

BY-LAWS
FOR
RIVER MILL ACADEMY, INC.
AND ITS
BOARD OF DIRECTORS

**ARTICLE I:
RIVER MILL ACADEMY, INC.**

Section 1: Name

The name of the non-profit corporation is River Mill Academy, Inc (the Corporation), duly authorized under the statutes of the State of North Carolina and operating as River Mill Academy

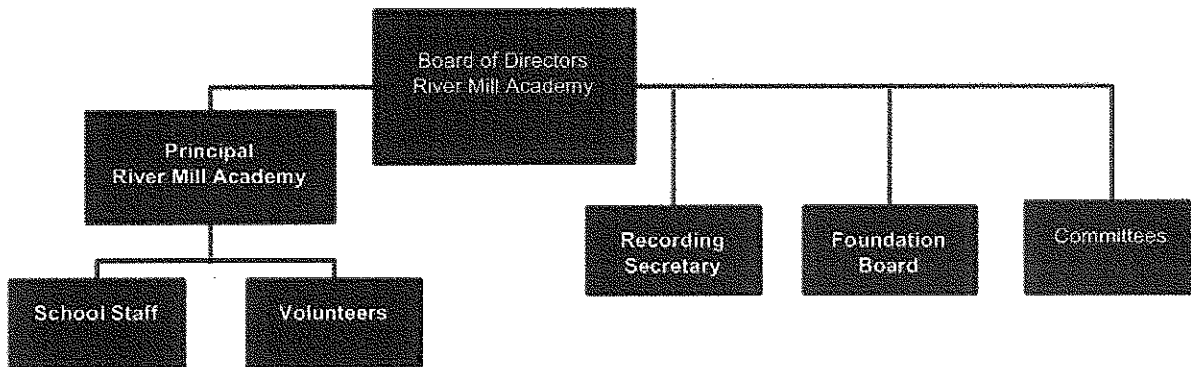
Section 2: Principal Office

The principal office of the Corporation is located in the City of Graham, in Alamance County, in the State of North Carolina. The street address of the initial registered office of the Corporation is 1242 South Main Street, Graham, North Carolina, 27253 and the registered agent at such address is the Principal of River Mill Academy.

Section 3: Purposes

The purpose of River Mill Academy, Inc., is to establish a charter school under North Carolina Charter School Statutes and to pursue related educational endeavors.

Section 4: Organizational Chart of School Governance



**ARTICLE II:
Membership in the Corporation**

Section 1: Membership Qualification

Membership in the corporation is composed of, and only of, (a) families with children attending River Mill Academy and (b) the Board of Directors.

**ARTICLE III:
Board of Directors**

Section 1: Powers

The activities, affairs and business of the Corporation shall be conducted by or under the direction of the Board of Directors (Board).

Section 2: Mission

The mission of the Board of Directors (Director) is to provide River Mill Academy with *oversight* rather than *day-to-day management* of operations, ensuring continued financial and educational growth without self-interest.

Section 3: Number, Qualifications, Election, and Tenure

a) The number of persons constituting the Board of Directors shall be nine (9):

- Five (5) parents of students attending River Mill Academy (Parent Directors) (“**parents**” **includes legal guardians**)
- Four (4) members of the community (Community Director)

In addition, the following shall serve as advisors to the Board of Directors:

- Three Teacher Advisors: One certified teacher from each: Elementary, Middle and High School. During this term s/he shall attend each Board meeting and act in an advisory capacity to the Board. The elected teacher will have no voting authority on the Board.
- The Principal will also act in an advisory capacity to the Board and have no voting authority.
- If applicable, Ex-officio Director(s) as designated according to Section 3, item g).

b) A candidate for a Director vacancy must (a) be at least twenty-one (21) years old, (b) have no criminal or other public impediment to effectively serving as a director; (c) meet the qualifications, as outline hereto in Article III, for serving as either a Parent Director or a Community Director and, (d) commit to adherence with the Directorship Principles, as outlined in Exhibit A, attached hereto.

c) Only one member of a family is eligible to serve on the board for any single term. In the event that more than one family member runs for office for the same term and both are elected, the member with the greater number of votes will be appointed. If an existing member is prepared to serve an additional year, due to a 2-year appointment, any other family member shall be ineligible to run for office for that year of service

d) No Director may be related to persons employed by the Corporation. No Director may be related to a person contracted by the Corporation without the Board of Director’s approval, via vote.

