

Bylaws
Bridges Preparatory School
A South Carolina Non-Profit Corporation

Article I – Name and Offices

Section 1.1 Name of Corporation. The name of the Corporation shall be as specified in its Articles of Incorporation, Bridges Preparatory School (hereinafter referred to as the Corporation).

Section 1.2 Fictitious Name. The Corporation may conduct business under the name: BPS (hereinafter referred to as School).

Section 1.3 Address of Corporation. The location and address of the Corporate Offices shall be 1100 Boundary Street, Beaufort, SC 29906 until a permanent site is found for the School.

Article II – Nature of the Corporation

Section 2.1 Non-Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to itself nor any of its members.

Section 2.2 Purposes. The purposes for which the Corporation is to be formed, is to organize a charter school pursuant to South Carolina Charter Schools Act of 1996, 59-40-10 *et. seq.*, as amended (hereinafter the SCCS Act) and as set forth in the Articles of Incorporation. Should there be a conflict between the Corporation's Bylaws, Articles of Incorporation, or the SCCS Act, the SCCS Act shall control.

The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.3 Non-discrimination. The Corporation shall be non-sectarian, nonreligious and non-discriminatory, hiring staff and accepting 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 laws and regulations relating thereto including those specifications regarding admission as to racial composition pursuant to South Carolina Code Ann. Sec. 59-40-50(B)(7).

Section 2.4 Limitations and Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of , or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.5 Enrollment. Subject to total enrollment limitations, enrollment in the School shall be open to any child in accordance with the SCCS Act.

Article III – Members

Section 3.1 No Members. The Corporation shall have no members. Any action that would otherwise, by law, require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors (hereinafter “the Board”). All rights that would otherwise, by law, vest in the members shall vest in the Board. Nothing in this Article III shall be construed to limit the Corporation's right to informally refer to persons associated with it as “members,” even though such persons are not members of the Corporation in a legal capacity. The Board may also, but without establishing membership, create an advisory council, 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 Corporation shall be governed by the Board of Directors of the Corporation. The business and affairs of the Corporation shall be managed by the Board. The Board Members shall act only as a Board.

Section 4.2 Responsibilities. The Board's responsibilities include, but are not limited to, the following:

- a) sign the Charter School Contract and agree to any amendments thereto;
- b) apply to the sponsoring South Carolina public charter school district for renewal of the Charter School Contract as necessary;
- c) ensure compliance with all of the requirements for a charter school as provided by the SCCS Act;

- d) comply with Federal and South Carolina laws, and any amendments thereto;
- e) ensure the school will adhere to the same health, safety, civil rights, and disability rights as required by the sponsoring South Carolina public charter school district;
- f) conduct lotteries for admission, if required, following the SCCS Act;
- g) validate all major contracts with the School by giving and recording formal approval; each year the finance committee will review and recommend, for Board approval, the definition of a major contract, as well as the policies and procedures for executing such contracts;
- h) perform any and all necessary legal acts to execute the purpose of the Corporation;
- i) contract for all other services for the School;
- j) develop strategic plans for the School;
- k) develop and adopt policies for the School;
- l) approve operating procedures for the School;
- m) oversee and ensure the financial viability of the School;
- n) adopt and approve the annual budget for the School;
- o) abide by the same financial audits, audit procedures and audit requirements as are applied to all public schools;
- p) assist in fund raising activities for the School;
- q) ensure regulations put forth by the Charter School Contract are upheld and/or develop pay scales, performance criteria, and discharge policies for the School employees;
- r) guarantee that all personnel undergo background checks, fingerprinting and random drug testing prior to hiring;
- s) evaluate the Director of the School at least annually;
- t) ensure that the curriculum fulfills the mission statement of the School;

- u) ensure the same minimum attendance requirements as applied to all public schools;
- v) hear appeals for teacher/staff dismissals and student expulsions;
- w) build and perpetuate a parent, educator, and community partnership;
- x) make every effort to maintain a positive working relationship with the South Carolina public charter school district; and
- y) employ a School Director and if advisable an Associate School Director, who are accountable for the day to day operation of the School, responsible for the employment of other administrators, teachers and other employees, as needed, and other duties as relegated and assigned by the Board.

