

**AMENDED AND RESTATED
BYLAWS
OF
JAMES B. HUNT, JR. INSTITUTE FOR EDUCATIONAL
LEADERSHIP AND POLICY FOUNDATION, INC.**

ARTICLE I

Principal Office

The principal office of JAMES B. HUNT, JR. INSTITUTE FOR EDUCATIONAL LEADERSHIP AND POLICY FOUNDATION, INC. (hereinafter the “Foundation”) shall be located at 1000 Park Forty Plaza #280, Durham, North Carolina 27713 or at such other place as the Board of Directors may determine.

ARTICLE II

Purposes

The objects and purposes for which the Foundation is formed are set forth in its Articles of Incorporation.

ARTICLE III

Directors

1. General Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Foundation shall be managed under the direction of the Board of Directors of the Foundation. Unless indicated otherwise, “Board of Directors” shall mean the Board of Directors of the Foundation.
2. Number and Qualification. There shall not be less than one (1) nor more than thirty-one (31) members of the Board of Directors. The Board of Directors shall elect all of its members each year at a regular or special meeting of the Board. Each member of the Board of Directors shall be a voting member and need not be residents of the State of North Carolina.
3. Terms. Each director shall serve until he resigns, dies, is removed or is otherwise unable to serve.
4. Initial Director. John Edwin Turlington shall serve as the sole initial director of the Foundation, and shall serve until the Foundation’s Board of Directors, at its next regularly scheduled meeting, elects the members of the Foundation’s Board of Directors. At that time, John Edwin Turlington shall resign as the sole initial director of the Foundation.

5. Removal. Any director may be removed, with or without cause, upon the vote of a majority of all of the Board of Directors of the Foundation then in office.

6. Vacancies. Vacancies. Vacancies occurring in the Board of Directors may be filled upon the vote of a majority of all of the Board of Directors of the Foundation then in office.

7. Compensation. Directors shall not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses which are incurred by directors in connection with the performance of their duties.

8. Executive Committee. At any annual or special meeting, by action of a majority of the number of directors then in office, the Board of Directors may elect an Executive Committee consisting of the Chair (who shall serve *ex-officio* as Chairman of the Committee) and two or more other directors. Subject to such restrictions and limitations as may be imposed from time to time by the Board of Directors, the Executive Committee shall have and may exercise the full authority of the Board of Directors in the management of the Foundation, except that it shall have no authority as to the following matters: (a) distributions, as defined in the North Carolina Nonprofit Corporation Act; (b) the dissolution, merger or consolidation of the Foundation, the amendment of the charter of the Foundation, or the sale, lease or exchange of all or substantially all of the property of the Foundation; (c) the designation of any committee of the Board of Directors or the filling of vacancies in the Board of Directors or in any such committee; (d) the amendment or repeal of the bylaws or the adoption of new bylaws; or (e) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable. The Executive Committee shall report to the Board of Directors from time to time with respect to significant actions taken by it.

9. Audit Committee. At any annual or special meeting, by action of a majority of the number of directors then in office, the Board of Directors may elect an Audit Committee consisting of two or more directors, none of whom shall be an employee of the Foundation. The Audit Committee shall have the following duties and responsibilities: (a) to review, from time to time, accounting policies and procedures and systems of internal control of the Foundation; (b) to review the annual audit of the Foundation with its external auditors and with employees of the University; (c) to make recommendations to the Board of Directors with respect to the appointment of external auditors and the scope of their audit; and (d) to make such other recommendations and reports to the Board of Directors relating to the financial statements, controls, records and systems of the Foundation as it shall deem appropriate. The Audit Committee shall have such other duties and responsibilities as may be delegated to it from time to time by the Board of Directors.

10. Finance and Development Committee. At any annual or special meeting, by action of a majority of the number of directors then in office, the Board of Directors may elect, as provided herein a Finance and Development Committee, whose duties are to review and advise the Board on matters pertaining to the fund-raising activities of the Foundation, as well as review and advise the Board on financial matters, including the adoption of an annual budget. The Chair of the Board of Directors shall select the Chair and the other members of the Finance

and Development Committee, and the selection of such committee members shall be ratified by the Board of Directors at its next scheduled meeting.

11. Personnel and Compensation Committee. At any annual or special meeting, by action of a majority of the number of directors then in office, the Board of Directors may elect, as provided herein, a Personnel and Compensation Committee, whose duties are to review and advise the Board on matters related to personnel as well as review and advise the Board on compensation matters, including evaluating the performance of the President and Chief Executive Officer and recommending compensation for the President and Chief Executive Officer. The Chair of the Board of Directors shall select the Chair and the other members of the Personnel and Compensation Committee, and the selection of such committee members shall be ratified by the Board of Directors at its next scheduled meeting.

12. Other Committees. By action of a majority of the number of directors then in office, the Board of Directors may from time to time designate such other committees as in the judgment of the Board of Directors may be necessary to carry out the objects and purposes of the Foundation and may determine the duties and tenure of each such committee.

ARTICLE IV

Meetings of Directors

1. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of regular meetings.

