

TALL PINES STEM ACADEMY

CHARTER SCHOOL

BYLAWS

ARTICLE I NAME, ADDRESS

- Section 1.1 Name of Corporation. The name of the Corporation shall be as specified in its Articles of Incorporation, as amended, to wit: **Tall Pines STEM Academy.**
- Section 1.2 Address of Corporation. The location and address of the registered office of the Corporation shall be **550 Camp Long Road, Aiken, SC 29805.**
- Section 1.3 Offices. The Corporation's principal office shall be fixed and located in the County of Aiken, State of South Carolina as the Board of Directors ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within the County of Aiken, South Carolina.

ARTICLE II NATURE OF CORPORATION

- Section 2.1 Non-Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to any individual. The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

Notwithstanding any provision of these Bylaws to the contrary, the Corporation shall not carry out any prohibited activities related to

- (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Federal income tax code, or
- (b) a corporation of which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future Federal income tax code.

- Section 2.2 Purposes. The purposes for which the Corporation is to be formed are as set forth in the Articles of Incorporation.
- Section 2.3 Non-Discrimination. The Corporation shall accept students and hire staff 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.
- Section 2.4 Enrollment. Subject to total enrollment limitations, enrollment in the school shall be open to children in accordance with the South Carolina Charter School Law

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 members or approval by all the

members shall only require approval of the Board. All rights which would otherwise, by law, vested in the members shall vested in the Board.

- Section 3.2 Associates. 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, and no such reference by the Corporation shall render anyone a member. Such individuals might originate and take part in the discussion of any subject that may properly come before any meeting of the Board, but may not vote. The Board may also, but without establishing membership, 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" refers to both the governing body of the Charter School and the Board of Directors of the Corporation. The business and affairs of the Corporation shall be managed by the Board of Directors. Persons comprising the Board shall act only as a Board. Persons comprising the Board shall be referred to as "Directors" or the "Board".

- Section 4.2 Responsibilities. The Board shall sign a Charter School Contract and ensure compliance with all the requirements for a charter school enumerated in the South Carolina Charter Schools Act and Regulations, including

- (a) employing and contracting with teachers and nonteaching employees;
- (b) ensuring that teachers, whether certified or noncertified, undergo the background checks and other investigations required for certified teachers, as provided by law, before they may teach in the charter school;
- (c) contracting for other services;
- (d) developing pay scales, performance criteria, and discharging policies for its employees;
- (e) deciding all other matters related to the operation of the charter school, including budgeting, curriculum, and operating procedures; and
- (f) ensuring that the charter school will adhere to the same health, safety, civil rights, and disability rights requirements as are applied to all public schools operating in the same school district.

- Section 4.3 Number and Election. The Board shall consist of nine (9) voting Directors, five (5) of whom are elected annually and four (4) who are appointed biannually. The Directors shall be elected annually by the stakeholders, the parents and guardians of students enrolled, and employees of the Tall Pines STEM Academy, by vote at its annual meeting as prescribed by South Carolina Charter School Law. Each student receives two (2) votes to be cast by parents or guardians. Each board member and each Tall Pines STEM Academy employee will have one (1) vote. Persons comprising the Board of Directors shall be elected by plurality of the votes cast.

- (a) The Board shall be composed of the following categories of Directors:
 - (i) Two (2) parents of students enrolled in the school (both elected positions)

- (ii) Two (2) certified teachers who reside in Aiken County (both appointed)
 - (iii) Two (2) local business persons from the area (one elected; one appointed)
 - (iv) Three (3) at-large community persons (two elected; one appointed)
 - (v) One (1) ex-officio, non-voting representative from Clemson University Learning Institute (CULI)
- (b) The current year governing Board will request from its Directors, staff, and parents, nominations for Directors of the Governing Board. Stakeholders, businesses, and community leaders will also be given an opportunity to submit names for nomination to the board on a form provided by the Board. Candidates must either be nominated or apply for one category. Nominations shall be taken until the last Friday of September. The Nomination form shall contain the categories listed above.
- (c) The election process shall consist of the following:
 - (i) An election will be held during the month of October.
 - (ii) Ballots listing the candidates for each category will be sent out no later than October 15th of each year.
 - (iii) Board member elections will be conducted by either electronic ballots or paper ballots at the discretion of the current Governing Board. Paper ballots will be numbered to ensure authenticity.
 - (iv) Each student enrolled in the school will receive two (2) ballots to be cast by parents or guardians.
 - (v) Each employee will receive one (1) ballot.
 - (vi) Each current member of the Board will receive one (1) ballot.
 - (vii) Ballots postmarked by October 25th, and received by October 30th, will be opened on the 31st of October (or the first business day thereafter if October 31st falls on a weekend). The counting process shall be open to the public.
 - (viii) The person that receives the most votes in the category for which he/she was nominated or applied will be elected to the Board.
 - (ix) The newly elected Directors will be publicized through the school's newsletter and web pages.
 - (x) The Board will hold an organizational meeting at the scheduled November board meeting and will elect officers according to the Bylaws.
 - (xi) Board Vacancies for any reason shall be filled for the unexpired term of the elected or appointed position they are replacing.
- (d) The Tall Pines STEM Academy Charter School shall be governed in a manner to be established in conjunction with and approved by the State Board of Education and the SC State Charter School District, consistent with the provisions of the SC Charter School Act.

