

**BYLAWS
OF
PALMETTO SCHOLARS ACADEMY**

**ARTICLE I
NAME, PURPOSE, LEGAL STATUS**

Section 1. Name. The name of the organization is Palmetto Scholars Academy (hereinafter referred to as “PSA”).

Section 2. Legal status. PSA is a South Carolina nonprofit corporation and a public charter school. PSA has such powers as are now, or may hereafter be, granted by the South Carolina Nonprofit Corporation Act of 1994, as amended, and the South Carolina Charter Schools Act of 1996, as amended.

Section 3. Purpose. The mission of PSA is to provide a differentiated program designed to meet the educational needs of intellectually gifted learners, address their distinctive social and emotional needs, promote individual character development, and instill a life-long love of learning. Our students will engage with leading innovative organizations in higher education, business, and science, to empower them to make original and impactful contributions toward the elevation of South Carolina in the areas of education, commerce, arts, and science. PSA is organized exclusively for educational objectives and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 4. Nondiscrimination policy. PSA is committed to nondiscrimination in all its educational, employment, and student admission activities. PSA shall be non-sectarian, non-religious and non-discriminatory. PSA 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 State and Federal laws and regulations.

Section 5. Registered office and agent. The registered agent of PSA may be changed from time to time at the Board of Directors’ discretion by giving notice of any change to the South Carolina Secretary of State. The registered office will be the same address as that of the registered agent.

**ARTICLE II
MEMBERS**

PSA will have no members. All rights which would otherwise, by law, vest in the members will vest in the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS POWERS AND DUTIES

Section 1. Governance. The business affairs and property of PSA will be governed by the Board of Directors as outlined by the PSA Charter, Charter Contract/Agreement, and relevant State laws. The Board of Directors shall act only through the duly constituted Board as a whole.

Section 2. General Responsibilities. The Board's governance responsibilities include, but are not limited to:

- (a) Sign the Charter School Contract/Agreement 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) Oversee and assure the financial health of the School, to include the review of monthly financial reports and the adoption and approval of the annual budget and any necessary revisions thereto;
- (g) Approve all contracts on behalf of the School, including approval of employment agreements and contracts with teachers, administrators, and non-teaching employees; (h) Hire, annually evaluate, retain and, if necessary, remove the Principal; (i) Review and adjust pay scales, performance criteria and discharge policies as required for the school employees;
- (j) Develop and adopt policies of the school;
- (k) Review, evaluate, and approve academic curriculum;
- (l) Review and evaluate the academic and administrative achievements and progress towards annual goals;
- (m) Hear appeals for teacher dismissals and student expulsions;
- (n) Build and maintain community partnerships;
- (o) Assist in fundraising activities for the School;
- (p) Ensure that the School adheres to the same health, safety, civil rights, and disability rights as required by the Sponsoring School District;
- (q) Maintain accurate, up-to-date records of the business conducted at all Board meetings;
- (r) Notify the public of scheduled meetings and the agendas thereof in accordance with state laws;
- (s) Approve and publish the school calendar, including the Board annual regular meeting calendar; and
- (t) Perform any and all necessary legal acts to effectuate the purposes of the School.

Section 3. Ethics and Conflicts. All Directors of the Board shall be subject to the ethics and accountability requirements for public members and shall adhere to the Code of Ethics, Code of Conduct, and Conflict of Interest policies approved by the PSA Board and ethical and accountability requirements as mandated by State law.

Section 4. Delegation. The Board of Directors may delegate to the Administration, committees, or to members of the Board of Directors such powers as the Board sees fit, consistent with applicable law, for specific periods of time. The Standing Committees shall remain consistent with the Charter. Currently, as identified by the Charter, the Standing Committees include: Executive, Academic Excellence, Finance, Communications, Fund Development, Facilities, and Volunteer and Enrichment Programs. The Board of Directors may establish additional standing and/or ad hoc committees, as necessary.

Section 5. Regular Meetings. The Board of Directors will have the power to establish the time and place for holding regular meetings of the Board. The Board of Directors will have discretion to change the time and place of such regular meetings, or to make them more or less frequent, with appropriate notice. The Board of Directors will comply with the requirements set forth in the South Carolina Freedom of Information Act, and any other applicable laws concerning notice and conduct of the Board of Directors meetings. A regular meeting shall be held with a minimum of 48 hours notice and an agenda must be posted, as required, at least 24 hours prior to a meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors shall be called at any time by the Secretary upon the written request delivered to the Secretary by email of either the Chair or three (3) members of the Board of Directors and will comply with the requirements set forth in the South Carolina Freedom of Information Act and any other applicable laws concerning notice and conduct of the Board of Directors meetings. A special meeting shall be held with a minimum of 48 hours notice and an agenda must be posted, as required, at least 24 hours prior to a meeting.