The faculty of the School, under the leadership of the School Director(s), shall be responsible for the development of the School's curriculum and teaching methods, concurrent with the mission of the School.

Section 4.3 Composition and Election. The Corporation will recruit for Members of the Board persons who qualify under the SCCS Act and demonstrate a commitment to the School's mission. The board shall initially consist of seven (7) Members. The Board may at its discretion increase the number of Members to a maximum of nine (9). It is the intent of the School that due diligence will be made to recruit and seat diverse Board nominees representative of the School community. Fifty percent (50%) of the Board must be individuals with a background in K-12 education or in business. If the board of directors consists of an odd number of members, the extra member must be an individual who has a background in K-12 education or in business. All members of the Board must be residents of South Carolina. A person who has been convicted of a felony may not serve on the Board. Members may serve a term of two (2) years, and may serve additional terms.

There will be an annual election of Board Members as follows:

a) 2013-2014 School Year: In light of the fact that the 2013-2014 school year is the first year of the school's existence, the interim or acting board will elect by majority vote three (3) existing members to serve on the board of directors for one (1) year terms. The remaining four (4) seats will be elected by a vote of the parents and guardians of students enrolled in the School and by the employees of the School pursuant to the procedure outlined below. The four (4) elected seats for the first school year will serve two (2) year terms. This hybrid appointment and election process is specifically authorized by the SCCS Act and will result in continuity for the first school year and a staggering of the board for continuity purposes in subsequent years.

b) 2014–2015 School Year and Subsequent School Years: For the four (4) elected seats the first year and for all elections thereafter, the open Board Member seats will be elected pursuant to the process outlined below.

c) Nominating Committee: After the start of the new school year but no later than August 31st of each year, the Board will appoint a nominating committee which shall consist of: the outgoing Chair and Vice-Chair if they are not requesting reappointment or if one or both are requesting reappointment, then one (1) or two (2) existing directors who are not up for reappointment; a parent of a currently enrolled student; a community member; and a person who has K-12 education or business experience. The five (5) members of the nominating committee will be responsible to recruit for potential candidates to serve on the Board of Directors who qualify under the SCCS Act and demonstrate commitment to the School's mission. The Nominating Committee in addition to recruiting potential candidates will request from the parents and guardians of the then enrolled school children, nominations for potential candidates. The Nominating Committee will then review the qualifications of all potential candidates and compile a list of qualified individuals who will form the slate of candidates. The slate shall contain a sufficient number of qualified candidates large enough to cause the Board to be of sufficient size to meet the minimum Board Members required by these bylaws after the election. The slate shall be no larger in number than double the amount of vacancies that are necessary to meet the minimum Board Members required by these bylaws after the election. The Nominating Committee will present the prepared slate of potential candidates to the board no later than September 30th each year.

d) Voting: Parents or guardians of a student shall have one vote for each student enrolled in the School; the parents or guardian must decide among themselves who will cast that vote. Each employee of the School is given one vote per person. If an employee has a child/children at the School, he/she will not get a separate vote for being an employee and his/her vote will be based on the number of children enrolled. Members of the Board will be elected by a plurality of the votes cast. Eligible voters will vote on all seats of the Board that are up for election. The Board election will be held in October of each year. Newly elected Board Member's terms shall begin at the next scheduled Board Meeting in November and, as noted previously, shall run for two (2) years. Newly elected Board Members shall attend orientation training in accordance with the SCCS Act.

Section 4.4 Annual and Regular Meetings. The first meeting of the Board shall be held in November of each year. The Board shall also meet regularly with a quorum present at least eleven times each year. An annual schedule of regular meetings shall be adopted, published and posted in accordance with Section 4.6, below, in November of each year. 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 except in any case where special notice is required by law or by the Bylaws.

