

Regular Meetings. The Board of Directors shall meet at least nine times per year, at such times and locations as it may determine suitable and appropriate. An annual meeting shall be held each year. Reasonable notice of all Directors' meetings shall be provided to each Director by mail, telephone, or other means of communication as deemed appropriate by the Chairperson of the Board of Directors. All meetings of the Board of Directors shall comply with the open meetings law, 115C-4, of the North Carolina Public Schools Law.

Special Meetings. The Board of Directors also may hold special meetings called by the Chair or when a majority of the Board of Directors members shall request a meeting. In the event that a Special Meeting is called, each Board of Directors member shall be given 48 hours' notice of that Special Meeting. No other business but that specified in the notice may be transacted without the unanimous consent of all present at such meeting. Any special meeting(s) of the Board of Directors of the Company shall be announced and held in compliance with the open meetings law.

Quorum. The presence of at least one half of the Directors shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number may reschedule a meeting, and the Corporation shall cause a notice of the rescheduled meeting to be given to all Directors who were not present at the originally called meeting. A quorum shall be required at the rescheduled meeting. Except as otherwise provided in these Bylaws or in the Corporation's Articles of Incorporation, the act of a majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors.

Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a Director or a committee member to participate in a meeting through the use of any means of communication by which all Directors or committee members participating may simultaneously hear each other during the meeting. A Director or a committee member participating in a meeting by such means shall be considered present at the meeting.

Compliance with NC Open Meeting Laws. Notwithstanding any other provision of these Bylaws, the Corporation shall comply in all respects with the North Carolina Public Schools Law, code section 115C-4 and any corresponding provision of subsequent North Carolina Law, in connection with all regular or special meetings of the Board of Directors. Except as otherwise permitted by such Open Meetings Laws:

- no quorum of the Board of Directors can meet in private for the purpose of deciding on or deliberating toward a decision on any matter and
- no executive session shall be held until the Board of Directors shall have first convened in an open session for which notice shall have been given in accordance with law,

- a majority of the Board of Directors at such meeting shall have voted to go into executive session,
- and the Chairperson (or other person presiding over the meeting) has cited the purpose of the executive session and has stated whether or not the Board of Directors shall reconvene after the executive session. Executive sessions may be held only purposes permitted by law.

Procedure. All business conducted at the meetings of the Corporation, including meetings of the Board of Directors, shall be conducted pursuant to Robert's Rules of Order or a reasonable, comparable format.

Conflict of Interest. If a matter comes before the Board which places a Director in a conflict of interest between the interests of the Corporation and the interest of the Director, or the Director's family or business, the Director with the conflict shall be prohibited from participating in the discussion and vote on the particular matter. In addition, the Corporation shall comply with the voting and disclosure provisions of the Director Conflict of Interest section of the Non-Profit Corporation Law NCGS 55A-8-31.