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, the Secretary-Treasurer or any two directors. Such meetings may be held within or without the State of North Carolina.

3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least 48 hours before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

4. Waiver of Notice. Any director may waive any required notice before or after the date and time stated in the notice. Attendance at or participation by a director in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5. Quorum. One-third of the directors in office shall constitute a quorum for the transaction of business at a board meeting of the Board of Directors. One-third of the members of a committee of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the committee.

6. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation or these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

7. Conflict of Interest Transactions.

A. Definition: “Conflict of interest transaction” means any transaction in which a director has a direct interest or an indirect interest. A director has a direct interest in a transaction if the director or a member of the director’s immediate family has either a material financial interest in the transaction or a relationship with the other parties to the transaction that might reasonably be expected to affect his or her judgment. A director has an indirect interest in a transaction if either (i) another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction, or (ii) another entity of which the director is also a director or is an officer or trustee is a party to the transaction and the transaction is of sufficient importance that it should be considered by the Board of Directors of the Foundation.

B. Special Requirements: A conflict of interest transaction is not voidable by the Foundation solely because of a director’s interest in the transaction if (1) the material facts of the transaction and the director’s interest were disclosed or known to the Board of Directors or a committee of the Board and the Board or Committee authorized, approved or ratified the transaction, or (2) the transaction was fair to the Foundation.

C. Disclosure: A director who has a direct or indirect interest in any transaction presented to the Board of Directors or any committee of the Board shall disclose his or her interest.

D. Approval: A conflict of interest transaction must be authorized, approved or ratified by the affirmative vote of a majority of the directors (not less than two) on the Board of Directors (or the appropriate committee) who have no direct or indirect interest in the transaction and to whom the material facts of the transaction and of any director’s interest in the transaction were disclosed or known. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken in accordance with this paragraph.

8. Presumption of Assent. A director of the Foundation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken shall be deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting, the director’s dissent or abstention from the action is entered in the minutes of the meeting, or the director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the Foundation immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a director who voted in favor of the action taken.

9. Attendance by Telephone or Video Conference. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

10. Informal Action by Directors. Action taken without a meeting is nevertheless Board action if written consent to the action in question, describing the action taken, is signed by all the directors and filed with the minutes of the proceedings of the Board or filed with the corporate records, whether done before or after the action so taken. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE V

Officers

1. Number. The officers of the Foundation shall consist of a Chair, a President and Chief Executive Officer, a Secretary-Treasurer, and such Vice Chairs, Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the offices of Chair and Secretary, but no officer may act in more than one capacity where action of two or more officers is required.

2. Election and Term. James B. Hunt, Jr. shall serve as the Chair of the Foundation. The other officers of the Foundation shall be elected by the Board of Directors at any regular or special meeting of the Board. Each officer shall hold office until death, resignation, retirements, removal, disqualification or until his or her successor is elected and qualified.

3. Removal. Any officer or agent of the Foundation may be removed by the Board of Directors with or without cause.

4. Compensation. Officers shall not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses incurred by officers in connection with the performance of their duties.

5. Chair. The Chair shall when present, preside at all meetings of the Board of Directors and, in general, shall perform all duties as may be assigned by the Board of Directors from time to time.

6. President and Chief Executive Officer. The President and Chief Executive Officer shall be the principal executive officer of the Foundation, shall oversee the day-to-day operations of the Foundation and shall perform such other duties as may be assigned from time to time by the Chair or the Board of Directors.

7. Vice Chairs. The Vice Chairs shall perform such duties as may be assigned to them, respectively, from time to time by the Chair or the Board of Directors.

8. Secretary-Treasurer. The Secretary-Treasurer shall keep accurate records of the acts and proceedings of all meetings of directors, shall give all notices required by law and by these bylaws, shall have general charge of the corporate records and books and of the corporate seal, and shall affix the corporate seal to any lawfully executed instruments requiring it. The Secretary-Treasurer shall also have custody of all funds and securities belonging to the Foundation, shall receive, deposit and disburse the same under the direction of the Board of Directors, and shall keep full and accurate accounts of the finances of the Foundation in books especially provided for that purpose, provided that the Board of Directors may from time to time designate one or more fiscal agents to perform all or any part of these duties. The Secretary-Treasurer shall, in general, perform, all duties incident to the offices of Secretary and Treasurer and such other duties as may be assigned from time to time by the Chair or by the Board of Directors.

9. Vice President. The Vice President shall perform such duties as may be assigned from time to time by the President and Chief Executive Officer, the Chair or the Board of Directors.

10. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices and shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the Chair or the Board of Directors.

ARTICLE VI

Indemnification

1. Extent. In addition to the indemnification otherwise provided by law, the Foundation shall indemnify and hold harmless its directors and officers against liability and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, proceeding or claim arising out of their status as directors or officers or their activities in any of such capacities or in any capacity in which any of them is or was serving, at the Foundation's request, in another corporation, partnership, joint venture, trust or other enterprise; provided, however, that the Foundation shall not indemnify a director or officer against any liability or litigation expense that the director or officer may incur on account of activities that at the time taken were believed or known (or reasonably should have been known) by the director or officer to be clearly in conflict with the best interests of the Foundation or if the director or officer received an improper personal benefit. The Foundation shall also indemnify a director or officer for reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 2 of this Article that the director or officer is entitled to indemnification.

