

BY LAWS
For
North Carolina Learns, Inc.

ARTICLE I - Purpose

North Carolina Learns, Inc. shall be organized as an independent North Carolina corporation doing business as the “North Carolina Virtual Academy” (hereinafter referred to as the “School”). The purpose of the corporation is to maintain and operate the North Carolina Virtual Academy School as a not-for-profit enterprise. The corporation also has such powers as are now or may hereafter be granted by the §55A-2-02 of the General Statutes of the State of North Carolina. It shall be the policy of the Board of Directors and the School not to discriminate in admissions and hiring practices in violation of the law.

The purpose of the School is to provide a quality education to children in the Durham County area and throughout the state of North Carolina.

ARTICLE II - Offices

The corporation shall have and continually maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of North Carolina as the Board of Directors may from time to time determine.

ARTICLE III - Non-Member Corporation

Pursuant to the Articles of Incorporation, the corporation does not have Members.

ARTICLE IV - Board of Directors

Section 1 General Powers.

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors’ primary duties include the hiring and evaluation of the teachers, the setting of general institutional policies, strategic planning, fund-raising, and assessment of the School’s effectiveness in manifesting the mission of the corporation.

Section 2 Number, Tenure, and Qualifications.

(a) The Board of Directors shall consist of no less than five (5) and no more than fifteen (15) voting members. Potential members for the board shall be nominated and selected by the Board from a pool of parents, past parents, grandparents, alumni, patrons, and community members by criteria defined by the Board. All newly elected board members shall serve for a term of five (5) years beginning on July 1. Following the first term of service, Directors may be re-elected to serve a second five (5) year term. Except as provided above, Directors shall serve a five (5) year term of office and will be eligible, if nominated and elected, to serve one successive five (5) year term. No Director may be elected to term beyond the second term without first having been off the board for at least one year, unless elected as an officer of the Board. The Board shall be divided into staggered classes so that the terms of only approximately one-third of the voting Directors shall expire each year. In the event that a voting Director does not complete his or her term on the Board, a new Director may be elected to fill out the

unexpired term and then that Director is eligible to be nominated for one or more full terms.

(b) Honorary Directors may be elected by the Board from among former Directors who shall have served with distinction and from among distinguished friends and major contributors to the School who shall not have served previously as Directors. Honorary Directors shall be invited to attend all meetings of the Board but shall not be entitled to vote.

Section 3 Meeting of the Board of Directors

The meetings of the Board of Directors shall be no less than the minimum as directed by the approved charter application or State Board of Education.

Section 4 Special Meetings

Special meetings of the Board of Directors may be called by or at the request any two (2) voting members of the Board. The person or persons calling such meeting may fix any place as the place for holding any special meeting of the Board called by them.

Section 5 Place of Meetings: Mode

The place of any meeting of the Board of Directors may be either within or outside the State of North Carolina. Members of the Board of Directors or any committee designated by the Board of Directors, including the executive committee, may participate in a meeting of the Board or such committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 6 Notice

Notice of any special meeting of the Board of Directors shall be given at least 2 (two) days previously thereto by written notice delivered personally or sent by mail or e-mail to each member of the Board at this address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by electronic means, such notice shall be deemed to be delivered when the notice is sent. Any member of the Board may waive notice of any meeting. The attendance of a member at any meeting shall constitute waiver of notice at such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting, unless specifically required by law or these by-laws.

Section 7 Quorum

A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if a quorum shall not be present at such meeting, a majority of the voting members of the Board present may adjourn the meeting from time to time without further notice until a quorum shall be present.

Section 8 Manner of Action

The act of a majority of the voting members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

Section 9 Informal Action

Unless otherwise restricted by statute, the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if (i) a written consent thereto is signed by all the voting members of the Board or by all the members of such committee, as the case may be, and (ii) such written consent is filed with the minutes of proceedings of the Board of or such committee.

Section 10 Removal

Any member of the Board may be removed at any regular or special meeting of the Board by an affirmative vote of two-thirds of the voting members of the Board of Directors as from time to time constituted whenever, in their judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The member being removed shall be notified of the meeting at which the removal action will be taken, and the specific charges against him or her, at least five (5) days prior to the meeting.

Section 11 Vacancies

The Board of Directors may fill any vacancy occurring in the Board of Directors at any regular or special meeting.

Section 12 Absence

Each Board member is expected to communicate with the Chair or President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent without being voted excused by the Board from three successive Board meetings shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

Section 13 Compensation

Members of the Board as such shall not receive any stated salaries for their services.

Section 14 Presumption of Assent

A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 15 Conflict of Interest Policy

The Board of Directors affirms that the Directors, officers, administrators, faculty and other employees of the School have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the School. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the School. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board of Directors of the circumstances resulting in the potential conflict so that the Board of Directors can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest are:

1. Financial Interest.

(A) Ownership by the individual directly or indirectly of a material financial interest in any business or firm (i) from which the School obtains goods or services, or (ii) which is a competitor of the School.