e) Each parent Director shall serve on the Board for a period of two (2) years. The two-year terms for the Board of Directors shall be staggered as outlined on the attached Exhibit D. The term shall begin following Public Comment, as outlined on the Agenda, during the first meeting following the election. It is the intent that the current Directors have the opportunity to complete all OLD business prior to their term ending and allow newly elected Directors the opportunity to facilitate their duties.

f) Upon approval of these By-Laws, dated July 19, 2012 Community Director’s terms will adjust as outlined on the attached Exhibit D. Thereafter, Community Directors shall serve for a period of five (5) years, also outlined on the attached Exhibit D, for purposes of continuity, historical perspective, and long-term experience and to provide guidance and stability to rotating members. There is no limit to the number of terms a person may run for a Director’s position.

g) Ex-officio Director(s)

- Rationale: The Board of Directors, in its discretion, may invite certain person/s to advise the Board and serve as a nonvoting, Ex-officio Board Member/s. The purpose being to retain the wealth of knowledge and history of River Mill Academy that long serving, former Board members possess.
- Qualifications for Ex-officio Board Member(s):
 - i. Must have previously served on the Board of Directors for a minimum of ten (10) consecutive years.
 - ii. Must be invited by the Board no more than 12 months after any such prospective ex officio member has completed their last term.
 - iii. Must have had children that attended RMA in the past. There is no requirement that any such prospective ex-officio member have children currently attending RMA.
- Selection: The Board of Directors shall vote on the invitation of any prospective ex-officio member and selection must be approved by a 2/3 (two-thirds) majority vote.
- Duties of Ex-officio Board Members: Ex-officio Board Members shall be entitled to enter into all deliberations and to receive notice of all meetings (exactly as specified for elected Board Members), but he or she shall not vote, nor be counted in determining the existence of a quorum.
- Term: Ex-officio Board Members shall serve a term of three (3) years. This term shall not be renewed or extended.
- Number: There shall be no more than two (2) Ex-officio Board Members serving at any one time.

Section 4: Duties/Code of Ethics:

- a) Directors shall obey all applicable laws and perform any and all duties imposed on them collectively and individually by law, the Articles of Incorporation or by these by-laws. Directors shall stand in a fiduciary relation to the corporation and shall discharge the duties of the respective positions in good faith, and with diligence and care which reasonably prudent men and women would exercise in similar circumstances and like positions.
- b) Directors shall uphold the integrity and independence of their position and must never use information gained through his/her position for personal gain; they must always act in the best interests of the organization.
- c) Directors shall avoid impropriety (and the appearance of impropriety) in exercising their official duties and shall remain faithful to the organization's mission, avoiding acting in a manner inconsistent with the organization's goals.
- d) Directors are required to execute a Confidentiality Non-Disclosure Statement, attached hereto as Exhibit B.
- e) Directors shall be subject to completion of a Criminal Background check.
- f) Directors shall appoint, remove, and employ the Chief Executive Officer (also known as the Principal) of the Corporation.

- g) Directors shall meet at such times and places as required by these by-laws and shall conduct the affairs of the governing board in an open and public manner, except as otherwise may be permitted or required by law.
- h) Directors shall register their address, phone number, and email contact information with the Secretary of River Mill Academy, Inc.
- i) Directors are expected to be actively serving on at least one subcommittee during their time in office.
- j) Directors are required to attend all regular meetings of the Board of Directors and to execute the Attendance Policy, attached hereto as Exhibit C. An Attendance Policy for each Board Member (old and new) shall be executed at the first Board of Director's meeting following an election and attached to the minutes of that meeting for public access.

Section 5: Resignation of Directors

A Director may resign at any time by giving notice in writing to the Chairperson or acting Chairperson of the Corporation. Such resignation shall take effect at the time specified, or if no time is specified, at the time the Chairperson or acting Chairperson receives such resignation.

