

BYLAWS OF EAST LINK ACADEMY

ARTICLE I *Name, Nature, and Purpose*

Section 1.1 Name and Nature

The name of this organization shall be East Link Academy, a private, public benefit nonprofit organization (henceforth referred to as the "Corporation") incorporated under the South Carolina Nonprofit Corporation Act of 1994, Chapter 31, Title 33, S.C. Code.

Section 1.2 Purposes

The Corporation is organized and operated exclusively for educational purposes as defined and limited in 26 U.S. Code § 501(c)(3) and IRS Publication 557, Chapter 3 Section 501(c)(3) *Organizations: Educational Organizations*. The Corporation is specifically organized to operate the East Link Academy charter school (henceforth referred to as the "School") pursuant to the South Carolina Charter Schools Act of 1996, and the School's approved charter application and charter contract with the sponsoring district.

Section 1.3 Mission

The Mission of East Link Academy is to prepare students to be language and cultural links between the West and East to face the challenges in their lifetime by providing a rigorous education in math, science, social studies, and language arts in a bilingual English-Chinese environment.

ARTICLE II MEMBERS

Section 2.1 Members

The Corporation shall not have a general membership base. The Corporation shall be governed by a Board of Directors.

ARTICLE III *Charter Committee and Interim Board*

Section 3.1 Application of Article

This article shall only be applicable until the first election of a Board of Directors. After which time, this article may be removed from the bylaws by amendment.

Section 3.2 General Powers

Pursuant to S.C. Code § 59-40-40(7), the Charter Committee is the governing body of a charter school, formed by the charter school applicant, to govern through the application process and until the first election of a Board of Directors is held. The Interim Board, as defined herein, shall consist of the voting members of the Charter Committee, and be authorized to exercise all powers which would be exercised by the Charter Committee. Accordingly, authority in and responsibility for the affairs of the Corporation shall be vested in the Interim Board until the first election of a Board of Directors is held.

Unless specified otherwise in this article, all bylaws herein pertaining to the Board of Directors shall apply to the Interim Board. The powers and responsibilities of the Interim Board are as defined in S.C. Code § 33-31-302, except as restricted or limited by the South Carolina Charter Schools Act of 1996 and 26 U.S. Code § 501(c)(3). Additionally, pursuant to S.C. Code § 33-31-206(b), the Interim Board has the powers and responsibilities as defined in S.C. Code § 59-40-60(E), and to:

- (a) Negotiate and execute a sound charter contract with the Sponsor;
- (b) Adopt, amend, or restate policies which constitute the goals and objectives of the School;

- (c) Adopt, amend, or restate policies to meet the requirements prescribed by Federal and State laws, and to ensure that nothing illegal, unethical, or imprudent is allowed to exist in the School;
- (d) Ensure that no expenditure, distribution, or action is made that may jeopardize the status of the Corporation as an organization under 26 U.S. Code § 501(c)(3);
- (e) Employ a Head of School;
- (f) Develop strategic plans for the School; and
- (g) Approve the initial budget of the School;

Section 3.3 Number, Term, and Composition of the Interim Board

The Interim Board shall be seven individuals, but may be as few as three, in accordance with S.C. Code § 33-31-803. The Interim Board shall serve until the first election of a Board of Directors is held. After the election, the Board of Directors shall be organized as the governing body of the Corporation and the Charter Committee, including the Interim Board, shall be dissolved.

Pursuant to S.C. Code § 59-40-60(D)(2), the Interim Board shall include at least one teacher. Additionally, at least two members of the Interim Board must have a background in K-12 education or in business. One member of the Interim Board shall be a member of the Greenville Chinese Cultural Association (“GCCA”), by nomination from the GCCA, who must be a native speaker of Mandarin and offer expertise in Chinese culture and heritage. Once hired, the Head of School may serve as a non-voting, ex-officio member of the Interim Board until the approval of the first year’s operating budget.

Section 3.4 Election of the Interim Board

The Interim Board shall be established by appointment by a majority vote of the Charter Committee at the time of establishment. The Interim Board may appoint an individual from the Charter Committee to fill a vacancy on the Interim Board by a majority vote.

Section 3.5 Officers of the Interim Board

Officers of the Interim Board may be elected in accordance with Article VI and serve through the term of the Interim Board.

