

BYLAWS
Felton Laboratory Charter School
A South Carolina Nonprofit Corporation

ARTICLE I: Name and Address

Section 1: Name.

• The name of the nonprofit corporation shall be Felton Laboratory Charter School (hereinafter referred to as “Felton”).

Section 2: Legal status.

• Felton is a South Carolina nonprofit corporation and a public charter school. Felton 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: Registered office and agent.

• The registered agent of Felton may be changed from time to time at the Board of Director’s 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.

Section 4: Purpose.

• Felton 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 5: Non-discrimination.

• Felton will comply with all applicable federal and South Carolina laws and regulations prohibiting discrimination based on race, national origin, ethnicity, sex, gender, religion, age, disability, marital status, sexual orientation, and veteran status. Felton is committed to nondiscrimination in all its educational, employment, and student admission activities.

ARTICLE II: Members

Felton 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: Management.

• The business and affairs of the Corporation will be managed by the Board. The members will act only as a Board.

Section 2: General Powers.

• The Board of Directors’ primary duties include establishing policies, setting and approving the annual budget, fiscal management, contracting for needed services, strategic planning, fundraising, ensuring that Felton will adhere to health, safety, civil rights, and disability rights

requirements, serving as an appeal board for grievances, hiring and evaluating a school leader, assessment of Felton's effectiveness in manifesting its mission, and tasks otherwise necessary for the success of Felton.

Section 3: Delegation.

- The Board of Directors may delegate to committees, members of the Board of Directors, or others as appropriate such powers as the Board sees fit, consistent with applicable law, for specific periods of time. The Board of Directors may establish standing or ad hoc committees for such purposes.

Section 4: 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 Director's meetings.

Section 5: Special Meetings.

- Special meetings of the Board of Directors may be called by the Chair and will comply with the requirements set forth in the South Carolina Freedom of Information Act, including but not limited to the requirement that an agenda be posted at least twenty-four hours prior to the meeting.

Section 6: Emergency Meeting.

- Emergency meetings of the Board of Directors may be called by the Chair, the Vice Chair in the Chair's absence, or three members of the Board of Directors in the absence of the Chair and Vice Chair. Emergency meetings do not require 24 hours' notice. 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.

Section 7: Meeting Participation by Means of Electronic Equipment.

- In accordance with the South Carolina Freedom of Information Act, a member or members of the Board of Directors may participate in a board meeting by means of electronic equipment. Participation by means of electronic equipment does not relieve the Board of notice, agenda, or other meeting requirements set forth in the South Carolina Freedom of Information Act.

Section 8: Quorum.

- A simple majority of the constitute membership of the Board of Directors will constitute a quorum. No proxy votes will be allowed when members of the Board of Directors are absent from regular or called meetings.

Section 9: Procedures.

- The vote of a simple majority of the Board Members present at a properly called meeting at which a quorum is present will be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws. The Board will keep written minutes of these

proceedings in its permanent records.

Section 10: Public Comment.

- The Board of Directors may, in its discretion, offer the public an opportunity to comment at Board meetings.

ARTICLE IV: Board of Directors Membership

Section 1: Number of Board Members.

- The Board of Directors shall consist of nine (9) Board members, with six elected and three appointed. A choice of membership of the Board will take place every school year. In even years, three elected seats and two appointed seats will be filled. In odd years, three elected seats and one appointed seat will be filled.

Section 1.5 TEMPORARY PROVISIONS.

- The persons holding seats and term expiration dates of the seats on the Board of Directors at the time of the approval of these Bylaws are as follows:

- Ms. Tonya Davis, Elected, Term Expires on June 30, 2020
- Ms. Anna Jacobs, Elected, Term Expires on June 30, 2020
- Mr. Thomas Sims, Elected, Term Expires on June 30, 2020
- Mr. Greg Twitty, Elected, Term Expires on June 30, 2021
- Dr. Valerie Fields, Elected, Term Expires on June 30, 2021
- Dr. K.A. Kalu, Elected, Term Expires on June 30, 2021
- Dr. Joe Onyeocha, Appointed, Term Expires on June 30, 2020
- Dr. Jennifer Cash, Appointed, Term Expires on June 30, 2020
- Dr. Wanda McMichael, Appointed, Term Expires on June 30, 2021

Section 2. Qualifications and Tenure.

- Board Members will serve a term of two years and may serve up to a total of two consecutive terms regardless of whether a Board member is elected, appointed, or a combination of both. After serving two consecutive terms, a Board member must remain off the Board for at least one calendar year before serving again as a Board member. Terms for elected members will commence on July 1 of a given year, and terms for appointed members will commence on July 1 of a given year, or as soon as possible thereafter upon appointment by the Board. All expiring terms will conclude on June 30 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 Board member must be a resident of the State of South Carolina. A person who has been convicted of a felony is not eligible to serve on the Board of Directors. At least one Board member should be an accountant.

Section 3: Elections.

- A general election will take place every Spring. The general election schedule will be published at least thirty days prior to the election. 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. 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 4. 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 members holding office. Consideration of any individual for appointment as a Board member of Felton must include reference to the qualifications for Board members. The Board will exercise its best efforts to make appointments prior to July 1 of a given year.

Section 5: Vacancies.

- If a Board member dies, resigns, or is removed from the Board, the vacant seat will be filled how it was originally filled (election or appointment). If the vacant seat was originally filled by election, a special election will be called within a reasonable amount of time not to exceed 90 days. If the vacant seat was originally filled by appointment, the Board will appoint a new Board member as soon as possible. To the extent consistent with applicable law, 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 Board member who is elected or appointed to fill a vacant seat will serve the remainder of the replaced Board member's term.

Section 6. Removal.

- Any Board member may be removed from office for cause by a two-thirds vote of the Board of Directors holding office, provided that written notice of the meeting is sent to all Board members 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 Board member(s). "Cause" may include malfeasance, misfeasance, incompetency, absenteeism, conflicts of interest, misconduct, persistent neglect of duty in office, or incapacity.

Section 7. 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 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 its leadership duties.

(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 assigned by the Chair or Board of Directors.

(d) **Treasurer.** The Treasurer will 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 Felton, 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 Felton.

Section 8. Compensation and Expenses.

- Board members will serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board, subject to board approval.

Section 9. Training.

- After taking office, each Board member will complete the training required by the South Carolina Charter Schools Act, as amended, as soon as possible. Additionally, all Board members are strongly encouraged to participate in board training at least once a year while serving on the Board.

ARTICLE V: CONFLICT OF INTEREST POLICY

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

ARTICLE VI: DEFENSE OF ACTION

Felton 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 Board members, 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 Felton, so long as such Board members, officers, and employees acted in good faith and within the scope of their office or employment.

ARTICLE VII: FISCAL YEAR

Felton's fiscal year will run from July 1 through June 30. All of Felton'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 (7) 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 the Corporation's loss of its ability to claim non-profit status under either the Internal Revenue Code or the South Carolina Nonprofit Corporation Act will be null and void.

ARTICLE IX: DISSOLUTION

Upon dissolution of Felton, 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 duly elected and acting Board Chair for Felton and that the foregoing Bylaws constitute the Bylaws of Felton, as duly adopted by affirmative vote of the Board of Directors.

_____, Board Chair

Date