Section 6: Removal

A Director may be removed from the Board of Directors as follows:

- a) The remaining Directors may move to remove a Director upon satisfactory evidence that said Director has violated his or her duties or obligations in a material way under these By-Laws. The removal shall occur upon and require a vote of the three-quarters (3/4) majority of the Board of Directors present at any regular meeting where a quorum is in attendance and advance notice of the effort to remove has been provided..
- b) In the event the Board of Directors does not utilize their right of removal, an effort to remove a Director may be initiated by the submission of a petition to the Board identifying the reasons for removal and signed by no less than 15% of the voting members qualified to vote, per Article IV, Section 4(b) of these By Laws. After the submission of the petition to the Board and upon proper notice to the members, a ballot vote shall be held within thirty (30) days, as outlined in Article IV, Section 4, to determine whether said director should be removed. Said director shall be removed from the Board upon a two-thirds (2/3) majority vote of the members qualified to vote per Article IV, Section 4(b) of these By-Laws.

Section 7: Compensation

Directors shall serve without compensation for their services to the Board. However, a person who is a Director may receive compensation for serving in any other non-administrative capacity in the Charter School for which there should be reasonable compensation, e.g., compensation as a substitute teacher for a short period of time. For the purpose of this section, a short period of time is defined as not more than three (3) consecutive or non-consecutive months during any given fiscal year.

Section 8: Conflict of Interest

If any Director has an adverse interest in a River Mill Academy transaction, such Director must make full disclosure to the Board of the adverse interest as soon as such Director knows, or should know of its existence. Upon full disclosure, the Board may approve the transaction only by a good faith vote of a majority of the disinterested Directors present. However, no such transaction may be approved if it would constitute self-dealing prohibited under sections 4941 of the Internal Revenue Code of 1986, or the corresponding provisions of any later federal tax laws, or if it would result in the imposition of any excise tax under any other provision of Chapter 49A of the Internal Revenue Code of 1986, or the corresponding provisions of any later federal tax laws.

Section 9: Certain Director Liability

A Director shall be subject to the liabilities imposed by law upon Directors. In addition, all Directors who vote for or assent to any distribution of assets of the Corporation contrary to any lawful restrictions in the Non-profit Corporation Act of the State of North Carolina, the corporate Charter, or the by-laws, shall be jointly and severally liable to the Corporation for the amount of such distribution. Furthermore, such liabilities shall not exceed the debts, obligations and liabilities existing at the time of the vote or assent where the Director relied and acted in good faith on financial statements of the Corporation to be correct and to be based on generally accepted principles of sound accounting practice by the Chairperson or the Treasurer, or certified by an independent public accountant or firm of such accountants to fairly reflect the financial condition of the Corporation.

**ARTICLE IV:
Voting**

Section 1: Quorum

The presence of 2/3 of the voting Directors of the Board of Directors at a meeting duly assembled shall constitute a quorum for the transaction of business. If less than a quorum is present at the time and place of any meeting, the Directors present may adjourn the meeting until a quorum shall be present.

Section 2: Voting

Except as otherwise provided by statute or by the Charter of the Corporation, or by these By-Laws, the action of a majority of the Directors present at a meeting in which there is a quorum shall be the action of the Board of Directors.

Section 3 :Vacancy in a Director Seat:

In the case of a Director vacating his or her position either by death, resignation, removal from office, or for any other reason, the following procedure shall be followed for the replacement director to be seated:

- a) At least 30 days prior to any anticipated election, notice shall be provided by posting at the school and on the school website that nominations shall be accepted by Board for period lasting at least two weeks, with a cut-off date at least two weeks prior to anticipated election.
- b) The Board shall accept Nominations specific to Parent or Community Directorship during the period indicated in subsection (a);
- c) A special meeting will be called to provide the Board with the opportunity to review and interview all nominees, and examine their expectations and intentions;
- d) After review with the Board, a nominee may withdraw his/her name from the ballot if s/he so chooses;

e) After the Board review, all qualified nominees will be placed on a special ballot to elect Director(s) and or fill any vacancies;

f) Elections to a Director(s) seat will take place by the parent community (includes legal guardians) at a general or special meeting, with proper notice provided to all members by posting at the school, on the school website, or email notification;

In the event of a vacancy after the regularly scheduled elections, the board reserves the right to hold an additional general election for replacement of a Director, as needed.