Section 3.6 Regular Meetings of the Interim Board

The Interim Board shall hold regular meetings once per month, up to the first election of the Board Directors.

Section 3.7 Committees

The Interim Board may create any standing or ad-hoc committee necessary to fulfil the responsibilities of the Interim Board and ensure a successful School opening, in accordance with S.C. Code § 33-31-825. No committee shall act on behalf of the Interim Board, unless authorized to do so by the Interim Board, pursuant to S.C. Code § 33-31-825(d), (e) and (f). Unless the Interim Board provides otherwise, each committee shall enact rules and regulations for its governance, pursuant to S.C. Code § 33-31-825(c). The Interim Board Chair and Head of School, when hired, shall serve as ex-officio members of these committee, and any member of the Charter Committee may be elected to serve on any committee.

Section 3.8 Admission to Charter Committee

Any interested community member, or prospective employee or parent/guardian of the School may become members of the Charter Committee. The Interim Board shall create and adopt a policy stating the requirements of Charter Committee members to be eligible for the student enrollment preferences provided in S.C. Code § 59-40-50(B)(8) for Charter Committee members.

ARTICLE IV *Board of Directors*

Section 4.1 Philosophy of Governance

The Board of Directions ("Board") shall set policies which constitute the goals and objectives of the School, and policies to meet the requirements prescribed by laws and rules of the State Board of Education and ensure that nothing illegal, unethical, or imprudent is allowed to exist in the School. The Board shall not engage directly in School operations, but shall monitor the outcomes and performance of the School and ensure accountability of the Corporation. The Board shall employ a Head of School to be the chief executive officer for the School, and rely upon the Head of School to lead the School staff in such a manner as to fulfill all policies set forth by the Board.

Section 4.2 General Powers

The governance of the Corporation, and authority in and responsibility for the affairs of the Corporation, shall be vested in the Board. The powers and responsibilities of the Board are as defined in S.C. Code § 33-31-302, except as restricted or limited by the South Carolina Charter Schools Act of 1996 and 26 U.S. Code § 501(c)(3). Additionally, pursuant to S.C. Code § 33-31-206(b), the Board has the powers and responsibilities as defined in S.C. Code § 59-40-50(B) and § 59-40-60(E), and to:

- (a) Maintain and comply with the School charter contract;
- (b) Adopt, amend, or restate policies which constitute the goals and objectives of the School;
- (c) Adopt, amend, or restate policies to meet the requirements prescribed by Federal and State laws, and to ensure that nothing illegal, unethical, or imprudent is allowed to exist in the School;
- (d) Ensure that no expenditure, distribution, or action is made that may jeopardize the status of the Corporation as an organization under 26 U.S. Code § 501(c)(3);
- (e) Evaluate the outcomes and performance of the School as defined in the charter contract;
- (f) Evaluate the Head of School;
- (g) Develop strategic plans for the School;
- (h) Oversee and ensure the financial health and accountability of the School;
- (i) Approve the annual budget of the School;
- (j) Assist in fundraising activities for the School;
- (k) Hear appeals for teacher dismissals and student expulsions; and
- (l) Submit reports and notifications to the charter school sponsor and S.C. Department of Education in accordance with S.C. Code § 59-40-55(B)(10) and 59-40-140(H).

Section 4.3 Number and Composition

The number of Directors constituting the Board shall be nine individuals, in accordance with S.C. Code § 59-40-50(B)(9). The Board shall not sit in deficit of this number for longer than six months. The Board shall be composed as follows:

- (a) At least 50% of the Directors must be individuals who have a background in K-12 education or in business, in accordance with S.C. Code § 59-40-50(B)(9);
- (b) No more than four (4) Directors should be parents/guardians of students enrolled in the School; and
- (c) One Director must be either elected or appointed who is of Chinese cultural and linguistic (Mandarin) heritage. I. E a person who has grown up in a Chinese family, whether in China, the US, or elsewhere, speaking Mandarin as their first-mother tongue and having a first-hand knowledge of Chinese culture.