Section 4.5 Special Meetings. Special meetings of the Board may be called at any time by the secretary upon the written request of either the Chair or three members of the Board notice of said special meetings shall be posted in accordance with Section 4.6, below.

Section 4.6 Place and Time of Meetings. All meetings of the Board shall be held at such places or places within South Carolina and at such times as shall be specified in the specific notices of such meetings. Notices are required to be posted for called, special, or rescheduled meetings in accordance with as outlined in Section 4.7, below.

Section 4.7 Notice of Meetings. Notice of all called, special, or rescheduled meetings of the Board, along with an agenda, shall be posted in the School on a bulletin Board in the front office and be provided to the public in accordance with the requirements of S.C. Code Ann. Sec. 30-4-80. There is no requirement to post notice of emergency meetings.

Section 4.8 Open Meetings and Administrative Records. All official action and all deliberations undertaken by a quorum of the Board shall take place at a meeting open to the public, as provided in the S.C. Code sec. 30-4-10 *et. seq.*, except in cases where specifically authorized pursuant to the S.C. Code sec. 30-4-70.

Section 4.9 Quorum and Voting. At all meetings of the Board, the presence of a majority of the members shall be necessary and sufficient to constitute a quorum and, except as otherwise provided by law or by the Bylaws, the act of a majority of the members 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, fix a time to adjourn, or to take a recess. At the request of any member, any meeting or action within a meeting will be conducted in accordance with the procedures outlined in the then current edition of Robert's Rules of Order except when they conflict with these Bylaws. No proxy votes will be allowed when members of the Charter School Board of Directors are absent from regular or called meetings.

Section 4.10 Resignation and Removal of Members of the Board. Any Member of the Board may resign at any time by sending a signed letter of resignation to the Board/Board Chairman. Any Member of the Board may be removed at any time for cause at any meeting of the Board by a vote of at least seventy (70%) percent of the entire Board called for that purpose. Members of the Board shall be expected to attend at least seventy-five percent (75%) of the Board meetings or committee(s) meetings on which he/she serves. Board Members are expected to attend Board and Committee meetings in person however in the instances in which they cannot attend personally, they may attend by telephone conference, Skype, or some other suitable telecommunication device. Failure to attend meetings as outlined herein may be cause for removal of a Member of the Board. A Member of the Board shall be removed for conviction of a felony crime or crime of moral turpitude.

Section 4.11 Vacancies. In the event of the death, resignation, or removal of a Member of the Board, the Board will appoint a replacement Member to serve out the remaining term of the vacating Member. The Board will ensure that any replacement Member

appointed will meet the qualifications required of Board Members to include the qualification that at least 50% of the Board be comprised of members with K-12 education experience or business experience.

Section 4.12 Compensation and Expenses. Members of the Board shall serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

Section 4.13 Qualifications of the Board of Directors. Members of the Board shall qualify under all requirements of the SCCS Act and demonstrate commitment to the School's mission.

Article V – Officers

Section 5.1 Number of Officers. The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. These Officers must be Board Members. The Officers shall perform such duties as usually pertain to the offices that they hold or as may be assigned to them by the Board of Directors.

Section 5.2 Election of Officers. The Chairperson, Vice Chairperson, Secretary, and Treasurer to the Board shall be elected annually for a term of one year by the Members of the Board at the first regularly scheduled Board meeting in November. The four (4) corporation officers shall make up the Executive Committee of the Board and will meet the week prior to any scheduled board meeting to set the agenda, review the budget, etc. The School Director will attend all Executive Committee meetings and will give a report of the day to day activities of the School. Officers may succeed themselves in office.

