

**SECOND AMENDED AND RESTATED BYLAWS
OF THE
MECKLENBURG CITIZENS FOR PUBLIC EDUCATION**

ARTICLE I.

OFFICES

Section 1. **Principal Office.** The principal office of the Corporation shall be located in the City of Charlotte, North Carolina.

Section 2. **Registered Office.** The registered office of the Corporation required to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 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 II.

BOARD OF DIRECTORS

Section 1. **General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. **Numbers of Directors.** The number of directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors, but shall be no less than three (3) and no more than twenty-five (25).

Section 3. **Election of Directors.** Prior to January 1 of each year, the Board of Directors shall hold a meeting at which it shall elect the directors whose terms are to commence on such January 1. The directors shall be elected by the vote of the directors then in office; those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected.

Section 4. **Term of Service; Term Limit.** Subject to Section 7 of this Article II, a director shall be elected for a three-year term of office commencing on a January 1 and ending three years thereafter. Each director shall be eligible to serve as a director for up to two (2) consecutive full three- (3-) year terms of office. Thereafter such director must cease to serve for at least one year before being eligible for election to the Board of Directors.

Section 5. **Staggered Board.** Members of the Board of Directors shall serve for staggered terms of office. The Board of Directors shall be divided into three classes with staggered terms, with each class as nearly equal in number as possible. When the number of directors is changed, any increase or decrease in the number of directors shall be apportioned among the classes so as to make all classes as nearly equal as possible, and accordingly the term of any new directorship may, if necessary, be shorter than three years.

Section 6. **Removal.** Any director may be removed at any time with or without cause by the vote of a majority of the directors present at a meeting at which a quorum is present. Without limiting the generality of the forgoing, any director who fails to attend at least fifty percent (50%) of the meetings of

the Board of Directors in any fiscal year shall be removed unless a majority of the directors present at a meeting at which a quorum is present shall vote to permit such director to complete the unexpired portion of his term as director.

Section 7. **Vacancies.** A vacancy occurring on the Board of Directors, including any vacancy occurring due to the creation of a new directorship, may be filled by a vote of a majority of the number of directors then in office even though less than a quorum or by the sole remaining director. The person elected to fill such a vacancy shall serve the unexpired term of the vacant position and shall be eligible to serve thereafter for two (2) additional consecutive three- (3-) year terms of office.

Section 8. **Compensation.** The Board of Directors shall not compensate directors for their service as such, but may by resolution provide for the payment of any or all reasonable and documented expenses, including such expenses incurred by directors in attending regular and/or special meetings of the Board.

ARTICLE III.

OFFICERS

Section 1. **General.** The officers of the Corporation shall consist of a Chairman, one or more Vice Chairmen, a President, a Secretary, a Treasurer, and such 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. In addition, the Board of Directors may from time to time appoint one or more persons to staff positions to carry out the instructions of the Board of Directors.

Section 2. **Chairman.** The Chairman shall preside at meetings of the Board of Directors and perform such other duties incident to the office of chairman, including the general supervision of the President in carrying on the business and affairs of the corporation. He shall sign with the Secretary or any other proper officer of the Corporation, 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 these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The Chairman shall also perform such other duties as directed by the Board of Directors.

Section 3. **Vice Chairmen.** The Vice Chairman or Vice Chairmen shall perform such duties as may be assigned to him or them by the Chairman or Board of Directors. In the absence of the Chairman, or in the event of his death, inability or refusal to act, the Board of Directors shall designate which Vice Chairman or other person shall perform the duties of the Chairman. When acting in this capacity, such Vice Chairman or other person shall have all the powers of and be subject to all the restrictions upon the Chairman.

Section 4. **President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall oversee the day-to-day business and affairs of the Corporation, carry out the strategic priorities and policies of the Board of Directors, and in general 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. The President shall not be a voting member of the Board of Directors.

Section 5. **Secretary.** The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) see that the seal of the Corporation is affixed to all documents for execution on behalf of the Corporation; and (e) in general perform all the duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

Section 6. **Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts or moneys due and payable to the Corporation from any source whatsoever; (c) deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of Section 3 of Article V of these bylaws; and (d) in general perform all to the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the Chairman, the Board of Directors or by these bylaws.

