

PALMETTO SCHOLARS ACADEMY, INC. BYLAWS

ARTICLE I – NAME AND OFFICES

Section 1.1. Name of Corporation. The name of the Corporation shall be as specified in its Articles of Incorporation: Palmetto Scholars Academy, Inc. (hereinafter referred to as the "Corporation").

Section 1.2. Fictitious Name. The Corporation may conduct business under the name: Palmetto Scholars Academy (hereinafter referred to as the "School").

Section 1.3. Address of Corporation. The location and address of the registered office of the Corporation shall be Palmetto Scholars Academy, 7499 Dorchester Road, North Charleston, SC 29418.

ARTICLE II – NATURE OF CORPORATION

Section 2.1. Non-Profit. The Corporation is a non-profit organization incorporated under the South Carolina Nonprofit Corporation Act of 1994, Chapter 31, Title 33, S.C. Code (the "*Nonprofit Act*"). The Corporation is an independent and autonomous organization.

Section 2.2. Purposes. The Corporation is organized exclusively for scientific and educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, and specifically to organize and operate a charter school pursuant to the South Carolina Charter Schools Act of 1996, as amended, Chapter 59, Title 40, S.C. Code (the "*Charter Schools Act*"). It exists to meet the distinctive academic, social and emotional needs of gifted learners.

Section 2.3. Limitations and Restrictions. Income and Distributions: No part of the assets, income, or net earnings of the Corporation shall be distributable to or shall inure to the benefit of its Members, Trustees, Directors, Officers, or any Shareholder or Private Individual, but reasonable expenses may be reimbursed and reasonable compensation may be paid for services rendered to enable the Corporation to provide the functions for which it has been organized.

Dissolution: Pursuant to the SCCS Act and federal law, upon the dissolution of the Corporation, its assets may not inure to the benefit of any private person. Any assets attained through restricted agreements with a donor through awards, grants or gifts must be returned to the entity, if such entity is a legal non-profit entity. All other assets of the Corporation are public assets and shall become the property of the Sponsor of the charter school.

Scope of Activity: Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the

corresponding provision of any future United States Internal Revenue Law, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Prohibited Transactions: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2.4. Non-Discrimination. The Corporation shall be non-sectarian, non-religious and non-discriminatory. Furthermore, the Corporation shall hire staff and accept students without discrimination as to race, color, religion, national origin, sex, marital status, sexual orientation, educational affiliation, handicap status, or age, and shall comply with all applicable laws and regulations relating thereto including those specifications regarding admission as to racial composition pursuant to South Carolina Code Ann. § 59-40-50 (B)(6).

Section 2.5. Enrollment. Subject to total enrollment limitations, enrollment in the School shall be open to any child in accordance with the South Carolina Charter Schools Act, related amendments, and interpreted case law, and more specifically, subject to the limitations permitted by South Carolina Code Ann. § 59-40-50 (B)(7) and (8) and relating to sibling preferences and schools established on a federal military installation.

Section 2.6. Lottery. When the number of applications received exceeds the number of pupils permitted per grade, a lottery will be conducted for the affected grade level(s) in compliance with South Carolina Code Ann. § 59-40-50. The Board of Directors shall develop written lottery procedures which shall be made available to applicants and students.

Section 2.7. Operating Policies and Procedures. From time to time, the Board of Directors (the "**Board**") may adopt, amend, or restate operating policies, procedures and guidelines to carry out the purposes and objectives of the Corporation.

ARTICLE III – MEMBERS

Section 3.1. No Members. The Corporation shall have no members. Any action which would otherwise, by law, require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise, by law, vest in the members shall vest in the Board of Directors. Nothing in this Article III shall be construed to limit the Corporation's right to refer to persons associated with it as "members," even though such persons are not members. The Board of Directors may also, but without establishing memberships, create an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the Corporation.

ARTICLE IV – BOARD OF DIRECTORS, CHARTER GOVERNING BOARD

Section 4.1. Management. The Charter Governing Board means the governing body of the Charter School and shall also be the Board of Directors of the Corporation. The business and

affairs of the Corporation shall be managed by the Board of Directors (hereinafter sometimes referred to as the “Board”). The Corporation shall act only through the duly constituted Board.