Section 4.4 Qualification for Director

The School shall recruit individuals who demonstrate a commitment to the School's mission, and the Philosophy of Governance as provided by the bylaws herein, as candidates for the Board of Directors. All Directors must be residents of South Carolina. In no case may the following individuals be considered for service on the Board:

- (a) An employee of the Corporation, in accordance with S.C. Code § 59-40-190(D);
- (b) A direct relative, or relative by marriage, of an employee of the Corporation or a seated Director;
- (c) An individual less than twenty years of age;
- (d) An individual who has either been removed, or resigned without just cause, from a Director's seat; or
- (e) An individual who has been convicted of a felony, in accordance with S.C. Code § 59-40-50(B)(9).
- (f) Two spouses or cohabitating partners cannot both serve as a director at the same time.

Section 4.5 Regular Terms

Each Director shall hold a regular term of two years, and the terms shall be staggered as described below herein. The terms of Directors shall commence at the first regular meeting of the given fiscal year and conclude on the night prior to the first regular meeting two years following.

Section 4.6 Consecutive Terms

A consecutive term is considered any term served in which the Director is seated within one year from the conclusion of that Director's previous term. A term is not considered consecutive when the Director concludes a regular term and is then seated at the commencement of a regular term, as described herein, of the following fiscal year. If a Director is seated, either in the initial election or to fill a vacancy, with less than one year remaining in the term, that beginning term shall not be included in the count for consecutive terms.

Directors should be limited to serving three (3) consecutive terms. Directors may run for reelection or appointment after at least one year off the board.

Section 4.7 Election and Appointment of Directors

Five Directors, or at least 50%, shall be elected in accordance with S.C. Code § 59-40-50(B)(9), henceforth referred to as "elected by Statute". The Board shall appoint the remaining Directors. Elections by Statute shall be held annually before the last school day of May each year. Appointments by the Board shall be held at the first regular meeting of the fiscal year. The annual election schedule shall be published for all employees and parents/guardians of the School, and all community members, at least thirty days prior to the Director candidate application deadline. Every effort shall be made to ensure there are sufficient qualified candidates for the newly elected Board's composition to be compliant, either by the reelection of eligible Directors or by the recruitment of new Directors. It is the intent of the Corporation to recruit and seat diverse individuals, representative of the community in Greenville county, with the combined skill sets and expertise necessary for fulfilling the Board's responsibilities.

In even-years, four Director seats shall open and be filled in the following order:

- (1) Two Directors shall be elected by Statute;
 - a. One of these Director seats shall be designated a "parent/guardian" seat, and one shall be designated a "community" (or "non-parent/guardian") seat.
- (2) Two Directors shall be appointed by the Board;
 - a. One of these Director seats shall be designated a "parent/guardian" seat, and one shall be designated a "community" (or "non-parent/guardian") seat.

In odd-years, five Director seats shall open and be filled in the following order:

- (1) Three Directors shall be elected by Statute; and
 - a. One of these Director seats shall be designated a "parent/guardian" seat, and two shall be designated a "community" (or "non-parent/guardian") seat.
- (2) Two Director shall be appointed by the Board.
 - a. One of these Director seats shall be designated a "parent/guardian" seat, and one shall be designated a "community" (or "non-parent/guardian") seat.

In the event a sufficient number of community members do not apply for a board seat, by board approval community seats can be converted to parent seats for the specific term only.

Subsection 4.7.1 Election by Statute

Only qualified candidates who submit a completed Director candidate application by the posted deadline shall be added to the ballot for election by Statute. Each individual eligible to vote, pursuant to S.C. Code § 59-40-50(B)(9), shall be provided the number of ballots (written or electronic) equivalent to the votes entitled to the voter. The seats open for election by Statute shall be filled by a plurality-at-large of the votes cast (which may be less than a majority). A tie for any seat on the Board will be determined by a run-off election. Once election results are duly tabulated and published, newly elected Directors may serve as ex-officio, non-voting members of the Board until the commencement of their terms. Newly elected Directors shall be sworn-in prior to serving as an ex-officio member of the Board, or at the first regular meeting of the fiscal year, whichever occurs first.

Subsection 4.7.2 Appointment by Directors

Candidates of Board-appointed seats shall be composed of those remaining from the election by Statute and any additional qualified candidate who submits a completed Director candidate application at least thirty days prior to the appointment by the Board. Directors shall be appointed by a majority vote of the Directors in office, after the Directors elected by Statute are sworn in and seated. The Board shall first consider only candidates whose appointment would satisfy the compliance requirements for the composition of the Board. If all requirements have been satisfied, the Board shall consider those candidates with the skill sets and expertise necessary for fulfilling the Board's responsibilities. Newly appointed Directors shall be sworn-in and their terms commence immediately upon appointment by the Board.