Section 7. **Election and Term.** The Chairman, Vice Chairmen, Secretary and Treasurer shall be elected annually by the Board of Directors and each such Officer shall hold office for one year or until his successor shall have been elected and qualified. A vacancy in the offices of Chairman, Vice Chairman, Secretary or Treasurer because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. The President shall serve at the pleasure of the Board of Directors.

Section 8. **Bonds.** The Board of Directors, may, by resolution, require any agent, or employee of the Corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE IV.

MEETINGS OF DIRECTORS

Section 1. **Regular Meetings.** A regular meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board may designate. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for holding of additional regular meetings.

Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman or such number of directors constituting at least fifteen percent (15%) of the directors then in office. Such a meeting may be held either within or outside the State of North Carolina, as fixed by the person or persons calling the meeting.

Section 3. **Notice of Meetings.** Regular meetings of the Board of Directors may be held without notice as long as they in accordance with a resolution adopted by the Board designating a time and place. The person or persons calling a special meeting of the Board of Directors shall, at least two (2) days before the meeting, give written notice thereof delivered personally or by electronic mail to each director at his electronic mail address as shown by the records of the Corporation. Notice of special meeting also may be delivered by first class United States mail, provided that such notice is deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid five (5) days before the meeting. Such notice need not specify the purpose for which the meeting is called.

Section 4. **Waiver of Notice.** Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. **Quorum.** One-third (1/3) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 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.

Section 7. **Presumption of Assent.** A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his 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 8. **Action Without Meeting.** Action required or permitted to be taken by the Board of Directors or a committee at a meeting may be taken without a meeting if one or more written consents describing the action taken are signed or assented to electronically by each of the directors or members of the committee, as the case may be, whether before or after the action so taken, and filed with corporate records or the minutes of the proceeding of the Board or committee. Action so taken is effective when the last director or committee member signs such consent or indicates his assent electronically, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any document.

Section 9. **Executive Committee.** The Executive Committee shall consist of the immediate past Chairman of the Board, the Chairman, each of the Vice Chairmen, the Secretary, the Treasurer and such other such directors as determined by the Board to be necessary to carry out the business and affairs of the Corporation. The Chairman of the Board also shall serve as the Chairman of the Executive Committee.

The Executive Committee shall have and may exercise the full authority of this Board of Directors between meetings of the Board except that the Executive Committee shall have no authority to: (a) recommend to approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the assets of the Corporation; (b) elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any of its committees; or (c) adopt, amend, or repeal the articles of incorporation or bylaws of the Corporation.

Section 10. **Other Committees.** The Board of Directors also may designate directors to constitute such other committees as necessary. All committees constituted by the Board to the extent authorized by law and provided in the formulating resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.

ARTICLE V.

CONTRACTS, LOANS, CHECKS AND GIFTS

Section 1. **Contracts.** The Board of Directors may authorize any officers, agent of agents, to enter into any contract or execute and deliver any instrument in the names of and 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 authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 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.

Section 4. **Gifts.** The Board of Directors may accept or decline, on behalf of the Corporation, any contribution, gift, bequest or devise for general or specific purposes of the Corporation.

ARTICLE VI.

GENERAL PROVISIONS

Section 1. **Seal.** The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL; and such seal, is hereby adopted as the corporate seal of the corporation.

Section 2. **Indemnification.** Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him 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 in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

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 of the reasonable amount of indemnity due him.

Any person who at any time after the adoption of this bylaw 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 consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be inclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

In addition to the foregoing, the Board of Directors shall have the right and power to 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 director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

Section 3. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

Section 4. **Amendments.** Except as otherwise provided herein, these bylaws or the Corporation's articles of incorporation may be amended or repealed and new by-laws (or amended articles of incorporation) may be adopted by the affirmative vote of two-thirds of the directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days' written notice is given of intention to alter, amend, repeal or adopt new bylaws (or articles of incorporation) at such meeting.

Section 5. **Books and Records .** The books, records and papers of the Corporation, including these bylaws, shall at all times, during reasonable business hours, be subject of inspection by any director.

Section 6. **Construction of Terms.** Where appropriate, any word denoting or referring to one gender shall be deemed to include the other gender

Amended: November 29, 2006
August 20, 2008