

**BYLAWS**  
**OF**  
**PROVOST ACADEMY SOUTH CAROLINA, INC.**

These Bylaws are adopted by the Corporation and are supplemental to the South Carolina Nonprofit Corporation Act of 1994 as the same shall from time to time be in effect.

**ARTICLE I**

**NAME, LOCATION AND PURPOSE**

Section 1.1. Name. The name of the corporation is Provost Academy South Carolina, Inc. (the “Corporation”).

Section 1.2. Location. The principal office of the Corporation shall be at any location in the State of South Carolina as the Board of Directors of the Corporation shall from time to time determine to best serve the purposes of the Corporation.

Section 1.3. Purpose. The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation will have any other purposes or powers as stated in its Articles of Incorporation or as are or may be granted by the South Carolina Non Profit Corporation Act of 1994, or any successor legislation.

**ARTICLE II**

**GOVERNING BOARD**

Section 2.1. Charter Committee. The property and affairs of the Corporation shall be managed, conducted and directed initially by the Charter Committee. There shall be three (3) members of the Charter Committee, who shall be selected by the Incorporator. The Charter Committee shall, during its term of existence, have all powers otherwise delegated to the Governing Board. The Charter Committee will be dissolved upon the election of the first Governing Board of the Corporation.

Section 2.2 Governing Board. Subsequent to the dissolution of the Charter Committee, the property and affairs of the Corporation shall be managed,

conducted and directed by the Governing Board. In addition to the powers and duties conferred on the Governing Board under the laws of the State of South Carolina, the Governing Board shall have the power to borrow money or purchase, sell, lease or otherwise dispose of any real estate or other property of the Corporation. The Governing Board shall also have the authority to:

- (a) employ and contract with teachers and nonteaching employees;
- (b) ensure that all certified personnel and noncertified teachers undergo the background checks and other investigations before they are employed in the school;
- (c) contract for other services, including but not limited to transportation, financial accounting, and legal;
- (d) develop pay scales, performance criteria, and discharging policies for its employees, including the school's administrator;
- (e) decide all other matters related to the operation of the school, including budgeting, curriculum, and operating procedures; and
- (f) ensure that the 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.

The Governing Board also shall have the authority to interpret the provisions of the Bylaws and its interpretation shall be binding upon the Corporation.

Section 2.3.           Election. Directors shall be elected annually by the Members.

Section 2.4.           Qualification. Each Director shall be of legal age, may not be a teacher employed by the Corporation, and may not have been convicted of any felonies. Each prospective Director must, at the request of the Governing Board, undergo a background check. The administrator of the Corporation's school shall serve as an ex-officio member of the Governing Board with no voting privileges.

Section 2.5.           Composition. The Governing Board shall be comprised of not less than three (3) nor more than five (5) Directors, as the Governing Board shall from time to time determine by resolution. The Governing Board may, by resolution, increase or decrease the size of the Governing Board, but the Governing Board may not consist of less than three (3) Directors at any time.

Section 2.6. Term of Office. Each Director shall serve for a term of one year beginning October 1 and ending September 30, or until his successor is duly elected to fill a vacancy in the Governing Board as provided in Section 2.5.

Section 2.7. Vacancies. Vacancies in the Governing Board, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Governing Board (even if less than a quorum). Each Director elected to fill a vacancy created by the resignation or inability to serve of a Director shall serve for the balance of the unexpired term of such Director or until his successor is duly elected and qualified.

Section 2.8. Regular Meetings. The annual meeting of the Governing Board shall be held in each calendar year on such date and at such time and place as the Governing Board shall by resolution determine. Other regular meetings of the Governing Board shall be held on such regularly scheduled dates and at such times and places as the Governing Board shall by resolution determine. The Governing Board shall meet monthly at least ten (10) times each year. Regular meetings shall be open to the public, except in cases where executive sessions are authorized by the Freedom of Information Act.

Section 2.9. Special Meetings. The Secretary may call special meetings of the Governing Board upon the written request by mail or electronic mail of either the Chairman of the Governing Board or three (3) members of the Governing Board, upon twenty-four (24) hours notice posted and delivered to all Directors and local news media. Such request shall state the general nature of the business to be transacted at such meeting. Special meetings shall be open to the public, except in cases where executive sessions are authorized by the Freedom of Information Act. Emergency meetings may be called at the discretion of the Chairman and may be held without notice.