Section 4.8 Initial Board and Staggered Terms

To ensure the continuity and smooth transition of governance from the Interim Board to the Board of Directors, three of the initial Directors shall be appointed from the Interim Board. The remaining six seats shall be elected and appointed by Statute, as described in the bylaws herein, before the last school day in October.

Newly elected Directors shall be sworn-in and their terms commence at the first meeting after the election results are duly tabulated and published.

Section 4.9 Removal or Resignation

A Director may be removed from office with or without cause by the affirmative vote of two-thirds of the entire Board of Directors in office at any regular meeting or special meeting called for that purpose, pursuant to S.C. Code § 33-31-808(h) and 33-31-822(c). A Director may also be removed from office by the Governor pursuant to S.C. Code § 59-40-75. A Director may resign in accordance with S.C. Code § 33-31-807. The Directors remaining in office may vote to accept the resignation with just cause.

Section 4.10 Vacancies

If any Director seat becomes vacant, with more than six months remaining in the term, the vacant seat shall be filled in the manner by which the vacated seat was originally filled, within ninety days of the vacancy occurring. For a seat elected by Statute, a special election shall be held. For a seat appointed by the Board, a replacement Director shall be appointed at a regular or special meeting in which the replacement of a Director shall be considered. For a vacancy with less than six months remaining in the term, the seat may remain open at the discretion of the Board. Any replacement Director shall serve the remainder of the replaced Director's term.

Section 4.11 Compensation and Expenses

Directors shall serve without compensation, but may be reimbursed for expenses incurred when acting at the request and on behalf of the Board.

Section 4.12 Building and Maintaining Capacity

All new Directors shall read the School charter and receive Board orientation within three months of taking office, in accordance with S.C. Code § 59-40-155. All Directors shall attend professional development workshops at least once per year. Directors may also attend the State Charter School conference, where numerous board development sessions are held.

Additionally, all Directors must observe a Mandarin-speaking and an English-speaking core-curriculum class in the School for at least thirty minutes each, within the same week, at least once per year for the purpose of gaining an understanding of the School's immersion program. If a Director is the parent/guardian of a student enrolled in the School, the Director must observe a classroom other than that of the student.

Failure to comply with this section shall constitute cause for removal from the Board.

ARTICLE V *Meetings and Actions of Board Directors*

Section 5.1 Regular Meetings

The first regular meeting of the fiscal year shall be set on the third Monday of July. Regular meetings shall be held monthly, with the schedule for the fiscal year to be set by the Board. The Board shall hold at least nine regular meetings, with quorum present, in addition to the first regular meeting.

Section 5.2 Special Meetings

Special meetings of the Board may be called in accordance with S.C. Code § 33-31-822(d).

Section 5.3 Location and Means of Meetings

All meetings shall be held at the Corporation principal offices specified in the Articles of Incorporation, unless determined by the Board to be held at other offices or conducted through telephone or video conference. Pursuant to S.C. Code § 33-31-820(c), any Director may participate in any meeting by means of a telephone or video conference in which all Directors participating may hear each other simultaneously during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5.4 Notice, Agenda, and Minutes of Meetings

Notice for regular meetings is not required to be made to Directors, in accordance with S.C. Code § 33-31-822(a). Notice of all regular meetings of Directors shall be given to the public and the charter school sponsor, in accordance with S.C. Code § 30-4-80(A) and §59-40-50(10), immediately following the first regular meeting.

Notice of a special meeting must be provided to all Directors at least forty-eight hours prior to the meeting by any regular means of communication, in accordance with S.C. Code 33-31-822(b). Notice of a special meeting shall be given to the public in accordance with S.C. Code § 30-4-80(A), no later than twenty-four hours prior to the meeting.

The agenda for a regular meeting shall be provided to all Directors at least five business days prior to the meeting. The agenda for a regular or special meeting shall be provided to the public, in accordance with S.C. Code § 30-4-80(A), at least twenty-four hours prior to the meeting. Once an agenda is posted publicly, items may only be added to the agenda pursuant to S.C. Code § 30-4-80(A). Meeting minutes shall be recorded and posted in accordance with S.C. Code § 30-4-90.