Section 4: Elections

- a) Annual Elections for open Director positions are held once per year (in April or May) by secret ballot at the Board of Directors' selected polling location(s).
- b) The Election Committee shall determine the specific date and time for the election.
- c) In the event of a tie, the Election Committee shall determine the date and time of a run- off election following the same guidelines set for the original election.
- d) Each family that has a child(ren) attending River Mill Academy shall have the right to cast one vote in the annual Board of Director elections. Once the Parent or Legal Guardian has been checked off for submitting a ballot, no other ballots for the family will be accepted.
- e) Teacher Advisors shall be elected by the staff of River Mill Academy, Inc., to serve a one-year term. Elections will take place prior to the 3rd Thursday of September and results will be announced at the September board meeting. Any elected teacher may serve more than one year consecutively.

ARTICLE V: Meetings

Section 1: Meeting Regulation

Notwithstanding anything herein to the contrary, *River Mill Academy's Parliamentary Procedures* and NC Open Meetings Laws shall govern all meetings of the Corporation including annual, special, and other.

http://www.ncga.state.nc.us/EnactedLegislation/Statutes/HTML/ByArticle/Chapter_143/Article_33C.html

Section 2: Regular Meetings

Regular meetings shall be held at River Mill Academy (1242 South Main Street, Graham, NC) at least six times per year unless otherwise designated by the Chairperson of the Board of Directors, by written call of a majority of its Directors, or by resolution of the Board.

Section 3: Closed Session

The Board may hold closed sessions as provided by law. It shall commence a closed session by a majority vote on a motion to do so which specifically refers to the provision(s) of law providing the authority for the closed session as required by the NC Open Meetings Law.

Section 4: Meeting Schedules

The schedule of regular meetings for the school year shall be given to the public and the Directors no later than the August meeting and will be kept on file with the River Mill Academy, Inc. Secretary and published on the River Mill Academy, Inc. website. (www.rivermill-academy.org).

Section 5: Substitute Regular Meetings

If any regular meeting shall not be held as designated in Section 3, above, the Chairperson will call a substitute meeting. This meeting may be designated as a regular meeting.

Section 6: Special and Emergency Meetings

The persons authorized to call Special or Emergency Meetings of the Board are (a) the Chairperson or (b) at least two other Directors.

Section 7: Notice of Meetings

Notice of any meeting, outlined in Section 4 of this article, shall be given to the public and Directors at least seven (7) calendar days prior thereto. Notice of any meeting outlined in Section 5 of this article shall be given to the public and Directors at least 48 hours before the time of the meeting. All notices shall be communicated to the Directors and the public by posting to the school website and will be posted at a central location in the school. In the event that an emergency meeting must be held, 24 hours' public notice may be given by posting said notice to the school website, posting at a central location in the school, and providing email notification to the Directors.

Section 8: Conference Calls

With prior approval from two (2) Board of Directors' Officers, a Director may attend a Regular, Special or Closed meeting via a conference call.

**ARTICLE VI:
Officers**

Section 1: Designation of Officers

The Officers of the corporation shall include: Chairperson, Vice-Chairperson, Secretary, and Treasurer, collectively referred to as "officers". The Directors may designate and fill other corporate offices as needed in accordance with the provisions of Section 3 of this article.. The same individual may simultaneously hold more than one office in the Corporation, but no individual may act in more than one capacity where action of two or more officers is required, including but not limited to signing or executing documentation.

Section 2: Election, Term of Office and Qualifications

The Board of Directors at the first meeting following an annual election, as outlined in Article IV Section 4, shall elect each officer. These officers shall hold office during the fiscal year after their election.

Section 3: Subordinate Officers and Agents

The Board of Directors may appoint other officers or other members of the corporation to chair committees, each of who shall hold office for such period, have such authority, and perform such duties as the Board of Directors may determine. The Board of Directors may delegate to any officer or other

members of the corporation the authority to appoint any subordinate officer or other members of the corporation and to prescribe the respective authorities or duties.

Section 4: Duties

Officers shall discharge the duties of their respective positions in good faith, and with that diligence and care which reasonably prudent men and women would exercise in similar circumstances and like positions.

Section 5: Removal

The officers specifically designated in Article VI, Section 1, may be removed for any reason upon by vote of a two-thirds (2/3) the majority of the Board of Directors present at any regular meeting where a quorum is in attendance and advance notice of the proposed action is provided to all Directors, or by a two-thirds (2/3) majority ballot vote by the parents voting at the Board of Director's polling location, as outlined in Article IV, Section 4, specifically called for this purpose; or at a special meeting of the Board called for that purpose.