Section 4.2. Responsibilities. The Board’s responsibilities include, but are not limited to, the following:

- a) Sign the Charter School Contract and revisions thereto;
- b) Ensure compliance with all of the requirements for a charter school as provided by the SCCSA, as amended from time to time;
- c) Make every effort to maintain a positive working relationship with the Sponsoring School District;
- d) Comply with all applicable Federal and South Carolina laws;
- e) Develop and facilitate implementation of strategic plans for the School;
- f) Review monthly financial reports and adopt and approve the annual budget and any necessary revisions thereto;
- g) Assist in fundraising activities for the School;
- h) Approve all necessary contracts on behalf of the School;
- i) Approve employment agreements and contracts with teachers, administrators, and non-teaching employees;
- j) Hire, evaluate, retain and, if necessary, remove Principal. Evaluation of the Principal of the School shall occur annually;
- k) Ensure that all employee applicants have met any required certification requirements and applicable background investigations before employment.
- l) Contract for other services for the School;
- m) Review and adjust pay scales, performance criteria and discharge policies as required for the school employees;
- n) Develop policies regarding operations of the school and budgeting;
- o) Review and evaluate the academic and administrative achievements and progress towards annual goals;
- p) Hear appeals for teacher dismissals and student expulsions;
- q) Build and maintain parent, educator, and community partnerships;
- r) Ensure that the School adheres to the same health, safety, civil rights, and disability rights as required by the Sponsoring School District;
- s) Develop and adopt policies of the school;
- t) Maintain accurate, up-to-date records of the business conducted at all Board meetings;
- u) Notify the public of scheduled meetings and the agendas thereof in accordance with state laws;
- v) Oversee and assure the financial health of the School; and
- w) Perform any and all necessary legal acts to effectuate the purposes of the Corporation.

All members of the Board will annually sign and adhere to the Code of Ethics and Conflict of Interest policies approved by the Board and shall be subject to the ethics and accountability requirements for public members.

The faculty of the School, under the direction of the Principal shall be responsible for the implementing the School's curriculum and teaching methods, consistent with the mission of the School.

Section 4.3. Composition and Election. The Board shall consist of nine (9) Members of the Board. At least five (5) of the members of the board shall be elected by the parents or guardians of students enrolled in the School and the employees of the School, pursuant to the SCCSA. Parents or guardians of a student shall have one (1) vote total for each student enrolled in the school; parents and guardians within each family will determine who will cast that vote. Each employee shall have one (1) vote. The elected Members of the Board shall be elected by a plurality of the votes cast. Eligible voters will vote on a slate presented by the Nominating Committee and approved by the Board. The elected Board will be elected at-large. Up to four (4) members of the board may be appointed by the Board upon review of the Nominating Committee for qualities and abilities that will advance the mission of the school, pursuant to the SCCSA. At least five (5) of the members of the board shall be individuals who have a background in K-12 education or in business, pursuant to the SCCSA. The Board shall approve election timelines each year at least three months before terms expire. S.C. Code § 59-40-50(B)(9)

Section 4.3a Term of Office. The term of office of members of the Board may be two (2) years, commencing at the first board meeting after elections. Members of the Board serve a maximum of two (2) consecutive full terms on the Board.

Section 4.3.b Ex-Officio Committee Members. The board may include non-voting ex officio members such as the principal of the Charter School and, as the Board determines from time to time, the President of a parent booster club or similar organization for the Charter School, and/or a teacher representative.

Section 4.4. Regular Meetings. The Board shall hold regular meetings according to such schedule and at such times and places as it may fix by resolution or otherwise. Meetings of the Board shall be general meetings and open for the transaction of any business within the powers of the Board without special notice of such business except in any case where special notice is required by law or by the bylaws. An annual schedule of regular meetings shall be adopted, published, and posted at the school office each year. All meetings are open to the public.

Section 4.5. Special and Emergency Meetings. Special and emergency meetings of the Board shall be called at any time by the Secretary upon the written request delivered to the Secretary by electronic mail (e-mail) of either the Chair or three (3) Members of the Board.

Section 4.6. Executive Session. The Board may meet in an executive session during which all or part of the meeting is closed to the public for deliberation on certain matters listed below. Notice of such executive session shall be given to interested persons in accordance with Section 4.8, provided that the statutory authority for such executive session be referenced in the notice. No executive session may be held for purpose of taking any final action or making any final decision, although a consensus may be reached by the Board in executive session.