Section 5.5 Open Meetings and Executive Session

In accordance with S.C. Code § 30-4-60, all meetings of the Board shall be open to the public, except in cases where executive sessions are authorized pursuant to S.C. Code § 30-4-70. Additionally, all regular meetings shall

Bylaws of East Link Academy

include an opportunity for public comment. An executive session may be held during any meeting pursuant to S.C. Code § 30-4-70.

Section 5.6 Quorum

A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. A Director abstaining from a vote shall be considered not present for the purposes of determining quorum for that vote.

Section 5.7 Manner of Acting

Except as otherwise provided in these bylaws or as required by South Carolina law, the act of the majority of the Directors present and voting, for which a quorum is present at the time of the vote, shall be the act of the Board of Directors. No voting by proxy shall be permitted. Additionally, the Board may take action without a meeting pursuant to S.C. Code § 33-31-821. Such action shall be recorded with the minutes of the Board.

Section 5.8 Attendance

All Directors are expected to attend all regular Board meetings. If a Director is absent from a regular meeting, the Directors present shall vote to excuse the absence. Excused absences may include severe illness or injury, death in the family, or other emergency circumstance. If a Director has more than two unexcused absences within a continuous year, that Director shall be considered for removal.

Section 5.9 Parliamentary Procedure

The rules for procedure in meetings of the Board shall follow the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure*, except where specified in these bylaws.

ARTICLE VI Officers of the Board of Directors

Section 6.1 Officers

The officers of the Board shall be a Chair, a Vice Chair, a Secretary, a Treasurer. All officers shall be Board Directors and shall serve without compensation. No Director may hold any two officer positions simultaneously.

Section 6.2 Chair

Subsection 6.2.1 Duties of Chair

The Chair shall:

- (a) Have general oversight of the business of the Board and general supervision of the other officers;
- (b) Preside at all meetings of the Board and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Board any specific powers, other than those that may be conferred only upon the Chair;
- (c) Execute in the name of the Corporation all contracts and other documents authorized by the Board;
- (d) Serve as an ex-officio member of all standing committees; and
- (e) Have the general powers and duties of supervision and management usually vested in the office of Chair or President of a corporation.

Subsection 6.2.2 Qualifications for Chair

The Chair must have (i) previously served as the Chair or President of any nonprofit organization in South Carolina and one year as a Director of the Corporation, or (ii) served a full, regular term as a Director of the Corporation.

Section 6.3 Vice Chair

Subsection 6.3.1 Duties of Vice Chair

The Vice Chair shall:

Bylaws of East Link Academy

- (a) Perform the duties and exercise the powers of the Chair in case of his and her temporary absence from the office of the Corporation; and
- (b) Perform such other duties as may from time to time be granted or imposed by the Board.

Subsection 6.3.2 Qualifications for Vice Chair

The Vice Chair must have served one year as a Director of the Corporation.

Section 6.4 Secretary

Subsection 6.4.1 Duties of Secretary

The Secretary shall:

- (a) Attend all sessions of the Board held at the office of the Corporation and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose;
- (b) Perform like duties for the executive and standing committees when required;
- (c) Give, or cause to be given, notice of meetings of the Board when notice is required to be given under these Bylaws or by any resolution of the Board;
- (d) Have custody of the seal to all authorized documents requiring the seal;
- (e) Keep the membership rolls of the Board; and
- (f) In general, perform the duties usually incident to the office of Secretary, and such further duties as shall from time to time be prescribed by the Board or the Chair.

Subsection 6.4.2 Qualifications for Secretary

The Secretary must have served one year as a Director of the Corporation.

Section 6.5 Treasurer

Subsection 6.5.1 Duties of Treasurer

The Treasurer shall:

- (a) Keep full and accurate account of the receipts and disbursements in books belonging to the Corporation;
- (b) Deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board;
- (c) Under the direction and approval of the Board, have the authority to open and maintain the Corporation's accounts;
- (d) Disburse the funds of the Corporation as may be ordered by the Board and shall render to the Chair and the Board Directors at the regular meeting of the Board, and whenever they may be required, accounts of all his or her transactions as Treasurer and of the financial condition of the Corporation; and
- (e) Perform the duties usually incident to the office of the Treasurer and such other duties as may be prescribed by the Board or by the Chair.