Section 2.10. Notice. The Secretary or his designee shall give to each member of the Governing Board not less than five (5) days' prior written notice of each regular meeting of the Governing Board. Notices of meetings of the Governing Board will be posted in the school or on-line and provided to the public in accordance with the Freedom of Information Act. Each notice shall state the time and the place of the meeting, and in the case of special meetings, the general nature of the business to be transacted thereat. Public notice shall not, however, be required in the case of "emergency meetings" or a conference as defined in the Freedom of Information Act.

Section 2.11. Quorum. At any meeting of the Governing Board, the presence of one-half of the members of the Governing Board shall be necessary to constitute a quorum for the transaction of business. No proxies shall be allowed.

The acts of a majority of directors present at a meeting at which a quorum is present shall be the acts of the Governing Board.

Section 2.12. Resignations. Any director may resign at any time. Such resignation shall be in writing unless waived by vote of the remaining Governing Board, but the acceptance thereof shall not be necessary to make it effective.

Section 2.13. Removal. Any director may be removed from office with or without cause. A new director shall be elected to fill the unexpired term of any removed director as provided in Section 2.5.

Section 2.14. Compensation. Unless the Governing Board otherwise determines, directors shall not be entitled to any compensation for their services as directors. Any director may serve the Corporation in other capacities and be entitled to such compensation as is determined by the Governing Board.

Section 2.15. Meetings by Telephone Conference. Directors may participate in meetings of the Governing Board by telephone conference, web conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Directors so participating shall be deemed present at any such meeting.

### **ARTICLE III**

#### **MEMBERS**

Section 3.1. Members. All employees of the Corporation will be Members. In addition, one South Carolina family member or guardian of each student attending the Corporation's school will be a Member. Members have no rights or authority to participate in the business or operations of the Corporation, other than the right to participate in the election of Directors.

Section 3.2. Voting. Members are entitled to vote annually in the election of Directors. Each employee of the Corporation will be entitled to one vote, and the family of each student attending the Corporation's school will collectively be entitled to one vote. In the election of Directors, the aggregate of the Member votes cast will be deemed to be the action of the Members. In the case of a tie, the Governing Board may appoint an interim director to fill the vacancy until the time that the tie is broken through a special election at a special meeting of Members.

Section 3.3. Quorum. The presence at any meeting of Members representing ten percent (10%) of the voting power of the Members will constitute a quorum for the transaction of business.

Section 3.4. Annual Meeting. An annual meeting of Members will be held each year to elect Directors and officers of the Corporation. Elections will be held and results posted online by September 30 of each year.

Section 3.5. Special Meetings. Special meetings of the Members may be called by the Secretary upon the request of a majority of the Governing Board.

Section 3.6. Notice. Notice of the annual meeting of Members shall be provided by the Secretary to each Member at least thirty (30) days in advance of such meeting. Notice of special meetings of Members shall be provided by the Secretary to the Members at least three (3) days in advance of such meetings. Notice will be provided via mail or electronic mail, and notice will also be posted in the Corporation's school or on-line and provided to the public in accordance with the Freedom of Information Act.

## **ARTICLE IV**

### **OFFICERS**

Section 4.1. Number. The Corporation shall have a President, a Secretary, and a Treasurer. In addition, the Corporation may have a Chairman of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, as the Governing Board shall from time to time determine.

Section 4.2. Election and Term of Office. Prior to the first election of the Governing Board and officers, each officer shall be selected by the Charter Committee. Thereafter, each officer shall be elected by the Members at the annual meeting of the Members and shall serve for a term of one year and until his successor is duly elected and qualified. All other officers shall be elected by the Governing Board at the time, in the manner, and for such term as the Governing Board from time to time determines. Each officer shall serve until his successor is duly elected and qualified, or until he resigns or is removed from office.

Section 4.3. Compensation. Unless otherwise provided by the Governing Board, officers shall not be compensated.

Section 4.4. Chairman of the Board. The Chairman of the Governing Board, if a Chairman is elected, shall preside at all meetings of the Governing Board. He shall have such other powers as shall be designated by the Governing Board.

Section 4.5. President. The President shall be the chief executive officer of the Corporation and, subject to the direction and control of the Governing

Board, shall in general supervise and control all of the business and affairs of the Corporation. As authorized by the Governing Board, the President shall execute all instruments requiring such execution, except to the extent that signing and execution thereof is expressly delegated by the Governing Board to some other officer or agent of the Corporation. Upon request of the Governing Board, the President shall report to it all matters which the interests of the Corporation may require to be brought to the attention of the Governing Board. The President shall preside at meetings of the Governing Board if the Chairman of the Board is absent.