The removed officer may request reinstatement within 30 days of his/her removal. Officers may be reinstated only in the same way the removal was performed.

Section 6: Resignations

Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson, or, if that officer was appointed by an officer or agent in accordance with Section 3 of this Article, by giving written notice to the appointing officer or agent.

Section 7: Vacancies

A vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, shall be filled for the unexpired portion of the term of such office in the manner prescribed by these by-laws for elections to such offices.

Sections 8: Chairperson

The Chairperson shall have general charge of the business and affairs of the Board of Directors, including but not limited to: the responsibility for conducting meetings, voting procedures and enforcing the rules of order, all in accordance with these By-Laws, NC Open Meeting Laws and *River Mill Academy's Parliamentary Procedures*. The Chairperson shall perform such other assigned duties as may be assigned by the Board of Directors. In the absence of the Recorder of the Minutes (see Article VIII, Section 5), the Chairperson shall appoint another Director or other attendee to take meeting minutes and ensure said minutes are provide to the Principal as outlined in Article VIII Section 4.

Section 9: Vice-Chairperson

At the request of the Chairperson, or in absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairperson.

Section 10: Secretary

The Secretary shall be the custodian of the statements, books, records, reports, certificates, and other documents of the Corporation and the seal of the Corporation, and see that the seal is affixed to all documents requiring such seal. The Secretary shall perform all duties and possess all authority incidental

to the office of Secretary, and such other duties and have such other authority as may be assigned by the Board of Directors.

Section 11: Treasurer

The Treasurer shall have supervision over the funds, receipts, disbursements and securities of the corporation. The Treasurer shall perform such other duties and have such other authority as may be assigned or granted by the Board of Directors. The Treasurer may be required to give a bond for the faithful performance of the duties of the office in such form and amount as the Board of Directors may determine.

Section 12: Duties of Officers May be Delegated

In case of absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate authority of duties of such officer to any other officer or to any Director provided a majority of the entire Board of Directors concurs therein.

**ARTICLE VII:
Procedures and Restrictions**

Section 1: Contracts

Except as otherwise provided in these by-laws, the Board of Directors may authorize, in writing, any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors in writing. Any officer or agent of the Corporation thereunto so authorized may effect loans or advances for the Corporation and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation.

Section 3: Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, in writing, or as may be selected by any officer or agent of the Corporation to whom such power may from time to time be given by the Board of Directors, in writing.

Section 4: Checks, Drafts.

All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by the Chairperson or Vice-Chairperson and by the Secretary or the Treasurer, or in such other manner as the Board of Directors may determine, in writing. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories will be made by the Principal or Treasurer or by any officer or agent who may be designated by resolution of the Board of Directors in such manner as such resolution may provide.

Section 5: Gifts

The Board of Directors may accept on behalf of the Corporation any contribution; gift, bequest, or devise for the general purposes or for any special or educational proposes of RIVER MILL ACADEMY, INC.

ARTICLE VIII: General Provisions

Section 1: Corporate Seal

The corporate seal shall be in such form as shall be approved by the Board of Directors.

Section 2: Fiscal Year

The fiscal year of the corporation shall match the State of North Carolina's fiscal year.

Section 3: Amendments to By-laws

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted at any regular or special meeting upon a minimum of a two-thirds vote of the Directors then in office; provided however, that notice shall be given of the intention to alter, amend, or repeal or to adopt new by-laws at such meeting at least seven (7) days prior to such meeting in writing delivered personally or sent by mail, email, telegram or fax to the address of each Director as shown on the records of the Corporation.

Section 4: Books and Records

The Principal shall ensure the Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors, which responsibility may be delegated by the Principal.

Section 5: Recorder of the Minutes

The Recorder of the Minutes shall keep the minutes of the meetings of the Board of Directors and shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by the law. The Recorder of the Minutes will have no voting authority on the Board. The Recorder shall be an independent contractor of the Board of Directors, and further responsibilities of the Recorder of the Minutes will be outlined in the contract.