Section 7. Emergency Meeting. Emergency meetings of the Board of Directors shall be called by any time by the Secretary upon the written request delivered to the Secretary by email of either the Chair, the Vice Chair in the Chair's absence, or three members of the Board of Directors. An emergency is an unforeseen occurrence or combination of circumstances, which call for immediate action or remedy. An emergency must be real and determined in light of the situation. Emergency meetings do not require 24 hours' notice.

Section 8. Executive Session. The Board may meet in an executive session during which the discussion is closed to the public for deliberation on certain matters listed below. Agendas shall include notice of the Executive Session, related topics, and the related statutory authority. No final action shall be taken by the Board while in Executive Session.

Topics for Executive Session, in accordance with State law, include but are not limited to the following matters:

(a) Employment of PSA staff or agents.

(b) Dismissal, discipline, or complaints/charges against an officer, employee, staff member or agent unless the individual requests an open meeting.

(c) Review and evaluation of the performance of an officer, employee or staff member unless the person requests an open meeting.

(d) Contractual discussions.

(e) Deliberations regarding negotiations of real property transactions.

(f) Consideration of protected records including written advice from an attorney, which is protected by attorney-client privilege.

(g) Consultation with an attorney regarding legal rights and duties in regard to current or likely litigation.

(h) Student discipline, expulsions, and other student-related grievances.

(i) Confidential medical records.

Section 7. Quorum. A simple majority of the constitute membership of the Board of Directors will establish a quorum for the purpose of calling a Board meeting to order.

Section 8. Procedures. In all meetings of the Board, the presence of a simple majority of the Directors 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, adjourn, or to take a recess. All decisions of the Board will be taken by vote and permanently recorded in meeting minutes. Any meeting or action within a meeting will be conducted in accordance with Robert's Rules of Order except when Robert's Rules conflict with these Bylaws.

Section 9. Public Comment. The Board of Directors may, in its discretion, offer the public an opportunity to comment about current Agenda items at Board meetings.

ARTICLE IV **BOARD OF DIRECTORS MEMBERSHIP**

Section 1. Number of Directors. The Board of Directors shall consist of nine (9) Directors, with at least five (5) elected Directors. Up to four (4) Directors may be appointed if necessary to meet the identified strategic needs. A Board operational policy will be implemented to guide a strategic needs assessment prior to the posting of a position whether elected or appointed, as well as to outline the nominating and election process.

Section 2. Qualifications and Tenure. Directors will serve a term of two years and may serve a maximum of two (2) consecutive terms, if elected to do so. Terms for members will commence on September 1 of a given year. All expiring terms will conclude on August 31 of a given year. Fifty percent (50%) of the members of the Board must be individuals who have a background in K-12 education or in business. Each Director must be a resident of the State of South Carolina.

PSA employees are prohibited from serving on the Board during their employment. A person who has been convicted of a felony is not eligible to serve on the Board of Directors.

Section 3. Evaluation of Board Directors. On an annual basis, the contributions and activities of Board Directors shall be assessed in accordance with the relevant Board policy.

Section 4. Elections. A general election will take place every Spring. The general election schedule will be published at least thirty days prior to the election. In odd years, at least three elected seats and up to two appointed seats will be filled. In even years, at least two elected seats and up to two appointed seats will be filled.

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 PSA employee shall have one (1) vote. Each voter may select a number of candidates equal to the open elected seats on the ballot. The elected seats will be filled by a plurality-at-large of votes cast. No voter may cast more than one vote for the same candidate on the same ballot. Any ballot that does not comply with the requirements described above will be considered void and will not be counted. A tie for any elected seat on the board will be determined by a special election.

Section 5. Appointments. Annual appointments to the Board of Directors will be made as soon as possible after the election takes place and must be by a majority vote of the Directors holding office. Consideration of any individual for appointment as a Director must include reference to the qualifications for Directors. The appointment of a Director will proceed after a Board review to determine if such an appointment is necessary and for qualities and abilities that will advance the mission of the school.

Section 6. Vacancies. If a Director dies, resigns, or is removed from the Board, the vacant seat will be filled how it was originally filled (election or appointment) until the original terms completion, at which point the Board may decide to reassign a previously appointed position to an elected position, depending on the business at hand and the strategy of the Board as set out in the Board Elections policy. If the vacant seat was originally filled by election, a special election will be called within a reasonable amount of time not to exceed 45 days, subject to the other provisions in this paragraph. If the vacant seat was originally filled by appointment, the Board will appoint a new Director, as soon as possible, following a search for qualified candidates. Any vacant seat with less than six months remaining in the term, at the time the seat becomes vacant, may remain open and not be filled at the discretion of the Board of Directors. A Director who is elected or appointed to fill a vacant seat will serve the remainder of the replaced Director's term. The Board Chair shall be responsible for initiating the appropriate election or appointment procedure. The appointment of any Director shall require approval by two-thirds vote of the constitute membership of the Board of Directors.