The Board may meet in executive session for the following matters:

- (a) To consider employment of officer, employee, staff member or agent.
- (b) To consider dismissal, discipline or complaints/charges against an officer, employee, staff member or agent unless the individual requests an open meeting.
- (c) To review and evaluate the employment performance of an officer, employee or staff member pursuant to standards, criteria and policies adopted at an open meeting unless the person requests an open meeting.
- (d) To conduct contractual discussions.
- (e) To conduct deliberations with persons the Corporation has designated to negotiate real property transactions.
- (f) To consider preliminary negotiations regarding trade or commerce in which the Corporation is in competition with other states or nations.
- (g) To consider records that are exempt from disclosure under the Public Records Law, including written advice from the Corporation's attorney which is protected by attorney-client privilege.
- (h) To consult with the Corporation's attorney regarding legal rights and duties in regard to current or likely litigation.
- (i) To consider student expulsions and confidential medical records of students.

Section 4.7. Place and Time of Meetings. All meetings of the Board shall be held at such place or places within the State of South Carolina and at such times as shall be specified in the respective notices of such meetings or waivers thereof.

Section 4.8. Notice of Meetings. Notices of meetings of the Board shall be posted in the Charter School and provided to the public in accordance with the requirements of the Freedom of Information Act, as amended, Chapter 4, Title 30 of the S.C. Code of Laws. Notices must include dates, times and places of such meetings. An agenda must be posted at least 24 hours prior to meetings, as and if required. A special meeting (i.e. not a regular or emergency meeting) may be held with a minimum of two days notice to the Directors. Public notice, however, shall not be required in the case of emergency meetings or a conference as defined in the Freedom of Information Act.

Every notice of a meeting of the Board shall be served by either e-mail or postal mail to each member of the Board not less than two days before the meeting, except in cases of emergency meetings. Such notice shall state the time when and the place where the meeting is to be held, and for special meetings, in addition, the purpose or purposes for which the meeting is called.

Once an agenda for a regular, called, special, or rescheduled meeting is posted, no items may be added to the agenda without an additional twenty-four hours' notice to the public, which must be

made in the same manner as the original posting. After the meeting begins, an item upon which action can be taken only may be added to the agenda by a two-thirds vote of the members present and voting; however, if the item is one upon which final action can be taken at the meeting or if the item is one in which there has not been and will not be an opportunity for public comment with prior public notice given in accordance with this section, it only may be added to the agenda by a two-thirds vote of the members present and voting and upon a finding by the body that an emergency or an exigent circumstance exists if the item is not added to the agenda. Nothing herein relieves a public body of any notice requirement with regard to any statutorily required public hearing. See SC Code Sec. 30-4-80(A)

Section 4.9. Open Meetings and Administrative Records. All official actions and all deliberations undertaken by a quorum of the Board shall take place at a meeting open to the public, as provided in the Freedom of Information Act, except in cases where executive sessions are authorized pursuant to the Freedom of Information Act. See SC Code 30-4-70(A)(B)

Section 4.10. Quorum and Voting. In all meetings of the Board, the presence of a simple majority of the Members of the Board shall be necessary and sufficient to constitute a quorum. Unless otherwise provided by law or by the Bylaws, the act of a simple majority of the Members of the Board present shall be the act of the Board. In the absence of a quorum, no business shall be transacted except to take measures to obtain a quorum, fix a time to adjourn, or to take a recess. Meetings of the Board may be conducted informally, but all decisions of the Board will be taken by vote and recorded in meeting minutes. At the request of any member, any meeting or action within a meeting will be conducted in accordance with the Democratic Rules of Order except when they conflict with these Bylaws.

Section 4.11. Resignation and Removal of Members of the Board. Any member of the Board may resign at any time by serving written notification to the Chair. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt of the notice by the Chair.

Any member of the Board may be removed at any time with cause at any meeting of the Board by a majority vote of the Board of Directors called for that purpose. Cause will be considered failure to organize or neglect of duty, abandoning their duties and responsibilities, conduct prejudicial to the interests of the corporation, engaging in activity that constitutes a clear conflict of interest, or failure to act in the best interest of the corporation's students and faculty, according to the SCCSA. Members of the Board are expected to attend at least seventy-five percent (75%) of all Board meetings and seventy-five percent (75%) of meetings of the committee or committees of which a member. Failure to attend meetings as outlined herein may be cause for removal of a member of the Board. A member of the Board shall be automatically removed for conviction of a felony crime or a crime of moral turpitude. A member of the board who has been removed shall be prohibited from running for or being appointed to future Board positions.

