Application: TeamCFA: Cherokee

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2019 Charter School Application

L. Bylaws

Completed - Jan 31 2019

Bylaws must reflect the SC Nonprofit Corporation Act and should clearly include:

- The election process of the governing board, including when elections will occur and the voting procedures. Procedures should include that parents/legal guardians will have one vote for each student enrolled in the school. In addition, each employee will have one vote.
- Detailed plan for dissolving the charter committee and instituting the first governing board. Procedures should specifically describe how nominations will be taken, when the vote will occur, how eligible voters will cast their ballots, and when training will be provided for these governing board members.
- Explanation of powers and duties, size, terms, composition, qualifications, term limits, officer positions and duties, election procedure, vacancy replacement, minimum number on the board, quorum and decision-making process, how board members are elected or appointed, and when this takes place.
- An explanation of the proposed board meeting frequency and focus, and the role of any standing subcommittees.
- A description of the relationship between the governing board and the school administrator, which includes the amount of authority the governing board will convey to the school administrator.
    - A statement that the proposed charter school and its governing body will comply with the FOIA.

Bylaws_TeamCFACherokee_Approved01292019

Filename: Bylaws_TeamCFACherokee_Approved01292019.pdf **Size:** 168.4 kB

BYLAWS
OF

TeamCFA: Cherokee

ARTICLE I
NAME; OFFICES; PURPOSE

Section 1.1 Name. The name of this organization shall be TeamCFA: Cherokee.

Section 1.2 Purpose. The sole and exclusive purpose of TeamCFA: Cherokee shall be to establish and conduct a charter school to provide and expand educational opportunities for children. The organization is a non-profit organization for charitable and educational purposes within the meaning of Section 501 (c) (3) (exempt status is pending with IRS) in the Internal Revenue Code as amended. In carrying out the forgoing purposes, the corporation shall have all of the powers given to and possessed by a corporation under the South Carolina Nonprofit Corporation Act.

Section 1.3 Principal Office. The principal office of the Corporation shall be located at 1022 West Buford, Apt 505, Gaffney, SC 29341, or at such other location designated by the Board of Directors.

Section 1.4 Registered Office. The registered office of the Corporation required by law to be maintained in the State of South Carolina may be, but need not be, identical with the principal's office.

Section 1.5 Other Offices. The Corporation may have offices at such other places, either within or without the State of South Carolina, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the power of the Corporation shall be vested in the Board of Directors.

Section 2.2 Number, Term, and Composition. The Board of Directors shall be comprised of no fewer than seven (7) and no more than twelve (12) members, or as otherwise determined by the Board. Each director shall hold office for a term of two years from the date of his/her appointment or until his/her resignation, retirement, death, removal, disqualification, or his/her successor shall have been elected and qualified. No director shall serve more than three (3) consecutive two year terms. At most, two directors can be parents, relatives, or guardians of students currently enrolled at TeamCFA: Cherokee. All Directors shall be residents of the state of South Carolina. A person who has been convicted of a felony will not be elected as a member of the board of directors.

Section 2.3 Election. The members of the Board of Directors shall serve a term of two (2) years from the date of their appointments or until their successors are seated. A full two year term shall be considered to have been served upon the passage of three (3) annual meetings. A choice of the membership of the board must take place every two years. Fifty percent of the members of the board must be individuals who have a background in K-12 education or in business. These members shall be appointed by the board to serve two year terms. The other fifty percent of the board shall be elected by the employees and the parents or guardians of students enrolled in Team CFA:Cherokee. Parents or guardians shall have one vote for each student enrolled. All members must be residents of the State of South Carolina. After election, the term of a director may not be reduced. Directors shall take office on the next scheduled meeting following the meeting at which they are elected.

Section 2.4 Removal. Any member of the Board of Directors can be removed from office at any meeting of the Board of Directors with or without cause by a majority vote of the Board of Directors.

Section 2.5 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even if the remaining directors constitute less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 2.6 Chairman and Vice Chairman of the Board. There shall be a Chairman and Vice-Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board of Directors. The Chairman, or in his/her absence the Vice-Chairman, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The Chairman and Vice-Chairman shall be officers of the Corporation.

Section 2.7 Compensation. Members of the Board of Directors shall receive no payment of honoraria, except reimbursement for expenses incurred in performance of voluntary TeamCFA: Cherokee activities in accordance with TeamCFA: Cherokee adopted written policies; in the absence of adopted written policy, standard operational practice for TeamCFA: Cherokee shall be observed.

ARTICLE III
MEETINGS OF THE BOARD OF DIRECTORS

Section 3.1 Regular Meetings. There shall be a minimum of eight (8) regular meetings of the Board held each year. The board shall adopt a regular meeting schedule annually.