Section 5.3 Resignation and Removal of Officers. Any Officer may resign their position as an Officer at any time by sending a signed letter of resignation to the Board/Board Chairman. Resignation as an Officer does not necessarily require the Board Member to resign as a Board Member. Any Officer removed in accordance with Section 4.10 will automatically be removed as an Officer. In the event an Officer resigns or is removed pursuant to Section 4.10, the Board shall by majority vote fill the vacated Officer position for the remainder of the resigned/removed Officer's term.

Section 5.4 Additional Officers and Agents. The Board, at any meeting, may by resolution appoint such additional officers and such agents and 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 such subordinate officers, agents, or employees and to determine their terms of office and compensation, if any.

Article VI – Committees

Section 6.1 Standing and/or Ad Hoc Committees. The Board may from time to time, by resolution, constitute such committees of members, officers, employees, with

such functions, powers, and duties as the Board deems necessary or appropriate. Unless the Board shall provide otherwise, each such committee shall enact purposes, responsibilities, and procedures for its operations. These documents and their amendments shall be approved by the Board. The Board retains the authority to dissolve these committees by a majority vote.

Article VII – Indemnification

Section 7.1 General. The Corporation shall indemnify each officer, Board member, and employee (“Indemnity”) from the expenses and risk as set forth in Section 7.2, below if such Indemnitee has acted in good faith, within the scope of his/her employment or within his/her duties as a Board Member. A Board Member or Employee who has not acted in good faith or has acted outside the scope of his/or her employment or his/her duties as a Board Member shall not be entitled to indemnification as outlined in Section 7.2, below.

Section 7.2 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 Indemnitor 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 and employee, officer or director of the Corporation.

Article VIII – Miscellaneous Provisions

Section 8.1 Fiscal Year and Audit. The fiscal year of the Corporation shall begin on July 1 and end on June 30 each year. The Corporation shall be required periodically and no less than once a year to employ a certified public accountant to audit the accounts of the Corporation and to provide such audits as are required to the SCCS Act.

Section 8.2 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 these Bylaws or 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 for any purpose or in any amount.

Section 8.3 Commercial Paper. All checks and other orders for the payment of money out of the funds of the Corporation, and all notes or evidence 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, from time to time determine.

Section 8.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may, from time to time, select or as may be selected by any officer or employee of the Corporation to whom such power may, from

time to time, 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.

Section 8.5 Forms of Records. When consistent with good business practices, any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 8.6 Corporate Records. The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its Board of Directors, a record of all actions taken by the Board, and a record of all actions taken by committees of the Board. The Corporation shall maintain appropriate accounting records. The Corporation shall keep a copy of the records at its principal office.

Section 8.7 Bylaw Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors at a regularly scheduled meeting, provided that notice of any proposed amendment or change is made available to Members of the Board and to the public at least 30 days prior to the meeting at which they are to be voted upon. The Board will review the Bylaws at least once every three years. Any amendments to the Bylaws which are inconsistent with the SCCS Act, the Articles of Incorporation, or would result in the Corporation's loss of its ability to claim non-profit status under wither the Internal Revenue Code or the South Carolina Non-profit Corporation Act, shall be null and void.

Section 8.8 Severability. If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

Section 8.9 Usage. The section and paragraph headings contained in these Bylaws are for reference purposed only and shall not affect in any way the meaning or interpretation of the Bylaws. Terms such as “hereof”, “hereunder”, “hereto” and words of similar import shall refer to these Bylaws in the entirety and all references to “Articles”, “Paragraphs”, “sections”, and similar cross references shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall have the meanings ascribed to them in the SCCS Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law, as amended.

Section 8.10 Conflict Between Bylaws, Articles, and South Carolina Law. The Articles of Incorporation of the Corporation and South Carolina law including, without

limitation, the South Carolina Non-profit Corporation Act of 1996, as amended, together with the regulations, are incorporated herein by reference. Any conflict within the terms of these Bylaws, the Articles, and South Carolina law should be resolved in the following order: (1) South Carolina law, (2) the Articles, and (3) these Bylaws.

First Amended this ____ day of October 2013