Section 4.12. Vacancies. In the event a vacancy occurs on the Board, the Chair will take action to install a new Member. For a vacancy created by an appointed member, the Chair will appoint a new member upon securing 2/3 Board approval. If a vacancy is created by an elected member,

the Chair will call for an election to be held within forty-five (45) days unless a regular election is within sixty (60) days in which case the vacancy can be included in the regular election. The election shall be held pursuant to the SCCSA, and as provided for in these Bylaws. The replacement Member of the Board shall serve for the remainder of the unexpired term of the Member of the Board whose departure created the vacancy.

Section 4.13. Compensation and Expenses. Members of the Board shall serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

Section 4.14. Qualifications of the Board of Directors. Members of the Board shall qualify under all requirements of the South Carolina Charter Schools Act and demonstrate commitment to the School's mission. All Board Members will be required to undergo a background check before they officially may serve. A person who has been convicted of a felony may not be elected to the Board of Directors. The Board shall not include employees, spouses of employees of the School or spouses of currently serving board members. Board members must complete Board Orientation as provided for in S.C. Code § 59-40-155.

Section 4.15. Code of Conduct. Each board member is considered a public employee therefore each board member is subject to the ethics and government accountability requirements for public member and public employees as contained in Chapter 13, Title 8 specifically, Rules of Conduct. No person can use their official position for economic gain. No person can use their position to influence a governmental decision. See SC Code Sec. 8-13-700.

ARTICLE V – OFFICERS

Section 5.1. Number of Officers and Duties. The officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer. The aforementioned officers must be members of the Board. The officers shall perform such duties as prescribed by these Bylaws.

(a) Chair - The Chair shall perform all the duties conventionally associated with the office including, but not limited to, chairing all board meetings, developing agendas for board meetings, working to ensure board participation, soliciting financial support in the form of grants and donations, managing the operations of the Corporation in accordance with policies established by the Board of Directors, assisting the Treasurer in dispersing and managing the funds which will support the programs and activities of the Corporation, and having a high level of commitment to the work of the organization.

The Chair (Chair) shall serve as the president of the Corporation and the principal volunteer officer of the Corporation. The Chair shall represent the Corporation generally in the community. The Chair may sign, with any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the governing Board of Directors has authorized to be executed, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the governing Board of Directors to some other officer or agent.

(b) Vice Chair - The Vice Chair (Vice Chair) shall assist the Chair in the duties of that office and shall perform all duties of the Chair during the Chair's absence or departure from office.

(c) Secretary - The Secretary shall have overall responsibility for record-keeping and for notices to the Board of any Board meeting. The Secretary shall be responsible for compliance with the notice requirements of public meeting law. The Secretary may delegate these responsibilities provided that s/he supervises such delegation. The Secretary shall record and/or supervise the recording of minutes of all meetings of the Board and present the minutes at or before the next Board meeting. Minutes shall include at least the following:

a) Names of all Board members present; b) All motions, proposals and resolutions proposed and their disposition; c) The results of all consensus decisions and if voting the results of the votes and the vote of each director by name; d) The substance of any discussion, and e) Reference to any document discussed. The Secretary shall perform such other duties as are incident to the office of Secretary, and shall have such other powers and duties as may be conferred by the Board of Directors.

(d) Treasurer - The Treasurer shall oversee the moneys and securities belonging to the Corporation. The Treasurer shall be a signatory and deposit said property in the name of the Corporation with such banks as the Board of Directors shall designate. The Treasurer shall keep a record of all receipts and disbursements, and shall have charge of all records of the Corporation relating to its finances. The Treasurer shall perform such other duties as are incident to the office of Treasurer, and shall have such other powers and duties as may be conferred upon him or her by the Board of Directors. The Treasurer will work with the Chair to develop an annual budget, as well as oversee the work of the Charter School's Financial Director, auditors, and accountants to develop quarterly and year-end financial statements to be distributed to all members of the Board of Directors. The Treasurer shall assist with filing all required reports with the Internal Revenue Service, the state of South Carolina, and any financial institutions deemed necessary. The Treasurer will assist with all compliance requirements associated with the application for/maintenance of Section 501 (c)(3) status of the Corporation. The Treasurer will serve as the chair of the Finance Committee.

The Chair, Vice Chair, Secretary, and Treasurer shall constitute as officers and the Executive Committee of the Board.

Section 5.2. Election of Officers. The Chair, Vice Chair, Secretary, and Treasurer of the Board shall be elected annually by the Board of Directors at the designated Annual Meeting of the Board. Officers shall be elected by a plurality of the votes cast by the Members of the Board and may succeed themselves. Each person elected as an officer shall continue in office until the next annual meeting after their election or until their successor shall have been duly elected and qualified, or until their earlier death or resignation, in accordance with the Bylaws.