Section 3.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or by a majority of the Board.

Section 3.3 Annual Meetings. The Board of Directors shall have an annual meeting in June, July, or August of each year. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 3.4 Place of Meetings. Any meeting of the Board of Directors may be held at the principal office of the Corporation, at TeamCFA: Cherokee, or at such other place within the State of South Carolina as shall be agreed upon by a majority of the board and designated in the notice of the meeting.

Section 3.5 Notice of Meetings. Notice of all regular meetings shall be published via any then acceptable public method in accordance with the Public Records Law of the State of South Carolina at the beginning of the calendar year. Notice of all called, special or rescheduled meetings will be given as early as practicable but no later than twenty-four hours before the meeting. The posting will include the agenda, date, time, and place of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting of the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.6 Quorum. A simple majority of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

Section 3.7 Manner of Acting. Action taken by the Board of Directors may not be taken without a meeting of the Directors. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Voting by proxy shall not be permitted. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

After the meeting begins, an item upon which action can be taken only may be added to the agenda by a two-thirds vote of the members present and voting; however, if the item is one upon which final action can be taken at the meeting or if the item is one in which there has not been and will not be an opportunity for public comment with prior public notice given in accordance with this section, it only may be added to the agenda by a two-thirds vote of the members present and voting and upon a finding by the body that an emergency or an exigent circumstance exists if the item is not added to the agenda.

Section 3.8 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting, or his dissent or abstention from the action is otherwise entered in the minutes of the meeting, or unless he either files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent is not available to a director who voted in favor of such action.

Section 3.9 Participation by Telephone or Similar Communication Device. Any one or more directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other simultaneously, and such participation in the meeting shall be deemed presence in person at such meeting.

ARTICLE IV
OFFICERS

Section 4.1 General. The officers of the Corporation shall consist the Chair of the Board, a Vice-Chair, a Secretary and a Treasurer, and may also include such other officers as may be appointed by the Board of Directors or otherwise provided in these Bylaws. Any two or more offices may be simultaneously held by the same person, but no person may act in more than one capacity where action of two or more officers is required. The title of any officer may include any additional designation descriptive of such officer's duties as the Board of Directors may prescribe.

Section 4.2 Appointment and Term. The officers of the Corporation shall be appointed from time to time by the Board of Directors, generally at the first meeting of the school year, provided that the Board of Directors may authorize a duly appointed officer to appoint one or more other officers or assistant officers, other than appointment of the Chair of the Board. Each officer shall serve as such at the pleasure of the Board of Directors.

Section 4.3 Removal. Any officer may be removed by the Board of Directors at any time with or without cause; but such removal shall not itself affect the contract rights, if any, of the person so removed.

Section 4.4 Chair of the Board. The Board of Directors may, but need not, appoint from among its members an officer designated as the Chair of the Board. If there is appointed a Chair of the Board and such Chair of the Board is also designated by the Board of Directors to be the Chief Executive Officer, then the Chair of the Board shall have all of the duties and authority of the Chief Executive Officer and shall also, when present, preside over meetings of the Board of Directors. If there is a Chair of the Board but such Chair of the Board is not also designated as the Chief Executive Officer, then the Chair of the Board shall, when present, preside over meetings of the Board of Directors, serve as ex officio member of Board Committees and shall have such other duties and authority as may be prescribed from time to time by the Board of Directors or as are provided for elsewhere in these Bylaws.

Section 4.5 Vice-Chair of the Board. The Vice-Chair shall have the responsibility and authority to preside over meetings of the Board of Directors and serve as ex officio member of Board Committees, in the Chair's absence. The Vice-Chair will perform other duties as delegated by the Chair, including assistance with board communication, development and governance.

Section 4.6 Secretary. The Secretary shall have the responsibility and authority to maintain and authenticate the records of the Corporation; shall keep, or cause to be kept, accurate records of the acts and proceedings of all meetings of directors and Committees; shall give, or cause to be given, all notices required by law and by these Bylaws; shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it; shall sign such instruments and may require the signature of the Secretary; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her from time to time by the Chief Executive Officer, the Chief Operating Officer, or the Board of Directors.

Section 4.7 Treasurer. The Treasurer shall ensure proper custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors; shall keep, or cause to be kept, full and accurate accounts of the finances of the Corporation in books especially provided for that purpose, and shall generally have charge over the Corporation's accounting and financial records; shall cause a true statement of its assets and liabilities as of the close of each fiscal year, and of the results of its operations and of cash flows for such fiscal year, all in reasonable detail, including particulars as to convertible securities then outstanding, to be made as soon as practicable after the end of such fiscal year. The Treasurer shall also prepare and file, or cause to be prepared and filed, all reports and returns required by Federal, State or local law and shall generally perform all other duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the Chief Executive Officer, the Chief Operating Officer or the Board of Directors.