Subsection 6.5.2 Qualifications for Treasurer

The Treasurer must have (i) a background in finance and served one year as a Director of the Corporation, or (ii) served a full, regular term as a Director of the Corporation.

Section 6.6 Election and Term

Officers shall be elected by the Board Directors at the first regular meeting, after all Directors have been seated, or at the first regular meeting following. Officers shall serve one-year terms, and may be reelected to serve consecutive one-year terms without limit.

Section 6.7 Attendance

It is the expectation that all officers shall attend all Board meetings. If unable to attend, he or she shall notify the Chair, who will ensure all duties are fulfilled.

Section 6.8 Removal or Resignation

Officers shall only be removed or resign as an officer by the removal or resignation of the Director holding that office, as provided in the bylaws of Directors herein.

Section 6.9 Vacancies

If an officer position becomes vacant, the Board shall elect a replacement Director to complete the current term. In the case that the office of the Chair becomes vacant, the Vice-Chair shall assume the duties of Chair until the Board has elected a Director to serve as the Chair of the Board. In the case that the office of Liaison to GCCA becomes vacant, the office shall remain vacant until the Board has appointed another Director by nomination from the GCCA.

ARTICLE VII *Committees*

Section 7.1 Committees

Committees are the forum through which governance and operations roles interact in a structured environment to affect good governance of the Corporation and fulfillment of the Corporation's mission. The Board may create, , any standing or ad-hoc committee necessary to fulfil the responsibilities of the Board, in accordance with S.C. Code § 33-31-825. No committee shall act on behalf of the Board, unless authorized to do so by the Board or the bylaws herein, pursuant to S.C. Code § 33-31-825(d), (e) and (f). Unless the Board provides otherwise, each Committee shall enact rules and regulations for its governance, pursuant to S.C. Code § 33-31-825(c).

ARTICLE VIII *Standards of Conduct*

Section 8.1 Standard of Conduct

The Board shall adopt, enforce, and periodically review a Standard of Conduct policy written in accordance with S.C. Code § 59-40-50(B)(11), and pursuant to S.C. Code § 33-31-830. The policy shall include a non-discrimination policy written in accordance with S.C. Code § 59-40-40(2)(b). This policy shall include a zero-tolerance policy for retaliation by any individual, employed or enrolled in the School or a Director, on any person raising an ethical or compliance concern. This policy shall also require that Directors must only be addressed as Directors of the Board by School parents/guardians and employees, and community members during a Board or committee meeting, or when performing an action on behalf of the Board.

Section 8.2 Conflict of Interest

The Board shall adopt, enforce, and periodically review a Conflict of Interest policy written pursuant to S.C. Code § 33-31-831, and in accordance with IRS Form 1023, S.C. Code § 8-13-700, and the School charter contract.

ARTICLE IX *Moneys and Assets*

Section 9.1 Gifts

The Corporation may accept gifts in accordance with S.C. Code § 59-40-140(F) and (G). When applicable, the Treasurer, or agent(s) of the School, shall issue tax exempt receipts for all gifts exceeding \$25.00 in value.

Section 9.2 Bonds

In accordance with S.C. Code § 59-40-190(A), the Board may not levy taxes or issue bonds.

Section 9.3 Contracts

The Board may authorize any officer(s) or agent(s) of the Corporation to enter into any contract or execute and deliver any instrument on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 9.4 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. Such authority may be general or confined to specific instances.

Section 9.5 Checks and Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by such officer(s), Head of School, or agent(s) of the School and in such manner as shall be determined by the Board for amounts less than \$5,000.00. The Board Chair and Treasurer are authorized and required to sign for all other amounts over \$5,000.00.

Section 9.6 Deposits and Earnings

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board may select. In accordance with 26 U.S. Code § 501(c)(3), no part of the net earnings may inure to the benefit of any private shareholder or individual.

Section 9.7 Distribution on Dissolution

Upon dissolution of the Corporation, all assets shall be distributed in accordance with S.C. Code § 59-40-120, pursuant to S.C. Code § 33-31-155.

ARTICLE X Records and Reports

Section 10.1 Records

The Corporation will maintain appropriate corporate and accounting records and will have its accounts audited at the end of each fiscal year. The Corporation's books and records will be maintained as provided in this Section. The Corporation will maintain in writing or in a format convertible into writing the minutes of all Board and Committee meetings and action without meeting.