2. Determination. Indemnification under Section 1 of this Article shall be paid by the Foundation with respect to any action, suit, proceeding or claim only after a determination that the liability and/or litigation expenses for which indemnification is sought (a) were not incurred on account of activities which at the time taken were believe or now (or reasonably should have been know) by the person seeking indemnification to be clearly in conflict with the best interests of the Foundation and (b) did not involve any transaction from which the person seeking indemnification derived an improper personal benefit. Such determination shall be made (i) by the affirmative vote of a majority (but not less than two) of the directors who were not parties to the action, suit or proceeding or against whom the claim was not asserted (“disinterested directors”) even though less than a quorum, (ii) by independent legal counsel in a written opinion, or (iii) by a court of competent jurisdiction.

3. Advanced Expenses. Expenses incurred by a director or officer in defending any action, suit, proceeding or claim may upon approval of a majority (but not less than two) of the disinterested directors, even though less than a quorum, or, if there are less than two disinterested directors, upon unanimous approval of the Board of Directors, be paid by the Foundation in advance of the final disposition of such action, suit, proceeding or claim upon receipt of an undertaking by or on behalf of the director or officer to repay such amount less it shall ultimately be determined that the director or officer is entitled to be indemnified against such expenses by the Foundation.

4. Reliance and Consideration. Any director or officer who at any time after the adoption of this Article VI series or has served in any of the aforesaid capacities for or on behalf of the Foundation 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 insure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article VI. No amendment, modification or repeal of this Article VI shall adversely affect the right of any director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

5. Insurance. The Foundation may purchase and maintain insurance on behalf of its directors, officers, employees and agent and those persons who were serving at the request of the Foundation as a director, officer, partner, trustee, employee, or agent of, or in some other capacity in, another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify against such liability under the provisions of this Article VI or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee or agent made to or on behalf of a person entitled to indemnification under this Article VI shall relieve the Foundation of its liability for indemnification provided for in this Article VI or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Foundation with respect to such payment.

ARTICLE VII

General Provisions

1. Management of Corporate Funds. No funds received by donation, bequest or any other means shall be diverted from the use specified by the donor, testator or testatrix, unless said use is contrary to or in conflict with the purposes of the Foundation. No funds shall be used for any purpose other than to effect the purposes of the Foundation. Each officer and employee or agent having custody of Foundation funds shall be covered by an appropriate fidelity bond. The Foundation will designate a depository and establish policies on deposits and withdrawals of funds from such accounts by resolution at its initial meeting. Until the initial meeting is held, the Chair is authorized to establish an account with a bank or depository, with all funds of the Foundation deposited in the name of "JAMES B. HUNT, JR. INSTITUTE FOR EDUCATIONAL LEADERSHIP AND POLICY FOUNDATION, INC." Withdrawals from such accounts shall be made only by check or similar order signed by the Chair, President and Chief Executive Officer and any other individuals as designated by the board of directors.

2. Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of this Foundation shall take any action or carry any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

3. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Foundation shall be from July 1 to June 30.

4. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then in office at any regular or a special meeting of the Board of Directors.

5. No Personal Liability. No director or officer of the Foundation shall be liable or responsible for the debts or obligations of the Foundation.

6. Annual Review. The accounts of the Foundation shall be reviewed on an annual basis by a qualified accountant and the report submitted to the Board of Directors within one hundred and twenty days following the close of the fiscal year.

7. Emergency Bylaws.

(a) In accordance with N.C.G.S. §55A-2-07(d), the bylaws set forth in this section shall be effective only in the event that a quorum of the board of directors cannot be assembled because of some catastrophic event.

(b) In the event of an emergency described in (a) above and in N.C.G.S. §55A-2-07(d), a meeting of the board of directors may be called by giving notice only to those directors whom it is practicable to reach and may be given by any practicable manner, including by publication or by radio. One or more of the officers present at the meeting of the board of directors may be deemed to be a director for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

(c) During the emergency, the board of directors may modify lines of succession to accommodate the incapacity of any director, officer, employee or agent, and relocate the principal office, designate alternate principal offices or regional offices or authorize the officers of the Foundation to do any of the foregoing.

(d) All other provisions of these bylaws consistent with this section shall remain effective during the emergency described in (a) above.

(e) Corporate action taken in good faith in an emergency pursuant to these bylaws and N.C.G.S. §55A-3-03 to further the ordinary business affairs of the Foundation shall be binding upon the Foundation.

8. Non-Discrimination. This Foundation shall operate entirely on a non-discriminatory basis with respect to age, sex, race, religion, and national origin. This policy shall apply to membership, boards, committees, staff, and services.

**Adopted as of February 11, 2002, and
amended as of March 26, 2004, and
amended as of December 15, 2006, and
amended as of May 13, 2014, and
amended as of February 8, 2016, and
amended as of October 11, 2016, and
amended as of November 21, 2017**