ARTICLE V
COMMITTEES AND STAFF

Section 5.1 Committees. There may be committees as the Board of Directors may establish for the discharge of duties. All standing committees shall meet at least two (2) times annually and shall report on all actions and considerations to the Board of Directors. Committees may be comprised of parents, guardians, and relatives of students currently enrolled in TeamCFA: Cherokee.

Section 5.2 Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5.3 Chair. One member of each committee shall be appointed Chair of the Committee by the Chairman of the Corporation, except as otherwise provided in these Bylaws.

Section 5.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.5 Quorum. The quorum for all committee meetings shall be 1/2, unless otherwise determined by the Board of Directors.

Section 5.6 Staff. The Board of Directors shall have the discretion to appoint a chief staff person, who shall be responsible for carrying out the work of TeamCFA: Cherokee in accordance with the policies, adopted as written or in standard operational practice, established from time to time by the Board of Directors.

ARTICLE VI
INDEBTEDNESS

Section 6.1 Indebtedness. No indebtedness of the Corporation in excess of $10,000 shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the directors in office.

Any or all of such indebtedness may be represented by notes, debentures, bonds, or other securities, either unsecured or secured by, or issued under, a mortgage, trust indenture, or otherwise, and may be issued at such times and upon such terms as the Board of Directors shall determine.

ARTICLE VII
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall loans be made by the corporation to its trustees or officers.

Section 7.3 Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or employee or employees of the Corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.

Section 7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE VIII
GENERAL PROVISIONS

Section 8.1 Seal. The corporate seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.

Section 8.2 Waiver of Notice. Whenever any notice is required to be given by any Board of Directors member under the provisions of §55A-2-02 of the General Statutes of the State of South Carolina or under the provisions of the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8.3 Indemnification. The Corporation shall indemnify its past and present officers and directors to the maximum extent of the law, and such officers and directors shall be deemed to have relied upon this Part.

Section 8.4 Fiscal Year. The fiscal year of the Corporation shall be as fixed by the Board of Directors.

Section 8.5 Amendment of Bylaws. Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any meeting of the Board of Directors; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws. Bylaw amendments shall be submitted to the Department of Public Instruction for approval.

Section 8.6 Advisory Board. The Corporation may establish an Advisory Board, without governing power or authority, to serve as a resource at the direction and pleasure of the Board of Directors by providing advice, assistance, expertise, and support to the Board of Directors for the advancement and promotion of the mission of the Corporation. The Board of Directors may appoint a Chair of the Advisory Board who may be authorized to serve as an *ex officio*, non-voting member of the Board of Directors.

Section 8.7 Dissolution. In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the corporation shall go and be distributed to one or more non-profit corporations or public bodies as may be selected by the board of directors of this corporation and approved by at least 75 percent of the users or members to be used for, and devoted to, the purpose of a community facility project or other purpose to serve the public welfare of the community. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, directors, stockholders, or others having financial or managerial interest in the corporation either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

Section 8.8 Non-Discrimination Policy. The Organization does not discriminate on the basis of race, color, religion, sex, national origin, age, status, disability, veteran status, or as otherwise may be prohibited by federal and state law basis of race with respect to admissions, use of facilities or exercise of student privileges, faculty or administrative staff.

Section 8.9 South Carolina Open Meetings Law. Except as provided in GS 143-318.11, 143-318.14A, 143-318.15 and 143-318.18, each official meeting of the board shall be open to the public, and any person is entitled to attend such a meeting. The Corporation will comply with the South Carolina Open Meetings Law.

Section 8.10 Rules of Order. Except where there may be a conflict with the Articles of Incorporation or Bylaws of TeamCFA: Cherokee, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of TeamCFA: Cherokee. Additionally, all members of the Board of Directors are expected to conduct themselves in a manner appropriate to the expectations of TeamCFA: Cherokee students, employees, and community members by demonstrating the highest caliber of individual excellence and positive leadership.

Section 8.11 Books and Records. The Corporation shall keep complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors.

Section 8.12 Conflict of Interest Policy. All Board of Directors shall be required to abide by the Conflict of Interest Policy. This Policy will be approved by the Board of Directors and may be amended from time to time as determined by the Board of Directors.

These bylaws were approved on 1/29/2019 by the Board of Directors.