Palmetto Academy of Learning and Success By-Laws

ARTICLE I Name and Incorporation

Section 1. Name. The name of the corporation is Palmetto Academy of Learning and Success, Inc. It is hereinafter referred to as "the corporation."

Section 2. Location. The location and address of the registered school facility shall be 3021 Fred Nash Blvd. Myrtle Beach, SC 29577.

Section 3. Purposes. The Corporation is a non-profit corporation organized under the laws of the State of South Carolina and its purposes are exclusively educational as set forth in the Certificate of Incorporation. More specifically, the purposes for which the Corporation is organized are:

Palmetto Academy of Learning and Success's mission is to create a small, diverse learning environment, which accommodates each student's individual differences, learning styles, and development while still promoting high expectations to all students. By providing meaningful and innovative learning experiences, instruction for multiple intelligences, access to technology, and encouraging family and community involvement, Palmetto Academy of Learning and Success is committed to guiding students in the development of both their character and academic potential in preparation for their success as life long learners

Section 4. Statute and Code. The Corporation shall operate in accordance with the SC Charter School Act of 2005.

Section 5. Non-discrimination. The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring or other employment practices of the school or in its admission policies for students. Further, the Corporation shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of South Carolina.

ARTICLE II Members

Section 1. Membership Corporation. The Corporation shall have members. The Board of Directors shall have all powers and duties for the conduct of the activities of the Corporation.

ARTICLE III Board of Directors.

Section 1. Number. The Board of Directors shall consist of 7 persons.

Section 2. Qualifications. There will be three titled positions on the board: Chairman, Vice-Chairman, and Secretary. To hold a titled position on the board a member must have served at

least one year prior, unless no there are no returning board members running for the board. This will help ensure stability of the board. Each board member shall at minimum have a high school diploma or the equivalency of a high school diploma.. In accordance with state law no employee of Palmetto Academy of Learning and Success will be permitted on the Board of Directors. All members must be residents of the State of South Carolina. A person who has been convicted of a felony must not be elected to a board of directors. After election, each board member will be required to attend SC Charter School Board training within the required time frame of taking office, as required by SC Charter Law.

Section 3. Term. Directors shall be elected and/or appointed for a two (2) year term.

Section 4. Powers. The Board of Directors shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Directors may, by general resolution, delegate to committees of its own number or to officers of the Corporations such powers as it may see fit for specified periods of time.

Section 5. Election. On odd number years, four (4) members will be elected from the membership. The aforementioned four (4) members must be community members, and may not have a child enrolled in the school or be the spouse of an employee, except where member was elected prior to adoption of these bylaws. Election shall be held in May. Parent or guardians of a student enrolled at Palmetto Academy of Learning and Success will have one vote per student enrolled. Each employee of Palmetto Academy of Learning and Success will receive one vote. There will be no proxy voting. Elections will conform to the SC Charter School Law.

Section 6. Appointment. On even number years, three (3) members will be appointed by the Executive Director. Two (2) of these members will be parents of the school, provided that at least two (2) parents have expressed written interest. One (1) member may be a parent or community member at the discretion of the Executive Director. Appointments shall be made in May.

Section 7. Term Limits. Directors membership shall not be limited.

Section 8. Resignation and Removal. A Director may resign by submitting his or her resignation in writing to the President of the Board of Directors. A Director may be removed for cause at a meeting of Directors by an affirmative vote of two-thirds of the remaining Board of Directors. Directors being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly. Timely public notice of all such regular meetings shall be provided as specified in the Freedom of Information Act. At the first meeting of each newly elected board the members will vote on a day and time for the remainder of their term.

full Board of Directors. Such meetings shall be held upon not less than 24 hours notice given personally or by telephone, telephone facsimile, or electronic mail. Such notice shall specify the time and place of the meeting and in all respects comply with the notice requirements contained in the Freedom of Information Act.

Section 11. Freedom of Information Act. All meetings of the Board of Directors shall be held in accordance with the Freedom of Information Act. Adequate notice of all meetings subject to the Act shall be visibly posted not less than forty-eight (48) hours before any such meeting.

