by the Board of Directors.

9. Secretary The Secretary shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) be custodian of the records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; 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 President or by the Board of Directors.
10. Vice Presidents The Corporation may have one or more Vice Presidents with such duties and powers as may be appointed and assigned by the Board of Directors or the President.

ARTICLE VII – Membership

1. Membership Requirements Any individual who subscribes to the objectives and basic policies of this organization and is registered with the Corporation's PTO Manager may become a member of this organization, subject to compliance with the provisions of the Bylaws and the payment of annual dues, if any, which may be levied by the Board of Directors. Membership in the organization shall be available without regard to race, color, creed, or national origin.
2. Enrollment The Corporation shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.
3. Eligibility of Participants Members in good standing of the Corporation shall be eligible for notice of and participation in the Corporation's Annual Meeting, to vote on the annual budget approval and the election of directors at that meeting, and to serve in any of the Corporation's elective or appointive positions.

ARTICLE VIII – Contracts, Loans, Checks and Deposits

1. Contracts The Board of Directors may authorize any 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.
2. Loans No loan 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. Such authority may be general or confined to specific instances.
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 resolution of the Board of Directors.
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 President may select.

ARTICLE IX – General Provisions

1. Corporation Where the word “Corporation” appears, it refers to Queen’s Grant PTI, a North Carolina nonprofit corporation.
2. Director Where the word “Director” appears, it refers to the member of the Board of Directors of the Queen’s Grant PTI.
3. Seal The Corporate Seal shall have inscribed thereon the name of the Corporation, together with the words “Not for Profit”, “North Carolina”, and the word “Seal”.
4. Waiver of Notice Whenever any notice is required to be given to any Director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to be giving of such notice.
5. Fiscal Year The fiscal year end of the Corporation shall be June 30.
6. Amendments These Bylaws may be amended or repealed in whole or in part by a majority vote of the Board of Directors, either at the annual meeting or at a meeting of the Board called specifically for that purpose.
7. Indemnification Any person who at any time serves or has served as a Director or officer of the Corporation, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney’s fees, actually and necessarily incurred in connection with any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) judgment, money decreed, fine, penalty, or settlement for which he or she may have become liable in any such action, suit or proceeding. The expenses referred to above may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall be ultimately determined that he or she is entitled to be indemnified by the Corporation.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and the reasonable amount of indemnity due him or her.

Notwithstanding the foregoing, no person shall be entitled to indemnification under this section unless such indemnification is either (a) required by law or (b) is permitted by law and is expressly authorized or approved by the Board of Directors.

Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as considered for, the right of indemnification provided herein.

Such right shall inure to the benefit of the heirs and legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of the Bylaws.

8. Prohibited Activities Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by a Corporation exempt under Section 501(c)(3) of the Code, as now or hereafter promulgated thereunder.
9. Effectiveness These Bylaws shall be effective upon adoption by the Board of Directors of the Corporation.

ARTICLE X – Conflicts of Interest Policy

1. Purpose The purpose of the “Conflicts of Interest Policy” is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation. It shall be the duty and responsibility of each Director and Officer of the Corporation to fully disclose to the Board of Directors any potential or actual conflict of interest as provided in the Corporation’s Conflict of Interest Policy. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.
2. Annual Statements Each Director and Officer shall annually sign a statement which affirms that such person:
 - a. has received a copy of the current Conflicts of Interest Policy;
 - b. has read and understands the policy;
 - c. has agreed to comply with the policy, and ;
 - d. understands that the Corporation is a charitable Corporation and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
3. Periodic Reviews To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as a Corporation exempt from federal income tax, periodic reviews shall be conducted.

The foregoing Bylaws of Queen’s Grant PTI are hereby adopted and are effective as of August 10, 2010.