(B) Competition by the individual, directly or indirectly, with the School in the purchase or sale of property or any property right or interest.

(C) Representation of the School by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest.

(D) Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by the School in which he or she participates, or which he or she has knowledge.

2. Inside Information

Disclosure or use by the individual of confidential information about the School, its activities or intentions, for the personal profit or advantage of the individual or any person.

3. Conflicting Interests other than Financial

Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves this School as an adverse party or with adverse interests.

4. Gifts and Favors

Acceptance of gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor of, the School under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

No Director who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of quorum at any meeting of the Board where the potential conflict is considered, nor shall the Director vote on any action of the Board regarding that potential conflict.

ARTICLE V – Officers

Section 1 Officers

The officers of the corporation shall be a Chair of the Board of Directors, a Vice Chair, a Secretary, Treasurer, and other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the office of Chair.

Section 2 Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected and qualified.

Section 3 Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5 Chair of the Board, Vice Chair

The Chair of the Board shall be the chief officer of the corporation and shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary/Treasurer, or any other proper officer or agent of the corporation authorized by the Board, 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 otherwise expressly delegated by the Board from time to time. The Vice Chair must preside at meetings of the Board in the absence of the Chair.

Section 6 Secretary

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the board, and committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at Board of Directors and committee meetings.

The Secretary shall keep or cause to be kept, at the principal office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the board, and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 7 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all

reasonable times.

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Directors may designate; (ii) disburse the corporation's funds as the Board of Directors may order; (iii) render to the President, chairperson of the board, if any, and the board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board, contract, job specification, or the bylaws may require.

ARTICLE VI - Committees

Section 1 Committees of Members of the Board of Directors

The Board of Directors by resolution adopted by a majority of the voting members as from time to time constituted may designate one or more committees. Each committee shall consist of two or more voting members of the Board of Directors (plus any nonboard members as the Board sees fit to appoint). These committees to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual member thereof of any responsibility imposed on it, him, or her by law.

Section 2 Executive Committee

(a) The Executive Committee shall be comprised of the Chair of the Board of Directors, and two other selected Board members, and shall function as a long-range planning committee to set goals and objectives for the corporation. Subject to any specific limitation imposed by the certificate of incorporation, the Executive Committee shall have such further specific powers as may from time to time be conferred upon it by resolution of the Board of Directors, and the Executive Committee may exercise such powers in such manner as it shall deem for the best interests of the corporation.

(b) A member of the Executive Committee selected by those voting members present, shall preside at meetings of the Executive Committee, and a member of the Executive Committee designated by the members thereof shall be the secretary of the Executive Committee. In the event of absence from any meeting of the secretary of the Executive Committee, the members of the Executive Committee present at the meeting shall select a member of the Executive Committee to be secretary of the meeting.

(c) The Executive Committee may prescribe for the conduct of its business such rules and regulation, not inconsistent with these bylaws or with such resolutions for the guidance and control of the Executive Committee as may from time to time be passed by the Board, as it shall deem necessary or desirable, including, without limitation, rules fixing the time and place of meetings and the notice to be given thereof, if any. A majority of the voting members of the Executive Committee shall constitute a quorum. The adoption of any resolution or the taking of any other actions shall require the affirmative vote of a majority of all the voting members of the Executive Committee as from time to time constituted. The Executive Committee shall keep minutes of its proceedings, and it shall report all action taken by it to the Board of Directors at the meeting thereof held next after the taken of such action. All action taken by the Executive Committee shall be subject to revision or alteration by the Board at the meeting of the Board at which any such action has been reported to the Board; provided, however that such revision or alteration shall not affect any action taken by

any officer or employee of the corporation, or by a third party, or any rights of third parties that have vested, in reliance upon any action or direction of the Executive committee.

(d) The Executive Committee shall meet as required by the Board or as otherwise necessary to conduct the routine business of the School.

Section 3 Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the voting members present at a meeting at which a quorum is present. The Chair of the Board of Directors shall appoint the members of such committee, except as otherwise provided in the resolution designating such committees. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 4 Terms of Office of Committee Members

Each member of a committee shall continue to serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5 Chair

Except as otherwise provided herein, two members of each committee shall be appointed by the Chair of the Board as, respectively, Chair and Vice Chair of such committee.

Section 6 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7 Quorum

Unless otherwise provided herein or in the resolution of the Board of Directors designating a Committee, a majority of the voting members of the whole committee shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8 Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII - Indemnification of Directors, Officers and Employees

Section 1 General: Indemnification of Directors and Officers

The corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such

person is or was a Director or officer of the corporation, or that such person is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea to no lo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, that the person.

Section 2 Indemnification of Directors and Officers: Actions By or In the Right of the Corporation

The corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in favor of the corporation by reason of the fact that such person is or was a Director or officer of the corporation, or that such person is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matters as to which such person shall be made in respect of any claim, issue or matters as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3 Authorization of Indemnification

Any indemnification under Section 1, Section 2 or Section 5 of this Article (unless ordered by a court) shall be made by the corporation only as authorization in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1, 2, or 5 of this Article. Such determination shall be made by (1) the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 4 Contract with the Corporation

The provisions of this Article VII shall be deemed to be a contract between the corporation and each Director or officer who serves in any capacity at any time while this Article VII is in effect, and any repeal or modification of this Article VII shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore brought or threatened based in whole or in part upon any such state of facts.