Section 6: Officer and Director Indemnification

The Corporation shall indemnify any Director, Officer, or former Director or Officer of the Corporation or any person who may have served at its request as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise against liabilities and reasonable litigation expenses, including attorneys' fees, incurred by the Director in connection with any action, suit or proceeding in which that Director is made or threatened to be made a party by reason of being or having been such Director or officer, except in relation to matters as to which the Director is determined to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. The indemnification authorized by this Section 6 shall be in addition to that permitted by General Statutes Sections 55A-17.2 or 55A-17.3 or North Carolina General Statutes or as authorized in these by-laws.

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 is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by the person in such capacity, or arising out of the officer's status as such, whether or not the corporation would have the power to indemnify that officer against such liability.

Expenses incurred by a Director, Officer, employee or agent 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 be determined that the person is entitled to be indemnified by the corporation as authorized in Section 55A-17.2 or 55A-17.3 of North Carolina General Statutes or as authorized in these by-laws.

Section 7: Gender

The masculine gender used in these by-laws shall include both the feminine and the masculine persons.

Section 8: Prohibited Activities

The Corporation shall comply with 501(c)(3) prohibitions against substantial lobbying and involvement in political campaigns for public candidates. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its Directors or officers.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporations exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 17Q(c)(2) of the Code.


Section 9: Disposal of Assets


Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation as directed pursuant to North Carolina General Statutes.

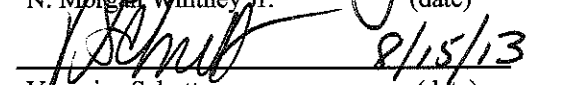
Section 10: Superseding Effect

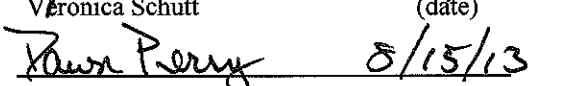
Upon adoption, these by-laws shall supersede any other by-laws governing the activities of River Mill Academy, Inc Board of Directors.

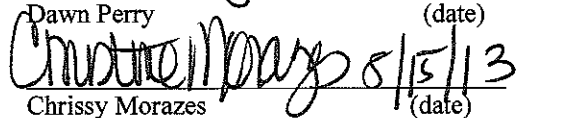
The undersigned persons certify the foregoing by-laws have been adopted as the revised by-laws of the Corporation, in accordance with the requirement of the Corporation Law.

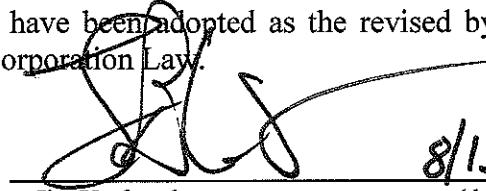
 8/15/13
 Joseph J. Sells (date)


 8/15/13
 N. Morgan Whitney Jr. (date)


 8/15/13
 Veronica Schutt (date)


 8/15/13
 Dawn Perry (date)

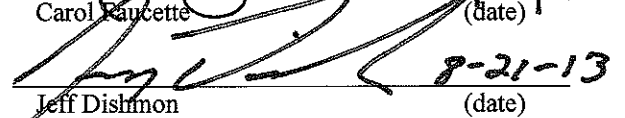
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 Chrissy Morazes (date)

 8/15/13
 Jim Upchurch (date)

 8/15/13
 Cindy W. Lloyd (date)

 8/15/13
 Timothy B. Cross (date)

 8/15/13
 Carolaucette (date)

 8-21-13
 Jeff Dishmon (date)

STATE OF NORTH CAROLINA, COUNTY OF Alamance
 Adopted 8-15-13

EXHIBIT A PRINCIPLES OF DIRECTORSHIP

A Director shall strive to:

- a) Demonstrate personal integrity
- b) Demonstrate commitment to sound educational values
- c) Be supportive of school policies and personnel
- d) Demonstrate the ability to work well with others and appreciate diversity
- e) Display leadership in contributions of time, knowledge, resources, and/or abilities to benefit the schools mission.
- f) Comply with North Carolina Public School Laws
- g) Refer complaints to the appropriate school authorities-See Grievance Procedure and Chain of Command
- h) Accept the will of the majority and give wholehearted support to the decisions reached
- i) Be familiar with the charter of the school
- j) Be familiar with the NC state ABC's and their education requirements and assessment processes
- k) Work with the school community to promote an atmosphere in which education is valued by all