Section 4.4 Powers of the Board of Directors. The Board, as a board, shall have the full power to manage and oversee the operation of the Corporation's business and to pledge

the credit, assets, and property of said Corporation when necessary to facilitate the efficient operation thereof. Authority is given to the Charter School Board of Directors by the State of South Carolina as provided in the Charter School Act. The Board's powers shall include but not be limited to:

- (a) Hiring and firing of the principal/ school leader.
- (b) Contracting for services such as school operations, staff development, financial management, program evaluation, and legal services.
- (c) Developing school policies and procedures with input of the professional staff and, where appropriate, students.
- (d) Developing personnel policies and procedures, including pay scales, benefits, and performance management.
- (e) Ensuring that all certified and non-certified personnel undergo proper background checks, reference checks, and verifications before employment begins.
- (f) Adopting the budget.
- (g) Approving the school's educational program.
- (h) Approving the school's accountability plan.
- (i) Establishing a method of engaging the parents, business persons and other community members in planning, implementing, evaluating, and improving the school.
- (j) Ensuring that the school adheres to the same health, safety, civil rights, and disability rights requirements as are applied to all public schools operating in the District.
- (k) Reserving the right to delegate the exercise of the aforementioned powers to a qualified group or individual as they see fit to execute those powers.

Section 4.5 Term. Directors shall be elected to a one (1) year term of office or appointed to a two (2) year term of office. Each Director shall serve until the yearly organizing meeting of the Charter School in November of each year.

For each respective appointed board position term that is expiring, appointments for those positions will be determined at the October board meeting for the respective year. This will allow for new appointees to be placed in accordance with these bylaws.

Section 4.6 Resignation and Removal. Any Director may resign, effective upon giving written notice to the Chairman of the Board, or the Secretary of the Board, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time to take office when the resignation becomes effective.

A Director may be removed without cause by a majority of the Directors then in office. A Director may be removed if he/she no longer qualifies to be a Director or for failure to perform his/her duties. Removal of a Director for Cause may be initiated in writing by any member of the Board or by a written majority vote petition of the Stakeholders. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a request or petition. Such meeting shall be conducted with regard for the reasonable due process rights of all parties.

- Section 4.7 Vacancies. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, is removed, no longer qualifies; or if the authorized number of Directors is increased. A vacancy on the Board may be filled by a majority vote of the remaining Directors, although less than a quorum. Board Vacancies, for any reason, shall be filled for the unexpired term of the elected or appointed position they are replacing. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.
- Section 4.8 Qualifications of Board of Directors. Directors shall qualify under all requirements of the South Carolina Charter School Law. The Chairman of the Board may summarily remove a Director who has been convicted of a felony, or has been found to be of unsound mind by any court of competent jurisdiction, or has failed to attend two (2) or more meetings of the Board in any calendar year. Upon giving notice to the Directors of such action, the Chairman of the Board shall declare the office of the removed Director to be vacant.
- Section 4.9 Compensation of Board of Directors. Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the Corporation's business or when acting at the request of and on behalf of the Board.
- Section 4.10 Rights of Inspection. Every current Director has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the Corporation's obligations to maintain the confidentiality of certain books, records, and documents under any applicable federal, state or local law.