Section 5 Indemnification of Employees and Agents

Persons who are not covered by the foregoing provisions of this Article VII and who are or were employees or agents of the corporation, or who are or were serving at the request of the corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Directors, subject to the same standard of conduct set forth in Sections 1 and 2 of this Article; provided, however, that to the extent that such employee or agent has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding to which he or she was made a party by reason of the fact that he or she is or was an employee or agent acting in the above described capacity, or in the defense of any claim, issue or matter therein, the corporation shall indemnify such employee or agent against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6 Payment of Expenses in Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such 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, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that such Director, officer, employee, or agent is entitled to be indemnified by the corporation as authorized by this Article VII.

Section 7 Insurance against Liability

The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these by-laws.

Section 8 Other Rights of Indemnification

The indemnification provided or permitted by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE VIII - Contracts, Checks, Deposits, and Funds

Section 1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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 2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness 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. In the absence of any such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer.

Section 3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the corporation.

ARTICLE IX - Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X - Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of July and end on the last day of June in each year. As such, all of the School's financial records shall be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

Section 1 Financial Reports

The Secretary/Treasurer shall cause to be made an interim written report of the finances of the School for each calendar month of the fiscal year. Copies of this monthly financial report shall be provided to each member of the Finance Committee and each member of the Board of Directors no later than the twenty-first day of the month following the month for which the report is issued. The Secretary/Treasurer shall cause to be made an annual written report of the finances of the School for the School's fiscal year just ended. This report must be audited by an independent source. Copies of this annual audited financial report shall be provided no later than October 31st of each year to the Board of Directors.

Section 2 Funds

The operating funds of the School shall be deposited in the name of the School in such bank or trust companies, as may be designated by the Board of Directors with withdrawal permitted on the signatures of such person or persons as the Board of Directors shall designate from time to time. Any endowment, capital or restricted funds of the School shall be deposited in accounts with such investment funds and institutions as the Board of Directors may determine from time to time in accordance with the investment policy of the School.

Section 3 Borrowing

The School shall, subject to the approval of the Board of Directors, have the power to borrow money and issue promissory notes for repayment thereof, with or without interest, and to mortgage and create other liens on its property as security for its debts or other lawful engagements.

Section 4 Capital Expenditure Limitations

All capital expenditures in excess of \$25,000 shall require the prior approval of the Board of Directors.

Section 5 Books and Records

The officers, agents and employees of the School shall maintain such books, records and accounts of the School's business and affairs as shall be appropriate to the business and affairs of the School, or as shall be required by the School Board of Directors or the laws of the State of North Carolina. Such books, records and accounts shall be kept at or under the control of the School.

ARTICLE XI - Seal

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, State of North Carolina" provided, however, that the use of said seal shall be entirely discretionary, and shall not be required for the issuance of any documents unless specifically required by the laws of the State of North Carolina.

ARTICLE XII - Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of §55A-2-02 of the General Statutes of the State of North Carolina or under the provisions of the articles of incorporation or the by-laws of the corporation, 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 deemed equivalent to the giving of such notice.

ARTICLE XIII - Amendments to By-laws

These by-laws may be altered, amended or repealed and by-laws may be adopted by a two-thirds (2/3) of the voting members of the Board of Directors. At least five (5) days written notice will be given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting. Any amendment to the By-laws will be voted only after examination of any possible conflicts with the Articles of Incorporation.

ARTICLE XIV - Dissolution

Upon dissolution of the School, the property remaining after providing for the debts and obligations of the School shall be distributed in accordance with G.S. 55A and 115C-218.100(b).

ARTICLE XV - Non-Discrimination Policy

It is the policy of the School not to discriminate on the basis of race, color, religious creed, national origin, ancestry, sexual orientation, disability or handicap. No person shall, on the basis of race, color, national origin, ancestry, gender, sexual orientation, disability, or handicap, be denied equal access or admission to school programs, courses, extracurricular activities and employment opportunities. In addition, under section 504 of the federal Rehabilitation Act of 1973, no otherwise qualified individual, shall solely by reason of his/her handicap, be excluded from the participation in, be denied the benefits of or be subjected to discrimination under any program or activity at the School.

ARTICLE XVI - North Carolina Open Meetings Law

Except as provided in GS 143-318.11, 143-318.14A, 143-318.15 and 143-318.18, each official meeting of the board shall be open to the public, and any person is entitled to attend such a meeting. North Carolina Learns, Inc. will comply with the North Carolina Open Meetings Law.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of North Carolina Learns, Inc.; that these bylaws, consisting of 13 pages, are the bylaws of the North Carolina Learns, Inc. Corporation as approved by the Board Directors on February 7, 2012; and that these bylaws have not been amended or modified since that date.