EXHIBIT B

CONFIDENTIALITY NON-DISCLOSURE STATEMENT

All discussion had during an official executive session, which includes, but is not limited to Personnel Issues, Student Issues, Financial Issues, and Sensitive Operations Data of River Mill Academy and any other information of a private or sensitive nature shall be considered confidential. Confidential information shall not be used or disclosed unless specific permission to do so has been obtained and granted by the Board of Directors or designee. Examples of inappropriate disclosures include:

- Discussing or revealing confidential information to friends or family members
- Discussing or revealing confidential information to other board members without a legitimate need to know
- Using school information for marketing purposes without express permission from River Mill Academy Board of Directors

The unauthorized disclosure of confidential information can subject each individual and the full Board of Directors, as well as the school, to liability. Disclosure of confidential information to unauthorized persons, or unauthorized access to, or misuse, theft, destruction, alteration, or sabotage of such information, may result in immediate removal from the board and/or revocation of current and future privileges of the individual and may lead to legal action and/or a duty for you to mitigate damages.

Confidentiality Non-Disclosure Agreement

I hereby acknowledge, by my signature below, that I understand the information shared in Executive Sessions and other confidential or proprietary information of River Mill Academy which I may see, hear, or otherwise gain knowledge of in the course of my service on the River Mill Board of Directors is to be kept confidential, and this confidentiality is a condition of my privilege to remain on the governing board. This information shall not be used or disclosed to anyone unless specifically authorized RMA Board of Directors. The unauthorized use or disclosure of information is possible grounds for: immediate removal from the premises; revocation of all future service privileges, legal action; and/or a duty to mitigate damages.

_____	_____	_____	_____
Print Name	Signature	Title	Date

EXHIBIT C

Attendance Policy

This policy is intended to support full contribution of all Directors. All Directors receive a copy of this official policy. The policy is reviewed and re-executed once a year at the first meeting following an election and attached to the minutes of said meeting. The policy has been reviewed and authorized by the Director (see signature and date below).

Definition of a Board Attendance Problem

A Director's attendance problem exists with any of the following conditions:

1. The Director has two un-notified absences in a row ("un-notified" means the member did not call, reasonable contact in the organization within 48 hours prior to a regularly scheduled or substitute regular meeting to indicate their anticipated absence);
2. The Director misses three of the total number of regular or substitute meetings in a twelve-month period.

NOTE: This policy does not apply to emergency meetings.

Response to a Board Attendance Problem

If a board attendance problem exists, the Board Chair will promptly contact the Director to discuss the problem. The Director's response will promptly be shared with the entire board prior to the next board meeting. At that meeting, the board will decide what actions to take regarding the Director's continued membership on the board. If the board decides to terminate the membership, termination will be conducted per the following policy (or the process specified in the organization's bylaws):

1. The board Chair will notify the Director in writing of the board's decision per the terms of the Board Attendance Policy;
2. This written notification will request a letter of resignation from the terminated member, to be received within two weeks;
3. The board will vote to accept the Director's resignation letter at the next board meeting;
4. The board will promptly initiate a process to begin recruiting a new Director;
5. In the event that a resignation or request for reconsideration is not received prior to the next board meeting, the board may proceed as if a resignation was received.

I, (Print Name) _____ have read and understand the provisions of this attendance policy and code of conduct, I understand and agree to the above polices set forth by the River Mill Academy, Inc. Board of Directors.

Signature of the Director

Date Signed

EXHIBIT D

Community Seats	Term	future	future	future	future	future	future	future	future	future	future	future
1	2015	2020	2025	2025	2025	2025	2025	2025	2025	2025	2025	2025
2	2016	2021	2026	2026	2026	2026	2026	2026	2026	2026	2026	2026
3	2017	2022	2027	2027	2027	2027	2027	2027	2027	2027	2027	2027
4	2014	2019	2024	2024	2024	2024	2024	2024	2024	2024	2024	2024
Parent Directors	Term	future	future	future	future	future	future	future	future	future	future	future
A	2013	2015	2017	2019	2021	2023	2025	2027	2027	2027	2027	2027
B	2013	2015	2017	2019	2021	2023	2025	2027	2027	2027	2027	2027
C	2014	2016	2018	2020	2022	2024	2026	2028	2028	2028	2028	2028
D	2014	2016	2018	2020	2022	2024	2026	2028	2028	2028	2028	2028
E	2014	2016	2018	2020	2022	2024	2026	2028	2028	2028	2028	2028