ARTICLE V BOARD MEETINGS

- Section 5.1 Annual Meeting. The annual meeting of the Directors of the Corporation shall be held each year during the first quarter of the school year at the principal office of the Corporation in the County of Aiken, SC. Annual Meeting business shall include the election of Directors and Officers to succeed those whose terms expire and for the transaction of other business as may properly come before the meeting. The schedule to be followed each year in the election of the Board is outlined in Section 4.3, unless otherwise amended by the Board.
- Section 5.2 Regular Meetings. The Board shall also meet regularly during the year. Monthly meetings will be scheduled consistently for a day and time as agreed upon by the Board and meetings shall continue on this schedule unless the schedule/bylaws are amended by the Board. A notice and agenda shall be posted and sent to each stakeholder at least one (1) week prior to the meeting. 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. Meetings will be conducted in accordance with the South Carolina Freedom of Information Act.
- Section 5.3 Place of Meetings. All meetings of the Board for conducting Charter School business shall be held at the principal office of the Corporation in the County of

Aiken, SC, or at such other place as shall be determined by the Board. The place at which such meetings shall be held shall be stated in the notice of meeting. No change in the place of meeting shall be made within three (3) days before the day on which an election of Directors is to be held.

Section 5.4 Special Meetings. Special meetings of the Board shall be called at any time by the Secretary upon the written request of either the President or three (3) Directors on the Board.

Section 5.5 Notice of Meetings. Every meeting of the Board shall be noticed by mail or email to each member not less than three (3) nor more than fifteen (15) days before the meeting. Such notice shall state the date, the time, and the place where the meeting is to be held; and for special meetings, the purpose or purposes for which the meeting is called. Such notice shall be directed to each member entitled to notice at his/her address as it appears on the books or records of the Corporation. Meeting notifications shall be South Carolina Freedom of Information Act (FOIA) compliant.

Section 5.6 Waiver of Notice. A waiver of any notice in writing, signed by a Director or Officer, shall be deemed equivalent to a notice required to be given to any Director, or individual whether before or after the time of notice required for holding a meeting, and regardless of the Director's or Officer's presence at any such meeting.

Section 5.7 Quorum. At all meetings of the Board, the presence of most of the then current Directors shall be necessary and sufficient to constitute a quorum. Except as otherwise provided by law, the act of a majority of the Directors present shall be the act of the Board. In the absence of a quorum, limited business shall be transacted, to wit:

- (a) to take measures to obtain a quorum,
- (b) to fix a time to adjourn,
- (c) to take a recess, and
- (d) to take and record the attendance or absence of each Director for the purposes of Sections 4.6 and 4.8, above.

Section 5.8 Voting. Voting by the Board shall be in person. No proxy voting may occur at any meeting. Tie votes will be broken by the Chairman of the Board.

Section 5.9 Committees. The Board may, by resolution, constitute such committees of Directors, officers, employees, staff or parents, with such functions, powers and duties as the Board deems necessary or appropriate. Unless otherwise provided by the Board, each such committee shall enact rules and regulations for its governance that shall be approved by the board.

ARTICLE VI OFFICERS

Section 6.1 Officers. The Officers of the Corporation shall be Chairman of the Board, Vice Chairman, Secretary, and Treasurer. Officers of the Corporation may also be Directors of the Corporation. The officers shall perform such duties as usually pertain to the offices which they hold or as may be assigned to them by the Board.

- Section 6.2 Election of Officers. The officers shall be elected annually for a one (1) year term, at the designated annual meeting of the Board by a plurality of the votes cast and may succeed themselves in office. Each elected officer shall continue in office until the next annual meeting after his/her election or until his/her successor shall have been duly elected and qualified, or until his/her death, resignation, or removal. Officer vacancies caused by death, resignation, or removal may be filled by a majority vote of the Board at any regular meeting or at a special meeting called for that purpose.
- Section 6.3 Additional Officers. At any meeting, the Board may by resolution appoint additional officers, agents, and employees as well as 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 subordinate officers, agents, or employees and to determine their terms of office and compensation, if any.
- Section 6.4 Chairman of the Board. The Chairman of the Board has the general management powers and duties usually vested in the office of President and General Manager of a corporation as well as such other powers and duties as may be prescribed by the Board. The Chairman of the Board is the General Manager and Chief Executive Officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business of the Corporation. The Chairman of the Board shall preside at all meetings of the Board.
- Section 6.5 Vice Chairman. In the absence or disability of the Chairman of the Board, the Vice Chairman will perform all the duties of the Chairman of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman of the Board. The Vice Chairman shall have such other powers and perform such other duties as the Board may prescribe.
- Section 6.6 Secretary. The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office, the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Directors and their respective addresses. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its Directors promptly after the meetings shall see that all reports, statements, and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such duties as may be prescribed by the Board.
- Section 6.7 Treasurer. The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall, at all times, be open to

inspection by any Board member. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall render to the Board, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall present an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board

Section 6.8 Removal. An Officer who is appointed by the Board may be removed at any time without cause by a majority vote of the Board of Directors. An Officer who is also a Director may be removed in accordance with the provisions herein for removal of a Director.