Section 12. Quorum. A majority of the full number of Directors shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Directors present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these By-laws. Every act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 13. Vacancies. A vacancy on the Board of Directors, including a vacancy caused by an increase in the number of directors, may be temporarily filled by a majority vote of the remaining Directors to elect a person(s) to fill the vacancy(ies) until the next regularly scheduled election of Directors, at which time trustees so elected must be re-elected/appointed as specified in the Bylaws or step down from the Board as soon as his or her successor is duly elected/appointed and qualified.

Section 14. Compensation. Directors receive no payment for their services. With board approval, trustees may be reimbursed for out-of-pocket expenses incurred on approved board business. Directors must present receipts for all such expenses, which shall be for the director only, and shall be itemized and documented. Such expenses must be approved by a motion of the board at the meeting immediately following the expenditure(s).

Section 15. Meeting Attendance. Directors are expected to attend all Board meetings. A Director that misses more than three (3) meeting may be nominated for removal from the Board of Directors.

ARTICLE IV Committees

Section 1. Establishment. The Board of Directors may appoint such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the school.

Section 2. Ad Hoc Committees. Each ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the Board of Directors and be dissolved. Members of ad hoc committees shall be composed from those parents and staff of the school community who indicate interest in serving on the ad hoc committee and from such others as may be deemed appropriate by the Board of Directors. Directors shall have authority and responsibility to review the committee's recommendations and adopt them or not.

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ARTICLE V Officers

Section 1. Titles. The Board will consist of 3 titled positions: Chairman, Vice- Chairman, and Secretary

Section 2. Election. The Officers shall be elected from among the Board of Directors at the first regular meeting of the Directors and shall serve for two (2) years.

Section 3. Duties. The Board shall have the duties of oversight and decision- making on the school operations to include, but not limited to:

a. Signing of any future Charter School Contracts with the School District
b. Approval of the teachers recommended for hiring from the administration
c. Creation and setting of policies
d. Approval of annual budgets
e. Approving school procedures
f. Any other responsibility as requires by the SC Charter School Law of 2005, as amended

Section 4. Removal. Any officer may be removed from office, with cause, by the affirmative vote of two-thirds of the full membership of the Board of Directors at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least five business days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VI Fiscal Year and Check Signing

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1st to June 30th.

Section 2. Check Signing. The President and School Business Administrators are authorized and required to sign all checks over the amount of $1,500. The Board of Directors shall establish a policy setting the amount above which checks must have both signatures.

ARTICLE VII Amendments to By-laws

Section 1. Amendments. The Board of Directors shall have the power to make, amend, or repeal the By-laws of the charter school, either in whole or in part. The By-laws may be amended at any regular meeting of the Board of Directors or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all directors and posted in all places as required by the Freedom of Information Act. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board.

ARTICLE VIII Dissolution

Section 1. Revocation of Charter. If, at any time and for any reason, the Corporation's charter is revoked or the Corporation becomes insolvent, all assets of the charter school, after satisfaction of all outstanding claims by creditors, will be distributed equitably by the Commissioner of Education, in accordance with law, among the participating districts of residence and non-resident district(s).

Section 2. Voluntary Dissolution. Should the Corporation choose to dissolve for reasons other than the revocation of its charter or financial insolvency, all assets of the charter school, after satisfaction of all outstanding claims by creditors and governmental grantors, will be distributed to another 501c3 corporation.

ARTICLE IX Additional Provisions

Section 1. Indemnification of Officers and Directors. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by the law.

Section 2. Compensation. No director or officer shall receive any fee, salary, or remuneration of any kind for services rendered to the Corporation, except that directors and officers may be reimbursed for proven expenses incurred in the business of the Corporation and approved by formal vote of the Board of Directors.

Section 3. Insurance. The Board of Directors shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 4. Audit. At the close of each fiscal year, the accounts of the Corporation shall be audited by an independent auditor, who is either a Certified Public Accountant or a Registered Municipal Accountant, and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be hired for this purpose by a majority vote of the members of the Board of Directors present at the regular public meeting at which the motion to hire the auditor is being considered. The audit shall be done in compliance with South Carolina statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations.

These bylaws were amended and adopted on: March 21, 2018.

Stephanie Merideth
President

03.21.18
Date

Vice President

6/20/18
Date