Section 7. Removal. Directors of the Board shall be removed for incapacity, misconduct, or neglect of duty, and other reasons as stipulated by law. Any Director may be removed from office for cause by a two-thirds vote of the Board of Directors holding office at that time at a public meeting at which a quorum is present, provided that written notice of the meeting is also sent to all Directors at least seven days in advance of the meeting, and such notice specifies that a

purpose of the meeting is to vote on removal of the named Director(s).

Section 8. Ex-Officio Members. The Board may appoint and/or remove non-voting ex officio members for the purpose of advancing the mission of the school. Ex-officio members may include the Principal of PSA, the President of a parent booster club or similar organizations, and/or teacher representative(s).

Section 9. Officers. The officers of the Board will be Chair, Vice Chair, Secretary, and Treasurer. The officers will be nominated and elected by the Board of Directors to serve a one-year term after the appointment of new Board members. Officers may be reelected to serve consecutive one-year terms. The Board of Directors will have the power to remove an officer at any time prior to the termination of such term by a majority vote of the Board of Directors currently holding office. Any officer may resign at any time by providing written notice to the Chair. Any officer vacancy that occurs for any reason may be filled by the Board of Directors.

(a) **Chair.** The chair will preside at all meetings of the Board of Directors and will perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

(b) **Vice Chair.** The Vice Chair will perform the duties of the Chair in the absence of the Chair and will assist the Chair in the discharge of leadership duties. 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 Director to act as Chair.

(c) **Secretary.** The Secretary will ensure that minutes of all Board meetings are taken and that all required notices of Board meetings are given. The Secretary will also perform all duties incident to the office of Secretary and such duties approved by the Board of Directors.

(d) **Treasurer.** The Treasurer shall have financial oversight responsibility and will keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of PSA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and will also be granted access to all meetings of any financial discussion concerning PSA. The Treasurer shall serve as the Chair of the Finance committee.

Section 10. Additional Officers and Agents. The Board may by resolution appoint such additional officers and such agents and determine their term of office as it may deem advisable.

Section 11. Compensation and Expenses. Directors will serve without compensation but upon approval of the Board of Directors may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board of Directors.

Section 12. Training. After taking office, each Director will complete the training required by the South Carolina Charter Schools Act, as amended, as soon as possible.

ARTICLE V
CONFLICT OF INTEREST POLICY

The Board of Directors will develop a conflict of interest policy applicable to Board members and employees of PSA and consistent with the requirements set forth in the South Carolina Ethics Reform Act, S.C. Code Ann. § 8-13-700 et seq.

ARTICLE VI
DEFENSE OF ACTION

PSA will, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify and hold harmless all directors, officers, and employees from any and all liability, damage, expense, causes of action, suits, claims, or judgments arising from injury to persons or property or otherwise which arises out of the act, failure to act, or negligence of the charter school, its agents and employees, in connection with or arising out of the activity of PSA, so long as such directors, officers, and employees acted in good faith and within the scope of their office or employment.

ARTICLE VII
FISCAL YEAR

PSA's fiscal year will run from July 1 through June 30. All of PSA's financial records will be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

ARTICLE VIII
AMENDMENTS TO BYLAWS

These Bylaws may be amended, altered, repealed, or restated by a majority vote of the Board of Directors at any regular meeting, provided that each member is given at least seven days prior written notice of the proposed adoption, amendment, repeal, or restatement to the Bylaws. Notice of the regular meeting must state that the purpose, or one of the purposes, of the meeting is to consider a proposed change to the Bylaws and must contain or be accompanied by a copy of the change, as well as the original. Any amendment to the Bylaws that is inconsistent with the South Carolina Charter Schools Act or would result in loss of PSA's ability to claim non-profit status under either the Internal Revenue Code or the South Carolina Nonprofit Corporation Act will be null and void. The PSA Board of Directors will review the Bylaws annually.

ARTICLE IX
DISSOLUTION

Upon dissolution of PSA, its assets may not inure to the benefit of any private person. Any assets obtained through restricted agreements with a donor through awards, grants, or gifts must be returned to that entity. All other assets become property of the sponsor.

ARTICLE X
CERTIFICATION

I hereby certify that I am the acting Board Chair for PSA and that the foregoing Bylaws constitute the Bylaws of PSA, as duly adopted by affirmative vote of the Board of Directors.

_____, Board Chair

Date

Sent to the Board for review by the Policy & HR Committee on 06/17/2021.
*Approved by the PSA Board on 07/20/2021.