Section 4.6. Secretary. The Secretary shall keep the minutes of the Corporation and shall give such notices of meetings as required by these Bylaws. The Secretary shall have such other duties and have such other powers as shall be designated by the Governing Board.

Section 4.7. Treasurer. The Treasurer shall have care and custody of the books and records of account of the Corporation and, subject to the direction of the Governing Board, shall have charge of and be responsible for all funds and securities of the Corporation. He shall render financial statements to the Governing Board from time to time upon request. The funds of the Corporation shall be deposited to its credit in such a manner and in such depositories as the Governing Board may from time to time designate and shall be subject to withdrawal by check, draft or other order by such officer or officers of the Corporation as may from time to time be designated by the Governing Board. The Treasurer shall have such other powers and duties as may be designated by the Governing Board.

Section 4.8. Other Officers. Other officers of the Corporation shall have such powers and duties as may be designated from time to time by the Governing Board.

Section 4.9. Removal of Officers. Any officer, committee, employee or other agent of the Corporation may be removed, with or without cause, by the Governing Board. The Governing Board shall immediately elect a new officer to fill the unexpired term of the removed officer.

## ARTICLE V

### COMMITTEES

Section 5.1. Establishment. The Governing Board may, by resolution adopted by a majority of the Directors in office, establish such committees (to consist of two (2) or more directors) as the Governing Board shall deem necessary or advisable. All such committees shall have and may exercise such powers and

authority of the Governing Board as the Governing Board shall, by resolution, determine.

Section 5.2. Chairman. The Chairman of the Governing Board shall act as Chairman of the Executive Committee if one is established. Chairmen of any other committees established by the Governing Board shall be designated by vote of the Governing Board.

Section 5.3. Limitation on Authority. No committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Governing Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Governing Board.
- (d) Action on other matters committed by resolution of the Governing Board or by South Carolina law to the full Governing Board or to another committee of the Board, or to the Members.

## **ARTICLE VI**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 6.1. Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify its directors and officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that such director or officer is or was a director or officer of the Corporation or is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any obligation to pay a judgment, settlement, settlement, penalty, fine, or reasonable expenses incurred with respect to a proceeding if the individual conducted himself in good faith and reasonably believed, in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, and in all other cases, that his conduct was at least not opposed to its best interests, or in the case of a criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall not indemnify any director or officer in connection with a proceeding by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation, or in connection with

any proceeding charging improper personal benefit to the director or officer, whether or not involving action in his official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

Section 6.2. Expenses. Expenses incurred by a person covered by Section 6.1 hereof in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by such person of his good faith belief that he has met the applicable standards of conduct and to repay such amount if it shall ultimately be determined that such person did not meet the applicable standard of conduct, and a determination is made that the facts then known to those making the determination would not preclude indemnification under this chapter.

Section 6.3. Optional Indemnification. The Corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in all situations other than that covered by this Article VI.

## **ARTICLE VII**

### **FINANCIAL REPORTS**

The Directors of the Corporation shall cause to be prepared an annual financial report. The financial report will be available to Members upon written demand to the Secretary of the Corporation.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be as determined by the Governing Board.

## **ARTICLE IX**

### **FREEDOM OF INFORMATION ACT**

The Corporation will be governed by and will comply in all material respect with the Freedom of Information Act (5 U.S.C. §552). The Governing Board will adopt any policies and procedures it deems necessary to ensure the Corporation's ongoing compliance with the Freedom of Information Act.

## **ARTICLE IX**

**ADOPTION, AMENDMENT AND REPEAL**

Section 9.1.           Adoption and Effective Date. These Bylaws, which are supplemental to the South Carolina Nonprofit Corporation Act of 1994, as the same may be in effect from time to time, were adopted as the Bylaws of the Corporation as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_, by the Charter Committee, and shall be effective as of said date.

Section 9.2.           Amendment or Repeal. These Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted, by the vote of a majority of the Directors then in office at any meeting of the Governing Board after notice to all Directors of that purpose.

Section 9.3.           Recording. The text of each amendment to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal.

Section Amended	Date Amended	Adopted By
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