Section 10.1.1 Financial Reports

The Corporation will maintain at its principal office its financial reports as of the end of the most recent fiscal year, including at a minimum a balance sheet and a statement of operations of such year, accompanied by the report of the certifying accountant.

Section 10.1.2 Corporate Records

The Corporation will maintain at its principal office the following written corporate records: Articles of Incorporation and all amendments from time to time in effect; Bylaws and all amendments from time to time in effect; minutes of all Board meetings, Committee meetings and action taken without meeting for the past three years; and a current list of the Board Directors and officers and their addresses of record; IRS Forms 990, 1023, and such additional tax information as may be required under § 6104 of the Internal Revenue Code.

Section 10.2 Audit

A qualified firm of certified public accountants shall be designated as auditors by the Board prior to the Corporation's close of business for each fiscal year to audit and examine the books of account of the Corporation, and to certify and report in writing to the Board the annual balances and condition of such books as prepared at the close of the fiscal year.

Section 10.3 Compliance with IRS Disclosure Requirements

Records of the Corporation will be maintained and provided in accordance with § 6104 of the Internal Revenue Code. The operating policies, procedures and guidelines of the Corporation will contain such provisions, including language addressing conduct of meetings and disclosure of records, as to ensure the Corporation's compliance with IRS disclosure regulations.

Section 10.4 Compliance with Freedom of Information Act

In accordance with S.C. Code § 59-40-50(10), the Corporation shall be subject to, and comply with, the Freedom of Information Act, including the School and Board, and its committees.

ARTICLE XI General Provisions

Section 11.1 Indemnification

The Corporation shall, to the maximum extent permitted by S.C. Code § 33-31-850 through 858, indemnify each of its Directors, and any officer, employee, or agent of the Corporation included in S.C. Code § 33-31-856. The Corporation may advance expenses incurred in accordance with S.C. Code § 33-31-853. The Board shall purchase and maintain insurance as permitted by S.C. Code § 33-31-857 and in accordance with S.C. Code § 59-40-190(C). The Corporation shall also indemnify the School sponsor in accordance with S.C. Code § 59-40-60(F)(15).

Section 11.2 Dissolution

The Corporation may be dissolved, and its business affairs terminated at any meeting of the Board, of which proper notice is given, if:

- (1) The Directors in office at that time unanimously vote in favor of the dissolution, and
- (2) The proposed dissolution was properly noticed with accompanying copy of the plan for dissolution and then discussed at one Regular meeting prior.

Notice of the meeting must state the purpose of the proposed meeting is to consider the dissolution of the Corporation and must contain or be accompanied by a copy or summary of the plan of dissolution. The Corporation shall give the Attorney General and Charter Sponsor written notice that it intends to dissolve at or before the time it delivers the articles of dissolution to the Secretary of State. Such notice must include a copy or summary of the plan of dissolution.

Section 11.3 Fiscal Year

The fiscal year of the Corporation shall be a year ending June 30.

Section 11.4 Amendments

The Board may amend the articles of incorporation, pursuant to S.C. Code § 33-31-1002. The Board may also amend, or repeal and adopt new bylaws, pursuant to S.C. Code § 33-31-1020. Notice shall be provided to the School sponsor and the S.C. Department of Education upon adoption of amendments to the articles of incorporation or these bylaws, in accordance with S.C. Code § 59-40-140(H).

Section 11.5 Enforceability, Severability, and Interpretation of Bylaws

These bylaws are enforceable under the South Carolina Nonprofit Corporation Act of 1994. If any provision of these bylaws is held unenforceable by a court, that provision shall be severed and shall not affect the validity or enforceability of the remaining provisions. These bylaws are adopted to facilitate the Corporation's execution of its purpose and mission in an orderly, ethical, and lawful manner. These Bylaws shall never be construed in any way as to impair the efficient governance or operation of the Corporation while acting in an ethical and lawful manner.

ADOPTION OF BYLAWS

The undersigned hereby certifies that the foregoing Bylaws have been adopted as the Bylaws of the Corporation.

Adopted and approved by the Board of Directors on this 29 day of November 2018.



Cheyenne Willis Kozaily- Board Chair