Section 6.9 Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VII FISCAL AFFAIRS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be from July 1st to June 30th.

Section 7.2 Audit. The Treasurer of the Corporation shall be required periodically and no less than annually, to employ a certified public accountant to audit the accounts of the Corporation.

Section 7.3 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, determine.

Section 7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select or as may be selected by any officer or employee of the Corporation to whom such power may 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 which are payable to the order of the Corporation.

ARTICLE VIII INDEMNIFICATION

Section 8.1 General. The Corporation shall indemnify each Director, Officer, employee, and representative ("Indemnitee") from the expenses and risks as set forth in Sections 8.2 and 8.3 below if such Indemnitee has acted in good faith or in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to criminal action or proceedings had no reasonable cause to believe his or her conduct was unlawful.

Section 8.2 Expenses. Indemnitees shall be indemnified against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and

reasonably incurred by the Indemnitee 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 Indemnitee is or was an employee, agent, 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.

Section 8.3 Advances. The Corporation may advance to all Indemnitees all expenses incurred in defending a civil or criminal action, suit, or proceeding in advance of final disposition of such action provided the Board determines that it is more likely than not that the Indemnitee will be entitled to indemnification pursuant to Sections 8.1 and 8.2, and such Indemnitees must repay such amount if it is ultimately determined by the Board that the Indemnitee is not permitted to receive indemnification for any reason provided by law.

ARTICLE IX LIMITATION OF PERSONAL LIABILITY

Section 9.1 Personal Liability. A member of the Corporation shall not be personally liable to the Corporation for monetary damages for any action taken or any failure to take any action, unless

- (a) such member has breached or failed to perform his/her duties as a member, including his/her duties as a member of any committee of the Board upon which he/she may serve, pursuant to the standard of care set forth in Section 9.2, and
- (b) such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 9.2 Standard of Care. Each Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more Officers or employees of the Corporation whom the Board reasonably believe to be reliable and competent in the matters presented.
- (b) Counsel, public accountants, or other persons as to matters which the member reasonably believes to be within the professional or expert competence of such person.
- (c) A committee of the Board, upon which he/she does not serve duly designated in accordance with the law, as to matters within its designated authority, which committee the member reasonably believes to merit confidence.

Section 9.3 Good Faith. A member shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance

to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by the Board or any failure to take any action shall be presumed to be in the best interests of the Corporation.

ARTICLE X MISCELLANEOUS PROVISIONS

Section 10.1 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 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 pecuniary for any purpose or in any amount.

Section 10.2 Notices. Except as may otherwise be required by law, any notice required to be given shall be in writing and signed by the President 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 his last postal address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Likewise, any notice required shall be deemed sufficient by emailing to the person entitled thereto at his last email address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day it is sent. Proof of sending shall constitute proof of notice. Any notices required to be given may be waived, by the person entitled thereto in writing, 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.

ARTICLE XI AMENDMENTS

Section 11.1 Amendment of Bylaws. New Bylaws may be adopted, or these Bylaws may be amended or repealed by a majority vote of the Board. Whenever any amendment or new Bylaws are adopted, copies shall immediately be placed by the Secretary in the Book of Bylaws with the original Bylaws, and immediately after them, and shall not take effect until so copied. If any Bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted must be stated in the book and until so stated, the reveal must not take effect. Whenever any provision of the Bylaws is either amended or repealed, a marginal note shall be made thereon indicating the place or page where the amendment or repeal may be found.

CERTIFICATE OF BYLAWS

I certify that I am the initial agent of Tall Pines STEM Academy, Inc., a South Carolina Nonprofit Corporation, and that the foregoing Bylaws, constitute the Bylaws of such Corporation.

IN WITNESS WHEREOF, I have signed my name to this Certificate on

Signature _____ Date _____