Section 5.2.1. Officer Attendance. It is the expectation that all officers shall attend the Board meetings. If unable to attend, the officer is expected to notify the Chair, who will ensure all duties are fulfilled.

Section 5.2.2. Officer Vacancies. In case of a resignation of an officer, the removal of an officer, or for any other reason, with the exception of the Chair, the Board will select a replacement Board member to complete the current term. In the case of the resignation or the removal of the Chair, the Vice Chair will serve as the replacement Chair until such time as the Board of Directors has appointed another individual to act as the Chair of the Corporation.

Section 5.2.3. Officer Resignations. Any officer may resign at any time by serving written notice to the Chair. Such resignation shall take effect at the time specified therein or, if a time is not specified, upon receipt of the notice by the Chair.

Section 5.2.4. Officer Removal. Any officer may be removed from their position at any time by a vote of two-thirds of the members of the Board of Directors.

Section 5.3. Additional Officers and Agents. The Board, at any meeting, may, by resolution, appoint such additional officers and such agents and determine their term of office and compensation, if any, as it may deem advisable. The Board may delegate to any officer or committee the power to appoint such subordinate officers, agents, or employees and to determine their terms of office and compensation, if any.

ARTICLE VI – COMMITTEES

Section 6.1. Ad Hoc Committees. The Board may from time to time, by resolution, constitute such committees of officers, employees, or non-members, with such functions, powers and duties as the Board deems necessary or appropriate. Unless the Board shall provide otherwise, each such committee shall enact rules and regulations for its governance.

Section 6.2. Standing Committees. There are five standing Committees of the Board: Development and Fundraising, Academic Excellence, Policy and Human Resources, Communications, and Facilities. As soon as practicable, the Board Chair shall, subject to the Board's approval and stated provisions to the contrary herein, appoint the chair of the standing committees identified hereafter from among the Board. Chairs shall hold office at the discretion of the Board. Public notification of the meetings of committees shall be provided and input solicited from members of the parent and staff community.

Section 6.2.1. Nominating Committee. A nominating committee is established each year to solicit and advance a slate of candidates for elections to the board. The nominating committee shall be composed of two administrators or faculty members and three parents. The nominating committee shall be appointed at the first meeting of the annually elected board.

Section 6.2.2. Grievance Committee. The Board shall establish a Grievance Committee made up of four members of the board and an ex-officio teacher or administrator that will be identified at the first meeting of the annually elected board. Two members shall be parent members of the Board, two shall be community members of the Board. The Grievance Committee shall be empowered to hear complaints regarding a violation of, misapplication of, or interpretation of a Charter School policy. Grievances shall only reach the committee when steps one and two of the grievance procedure have been completed. This committee will make non-binding

recommendations to the Board as a whole. In the case that the grievance involves a parent board member, the board chair shall appoint another board member. The decision of the board will be accomplished by the vote of a simple majority and the decision is final.

ARTICLE VII – INDEMNIFICATION

Section 7.1. General. The Corporation shall indemnify each officer, Board member, employee and representative (“Indemnity”) from the expenses and risks as set forth in Section 2 of this Article if such Indemnity has acted in good faith or in a manner which a reasonable person would believe to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action proceeding, had no reason to believe their conduct was unlawful. A member shall not be considered to be acting in good faith if in possession of knowledge concerning the matter in question that would cause their reliance to be unwarranted. Absent breach of fiduciary duty, lack of good faith, or self-dealing actions taken as a member or any failure to take any action shall be presumed to be in the best interests of the Corporation.

Section 7.2. Expenses. Indemnities shall be indemnified against all expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnity in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the Indemnity is or was a representative, officer or director of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII – LIMITATION OF PERSONAL LIABILITY

Section 8.1. Personal Liability. A member of the Board of Directors shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless (a) such member has breached or failed to perform their duties as a member, including their duties as a member of any committee of the Board on which serving, pursuant to the standard of care set forth in Section 2 of this Article, and (b) such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 8.2. Standard of Care. Each member of the Board shall stand in a fiduciary relation to the Corporation and shall perform their duties as a member, including their duties as a member of any committee of the Board on which serving, in good faith, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by those believed to be competent, capable, knowledgeable, or have such expertise on the subject matter.

A member shall not be considered to be acting in good faith if in possession of knowledge concerning the matter in question that would cause their reliance to be unwarranted. Absent breach of fiduciary duty or lack of good faith, actions taken as a member or any failure to take any action shall be presumed to be in the best interests of the Corporation.

ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 9.1. Fiscal Year and Audit. The fiscal year of the Corporation shall begin on July 1 and end on June 30 each year. The Corporation shall be required periodically and no less than once a year to employ a certified public accountant to audit the accounts of the Corporation and to provide such audits as are required pursuant to the SCCSA.

Section 9.2. Execution of Contracts. The Board may authorize any officer, employee or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or by the Board, no officer, employee, or agent shall have any power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable peculiarly for any purpose or in any amount.

Section 9.3. Commercial Paper. All checks and other orders for the payment of money out of the funds of the Corporation, and all notes or evidences of indebtedness of the Corporation, shall be executed on behalf of the Corporation by such officer or officers or employee or employees, as the Board may, by resolution, from time to time determine.

Section 9.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may, from time to time, select or as may be selected by any officer or employee of the Corporation to whom such power may, from time to time, be delegated by the Board; and for the purpose of such deposit, any officer, or any employee to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts, and other orders for the payment of money that are payable to the order of the Corporation.

Section 9.5. Notices. Except as may otherwise be required by law, any notice required to be given shall be in writing and signed by the Chair or the Secretary; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at their last post office address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given may be waived, by the person entitled thereto in writing (including telegraph, cable, radio or wireless), whether before or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.

Section 9.6. Forms of Records. When consistent with good business practices, any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 9.7. Corporate Records. The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting

records and organizational documents including the current Charter and bylaws. The Corporation or its agent shall maintain a record of the name and address of each member. The Corporation shall keep a copy of the records at its registered office.

Section 9.8 Public Records. Documents created by the board of a charter school are considered public records as defined by the Freedom of Information Act, S.C. Code Ann. Section 30-4-10 et seq. Members of the public may submit an open records request for documents maintained by the board of a charter school. The Board will respond to a records request within fifteen days (excepting Saturdays, Sundays, and legal public holidays) of receipt of the request. If the request can be easily produced, the documents will be made available within the fifteen day period; if the records are voluminous, the board will respond to the requesting party within the fifteen days with a reasonable estimate of time that it will take to produce the records. The board of a charter school is only required to produce those records that it currently maintains which are responsive to an open records request and not subject to a claim of privilege or confidentiality; the board is not required to produce a document which does not currently exist in order to respond to an open records request. Copying costs up to .25 cents per page may be charged to the requesting party and search, retrieval and other administrative costs may be charged as follows: hourly charges may not exceed the salary of the lowest paid, full-time employee who has the necessary skill and training to perform the request. In addition, the board cannot charge for the first quarter hour of administrative time, nor can the board charge for an attorney's time determining whether or not records should be made available.

Section 9.9. Bylaw Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors at a regularly scheduled Board meeting, provided that notice of any proposed amendment or change is made available to Members of the Board and to the public and that the amendment is considered at a minimum of one meeting where a quorum is present. Only editorial changes to proposed amendments may be made at the meeting during which amendments are adopted. Bylaws will be reviewed at least once every three years and shall be documented as to the date of review. Any amendments to the Bylaws that are inconsistent with the SCCSA, or would result in the Corporation's loss of its ability to claim non-profit status under either the Internal Revenue Code or the South Carolina Non-Profit Corporation Act, shall be null and void.

Section 9.10. Severability. If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

Section 9.11. Usage. In construing these Bylaws, feminine or neuter pronouns shall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning or interpretation of these Bylaws. Terms such as "hereof", "hereunder" "hereto", and words of similar import shall refer to these Bylaws in the entirety and all

references to “Articles”, “Paragraphs”, “Sections”, and similar cross references shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall have the meanings ascribed to them in the SCCS Act and if not defined therein, then shall have their plain and ordinary meaning. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.

Section 9.12. Conflict Between Bylaws, Articles and South Carolina Law. The Articles of Incorporation of the Corporation and South Carolina law including, without limitation, the South Carolina Nonprofit Corporation Act of 1994, as amended, and the South Carolina Charter Schools Act of 1996, as amended, together with the regulations, are incorporated herein by reference. Any conflict within the terms of these Bylaws, the Articles, and South Carolina law should be resolved in the following order: (1) South Carolina law, (2) the Articles, and (3) these Bylaws.

The foregoing is certified to be the true and complete Bylaws of the Corporation as adopted by Board of Directors as of March 21, 2017.

Approved this _____st day of March 2017.

ATTEST:

President

Secretary